

Invitation to The 2021 Annual General Meeting of Shareholders B-52 Capital Public Company Limited



Tuesday 18 May 2021, 2:00 p.m.

(Registration being started at 1.00 p.m.)

Meeting Room , 7 th Floor,

B-52 Capital Public Company Limited

973 President Tower, Ploenchit Road,

Lumpini, 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 / snacks 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). **Currently, this wave 3 outbreak has a tendency to become more and more severe.** 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 2021 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 2021 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 7.

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 9 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 3 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 9. 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 2021 Annual General Meeting of the Shareholders as Enclosure 7. 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 **11 May 2021** 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 7.
 - 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. **And according to the Bangkok Announcement regarding Temporary Closure of Venue (No. 25) dated April 25, 2021, there has been a guideline for activities that are at risk of transmission of diseases such as meetings to limit the number of attendees to no more than 20. People: Including directors, executives, company officers and shareholders This will cause the number of shareholders' seats to be limited to about 5 seats and cannot be added more seats. Because it is impossible for many people to be gathered in the same place for a long time.**
 - 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, NQ 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 stops **giving away souvenirs and snacks** to reduce the exposure and reduce the risk of virus.
 - 4.9 The printed copies of Annual Report 2020 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.

30 April 2021

Subject: Invitation to the 2021 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. 1/2021 held on January 12, 2021
 2. Annual registration statement / Annual Report (Form 56-1 One Report) for the year 2020 and a copy of the financial statements for the year ended 31 December 2020 and Audited Financial Statements (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. Profiles of Information and a brief history of the person nominated as an additional director (Miss Oytip Choltichanun)
 5. Capital Increase Report Form (F 53-4) in General Mandate
 6. The Articles of Association relating to Shareholders' Meeting
 7. Profiles of the independent directors proposed by the Company to act as Proxy for shareholders
 8. Guidelines for Proxy, Registration, Document showing to attend and Voting
 9. Proxy Form A, B and C
 10. QR Code Downloading Procedures for the 2020 Annual Report
 11. Map of the venue for AGM 2021
 12. Process of Meeting Attendance

With the situation of the coronavirus infection (COVID-19) spreading, there is a rapidly increasing trend of the epidemic. For the safety of shareholders and attendees, the Company deems it appropriate to postpone the 2021 Annual General Meeting of Shareholders from 29 April 2021 to Tuesday, May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok. And specifying the names of shareholders entitled to attend the meeting (Record Date) on April 2, 2021, with the following agendas.

Agenda 1 Chairman of the Board of Directors Notification

Details will be given by the Chairman.

Agenda 2 To consider and approve the Minutes of the Extraordinary General Meeting No. 1/2021 held on January 12, 2021

Background and reasons: The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on January 12, 2021. And sent a copy of the said minutes of the meeting to the Stock Exchange of Thailand and the Ministry of Commerce. Within the period specified by the law (A copy of the minutes of the meeting appears in Enclosure 1)

Opinions of the Board: The Board considered and agreed that the said minutes of the meeting were recorded correctly. And it is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021.

Vote required: This agenda must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

Agenda 3 To acknowledge the Company's operating performance for the year 2020

Background and reasons: Report on the Company's financial statements for the year 2020, 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 2020, the Company's operating results can be summarized below.

- For the year 2020, the company has total comprehensive loss attributable to the company amounting to 62,361,067 baht, net loss attributable to the company amounting to 62,497,612 baht, the total comprehensive loss for the company is 60,615,711 baht and the company has a net loss for the company of 60,735,239 baht. Only for the company for the year 2019 in the amount of 76,762,710 baht, resulting in a net loss, decreased from the previous year by 16,027,471 baht or equivalent to 20.88 percent.
- The company had sales and service income for the year 2020 totaling 30,777,525 baht, a decrease of 437,300 baht or 1.40 percent from the previous year.

- The decline in revenues was caused mainly from 2 business segments: (1) e-Payment business segment, which was directly affected in the 2-4 quarter of 2020 due to the government. It announced the closure of international travel to prevent and control the spread of COVID-19 in accordance with the Emergency Decree and related announcements. Making Chinese tourists who are the main customers of this business Unable to use the Company's payment services and (2) consumer goods distribution business segment Due to the business model modification By switching to sales through the platform It takes time to build a customer base and develop a platform. It was also affected by the epidemic situation of COVID-19. In Thailand, which makes customers have less purchasing power.

- But in the business segment providing advertising and public relations media services this is a new business segment of the company that began operating in this segment based on the company's existing retail and wholesale network in June 2020, despite being impacted by the coronavirus outbreak. COVID-19 in Thailand, but the company can still recognize revenue from this segment in the amount of 12 million baht.

- The company had cost of sales and service costs for the year 2020 amounted to 23,630,332 baht, a decrease of 7,134,050 baht from the previous year, or 23.19 percent.

- For the year 2020, cost of sales and services decreased this was due to the strategy of the consumer goods business segment that slowed down sales in order to prepare the platform to be more readily available. As a result, the cost decreased from the previous year by 7.2 million baht. However, the company received a gross profit from the operation of the media service and public relations business of 6.3 million baht.

- The Company had selling and administrative expenses for the year 2020 amounted to 70,714,005 baht, a decrease of 10,848,769 baht from the previous year, or 13.30 percent since in 2019 there was a loss of non-monetary loss. Is expenses by using shares in the amount of 11 million baht.

Opinions of the Board: The company has summarized the operating results of the year 2020 which appeared in the 2020 Annual Report, the Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and acknowledge the Company's operating results for the year 2020.

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 2020 which was audited by the auditor of the Company

Background and reasons: The Company's financial statements for the year ended 31 December 2020 which have been audited by the Certified Public Accountant. And has been reviewed by the Audit Committee the auditor has expressed an opinion on the financial statements that they are correct in accordance with the financial reporting standards.

Opinions of the Board: The Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements. For the year ended 31 December 2020 audited by the Company's auditor. And has been approved by the Audit Committee. And the Board of Directors.

Voted required: This agenda must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

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 2020

Background and reasons: Since the financial statements for the year ended December 31, 2020, which have been audited by the certified public accountant. Showed that The Company has an accumulated loss in the separate financial statements, which has not yet been appropriated in the amount of 863,105,123 baht, which, according to Section 115 of the Public Limited Act B.E. 2535 (including the amendments) and the Company's Articles of Association, Article 46 stipulates that the payment Dividends must be paid from profit only. In the event that the company still has accumulated losses it is prohibited to pay dividends, so the company is unable to pay dividends. In addition, in 2020, the company has a net loss in the separate financial statements amounting to 60,735,239 baht, according to Section 116 of the Public Limited Act B.E. 2535 (including the amendments). Additional) and Article 48 of the Company's Articles of Association stipulate that a portion of the annual net profit must be allocated as a reserve of not less than 5% of the annual net profit. Deducted by the accumulated loss brought forward (if any) until this reserve is at least 10% of the registered capital, so the company cannot allocate profits as legal reserve for the year 2020.

Opinions of the Board: The Board considered and agreed that the current financial position and operating results of the Company are based on the financial statements for the year ended December 31, 2020, which the Company has accumulated loss as of December 31, 2020 in the amount of 863,105,123 baht, the company is unable to pay dividends. Year 2020 to shareholders and can allocate profits as legal reserves The Board considered and agreed to propose to the

shareholders' meeting to approve the omission of dividends and no allocation of profits as legal reserves.

Voted required: This agenda must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

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

Background and reasons: Under Section 71 of the Public Limited Companies Act 2535 (including amendments) and Article 18 of the Company's Articles of Association stipulate that in every annual ordinary meeting of shareholders To retire one-third of the directors Or the closest number to one third A director who vacates office upon this term may be re-elected. In this Annual General Meeting of Shareholders for the year 2021, the retiring directors shall have the following names

(1) Mr. Nimit Wongjariyakul, Director / Chairman of the Executive Committee

(2) Mr. Chumnun Kunnaratana, Director (Independent Director) / Audit Committee

Criteria for recruiting persons to be appointed as directors The Company shall be selected through the approval of the Nomination and Remuneration Committee before presenting to the Board of Directors, in which case the selection shall be made using the criteria of knowledge, capability, experience, vision and credibility. As well as being a qualified person in professional skills Specialization and does not have prohibited characteristics as required by law.

Since both directors are former directors working for the company at present All of the directors are knowledgeable, competent and professional persons. They also considered their performance in the positions of directors of the Company. Both directors performed well as the Board of Directors. By using experience in suggesting policies to the company Therefore, it was proposed to the shareholders' meeting to consider and approve the re-appointment of the two directors to be re-elected as directors for another term. Another term and definition of independent director. The company sent to the shareholders together with the notice of this meeting. (Details are in Enclosure 3)

Opinions of the Board: Under the approval of the Nomination and Remuneration Committee the Board of Directors has carefully considered the individual qualifications of Mr. Nimit Wongjariyakul and Mr. Chumnun Kunnaratana. We see that everyone is a person with knowledge, ability, a background and a wide range of expertise. In addition, they considered their performance in the

positions of directors of the Company. Both directors performed as the board of directors of the Company. Including the performance of duties as a committee member very well. By using experience in suggesting policies to the company Including having all the qualifications required by law Related announcements In addition, the Board of Directors has considered that the persons nominated for the position of independent directors and audit committee members will be able to express their opinions independently and in accordance with the relevant rules. It is appropriate to propose to the general meeting of shareholders to consider and approve the re-appointment of the two directors to be re-elected as directors for another term.

Voted required: This agenda is must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) in conjunction with Section 70 of the Public Limited Companies Act B.E. 2535 and In accordance with the criteria and methods set out in Article 17 of the Company's Articles of Association.

Agenda 7 To consider and approve an increase in the number of Company Directors from the original 8 to 9 persons by nominating Miss Oytip Choltichanun for further approval as new director.

Background and reasons: To support the expansion of the company's business operations The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the increase of the number of directors of the Company from the original number of 8 persons to 9 persons by proposing Miss Oytip Choltichanun for the Annual General Meeting of Shareholders for the year 2021: To consider and approve the election as additional new directors.

The Nomination and Remuneration Committee has carefully considered the qualifications of Miss Oytip Choltichanun. By considering the suitability of knowledge, experience, and specialized capabilities that are useful to the company. Considered to be a person with knowledge, competence and experience as a person who has complete qualifications according to the criteria and the recruiting process set by the company. This is in accordance with the Public Limited Companies Act 1992 (including amendments) ("Public Limited Companies Act") and relevant Capital Market Supervisory Board announcements.

In this regard, information and brief profiles of the persons nominated for election as additional new directors. The company sent to the shareholders together with the notice of this meeting. (Details are in Enclosure 4)

Opinions of the Board: The Board of Directors has considered the qualifications of Miss Oytip Choltichanun and has approved as proposed by the Nomination and Remuneration Committee. It is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the increase of the number of directors of the Company from the original number of 8 persons and to consider and approve the election of Miss Oytip Choltichanun as a new director.

Voted required: This agenda is must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) in conjunction with Section 70 of the Public Limited Companies Act B.E. 2535 and In accordance with the criteria and methods set out in Article 17 of the Company's Articles of Association.

Agenda 8 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2021.

Background and reasons: The Board has considered and proposed the remuneration of directors to be at an appropriate level and in line with the duties and responsibilities of the directors.

Opinions of the Board: The Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Company's directors and sub-committees for the year 2021, which is the remuneration of the Company's directors, Audit Committee , Member of the Nomination and Remuneration Committee , Investment Committee and Risk Management Committee (total of 5 committees) in total amount not exceeding 2,000,000 baht per year.

In the past year, the Company has determined the remuneration for the Company's directors and sub-committees for the year 2020, which is the remuneration of the Company's directors , Audit Committee and Nomination and Remuneration Committee (total of 3 committees) in the total amount not exceeding 1,500,000 baht per year.

The remuneration of the Company's directors and sub-committees for the year 2011 (totaling 5 committees) are detailed as follows.

Directors' remuneration	An offer	Year 2020		
	Year 2021	Details of remuneration for each director		
	Baht	Name	Position	Baht
Meeting allowances for the Board of Directors (one time) - Chairman of the Board of Directors - Director		1.Mr.Sutep Pongpitak	Chairman	72,000
	10,000	2.Mr.Chumnun Kunnaratana	Director	45,000
	7,000	3.Mrs.Araya Sunlakawit	Director	45,000
		4.Ms.Chantana Srisawat	Director	18,000
		5.Ms.Naravadee Waravanitcha	Director	-
		6.Mr.Nimit Wongjariyakul	Director	-
		7.Mr.Chavapas Ongmahutmongkol	Director	-
		Total		180,000
Meeting allowance for the Audit Committee (one time) - Chairman of the Audit Committe - Member	10,000	1. Mr.Sutep Pongpitak	Chairman	32,000
	7,000	2. Mr.Chumnun Kunnaratana	Member	20,000
		3. .Mrs.Araya Sunlakawit	Member	20,000
		Total		72,000
Meeting allowances for the Nomination and Remuneration Committee (one time) - Chairman of the Nomination and Remuneration Committee - Member	8,000	1. Mr.Sutep Pongpitak	Chairman	32,000
		2. Mr.Chumnun Kunnaratana	Member	20,000
	5,000	3. Mrs.Araya Sunlakawit	Member	20,000
		4. Mr.Nimit Wongjariyakul	Member	-
		Total		72,000
Meeting allowances for the Investment Committee (one time) - Chairman of the Investment Committee - Member	8,000	1. Mr.Nimit Wongjariyakul	Chairman	Non
	5,000	2. Ms.Naravadee Waravanitcha	Member	Non
		3. Mr.Chavapas Ongmahutmongkol	Member	Non
		4. Ms.Chantana Srisawat	Member	Non
Meeting allowances for the Risk Management Committee (one time) - Chairman of the Risk Committee - Member	8,000	1. Mr.Nimit Wongjariyakul	Chairman	Non
	5,000	2. Ms.Naravadee Waravanitcha	Member	Non
		3. Mr.Chavapas Ongmahutmongkol	Member	Non
		4. Ms.Chantana Srisawat	Member	Non
Remuneration for the Board of Directors (Monthly) - Chairman of the Board of Directors - Director	20,000	1.Mr.Sutep Pongpitak	Chairman	Non
	10,000	2.Mr.Chumnun Kunnaratana	Director	Non
		3.Mrs.Araya Sunlakawit	Director	Non

Directors' remuneration	An offer	Year 2020		
	Year 2021	Details of remuneration for each director		
	Baht	Name	Position	Baht
		4.Ms.Chantana Srisawat	Director	Non
		5.Ms.Naravadee Waravanitcha	Director	Non
		6.Mr.Nimit Wongjariyakul	Director	Non
		7.Mr.Chavapas Ongmahutmongkol	Director	Non
Meeting allowance for the Audit Committee (Monthly)				
- Chairman of the Audit Committee	20,000	1. Mr.Sutep Pongpitak	Chairman	120,000
- Member	10,000	2. Mr.Chumnun Kunnaratana	Member	120,000
		3. Mrs.Araya Sunlakawit	Member	120,000
		Total		360,000
Total limit not more than	2,000,000	Total all		684,000

Voted required: This agenda is must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting according to Section 90 of the Public Limited Companies Act B.E. 2535.

Agenda 9 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2021

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 2021, name in list below:

- | | |
|-------------------------------|--|
| 1) Mr. Jadesada Hungsapruerk | 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 and/or |
| 6) Mr. Mongkol Laoworaphong | Certified Public Accountant (Thailand) No. 4722 and/or |

7) Ms. Kachamon Soonhuan Certified Public Accountant (Thailand) No. 11536

The auditors from Karin Audit Company Limited will be proposed to appoint as the auditors for the subsidiary companies for the year 2021 as well.

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

By proposing to appoint any auditors as the aforementioned names Being the auditor and commenting on the financial statements of the company. For the fiscal year ended December 31, 2021, and the specific audit fee of the company is 1,000,000 baht, a decrease of 500,000 baht from the year 2020, or 33.33% and the audit fee of the company and its subsidiaries (3 subsidiaries (As specified in the table below), totaling 4 companies, totaling 1,580,000 baht. The audit fee does not include travel expenses and other expenses (if any) with details as follows:

Number	List of Companies	Status	Year 2021	Year 2020
1	B-52 Capital PLC	Listed Company	1,000,000	1,500,000
2	Tanjai Distribution Co.,Ltd.	Subsidiary Company	130,000	250,000
3	Tanjai D Money Service Co.,Ltd.	Subsidiary Company	210,000	150,000
4	One Digitalm Network Co.,Ltd.	Subsidiary Company	240,000	40,000
Total			1,580,000	1,940,000

Opinions of the Board: It is deemed appropriate to propose to the shareholders' meeting to appoint (1) Mr. Jadesada Hungsapruerk Certified Public Accountant (Thailand) No. 3759 and/or (2) Ms. Kannika Wipanura Certified Public Accountant (Thailand) No. 7305 and/or (3) Mr. Jirote Sirirorote 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 and/or (6) Mr. Mongkol Laoworaphong Certified Public Accountant (Thailand) No. 4722 and/or (7) Ms. Kachamon Soonhuan Certified Public Accountant (Thailand) No. 11536 of Karin Audit Co., Ltd. or other certified public accountant assigned by Karin Audit Co., Ltd. to be the auditor for the year 2021 of the Company's subsidiary And to determine the audit fee of the Company and its subsidiaries (3 subsidiaries as specified in the table below) totaling 4 companies, totaling 1,580,000 baht. Such audit fee excludes travel expenses. And other expenses (if any)

Voted required: This agenda must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

Note: Considerations in Agenda 10 to Agenda 12 are related agendas, so if voting in any agenda is not approved by the shareholders' meeting The company will cancel all relevant proposals.

Agenda 10 To consider and approve the increase of the Company's registered capital General Mandate

Background and reasons: The company has plans to expand the business continuously with the aim of increasing the revenue and profit for the company to meet the target. Which will generate returns for shareholders Therefore, in order to increase liquidity and support the expansion of the business of the company. As well as increasing the ability to source capital from the capital market with appropriate and flexibility in case the company has a need for investment. The Board of Directors therefore resolved to approve the shareholders' meeting to consider and approve the increase of the registered capital of the company under a general mandate.

Opinions of the Board: The Board of Directors considered and deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the increase in the registered capital of the Company by a general mandate of 340,804,995 baht from the original registered capital amount of 1,262,393,735 baht is a new registered capital of 1,603,198,730 baht by issuing new ordinary shares of not more than 681,609,990 shares with a par value of 0.50 baht per share to be offered to (1) existing shareholders (Right Offering) in proportion to their existing shareholding and (2) persons (Private Placement) as detailed in the capital increase report form. According to the attachment 5.

However, the company still has the remaining ordinary shares that have not been sold. Which is the shares issued to support the warrants to purchase ordinary shares of the Company No. 3 (B52-W3) of 252,754,163 shares with a par value of 0.50 baht per share.

Voted required: This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote in accordance with Section 136 of the Public Limited Companies Act B.E. 2535.

Agenda 11 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Background and reasons: To be in line with the proposal to the shareholders' meeting to consider and approve the Company's registered capital increase in this past agenda. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Opinions of the Board: The Board considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital as follows:

"Clause 4. Registered Capital Amount	1,603,198,730 baht (one thousand six hundred three million one hundred ninety eight thousand seven hundred thirty baht)
Divided into	3,206,397,460 shares (three thousand two hundred six million three hundred ninety seven thousand four hundred and sixty shares)
At par value of	0.50 baht (fifty satang)
Divided into	3,206,397,460 shares (three thousand two hundred six million three hundred ninety seven thousand four hundred and sixty shares)
Preferred shares	- shares (- shares) "

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said document relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having

the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

Voted required: This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote in accordance with Section 31 of the Public Limited Companies Act B.E. 2535.

Agenda 12 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not more than 681,609,990 shares at the par value of 0.50 baht per share in order to support the capital increase under a general mandate

Background and reasons: As the Board of Directors has approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the capital increase under General Mandate in Agenda 10 above. There must be an allocation of newly issued ordinary shares to investors.

In this regard, the allocation of the said capital increase shares must be completed within the date the Company arranges for the next annual general meeting of shareholders of the Company. Or within the date that the law requires the next annual general meeting of shareholders, whichever is earlier. And if it is the case for the allocation of the newly issued shares to the specific investors must not fall into the scope of the low price.

Details on the allocation of the newly issued ordinary shares under the General Mandate are shown in the capital increase report form. According to the attachment 5.

Opinions of the Board: The Board of Directors considered and deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the allocation of the newly-issued ordinary shares of the Company, not exceeding 681,609,990 shares at the par value of 0.50 baht per share in order to support the capital increase. General Mandate with details of the allocation of the newly-issued ordinary shares as follows.

(1) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 454,406,660 shares at par value per share 0.50 baht or equal to 20.0% of the Company's current paid-up capital (the Company's current paid-up capital is 2,272,033,307 shares) to be offered to the existing shareholders (Right Offering) in accordance with the existing shareholding percentage. According to the general mandate

The power of attorney is given to the Board of Directors is considering allocation and offering for sale at one time or divide into parts for sale from time to time, including the power to take any action necessary and in connection with the offering of the newly issued ordinary shares in all respects such as the date of determining the names of the shareholders who are receive the right to share allotment (Record Date: XR) Objectives for the issuance of newly issued ordinary shares offering price determination offer period Allocation rate Allocation and payment methods for shares, etc., including changes in the offering period subscription and payment for the newly issued ordinary shares The conditions and details in the issuance of the said capital increase ordinary shares can be deemed appropriate. As well as correcting words or the text in the document Minutes of the Shareholders Meeting Memorandum of Association and / or various requests and / or proceeding to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development. The Ministry of Commerce may from time to time according to the payment of the subscription of newly issued ordinary shares each time. Including listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submitting documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand or other related agencies

In addition, the allocation of newly issued ordinary shares to existing shareholders under the general authorization form (General Mandate) must be completed within the date the company holds the next annual general meeting of shareholders. Or within the date that the law requires that the next annual general meeting of shareholders be held however, whichever day comes first.

(2) Allocation of newly-issued ordinary shares of the Company in an amount not exceeding 227,203,330 shares with a par value of 0.50 baht per share or equivalent to 10.0 percent of the Company's current paid-up capital (the Company's current paid-up capital is 2,272,033,307 shares) to offering to specific investors (Private Placement) under General Mandate to be offered for sale at one time or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. Such person must not be a connected person of the Company. According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions and the notification of the Stock Exchange of Thailand on the disclosure of information on the operating principles of listed companies in the connected transactions 2003 and the amendments. By assigning the Board of Directors Has the

power to set the share offering price according to market conditions during the offering period to investors. This must not be lower than the weighted average price of shares in the Stock Exchange for the past 7 consecutive days, but not more than 15 consecutive days prior to the date of each offering price. Offer to sell with a discount. But must not exceed 10 percent of the said market price

The power of attorney is given to the Board of Directors. To determine other relevant details with the allocation and offering of newly issued ordinary shares such as recruiting private investors (Private Placement), setting requirements conditions and details related to the allocation and offering of the newly issued ordinary shares and / or the allocation of the newly issued ordinary shares as consideration for the acquisition of assets The negotiation, agreement and signing of documents and contracts relating to the allocation and offering of the newly issued ordinary shares and sign the documents for permission and evidences necessary and relevant to the allocation of the said capital increase ordinary shares. Including stipulation of conditions and details in the issuance of the said capital increase ordinary shares as deemed appropriate. As well as correcting words or the text in the document Minutes of the Shareholders Meeting Memorandum of Association and / or various requests and / or proceeding to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development. The Ministry of Commerce may from time to time according to the payment of the subscription of newly issued ordinary shares each time. Including listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submitting documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand or other related agencies

Allocation of the newly-issued ordinary shares to the specific investors above in no event shall the subscriber of the newly issued ordinary shares hold the shares of the Company in an incremental manner, up to or over the point of making a tender offer as specified in the announcement. Capital Market Supervisory Board Tor Chor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeover And in a manner that violates the foreign shareholding restrictions as specified in the Articles of Association of the Company.

Allotment of newly issued ordinary shares in (1) and (2) totaling not more than 681,609,990 shares or equivalent to 30% of the Company's paid-up capital as of the date the Board of Directors resolves to increase capital under the general mandate. In the amount of 1,136,016,653.50 Baht or equivalent to paid-up shares 2,272,033,307 shares (par value of 0.50 baht per share) under the

Notification of the Board of Directors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information and any practice of listed companies in 2017

Voted required: This agenda must be approved by the shareholders' meeting with a majority vote of the number of votes of the shareholders who attend the meeting and vote in accordance with Section 107 (1) of the Public Limited Companies Act B.E. 2535.

Agenda 13 Consider to know the amount of investment amount between the transactions that have already disclosed the purpose of utilizing the capital increase in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019, which is a significant change in the objectives of spending.

Background and reasons: According to the company specifying the purpose of utilizing the capital increase which has been approved to increase the Company's registered capital from the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 held on September 23, 2019.

And the Board of Directors meeting No. 1/2021 held on February 15, 2021 passed a resolution approving the appropriation of the investment limit. Or expenses between transactions that have disclosed the objectives of the capital increase in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019, which is a significant change in the purpose of utilizing the capital increase. In accordance with the Notification of the Office of the Securities and Exchange Commission No. Sor Chor. 63/2561 Re: Change of Objectives for Use of Funds in accordance with the Registration Statement and Draft Prospectus dated November 5, 2018.

Details of allocation of investment limits or cost (Changes in the purpose of use of money significantly) are shown in the table listed below.

(Million baht)

Objectives of utilizing the capital increase	Plan for using capital increase	Balance
	Old	As of 31 Dec 2020
1. Plan to use the money from the capital increase for Private Placement		
1.1 Invest in, expand and expand the e-commerce business.	5	5
1.2 Invest in building a platform Tanjai Service	10	8.4
1.3 Invest in making product notification books and e-catalogs.	2.5	2.1

Allowing new investment limits	
New money plan	Million baht
1. Plan to use money from PP	
1.1 Build a platform Tanjai Service and Tanjai Distribution Product notification book and e-catalog	17.8

(Million baht)

Objectives of utilizing the capital increase	Plan for using capital increase	Balance
	Old	As of 31 Dec 2020
1.4 Invest in platforms and software Tanjai Distribution	10	7.3
1.5 Invested in the logistics and distribution business to support the consumer products distribution business of Tanjai Distribution Co., Ltd.		
- Invested in developing a software system for transport routes management.	10	10
- Working capital in transportation and distribution business	17.5	17.5
Including the use of money from the capital increase received from the Private Placement	55	50.3
2. Proportion of capital increase plan for existing shareholders (Right Offering)		
2.1 Working Capital for Investment No. 1.1 to 1.4 above	15	6.8
2.2 Company working capital	18.3	0.0
Including the use of the capital increase received from the existing shareholders proportionately.	33.3	6.8
Total use of funds from the capital increase	88.3	57.1

Allowing new investment limits	
New money plan	Million baht
1.2 Working capital	32.5
Including plans to use money from PP	50.3
2. Plan to use money from RO	
2.1 Working capital	6.8
Include a plan to use money from RO.	6.8
Total spending plan	57.1

Opinions of the Board: To comply with the current situation The Company therefore reviewed the appropriateness of the change in the said investment weight. Considered a change in significance with the method of equalizing the investment limit between the items that have already been disclosed The Company therefore proposed to the Annual General Meeting of Shareholders for the year 2021 for consideration.

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

Agenda 14 Other matter (if any)

In accordance with Section 105 of the Public Limited Companies Act, B.E. 2535 (including amendments), stipulated that in the event that the shareholders' meeting has considered the agenda of the meeting as per the agenda Shareholders holding shares amounting to not less than

one-third of the total issued shares May ask the meeting to consider matters other than those specified in the notice calling for the meeting again

The Board of Directors has determined the names of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) on April 2, 2021.

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 1.00 p.m. to 2.00 p.m. Shareholders can study The map of the meeting venue can be found in Enclosure 11 and the procedures for attending the meeting are in Enclosure 12.

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 depository 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. 7.

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

(Simplified translation)

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

B-52 Capital Public Company Limited

The Extraordinary General Meeting of Shareholders No.1/2021 of B-52 Capital Public Company Limited held on January 12, 2021 through electronic media (E-Meeting). The Meeting will be broadcast from the Company's meeting room located at 973 President Tower Building, 7th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330. The Extraordinary General Meeting of Shareholders No.1/2021 has approved important resolutions which summarized as follows:

Shareholder	3	shareholders	total shares	42,000	shares
Proxy	26	shareholders	total shares	1,310,550,281	shares
The Total shareholder	29	shareholders	total shares	1,310,592,281	shares

Proportion is 64.8156% of total issued and paid-up shares of 2,022,033,307 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 and Chairman of the Audit Committee
2.Mr. Chumnun	Kunnaratana	Independent Director and Audit Committee
3.Mrs. Araya	Sunlakawit	Independent Director and Audit Committee
4.Mr. Nimit	Wongjariyakul	Director and Chairman of the Executive Committee
5.Ms. Naravadee	Waravanitcha	Director and Chief Executive Officer
6.Mr. Chavapas	Ongmahutmongkol	Director and Chief Investment Officer
7.Ms. Chantana	Srisawat	Director

Financial Advisor : Advisory Alliance & Partners Co.,Ltd.

1.Mr. Pornbhuda	Rijiravanich	Financial Advisor
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Legal Advisor : AAP Legal Advisory Co., Ltd.

Ms.Amalapa	Rakphan	Legal Advisor
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Agenda 1 : To consider and acknowledge the Minutes of the Annual General Meeting of Shareholders for the Year 2020 held on June 24, 2020.

The Company has prepared the minutes of the 2020 Annual General Meeting of Shareholders held on June 24, 2020 and submitted to the Stock Exchange of Thailand (the "SET") and Ministry of Commerce within the period as required by laws (A copy of the meeting's minutes appears in Enclosure 1).

The Board of Directors opines that the meeting's minutes were accurate and complete and it is appropriated to propose to the Meeting to consider and acknowledge the minutes of the 2020 Annual General Meeting of Shareholders.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the Minutes of the Annual General Meeting of Shareholders for the Year 2020 held on June 24, 2020.

Agenda 2 : To consider and approve the acquisition of shares in One Digital Network Company Limited, including issuance and offering the newly issued ordinary shares by way of private placement to Thai Digital Venture Company Limited as payment for the ordinary share of One Digital Network Company Limited instead of settlement in cash.

In order to increase business potential and increase the opportunity to expand the business which will result in the Company's performance to be improved in the future. It also expands the scope of service in the media advertising service business by using computers through various systems such as the internet, telecommunication system and through other advertising media including magazines, newspapers, radio and television, as well as advertising design and production of all kinds of

advertising media through various media in order to diversify the business risks and cover the objectives of the company's capital increase as much as possible. The Board of Directors' Meeting No.8/2020 has approved Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the acquisition of all shares in One Digital Network Company Limited ("ONE") in the amount of 119,998 shares, at a par value of THB 100 each, at the price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from Thai Digital Venture Company Limited (the "Seller") with the total transaction value at THB 50,000,000 ("ordinary share of ONE"). After entering into this transaction, ONE will be the Company's subsidiary (holding 100 percent of the share).

In this regard, the Company will pay the price for the ordinary share of ONE by way of capital increase and allocation to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not exceeding THB 50,000,000 (In other words, the seller will subscribe for the newly issued shares of the company which the payment for newly issued will be made by ONE's shares which the seller has been held (Share Swap)), the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company (fractions of which will be rounded down).

This transaction is considered as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, 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 Acquisition and Disposition of Assets, 2004 (as amended) (the "Notifications on Asset Acquisition and Disposal"). The highest transaction size calculated based on the specification in the Notifications on Asset Acquisition and Disposal is 29.30 percent, referenced from the consolidated financial statements for the third quarter of Fiscal Year 2020 period ending 30 September 2020 which was reviewed by the Certified Public Accountant (when combined with the asset acquisition transactions occurred during in the past 6 months, the size of the total asset acquisition transaction is 31.13 percent), which the transaction size is 15 percent or higher, but lower than 50 percent. Hence, the transaction of purchasing of ONE's ordinary share is considered a class 2 transaction under the Notifications on Asset Acquisition and Disposal, and the Company has the following obligations.

To disclose the information memorandum of the aforementioned transaction to the Stock Exchange of Thailand.

To deliver a notice to shareholders in relation to the Company's Asset Acquisition and Disposal transaction within 21 days from the disclosure of information to the Stock Exchange of Thailand.

However, the Board of Directors opines that such asset acquisition transaction is the investment in the business which is material to the Company's operation. Thus, the Board of Directors has a resolution to propose to the Company's shareholder meeting for approval of the asset acquisition transaction and other relevant action for the aforesaid transaction. Moreover, the entering into the aforementioned asset acquisition transaction is considered as the purchase of or the acceptance of business of private company to be an asset of the Company pursuant to section 107 (2) (B) of the Public Company Limited Act, B.E. 2535 (as amended) and clause 39 of the Company's Articles of Association, which the Company has to seek the approval from its shareholders. The resolution must be passed by an affirmative vote of no less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote.

In this regards, the Board of Directors deems it is appropriated to propose to the Shareholders' meeting to consider and approve the authorization of the Company's Board of Directors and/or Chief Executive Officer and/or Executive Committee and/or the persons designated by Board of Directors or Chief Executive Officer or the Executive Committee to have the power to determine the criteria and conditions and other necessary details in connection with the purchase of ONE ordinary shares as necessary and appropriate under applicable law and has the power to take any action in connection with this acquisition of shares, including but is not limited to negotiating and entering into the share purchase agreement and related documents which including signing of documents and amendments of the relevant documents. The details of the transaction to purchase the ordinary shares of ONE are shown in the Information Memorandum on the Asset Acquisition. (Enclosure 2).

In this regard, the Seller does not have any relationship with any executives, directors, major shareholders and controlling person of the Company, also, is not a related person (according to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) and is not a person with a relationship or behavior that is considered a joint act with the said person (concert party) of the said person. Therefore, entering to this transaction will not be considered as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules

on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, 2003 (as amended) (the " Notifications on Connected Transaction") and the seller agrees not to assign any person to take a position as director and / or executive of the Company.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the acquisition of all shares in ONE in the amount of 119,998 shares, at a par value of THB 100 each, at the price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from Thai Digital Venture Company Limited with the total transaction value at THB 50,000,000. Therefore, after this transaction, ONE will be considered a subsidiary of the Company (the company will hold total of 100.00 percent of paid-up capital of ONE). The Company will pay the price for the ordinary share of ONE by way of capital increase and allocate to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not exceeding THB 50,000,000 (In other words, the seller will subscribe to the new capital increase ordinary shares of the company). The payment for new shares will be made by Share Swap with an exchange rate equal to 1 share of ONE per 2,083 new shares of the Company (fractions of shares shall be discarded) and the authorization according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the acquisition of shares in One Digital Network Company Limited, including issuance and offering the newly issued ordinary shares by way of private placement to Thai Digital Venture Company Limited as payment for the ordinary share of One Digital Network Company Limited instead of settlement in cash.

Agenda 3 : To consider and approve the issuance and offering of the warrant No. 3 (B52-W3) to subscribe newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)

The Company intends to issue and offer warrants to purchase ordinary shares of the Company No. 3 (“B52-W3”) to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering), to be used as working capital and reserve for current business operations of the Company and to prepare and create financial flexibility for future business expansion.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of the Warrant No. 3 (“B52-W3”) of not exceeding 252,754,163 units or 12.50 percent of Company’s paid-up capital as of the date of Board of Directors’ Meeting No. 8/2020 to be allocated to existing shareholders via the Rights Offering without charge (offering price of THB 0 per unit) at a ratio of 8 ordinary share to 1 unit of warrant No. 3 (B52-W3) (fractions of which will be disregarded), with a term of warrant not more than 1 year from the issuance date, having an exercise ratio of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 0.25 per share (except for the adjustment of the rights). The details of the warrant B52-W3 are shown in the key terms of the warrants to purchase ordinary shares of B-52 Capital Public Company Limited to be issued and offered to the Rights Offering No. 3 (B52-W3) and the dilution effect (Enclosure 3).

Name list of the shareholders who are entitled to the allocation of B52-W3 will be determined on December 14, 2020 (Record Date) (In this regard, the specific person (Private Placement) who will be the Company’s shareholder from the Share Swap under the transaction as specified in Agenda 2 shall has no right to obtain B52-W3). However, the granting of the aforesaid rights is uncertain because the issuance and offering of the warrant is depend on the shareholders' meeting approval.

In this regard, the Board of Directors deems it is appropriated to propose to the Shareholders’ meeting to consider and approve the authorization of the Company's Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or the persons designated by Board of Directors or the Executive Committee or Chief Executive Officer shall have the power to take any actions and amend any criteria, conditions, and other details to the issuance and offering of the warrant No. 3 (B52-W3) in all respects as deemed appropriate and in compliance with the applicable

law such as the allocation, determination of issuance and offering date of warrant No. 3 (B52-W3), including other necessary and appropriate action related to the issuance and offering of the warrant No. 3 (B52-W3) in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and offering of warrant No. 3 (B52-W3). Also, listing of the warrant No. 3 (B52-W3) on the Stock Exchange of Thailand (“SET”), to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the issuance and offering of the warrant No. 3 (B52-W3) to subscribe newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)

Agenda 4 : To consider and approve decrease of the Company’s registered capital

In order to comply with the Public Limited Companies Act B.E. 2535 (as amended), the Company is required to decrease its registered capital by canceling the unissued registered shares before increase its capital in another amount, therefore, the Company is required to decrease its registered capital in amount of THB 267,883,207.50 from existing registered capital of THB 1,278,899,861.00 to the registered capital of THB 1,011,016,653.50 by canceling 535,766,415 unissued registered ordinary shares with a par value of THB 0.50, which is the remainder of the shares allocated for the exercise of warrants to issue the Company’s ordinary shares which are expired.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the decrease of the Company’s registered capital of THB 267,883,207.50 from existing registered capital of THB 1,278,899,861.00 to the registered capital of THB 1,011,016,653.50 by canceling 535,766,415 unissued registered ordinary shares with a par value of THB 0.50, which is the remainder of the shares allocated for the exercise of warrants

to issue the Company's ordinary shares which are expired according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved decrease of the Company's registered capital

Agenda 5 : To consider and approve amendment of clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

In order to comply with the law, the Company is required to make amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital as follows:

"Clause 4. Registered capital THB 1,011,016,653.50 (One Billion Eleven Million Sixteen Thousand Six Hundred Fifty Three Baht Fifty Satang)

Divided into shares 2,022,033,307 (Two Billion Twenty Two Million Thirty Three Thousand Three Hundred and Seven shares)

Par value per share THB 0.50 (Fifty Satang)

Categorized into

Ordinary shares shares 2,022,033,307 (Two Billion Twenty Two Million Thirty Three Thousand Three Hundred and Seven shares)

Preferred shares - shares (-shares)"

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital according to the proposed details, including it is appropriated to propose to the Shareholders'

meeting to consider and approve the authorization of the Company's authorized directors or the persons designated by the Company's authorized directors to has the power to sign the applications or any documents in relation to the registration for the amendment of the Company's Memorandum of Association and to submit the application for registration for the amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce, as well as to amend or change the application or information in any documents related to the registration for amendment of the Company's Memorandum of Association, which is filed to the Department of Business Development, the Ministry of Commerce, including any necessary action related to such procedure as it deems appropriate, and to be in line with the applicable laws and regulations, and also the interpretation of relevant government authority and the registrar and the officer's suggestion or instruction.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved amendment of clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

Agenda 6 : To consider and approve increase of the Company's registered capital.

For using as compensation for entering into the asset acquisition transaction to Thai Digital Ventures Company Limited (the "Seller") in purchasing 119,998 ordinary shares of One Digital Network Company Limited ("ONE"), par value of THB 100 per share at the purchase price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from the Seller with the total transaction value at THB 50,000,000 ("ordinary share of ONE"). After entering into this transaction, ONE will be the Company's subsidiary (holding 100 percent of the share). In this regard, the Company will pay the price for the ordinary share of ONE by way of capital increasing and allocation to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not

exceeding THB 50,000,000 (In other words, the seller will subscribe for the newly issued shares of the company which the payment for newly issued will be made by share swap on ONE's shares which the Seller has been held (Share Swap), the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company (fractions of which will be rounded down)). The details of capital increase are shown in the Information Memorandum on the Private Placement of the Newly Issued Shares (Enclosure 4) and the Capital increase reporting form (F53-4) (Enclosure 5).

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital of THB 251,377,081.50 from the existing registered capital THB 1,011,016,653.50 to the registered capital of THB 1,262,393,735 by issuing ordinary shares not exceeding 502,754,163 shares with a par value of THB 0.50 each for (1) offering to specific person (Private Placement) which is Thai Digital Venture Company Limited and (2) to support the exercise of warrant for the warrant No. 3 (B52-W3) to be allocated to the existing shareholders in the Rights Offering according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approve increase of the Company's registered capital.

Agenda 7 : To consider and approve amendment of clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

In order to comply with the law, the Company is required to make amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as follows:

“Clause 4.	Registered capital	THB 1,262,393,735 (One Billion Two Hundred Sixty-Two Million Three Hundred Ninety-Three Thousand Seven Hundred Thirty-Five Baht)
	Divided into	shares 2,524,787,470 (Two Billion Five Hundred Twenty-Four Million Seven Hundred Eighty-Seven Thousand Four Hundred Seventy shares)
	Par value per share	THB 0.50 (Fifty Satang)
	Categorized into	
	Ordinary shares	shares 2,524,787,470 (Two Billion Five Hundred Twenty-Four Million Seven Hundred Eighty-Seven Thousand Four Hundred Seventy shares)
	Preferred shares	- shares (-shares)”

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital according to the proposed details, including it is appropriated to propose to the Shareholders’ meeting to consider and approve the authorization of the Company’s authorized directors or the persons designated by the Company’s authorized directors to has the power to sign the applications or any documents in relation to the registration for the amendment of the Company’s Memorandum of Association and to submit the application for registration for the amendment of the Company’s Memorandum of Association to the Department of Business Development, the Ministry of Commerce, as well as to amend or change the application or information in any documents related to the registration for amendment of the Company’s Memorandum of Association, which is filed to the Department of Business Development, the Ministry of Commerce, including any necessary action related to such procedure as it deems appropriate and to be in line with the applicable laws and regulations, and also the interpretation of relevant government authority and the registrar and the officer’s suggestion or instruction.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved amendment of clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Agenda 8 : To consider and approve the allocation of newly issued ordinary shares of the Company (1) for offering to specific person (Private Placement) and (2) to support the exercise of warrant to be allocated to the existing shareholders in the Rights Offering.

According to the Agenda 5 in which the Company wishes to increase the Company's registered capital and in order to comply with the law, it is required the approval from the Shareholders' meeting to allocate the newly issued ordinary shares.

The Board of Directors resolved that it is appropriated to propose to the Extraordinary General Meeting of Shareholders no. 1/2021 to consider and approve the allocation of newly issued ordinary shares of not exceeding 502,754,163 shares with par value of THB 0.50 with the details are as follow;

- (1) The allocation of newly issued ordinary shares of not exceeding 250,000,000 shares with par value of THB 0.50, the offering price THB 0.20, the value shall not exceed THB 50,000,000 which will be offered to the specific person (Private Placement), which is Thai Digital Venture Company Limited (the "Seller") for the payment of 119,998 shares of ONE's ordinary share at the price of THB 416.67 per share with the total value of THB 50,000,000 instead of settlement in cash (Payment in Kind) (the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company any fractions will be rounded down). The Seller is not a connected person of the Company according to the Notifications on Connected Transaction and the Seller has no relationship with the executives, directors, majority shareholders or the controlled person of the Company. Moreover, the Seller is not the related person (according to section 258 of the Securities and Exchange Act B.E. 2535 (as amended)) and has no relationship or done any acts

as deemed connected to the concert party. Furthermore, the Seller agrees not to assign any person to take a position as director and/or executive of the Company.

The offering of new ordinary share of the Company to the Seller by way of Private Placement and the issuance of such newly issued ordinary shares is a share offering where Shareholders' Meeting passed a resolution to clearly specify the offering price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval for the Listed Companies to Issue the Newly-issued Shares by way of Private Placement dated 28 October 2015 (as amended) ("**Notification No. TorChor. 72/2558**"). Therefore, apart from receipt of the resolution from Shareholders' Meeting to offer newly issued ordinary shares to the Seller, the approval from the Office of the Securities and Exchange Commission must be granted according to the Notification No. TorChor. 72/2558 before such offering of the newly issued shares.

In this regard, the offering of the newly issued ordinary shares to the Seller at the rate of THB 0.20 is compared to the market price of the Company's shares, which is calculated from the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting No. 8/2020 held on November 9, 2020. The Board of Directors has its resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance of the newly issued ordinary shares by way of private placement (during the period from October 16, 2020 to November 6, 2020) is equal to THB 0.1369 per share (Source: SETSMART from SET) which is deemed the offering of the newly issued ordinary shares with a discount of not over 10 percent of the market price according to the Notification No. TorChor. 72/2558. The "Market Price" means weighted average price of the shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares. The weight average price shall be the average price of the sale of share at each day. In case the Board of Directors sees it appropriate and consider to the best benefit of the Company, the Board of Directors may determine the discount on the offering price, which shall not be more than 10 percent of such calculated price and shall determine the market condition during the offering period subject to the Notification No. TorChor. 72/2558.

After the issuance and allocation of newly issued ordinary shares to the Seller, the Seller will hold 119,998 shares of the Company's share or approximately 100 percent of Company's total number of issued shares after the registration of the increase of the Company's registered

capital after the issuance and allocation of newly issued ordinary shares through Private Placement as mentioned above is completed.

In addition, the Board of Directors deems it is appropriated to propose to the shareholders' meeting to consider on the approval of the authorization to the Board of Directors and/or the authorized directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or the authorized directors or the Chief Executive Officer to have the powers to proceed with the determination of any details which related to the allocation of the newly issued ordinary shares to the specific person e.g. (1) the determination and amendment of the subscription and offering date of the newly issued ordinary share, the payment and any conditions and relevant details which related to the subscription and offering of the newly issued ordinary share, (2) entering into the negotiation, make an agreement, amend and execute in any related agreement or document including having power to proceed with any action in relation to the issuance, offering and allocation of the above newly issued ordinary shares which includes without the limitation to the preparation, execution, submission of the application and relevant documents which related to requesting for permission of the issuance and offering of the newly issued share to the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant authorities (if any), amendment or change the wording in such application or relevant document, listing the newly issued ordinary shares on the Stock Exchange of Thailand and having the power to proceed with any other necessary actions relating to and/or associating with the issuance and allocation of the newly issued ordinary share and to offer to the specific person to be in accordance with any related regulations.

- (2) The allocation of newly issued ordinary shares of not exceeding 252,754,163 shares with par value of THB 0.50, the value shall not exceed THB 126,377,081.50 to support the exercise of the warrant No. 3 (B52-W3) to be allocated to the existing shareholders via the Rights Offering without charge (offering price of THB 0 per unit) in a ratio of 8 ordinary share to 1 unit of warrant No. 3 (B52-W3) (fractions of which will be disregarded), with a term of not more than 1 year from the warrant's issuance date, having an exercise ratio of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 0.25 per share (except for the adjustment of the rights).

The details of issuance and allocation of newly issued ordinary shares and the Board or Directors' opinion are shown in the Information Memorandum on the Private Placement of the Newly Issued Shares (Enclosure 4) and the Capital increase reporting form (F53-4) (Enclosure 5).

However, if the shareholders' meeting votes disapproves on the Agenda No. 2 re: the acquisition of ordinary shares in ONE, the Company shall not propose to the shareholders' meeting to consider and approve the capital increase and the allocation of the newly issued ordinary shares by way of the

Private Placement as a compensation for purchasing the ordinary shares of ONE instead of settlement in cash (collectively referred as "the increase of registered capital by way of PP"). Moreover, if the shareholders' meeting votes disapproves of the increase of registered capital by way of PP, the Agenda No. 2 re: the acquisition of shares in ONE shall be cancelled as it is related matters. In addition, the resolution of the shareholders' meeting on such matter shall not affect the consideration and approval of the issuance and offering of warrant No.3 (B52-W3) and the increase of registered capital as well as the allocation of the newly issued shares which related to the exercise of the warrant No. 3 (B52-W3) since they are not the related matters.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approve the allocation of newly issued ordinary shares of the Company (1) for offering to specific person (Private Placement) and (2) to support the exercise of warrant to be allocated to the existing shareholders in the Rights Offering.

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 EGM has resolution as follows.

Present Shareholders	3	shareholders	total shares	42,000	shares
Proxy	26	shareholders	total shares	1,310,550,281	shares
The Total shareholders	29	shareholders	total shares	1,310,592,281	shares

Proportion is 64.8156% of total issued and paid-up shares of 2,022,033,307 shares.

The meeting was adjourned at 15.22 hrs.

By the resolution of the Board of Directors

Yours Sincerely

-Suthep Pongpitak-

(Mr. Suthep Pongpitak)

Chairman of the Board of Director

-Oytip Choltichanun-


(Ms. Oytip Choltichanun)

Company Secretary

The 2020 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 2021)

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mr. Nimit Wongjariyakul
Type of director	Director
Age	57 years (Born on 1964)
Nationality	Thai
	
Education	<ul style="list-style-type: none"> - M.Sc. in Petroleum Eng., The Pennsylvania State University - B.Sc. in Chemical Eng., The Pennsylvania State University
Training courses for directors	-
Date of appointment as director	15 May 2019
No. of years on the board	1 year 7 months
Experiences	<ul style="list-style-type: none"> - Executive Director Capital, Nomura Securities Public Company Limited - Head of Investment Banking Capital, Nomura Securities Public Company Limited - Senior Vice President, Thai MEX Finance and Securities Public Company Limited - Vice Chairman of Corporate Finance, Nomura International (HK) and Nomura Securities Public Company Limited - Financial Analyst, Nomura International (HK) - Plant and Construction Engineer, PTT Exploration and Production - Factory Engineer, Unocal Thailand Co., Ltd.
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 2020	<ul style="list-style-type: none"> - Attends the Board of Directors' meetings 9 times out of 9 times. - Attending the Executive Committee meetings 2 times out of 2 times. - Attended the Nomination and Remuneration Committee meetings 4 times out of 4 times. - Attending the Investment Committee meeting 2 times out of 2 times - Attended the Risk Management Committee meetings 4 times out of 4 times.
Field of expertise/Performance during tenure	<ul style="list-style-type: none"> - Mr. Nimit Wongjariyakul has knowledge and experience in organizational management. Human resource management Risk managements Good corporate governance And sustainable development And have brought experience Such knowledge and expertise are used in performing their duties. And fully support the operation of the company which is beneficial to the work of the Board of Directors.

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mr. Chumnun Kunnaratana	
Type of director	Director, Independent Director and Member of the Audit Committee	
Age	61 years (Born on 1960)	
Nationality	Thai	
Education	- Master of Business Administration Accounting for Planning and Control, Kasetsart University - Higher Diploma in Auditing, Thammasat University - Bachelor of Accounting, Chulalongkorn University - Higher Diploma in Auditing, Thammasat University	
Training courses for directors	- Director Certification Program (DCP) Class DCP 67/2007, Thai Institute of Directors Association	
Date of appointment as director	15 May 2019	
No. of years on the board	1 year 7 months	
Experiences	<ul style="list-style-type: none"> - Audit Partner, Piti Sawee Office Co., Ltd. - Deputy Managing Director, G Capital Public Company Limited - Senior Director of Accounting, Finance and Budget, International Arts and Crafts Promotion Center, Public Organization - Senior Director Financial Accounting Department Securities companies, Krungsri Ayudhya Co., Ltd. - Senior Director Accounting, Finance and Budget Department, Thantawan Industry Public Company Limited - Head of Accounting Department, Mahanakorn University of Technology - Account Manager, Asia Bank Public Company Limited - Senior Director Accounting and Finance Department, 	

	<p>GF Finance Public Company Limited</p> <p>- Auditor,</p> <p>Bank of Thailand</p> <p>- Audit Team Leader,</p> <p>Chaiyosombat Office</p>
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 2020	<p>- Attends the Board of Directors' meetings 9 times out of 9 times.</p> <p>- Attended the Audit Committee meetings 4 times out of 4 times.</p> <p>- Attended the Nomination and Remuneration Committee meetings 4 times out of 4 times.</p>
Field of expertise/Performance during tenure	<p>- Mr.Chumnun Kunnaratana has knowledge and experience in financial accounting. And have brought experience Such knowledge and expertise are used in performing their duties. And fully support the operation of the company which is beneficial to the work of the Board of Directors. And the Audit Committee</p>

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>-No-</p>
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Definition of independent director

The company has defined the definition of "Independent Director" in accordance with the principles of good corporate governance. And the practice of the Office of the Securities and Exchange Commission and stock exchange to build investor confidence and maintain a good management balance

The company has set the word "Independent director" means a director who does not perform the management duties of the company. Affiliates, associated companies, are independent directors of the management. And controlling shareholders and is a person who has no business relationship with the Company

Qualifications of independent directors

Qualifications of the Independent Directors of the Company Conforms to the requirements of the Capital Market Supervisory Board as follows:

(1) Holding shares not more than one percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or controlling person of the company. This shall include the shares held by related persons of that independent director.

(2) Not being or having been a director who takes part in managing work, employees, staff, advisors who receive regular salary. Or controlling person of the company, parent company, subsidiary company, affiliate company, same level subsidiary Major shareholders or a company controlling person Unless they have retired from having such characteristics for at least two years. Before the date of being appointed as an independent director such prohibited characteristics do not include cases where the independent directors used to be government officials. or advisor to the government agency, which is a major shareholder or a company controlling person

(3) Not being a person with blood ties or by lawful registration in the manner of parent, spouse, sibling and child, including the spouse of the executive's child Major shareholders Controlling person or a person who will be offered as an executive or a company controlling person or a subsidiary

(4) Not or has ever had a business relationship with the company, parent company, subsidiary company, associated company, major shareholder. Or a company controlling person in a manner that may impede one's independent exercise of judgment including not or used to be a shareholder with significant or controlling persons of persons having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder. Or a company controlling person unless they have been discharged from the aforementioned characteristics for at least two years before the date of appointment as an independent director.

Business relationship under paragraph one Including normal commercial transactions for the business of renting or leasing real estate Transactions relating to assets or services or giving or receiving financial assistance By accepting or lending, guaranteeing assets as collateral for liabilities Including other similar circumstances Which resulted in the company or the parties have obligations to pay to the other party. From three percent of the company's net tangible assets. Or from twenty million baht or more, whichever is lower the calculation of the said debt burden shall be in accordance with Method for calculating the value of the connected transaction In accordance with the Notification of the Capital Market Supervisory Board on Rules on Connected Transactions mutatis mutandis. But in determining the said debt burden it shall include the indebtedness incurred during one year prior to the date of having a business relationship with the same person.

(5) Not being or having been the auditor of the company, parent company, subsidiary company, associated company, major shareholder or controlling person of the company. And not a significant shareholder Controlling person or partner of the audit firm Which has auditors of the Company, parent companies, subsidiaries, associated companies, major shareholders or the person who has control of the company is under Unless they have been discharged from the aforementioned characteristics for at least two years before the date of appointment as an independent director.

(6) Not being or have been a professional service provider of any kind. This includes legal advisory services. Or a financial advisor which receives a service fee of more than two million baht per year from the company, parent company, subsidiary company, associate company, major shareholder. Or a company controlling person and not a significant shareholder Controlling person or a partner of that professional service provider unless they have been discharged from the aforementioned characteristics for at least two years before the date of appointment as an independent director.

(7) Not being a director who has been appointed to represent the directors of the company. Major shareholders or shareholders who are related to the major shareholders

(8) not operating a business of the same nature And is a meaningful competition With the business of the company or a subsidiary or not being a significant partner in a partnership or being a director who takes part in managing work, employees, employees, advisors who receive regular salaries or holding more than one percent of the total number of shares with voting rights of other companies Which operates businesses with the same condition and is a significant competition with the Company's business or a subsidiary

(9) Not having any other characteristics that prevent him from expressing independent opinions with regard to the Company's operations.

After being appointed as an independent director with characteristics according to (1) to (9), independent directors may be assigned by the board of directors. Make decisions in the business operations of the company, parent company, subsidiary company, affiliate company, same level subsidiary.

Major shareholders or a company controlling person where decisions can be made in the form of a collective decision

Profiles of persons proposed to the shareholders' meeting to elect additional new directors

Name – last name	Miss Oytip Choltichanun
Type of director	Additional new directors
Age	56 Years (Born on 1965)
Nationality	Thai
Education	- Master of Business Administration, Chulalongkorn University - Bachelor Degree in Accounting, Thammasat University
Training courses for directors	-
Experiences	- Independent Director / Audit Committee, Max Metal Corporation Public Company Limited - Assistant Managing Director-Accounting and Finance, Happy Products and Service Co., Ltd. - Member of the Executives Board, Chief Financial Officer, Spring News Corporation Co., Ltd., News Network Multimedia Co., Ltd., Thanan Economic Multimedia Co., Ltd. - Member of the Board of Directors, Spring Television Co., Ltd.
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-
Expertise / Experience	- Miss Oytip Choltichanun has knowledge and experience in financial accounting. And have brought experience Such knowledge and expertise are used in performing their duties. And fully support the operation of the company which is beneficial to the work of the Board of Directors.

(F 53-4)

Capital Increase Report Form
B-52 Capital Public Company Limited
March 15, 2021

We, B-52 Capital Public Company Limited (“the Company”), would like to report the resolutions of the Board of Directors' Meeting No.3 / 2021 on March 15, 2021 regarding the capital increase under the general mandate and share allotment. Capital increase as follows

1. Capital increase

1.1 Capital increase

The Board of Directors' Meeting has approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the increase in the registered capital of the Company in the amount of 340,804,995 baht from the original registered capital amount of Baht 340,804,995. 1,262,393,735 baht is the registered capital of 1,603,198,730 baht by issuing new capital increase ordinary shares not exceeding 681,609,990 shares at par value of 0.50 baht per share, in which the capital increase is as follows:

Type of capital increase	Type of shares	Number of shares	Par value (Baht per share)	Total (baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary shares	-	-	-
	Preferred shares	-	-	-
<input checked="" type="checkbox"/> (General Mandate)	Ordinary shares	Not more than 681,609,990	0.50	340,804,995
	Preferred shares	-	-	-

In the case of capital increase with the purpose of utilizing proceeds Please fill in the information in the next order, every exception 2.2.

In the case of capital increase by General Mandate, fill in the information in the next order only clause 2.2, item 3 and item 4.

2. Allocation of newly issued shares

The Board of Directors' Meeting No.3 / 2021 on March 15, 2021 passed a resolution to allocate not more than 681,609,990 shares with a par value of 0.50 baht per share, totaling 340,804,995 baht with details as follows:

2.1 Specifying the purpose of utilizing funds

Allocated to the	Type of securities	Number of shares (share)	Percentage of paid-up capital	Note
-	Ordinary shares	-	-	-
-	Preferred shares	-	-	-

2.2 General Mandate

Allocated to the	Number of ordinary shares (Share)	% per Paid-up capital ^{1/}	Ratio (Original: New)	Selling price Per share (baht)	Date and time of subscription And make payment for shares	Note
Existing shareholders	454,406,660	20.0	-	-	-	Details in the note
Private placement	227,203,330	10.0	-	-	-	Details in the note

^{1/} Percentage of paid-up capital as of the date the board of directors of listed companies resolves to increase capital as a general mandate.

Note: The Board of Directors Meeting No. 3/2021 on March 15, 2021 passed a resolution to propose to the Annual General Meeting of Shareholders for the year 2021 on April 29, 2021 for approval as follows:

1. Approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the capital increase of the Company. General Mandate is another 340,804,995 baht from the original registered capital. 1,262,393,735 baht is a new registered capital of 1,603,198,730 baht by issuing new ordinary shares of not more than 681,609,990 shares with a par value of 0.50 baht per share to be offered to (1) existing shareholders (Right Offering) in proportion to their existing shareholding and (2) persons Limited (Private Placement)

However, the company still has the remaining ordinary shares that have not been sold. Which is the shares issued to support the warrants to purchase Ordinary shares of the Company No. 3 (B52-W3) 252,754,163 shares with a par value of 0.50 baht per share

2. Approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the amendment of the letter. Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.
3. Approved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares of the company not more than 681,609,990 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate, with details of the allocation of the newly-issued ordinary shares as follows:

- (1) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 454,406,660 shares at the par value of 0.50 baht per share or equal to 20.0% of the Company's current paid-up capital (the Company's current

paid-up capital is 2,272,033,307 shares) to be offered to the existing shareholders (Right Offering) in proportion to their existing shareholding. According to the general mandate

The power of attorney is given to the Board of Directors. Allocate and offer for sale at one time or divide it into parts for offer from time to time, including the power to take any action necessary and in connection with the offering of the newly-issued ordinary shares in all respects, such as the date for determining the names of shareholders who are entitled to the allocation of shares (Record Date: XR) Objectives for the issuance of newly issued ordinary shares Offering price determination Offer period Allocation rate Allocation and payment methods for shares, etc., including changes in the offering period Subscription and payment for the newly issued ordinary shares The conditions and details in the issuance of the said capital increase ordinary shares can be deemed appropriate. As well as correcting words Or the text in the document Minutes of the Shareholders Meeting Memorandum of Association and / or various requests and / or proceeding to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development. The Ministry of Commerce may from time to time according to the payment of the subscription of newly issued ordinary shares each time. Including listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand And submitting documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand Or other related agencies

In addition, the allocation of the newly issued ordinary shares to existing shareholders under the General Mandate form must be done this will be completed within the date the company holds the next annual general meeting of shareholders. Or within the date that the law requires the next annual general meeting of shareholders however, whichever day comes first

- (2) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 227,203,330 shares at the par value of 0.50 baht per share or equal to 10.0 percent of the Company's current paid-up capital (the Company's current paid-up capital is 2,272,033,307 shares) to be offered to specific investors (Private Placement) under the General Mandate form to propose Sold at one time Or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. Such person must not be a connected person of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions And the announcement of the Stock Exchange of Thailand on the disclosure of information on the operating principles of listed companies in the connected transaction 2003 and the amendments. By assigning the Board of Directors Has the power to set the share offering price according to market conditions during the offering period to investors. This must not be lower than the weighted average price of shares in the Stock Exchange for the past 7 consecutive days, but not more than 15 consecutive days prior to the date of each offering price. Offer to sell with a discount. But must not exceed 10 percent of the said market price

The power of attorney is given to the Board of Directors. To determine other details related to the allocation and offering of the newly issued ordinary shares, such as recruiting private investors (Private Placement). Conditions and details related to the

allocation and offering of the newly issued ordinary shares and / or the allocation of the newly issued ordinary shares as consideration for the acquisition of assets The negotiation, agreement and signing of documents and contracts relating to the allocation and offering of the newly issued ordinary shares And sign the documents for permission and evidences necessary and relevant to the allocation of the said capital increase ordinary shares. Including stipulation of conditions and details in the issuance of the said capital increase ordinary shares as deemed appropriate. As well as correcting words Or the text in the document Minutes of the Shareholders Meeting Memorandum of Association and / or various requests and / or proceeding to comply with the Registrar's order in filing the registered capital increase of the company with the Department of Business Development. The Ministry of Commerce may from time to time according to the payment of the subscription of newly issued ordinary shares each time. Including listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submitting documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand or other related agencies

Allocation of the newly-issued ordinary shares to the specific investors above in no event shall the subscriber of the newly issued ordinary shares hold the shares of the Company in an incremental manner, up to or over the point of making a tender offer as specified in the announcement Capital Market Supervisory Board Tor Chor. 12/2554 Re: Rules, Conditions and Procedures for Acquisition of Securities for Business Takeover And in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association.

Allotment of newly issued ordinary shares under (1) and (2) totaling not more than 681,609,990 shares or equivalent to 30 percent of the Company's paid-up capital as of the date the Board of Directors resolves to increase the capital by general authorization. (General Mandate) in the amount of 1,136,016,653.50 baht or equivalent to paid-up shares 2,272,033,307 shares (par value of 0.50 baht per share) under the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information And any practice of listed companies in 2017

2.3 Actions by the company in case there are fractions of shares

In the event that there are fractions of shares from the calculation of the right to subscribe for newly issued ordinary shares Fractions of such shares shall be ignored. And the company will proceed to seek approval for the reduction of the registered capital by eliminating the unallocated shares to the shareholders' meeting.

3. Schedule for shareholders meeting to approve the capital increase and allocation of newly issued shares

The Annual General Meeting of Shareholders 2021 will be scheduled on April 29, 2021 at 10:00 a.m. at Amoma Room 1, 3rd Floor, Amoma Grand Hotel, Bangkok, Ratchadamri Road, Lumpini Subdistrict, Pathumwan District, Bangkok. By

- Date of closing the share register book to suspend the transfer of shares for the right to attend the shareholders' meeting from Until the completion of the shareholders' meeting
- List of shareholders with the right to attend the shareholders' meeting (Record date) on April 2, 2021

4. Application for the capital increase / share allotment to the relevant government agency and conditions for applying for permission (if any)

4.1 The company must register to increase its registered capital. Amendments to the Memorandum of Association and the registration of changes in paid-up capital Department of Business Development Ministry of Commerce

4.2 The company must apply for permission from the Stock Exchange of Thailand. To consider accepting the newly issued ordinary shares that are issued and offered to the existing shareholders and / or specific investors. Listed on the Stock Exchange of Thailand

5. Objectives of the capital increase and the use of additional capital

The company asks for a capital increase by a general mandate from the shareholders' meeting for flexibility and speed. To raise funds in the event that the company has a need to raise capital. And enabling the company to have a source of funds that is ready for investment or business expansion in the future promptly The Board of Directors will approve the allocation of newly issued shares. Objectives and utilization of additional funds including various details of the issuance and offering of newly issued shares in this section and the company will disclose information in accordance with the regulations set forth by the Stock Exchange of Thailand.

6. Benefits which the company will receive from the capital increase / share allotment

6.1 The capital increase with a general mandate will increase the financial liquidity of the company. And resulting in a stronger and more stable financial structure this will bring benefits to the company. As well as helping to create long-term shareholder returns.

6.2 There is additional capital for the existing business operations and project development of the Company and its subsidiaries. And enabling the company to have a source of funds that is ready for investment or business expansion of the company in the future

7 Benefits which shareholders will receive from the capital increase / share allotment

7.1 Dividend Policy The Company has a policy to pay dividends of not less than 40% of the net profit according to the Company's financial statements after income tax legal reserve entity and all other reserves. However, the company may determine the dividend payout rate less than the rate set above. It depends on the need for operating working capital. Business expansion and other factors involved in the management of the company.

7.2 The right to receive dividends of the recipient has been allocated the newly issued ordinary shares at this time. Will have the same rights as the ordinary shareholders of all companies, if such shareholders are listed in the shareholder register at the closing date of the register book to determine the rights of shareholders who receive dividends.

8. Any other details necessary for the shareholders to use in their decision making for the capital increase / share allotment approval.

8.1 Effects on the Control Dilution after the Issuance and Offering of the Newly Issued Ordinary Shares (General Mandate)

- In the offering of the newly issued ordinary shares to the existing shareholders of the Company according to their existing shareholding (Right Offering), if the existing shareholders exercise their rights to subscribe for the rights that they have received in the whole amount, it will not affect the any decrease in the shareholding proportion.

- As for the offering of newly issued ordinary shares to a specific investor (Private Placement (PP)), there will be an impact on the reduction of Shareholding Proportion (Control Dilution) as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of newly issued shares to be offered to PP.}}{(\text{Paid-up shares} + \text{Number of newly issued shares to be offered to PP})} \\ &= \frac{227,203,330}{(2,272,033,307 + 227,203,330)} \\ &= 9.09\% \end{aligned}$$

8.2 Effects on the price dilution after the issuance and offering of newly issued ordinary shares with a general mandate

- As for the offering of newly issued ordinary shares to the existing shareholders of the Company according to the existing shareholding proportion (Right Offering), the effect of the price dilution (Price Dilution) will depend on the offering price of ordinary shares. Capital increase The Board of Directors will consider and approve later. And the company will disclose the impact on the shareholders in accordance with the regulations set forth by the Stock Exchange of Thailand.

- For the offering of newly-issued ordinary shares to the specific investors (Private Placement), the effect of the price dilution will depend on the offering price of the newly-issued ordinary shares to the specific investors. (Private Placement), which the Board of Directors will consider and approve later. However, in the event that the Company offers the newly issued ordinary shares to the Private Placement at the offering price equal to 90% of the market price (the Maximum discount) will have an effect on the price dilution of 0.90% (the market price is calculated from the weighted average price of the stock in the stock market for the past 7 working days but not more than 15 working days. Consecutively before each offering price fixing date)

9. Schedule of actions if the Board of Directors passes a resolution approving the capital increase / allocation of newly issued shares

Order	Procedures	Day month year
1	Board of Directors' Meeting No.3 / 2021	15 March 2021
2	Date for determining the names of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date)	2 April 2021
3	Day Annual General Meeting of Shareholders 2021	29 April 2021
4	Registered capital increase And amending the memorandum of association with the Department of Business Development Ministry of Commerce	Within 14 days from the date of approval by the general meeting of shareholders

5	Allocation of newly issued ordinary shares to existing shareholders and private placement (General Mandate)	Will be established after receiving approval from this general meeting of shareholders.
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The company hereby certifies that the information contained in this report is true and complete in all respects

Signature..... Authorized director signed on behalf of company

(Ms. Narawadee Waravanitcha)

Chief Executive Officer

Signature Authorized director signed on behalf of the company

(Ms. Chantana Srisawat)

Executive Director

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

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**

1. **Name - Surname** : **Mr. Suthep Pongpitak**
 Position in the Company : Independent Director and Chairman of Audit Committee
 Age : 67 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 Kunnaratana**
 Position in the Company : Independent Director and a member of Audit Committee
 Age : 61 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
- (Available only for Agenda 6. Election of directors to replace those who are due to retire by rotation)
3. **Name - Surname** : **Mrs. Araya Sunlakawit**
 Position in the Company : Independent Director and a member of Audit Committee
 Age : 39 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 2021 Annual General Meeting of Shareholders of B-52 Capital Public Company Limited
on May 18, 2021 at 2.00 p.m.**

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 67 years old
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Mr. Chumnun Kunaratana Position: Independent Director and a member of Audit Committee Age 61 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 39 years old
Address 799/196 Rama III Road, Bangpongpang, 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 1.00 p.m. onwards at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, 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.....67.....Years with address at111/165.....
Soi.....-..... Baansuan Sukhothai Condominium..... Road.....Sukhothai..... Sub-District.....Dusit.....
District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunratanana..... Age.....61.....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.....39..... Years with address at.....799/196..... Soi.....-.....
Road.....Rama III..... Sub-District.... BangpongpangDistrict..... Yannawa.....
Province..... Bangkok Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2021 Annual General Meeting of Shareholders on May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, 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 B-52 Capital Public Company Limited
holding the total amount ofshares 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.....67.....Years with address at111/165.....
Soi.....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....
District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunnaratana..... Age.....61.....Years with address at100/50.....
Soi.....-..... Road.....Krungnonchongthanom.... Sub-District...Maha Sawat... District...Bang Kruai.....
Province.....Nonthaburi..... Postal Code.....11130..... or

.....Mrs. Araya Sunlakawit..... Age.....39.....Years with address at799/196.....
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 2021 Annual General Meeting of Shareholders on May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, 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 consider and approve the Minutes of the Extraordinary General Meeting No. 1/2021 held on January 12, 2021

(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 2020 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 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 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

(6.1) Mr. Nimit Wongjariyakul

Approve Disapprove Abstain

(6.2) Mr. Chumnun Kunnarat

Approve Disapprove Abstain

Agenda 7 To consider and approve an increase in the number of Company Directors from the original 8 to 9 persons by nominating Miss Oytip Choltichanun for further approval as new director.

(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:

Approval to increase the number of company directors and approve the election of additional directors

(7.1) Miss Oytip Choltichanun

Approve Disapprove Abstain

Agenda 8 To consider and approve the director's remuneration for the year 2021

(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 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2021

(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 10 To consider and approve the increase of the Company's registered capital General Mandate

(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 11 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

(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 12 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not more than 681,609,990 shares at the par value of 0.50 baht per share in order to support the capital increase under a general mandate

(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 14 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 2021 Annual General Meeting of Shareholders on May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

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 no:... Appointment of Directors (Continued)

Director's Name.....

Approve Disapprove Abstain

Director's Name.....

Approve Disapprove Abstain

Director's Name.....

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 B-52 Capital Public Company Limited

holding the total amount ofshares 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.....67.....Years with address at111/165.....

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

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

.....Mr. Chumnun Kunnaratana..... Age.....61.....Years with address at100/50.....

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

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

.....Mrs. Araya Sunlakawit..... Age.....39.....Years with address at799/196.....

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 / our behalf at the 2021 Annual General Meeting of Shareholders on May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, 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. 1/2021 held on January 12, 2021

(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 2020 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 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 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

(6.1) Mr. Nimit Wongjariyakul

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

(6.2) Mr. Chumnun Kunnarat

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

Agenda 7 To consider and approve an increase in the number of Company Directors from the original 8 to 9 persons by nominating Miss Oytip Choltichanun for further approval as new director.

(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:

Approval to increase the number of company directors and approve the election of

additional directors

(7.1) Miss Oytip Choltichanun

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

Agenda 8 To consider and approve the director's remuneration for the year 2021

(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 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2021

(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 10 To consider and approve the increase of the Company's registered capital General Mandate

(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 11 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

(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 12 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not more than 681,609,990 shares at the par value of 0.50 baht per share in order to support the capital increase under a general mandate

(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 14 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 2021 Annual General Meeting of Shareholders on May 18, 2021 at 2:00 p.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

- 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 withvotes Disapprove with.....votes Abstain with.....votes
 - Director's Name.....
 - Approve withvotes Disapprove with.....votes Abstain with.....votes
 - Director's Name.....
 - Approve withvotes Disapprove with.....votes Abstain with.....votes
 - Director's Name.....
 - Approve withvotes 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 2020 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 Shareholders' Meeting Venes



Conference Room, B-52 Capital Public Company Limited
 7th Floor, President Tower, Phloen Chit Road,
 Lumpini, Pathumwan, Bangkok 10330

The 2021 Annual General Meeting of Shareholders of B-52 Capital Public Company Limited
 Date May 18, 2021
 Registration being started at 13.00 hrs.
 The Meeting starting on 14.00 hrs.

Travelling Information :

1. BTS Route : Chitlom Station, Exit No.6
2. Public Bus Route : No. 2, 25, 38, 40, 48, and 511

Process of the 2021 Annual General Meeting of Shareholders
 B-52 Capital Public Company Limited
 May 18, 2021

