

Invitation to The Extraordinary General Meeting of Shareholders No.1/2024
B-52 Capital Public Company Limited



Friday 18th, October 2024 at 10:00 a.m.

The Meeting will be conducted in the form of electronic meeting (E-Meeting) and broadcast from the Company's meeting room located at 973 President Tower Building, 7th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

26 September 2024

Subject : Invitation to Extraordinary General Meeting of Shareholders No. 1/2024

Dear : Shareholders of B-52 Capital Public Company Limited,

Attached

1. Copy of Minutes from the Annual General Meeting of Shareholders for 2024
2. Capital Increase Report (Form F53-4)
3. Information on the Issuance and Offering of Additional Common Shares to Specific Persons (Private Placement)
4. Information on the Issuance and Offering of Additional Common Shares to Existing Shareholders (Rights Offering)
5. Summary of Preliminary Details for the Warrants to Purchase Common Shares of B-52 Capital Public Company Limited (B52-W4)
6. Company Regulations Regarding Shareholder Meetings and Voting Procedures
7. List and Details of Independent Directors Nominated to Receive Proxies from Shareholders
8. Instructions for Proxy Submission, Registration Process, Document Presentation, and Voting Procedures
9. Proxy Forms (Type A, Type B, and Type C)
10. Instructions for Using and Participating in the Electronic Meeting System

At the 5th Board of Directors meeting of B-52 Capital Public Company Limited on September 10, 2024, a resolution was made to convene an Extraordinary General Meeting of Shareholders No. 1/2024 on Friday, October 18, 2024, at 10:00 AM via electronic media (E-Meeting). The meeting will be broadcasted live from the company's meeting room on the 7th floor of President Tower, No. 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok. The list of shareholders entitled to attend the meeting (Record Date) is set for September 26, 2024, to consider various matters on the agenda.

Agenda Item 1 To consider approving the minutes of the Annual General Meeting of Shareholders for the year 2023, which was held on April 23, 2024.

Facts and Reasons: The company has prepared the minutes of the Annual General Meeting of Shareholders for the year 2024, which was held on April 23, 2024, and has submitted a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the legally specified timeframe (a copy of the minutes is attached as Document 1).

Opinion of the Board of Directors: The Board of Directors has reviewed the minutes and believes that the report has been accurately recorded. It is therefore appropriate to present it to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the minutes of the Annual General Meeting of Shareholders for the year 2024.

Voting: This agenda item must be approved by a majority vote of the shareholders present and voting, in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535.

Agenda Item 2 To consider and approve the reduction of the registered capital of the company by canceling the unissued shares, as well as amending Article 4 of the company's Memorandum of Association to align with the reduction of the registered capital.

Facts and Reasons:

The company plans to increase its registered capital from the currently registered amount, which will be addressed in the next agenda item. However, according to Section 136 of the Public Limited Companies Act B.E. 2535, a public company can only increase its capital if there are no unissued shares remaining. To proceed with the capital increase, the company must first reduce its registered capital by canceling the unissued shares.

Currently, the company has 221,204,216 unissued common shares. Therefore, the company needs to reduce its registered capital by 110,602,108 baht, decreasing the original registered capital of

479,275,802.50 baht to a new registered capital of 368,673,694.50 baht. This reduction will involve canceling the unissued shares, which are common shares with a par value of 0.50 baht each.

Opinion of the Board of Directors: The Board has considered and deemed it appropriate to present to the shareholders for approval the reduction of the company's registered capital by 110,602,108 baht, from the original registered capital of 479,275,802.50 baht to a new registered capital of 368,673,694.50 baht. This reduction will involve canceling the unissued shares, which consist of 221,204,216 common shares with a par value of 0.50 baht each. Additionally, the Board proposes to amend Article 4 of the company's Memorandum of Association to align with the reduction of the registered capital.

“Article 4	The registered capital is	368,673,694.50	baht
	divided into	737,347,389	shares
	shares with a par value of	0.50	baht
	Divided into		
	Common shares	737,347,389	shares
	Preferred shares	-shares	

The Board authorizes the directors with the power to bind the company, or persons designated by the authorized directors, to sign requests or any documents related to the registration of amendments to the company's Memorandum of Association. This includes submitting applications for registration of amendments to the Ministry of Commerce's Department of Business Development, as well as making any necessary changes or amendments to the requests or documents related to the registration.

Additionally, the authorized individuals have the power to carry out any actions deemed necessary in connection with these processes, in compliance with applicable laws, regulations, and interpretations of relevant governmental authorities, as well as following any recommendations or instructions from the registrar or officials.

Voting: The resolution for this agenda item must be approved by the shareholders' meeting with a vote of no less than 3/4 of the total votes of the shareholders present and entitled to vote, in accordance with Section 139 in conjunction with Section 140 and Section 31 of the Public Limited Companies Act B.E. 2535.

Agenda Item 3 To consider and approve an increase in the registered capital by 870,602,108 baht, raising the registered capital from the previous amount of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht. Additionally, to amend Article 4 of the company's Memorandum of Association to align with the increase in registered capital.

Facts and Reasons: The company has ongoing plans for business expansion with the objective of increasing revenue and profit to meet its goals, which will ultimately provide returns to shareholders. Therefore, to enhance liquidity and support the company's growth, as well as to improve its ability to raise capital from the capital market in a timely and flexible manner when investment funds are needed, the Board of Directors has resolved to present to the shareholders for approval an increase in the registered capital by 810,602,108 baht.

This will raise the registered capital from the previous amount of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht, through the issuance of new common shares not exceeding 1,621,204,216 shares with a par value of 0.50 baht per share to support the capital increase and the offering of the new common shares.

Type of Capital Increase	Number of New Common Shares to be Issued
● General Mandate for Capital Increase	221,204,216
● Purpose-Defined Capital Increase (RO - Rights Offering for Existing Shareholders)	456,000,000
● Purpose-Defined Capital Increase (PP - Private Placement)	244,000,000
Supports the exercise of conversion rights to warrants to purchase new common shares of the company the 4th generation (B52-W4) is a new common stock.	<u>700,000,000</u>
Total	<u>1,621,204,216</u>

As the details appear in the capital increase report form. According to the attachment 2.

Opinion of the Board of Directors: The Board has reviewed and deemed it appropriate to present to the shareholders for approval the increase in the registered capital of the company by 810,602,108 baht. This will raise the registered capital from the previous amount of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht.

This increase will be achieved through the issuance of new common shares not exceeding 1,621,204,216 shares, with a par value of 0.50 baht per share. Additionally, the Board proposes to amend Article 4 of the company's Memorandum of Association to align with the increase in registered capital.

“Article 4. The registered capital is	1,179,275,802.50	baht
divided into	2,358,551,605	shares
shares with a par value of	0.50	baht
Divided into		
Common shares	2,358,551,605	shares
Preferred shares	-	shares

The Board authorizes the directors with the power to bind the company, or persons designated by the authorized directors, to sign requests or any documents related to the registration of amendments to the company's Memorandum of Association. This includes submitting applications for registration of amendments to the Ministry of Commerce's Department of Business Development, as well as making any necessary changes or amendments to the requests or documents related to the registration.

Additionally, the authorized individuals have the power to carry out any actions deemed necessary in connection with these processes, in compliance with applicable laws, regulations, and interpretations of relevant governmental authorities, as well as following any recommendations or instructions from the registrar or officials.

Voting: The resolution for this agenda item must be approved by the shareholders' meeting with a vote of no less than 3/4 of the total votes of the shareholders present and entitled to vote, in accordance with Section 136 in conjunction with Section 31 of the Public Limited Companies Act B.E. 2535.

Agenda Item 4 To consider and approve the allocation of new common shares not exceeding 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a **General Mandate**.

Facts and Reasons: As per the resolution of the Board of Directors, the proposal to the shareholders for approval of the registered capital increase under the **General Mandate** in Agenda Item 3 will necessitate the allocation of new common shares to investors.

This allocation must be completed by the date of the company's next Annual General Meeting (AGM) or within the timeframe specified by law for the next AGM, whichever comes first. Additionally, if the allocation of new shares is made to a select group of individuals, it must not fall under the category of low pricing.

Details regarding the allocation of additional common shares under a general mandate appear in the capital increase report form. According to the attachment 2.

Opinion of the Board of Directors: The Board has reviewed and deemed it appropriate to present to the shareholders for approval the allocation of new common shares not exceeding 221,204,216 shares with a par value of 0.50 baht per share. This allocation aims to support the capital increase under a **General Mandate**.

Details of the Allocation of New Common Shares:

- (1) The company proposes to allocate new common shares not exceeding 147,469,478 shares with a par value of 0.50 baht per share, which represents 20% of the paid-up capital of the company (currently comprising 737,347,389 shares). These shares will be offered to existing

shareholders through a **Rights Offering (RO)** in proportion to their existing shareholdings, under the **General Mandate**.

This authority is given to the Board of Directors. Is the person who considers allocation and offering for sale at one time or divided into portions for sale from time to time, including the authority to take any actions necessary and related to the offering of new common shares in all respects, such as such as The date to determine the names of shareholders who are entitled to allocate shares (Record Date: Setting the offering price Offering period Allocation rate How to allocate and pay for shares, etc. Including changes to the offering period. Subscription and receipt of payment for newly issued ordinary shares Stipulating various conditions and details for the offering of such additional common shares as deemed appropriate. as well as editing words or text in documents Minutes of shareholder meeting Memorandum of Association and/or various applications and/or take any action to comply with the registrar's orders in submitting registration of the increase in the registered capital of the company to the Department of Business Development. Ministry of Commerce from time to time according to the payments made by subscribers to subscribe for newly issued ordinary shares each time. Including the registration of additional common shares as listed securities on the Stock Exchange of Thailand. And submitting information and documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand or other related agencies

(2) Allocate new common shares of the company in the amount not exceeding 73,734,738 shares with a par value of 0.50 per share. Baht or equivalent to 10 percent of the company's current paid-up capital (the company's current paid-up capital is 737,347,389 shares) To be offered for sale to a limited number of persons (Private Placement) according to a general power of attorney (General Mandate) to be offered for sale at one time. or divided into parts to be offered for sale from time to time According to the announcement of the Capital Market Supervisory Board No. TorChor. 28/2022 regarding permission for listed companies to offer newly issued shares to a limited number of persons. This person must not be a connected person of the company. According to the announcement of the Capital Market Supervisory Board No. Tor.Jor.21/2008 Subject: Criteria for conducting connected transactions and the announcement of the Stock Exchange of Thailand Board of Directors regarding the disclosure of information on operating principles of listed companies in connected transactions, B.E. 2003, and the amended version. By assigning the Board of Directors Has the authority to set the share offering price according to market conditions during the time the shares are offered to investors.

which must not be lower than the weighted average price of stocks on the stock exchange in the past for not less than 7 consecutive business days but not more than 15 consecutive business days. Before the date of setting the offering price for each share offering, however, the Company's board of directors may set the offering price at a discount. But it must not exceed 10 percent of the said market price. This authority is given to the Board of Directors. Is the person who considers and determines other details related to the allocation and offering of additional common shares, such as selecting investors in a limited circle (Private Placement), setting requirements. Conditions and details regarding the allocation and offering of additional common shares and/or Allocating additional common shares as compensation for acquiring assets. Entering into negotiations, making agreements and signing various documents and contracts related to the allocation and offering of additional common shares. and sign various permission request documents and evidence necessary and relevant to the allocation of such additional ordinary shares. Including setting conditions and details for the offering of such additional common shares as deemed appropriate. as well as editing words or text in documents Minutes of shareholder meeting Memorandum of Association and/or various requests and/or take any action to comply with the registrar's order in submitting registration of an increase in the company's registered capital to the Department of Business Development. Ministry of Commerce from time to time According to the payment made by subscribers of newly issued ordinary shares each time. Including the registration of additional common shares as listed securities on the Stock Exchange of Thailand.and submitting information and documentary evidence to the Department of Business Development Ministry of Commerce, SEC Office, Stock Exchange of Thailand or other related agencies Allocation of new common shares to the above specified persons. In any case, it must not cause any new subscriber of the newly issued ordinary shares to hold the company's shares in a manner that increases up to or past the point at which a tender offer must be made (Tender Offer). As specified in the announcement of the Capital Market Supervisory Board No. TorChor. 12/2011 regarding the rules, conditions and procedures for acquiring securities for business takeovers. and in a manner that violates the restrictions on foreign shareholding as specified in the company's regulations. The allocation of additional common shares according to (1) and (2) totals not more than 221,204,216 shares, or equivalent to 30 percent of the paid-up capital of the company as of the date the Board of Directors resolves to increase capital by general authorization. (General Mandate) amount of 368,673,694.50 baht or equivalent to 737,347,389 paid-up shares. (par value of 0.50 baht per share) under the announcement of the Stock Exchange of Thailand's board of directors

regarding rules, conditions and methods for disclosing information. and any practices of listed companies, B.E. 2017

Voting: The resolution in this agenda must be approved by a majority vote of the shareholders present at the meeting and eligible to cast their votes, in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535.

Agenda Item 5 Consider and approve the issuance and allocation of new common shares of the Company.

Objectives Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares. The par value is 0.50 baht per share to the existing shareholders of the company (RO) in proportion to their original shareholding. The offering price per share is 0.33 baht (thirty-three satang), which is lower than the par value of the company's shares.

Facts and Reasons: As the Company's Board of Directors has resolved to approve and present to the shareholders' meeting. To consider and approve the increase in registered capital to support the increase in capital with specified objectives. Type of allocation and offering to existing shareholders of the company (Right Offering: RO) In Agenda 3, for the said RO capital increase, there must be the issuance and allocation of new common shares to the existing shareholders of the company (RO), an amount not exceeding 456,000,000 shares.

Details regarding the issuance and allocation of new ordinary shares of the Company Objectives Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares, appears in the capital increase report form. According to the attachment 2.

Opinion of the Board of Directors: The Board of Directors has considered and agreed that it should be presented to the shareholders' meeting. To consider and approve the issuance and allocation of new ordinary shares of the Company with specified objectives. By allocating and offering to existing shareholders of the company (Right Offering: RO) Not exceeding 456,000,000 shares with a par value of 0.50 baht per share to existing shareholders (Right Offering: RO) in proportion to their original shareholding. Objectives It will be offered for sale at a ratio of 1.6169898882 existing common shares

to 1 new common share. (In the case of calculation and there are decimals, round off the decimals) at the offering price of 0.33 baht per share (thirty-three satang), which is a price lower than the par value of the company's shares.

This is because the company's separate financial statements have accumulated losses appearing in the statement of financial position and profit and loss. For the 2nd quarter of 2024 ending on June 30, 2024, the amount is 355,763,696 baht. The company may therefore set the offering price of new common shares lower than the par value of the company's shares. But must not be less than 0.01 baht per share. This is in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 ("Public Limited Companies Act"), which stipulates that a company which has been in operation for not less than one year If it appears that there are accumulated losses, shares may be offered for sale at a price lower than the registered share value. But it must be approved by the shareholder meeting and the discount rate must be fixed. By setting the Record Date for the right to subscribe for new common shares on October 30, 2024, and setting the subscription date and payment date for the purchase of new common shares for existing shareholders. On Monday 11 November 2024 to Friday 15 November 2024 (total 5 normal business days) from 9:00 a.m. to 3:30 p.m.

However, the Company's granting of such rights is still uncertain. Because it must wait for approval from the shareholders' meeting first.

By giving rights to all existing shareholders. Can subscribe for new common shares in excess of rights (Oversubscription) possible. The existing shareholders of the company who have oversubscribed will be allocated shares that have been oversubscribed only if there are shares remaining from the allocation. The original shareholders of the company that have already subscribed according to all complete rights only and will be the same price as the shares that have been allocated according to the rights. And if there are new ordinary shares mentioned above remaining from the allocation, how much? arising from Existing shareholders waive their rights or not exercising their full share of the rights to purchase in accordance with their proportion. The company will take the remaining shares from the said subscription. to be allocated to all existing shareholders who have expressed their intention to subscribe for shares in excess of their rights. It will be calculated according to the shareholding proportion, round by round, until it's all gone.

In addition, if there are still additional common shares remaining from the allocation to the existing shareholders of the company in proportion to their shareholding. and allocation to shareholders who

subscribe in excess of their rights (Oversubscription) to reduce the registered capital of the company. By writing off the remaining portion of additional common shares from the offering.

The allocation details and offering new common shares to existing shareholders (Right Offering) according to Original shareholding proportion According to the capital increase form with specified objectives, type RO (existing shareholders) appears as Capital increase report form according to what is attached

Voting: The resolution in this agenda must be approved by a majority vote of the shareholders present at the meeting and eligible to cast their votes, in accordance with Section 107(1), along with Sections 137 and 52 of the Public Limited Companies Act B.E. 2535.

Agenda Item 6 Consider and approve the issuance and allocation of new common shares of the company.

Objectives Type of allocation and offering to specific persons in a limited circle (Private Placement: PP), amount not exceeding 244,000,000 shares, par value 0.50 baht per share. to two limited persons (PP) at an offering price of 0.33 baht (thirty-three satang) per share, which is a price not less than 90 percent of the market price. The said offering price is lower than the value that Par of the company's shares

Facts and Reasons: The Board of Directors has approved the proposal to present to the shareholders' meeting for consideration of a capital increase to support a specific purpose allocation for a limited group of individuals (Private Placement: PP) in Agenda Item 3.

This Private Placement will involve the issuance and allocation of new common shares to up to 2 specific individuals, totaling up to 244,000,000 shares.

The proposal for the issuance and allocation of new common shares under a specific purpose, designated for a limited group of individuals (Private Placement: PP), involves a total of up to 244,000,000 shares.

For further details regarding this capital increase, including the specific terms of the offering, criteria for selection of investors, pricing, and other relevant information, please refer to the capital increase report included as Document 2.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to present to the shareholders' meeting for approval of the issuance and allocation of new common shares under a specific purpose, designated for a limited group of individuals (Private Placement: PP). This proposal involves a total of **up to 244,000,000 shares** with a par value of **0.50 baht per share** to be offered to **2 specific individuals**.

(1) Mr. Phisit Phusanakhom, Managing Director of Villa Market JP Company Limited, 122,000,000 shares.

(2) Dr. Abraham Kumar, Managing Director of Protatech Inc., 122,000,000 shares.

The shares will be offered at a price of **0.33 baht per share** (thirty-three satang), which is lower than the par value of the company's shares. This offering price is not less than **90% of the average market price** of the company's shares on the Stock Exchange of Thailand over the past **7 consecutive trading days** but not exceeding **15 consecutive trading days** prior to the Board of Directors' resolution to present this agenda to the shareholders' meeting for approval.

The relevant period for calculating the average market price was from **August 20, 2023, to September 9, 2023**. This proposal complies with the announcement from the Capital Market Supervisory Board, Notification No. **Tor.Jor. 28/2565**, regarding the approval for listed companies to offer new shares to specific individuals.

The last working day at	Date	Total quantity (share)	Total value (baht)
1	9 Sept. 2024	10,606	4,040
2	6 Sept. 2024	4,802	1,840
3	5 Sept. 2024	3,705	1,420
4	4 Sept. 2024	10,600	3,830
5	3 Sept. 2024	826	310

6	2 Sept. 2024	88,805	33,650
7	30 Aug. 2024	6,305	2,300
8	29 Aug. 2024	204,515	72,860
9	28 Aug. 2024	30,668	11,710
10	27 Aug. 2024	72,014	25,570
11	26 Aug. 2024	57,986	19,900
12	23 Aug. 2024	17,305	6,690
13	22 Aug. 2024	38,374	15,880
14	21 Aug. 2024	5,105	1,970
15	20 Aug. 2024	8,810	3,280
Total		560,426	205,250
15 business day weighted average bean price (baht per share)			0.366
90 percent of the weighted average price (baht per share)			0.3294

This is because the company's separate financial statements have accumulated losses appearing in the statement of financial position and profit and loss. For the 2nd quarter of 2024 ending on June 30, 2024, the amount is 355,763,696 baht. The company may therefore set the offering price of new common shares lower than the par value of the company's shares. But it must not be less than 0.01 baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (the "Public Limited Companies Act"), which determines that a company which has been in operation for not less than one year If it appears that there are accumulated losses, shares may be offered for sale at a price lower than the registered share value. But it must be approved by the shareholder meeting and the discount rate must be fixed.

By presenting it to the shareholder meeting. Set a date for the subscription and payment of additional shares for a limited number of persons. Between Friday 1 November 2024 and Tuesday 5 November 2024 Here are

the brief details of the allocation of additional shares for sale with specified objectives, type PP, for a limited investor. Appears in the information regarding the issuance and offering of additional common shares. given to a limited number of persons According to attachment 3.

However, the Company's granting of such rights is still uncertain. Because it must wait for approval from the shareholders' meeting first.

Voting: Resolutions in this agenda must be approved by the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote in accordance with Section 136, Section 137 and Section 52 of the Public Limited Companies Act. 1992 In conjunction with the announcement of the Capital Market Supervisory Board No. TorChor. 28/2022 regarding permission for listed companies to offer newly issued shares to a limited number of persons.

Agenda Item 7. Consider approving the issuance and allocation of warrants to purchase new ordinary shares of the company (Warrant) No. 4 (B52-W4), an amount not exceeding 700,000,000 units, to the existing shareholders of the company. In proportion to the number of shares held by each shareholder (Right Offering – Warrant : RO-Warrant) by specifying the names of shareholders who have the right to be allocated B52-W4 (Record Date) on December 6, 2024.

Facts and Reasons: As the Company's Board of Directors has resolved to approve and present to the shareholders' meeting. To consider and approve an increase in registered capital to support the exercise of the right to convert warrants to purchase new ordinary shares of the company, batch 4 (B52-W4), in the amount not exceeding 700,000,00 shares, in agenda 3. This type of capital increase There must be the issuance and allocation of warrants to purchase new ordinary shares of the company (Warrant) No. 4 (B52-W4) to the existing shareholders of the company (RO-Warrant) in an amount not exceeding 700,000,000 units Details regarding the issuance and allocation of shares offering warrants to purchase new ordinary shares of the company (Warrant) No. 4 (B52-W4) An amount not exceeding 700,000,000 units to the existing shareholders of the company. In proportion to the number of shares held by each shareholder (Right Offering – Warrant : RO-Warrant) appears in the capital increase report form. According to the attachment 2.

Opinion of the Board of Directors: The Board of Directors has considered and agreed that it should be presented to the shareholders' meeting. To consider and approve the issuance and allocation of warrants to purchase new ordinary shares of the Company (Warrant), Series 4 (B52-W4), in an amount not exceeding 700,000,000 units. or equivalent to 48.70 percent of the total number of shares sold in the company to the existing shareholders of the company. After the increase in paid-up capital of the company has been registered. obtained from the capital increase with specified objectives, type RO and type PP, in the previous agenda The total amount does not exceed 700,000,000 shares. That is, a Warrant (B52-W4) will be issued to all shareholders of the company at the time the Warrant (B52-W4) is issued, in a total amount not exceeding 700,000,000 units. In proportion to the number of shares held by each shareholder at the time of issuing the Warrant (B52-W4) (Right Offering), free of charge (zero baht) in the ratio of 2.0533534129 * of the original common shares at the time of issuing the Warrant. 1 unit of Warrant (B52-W4) (in case there are fractional shares, please discard them) The said Warrant (B52-W4) is valid for no more than 1 year from the date the warrant is issued. The conversion period is set to be 1 time (on the day the maturity date is 1 year). There is an Exercise Ratio of 1 Warrant unit (B52-W4) per 1 new common share. And there is an exercise price for converting rights to ordinary shares equal to 0.50 baht (fifty satang) per share (except in the case of adjusting the exercise price). Brief details of the Warrant (B52-W4) appear in the summary of basic details of the warrant to purchase common shares of B-52 Capital Public Company Limited that will be issued and offered to existing shareholders. According to the shareholding proportion of the 4th generation (B52-W4) according to attachment 5.

The date for determining the names of shareholders who are entitled to be allocated B52-W4 (Record Date) is set for December 6, 2024.

However, the Company's granting of such rights is still uncertain. Because it must wait for approval from the shareholders' meeting first.

By giving power to Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons on the Board of Directors or the Executive Committee or the Chief Executive Officer assigned Has the authority to determine and change rules, conditions, and details. To issue and offer for sale the 4th series of warrants (B52-W4) in all respects as deemed appropriate and under the authority specified by law, such as the allocation and issuance date of the 4th series of warrants (B52-W4) etc. Including the power to take various actions Necessary and appropriate in connection with the issuance of the 4th series of warrants (B52-W4) in all respects, including but not limited to contacting Prepare or deliver various documents Necessary or related to the issuance and offering of warrants, batch 4 (B52-W4) and the use of warrants, batch 4 (B52-W4) Listed as a listed security on the Stock Exchange of Thailand. ("The Stock

Exchange”) as well as requesting permission from relevant agencies. and the appointment of sub-attorneys, etc.

Voting: Resolutions in this agenda must be approved by the shareholder meeting with a majority vote of the total number of votes cast. Shareholders who attended the meeting and voted according to Section 107(1) of the Public Limited Companies Act B.E. 2535

Agenda Item 8 Consider approving the issuance and allocation of new common shares of the Company, not exceeding 700,000,000 shares, with a par value of 0.50 baht per share, equivalent to a value not exceeding 350,000,000 baht, to support the issuance and exercise of conversion rights to purchase warrants. The company's common shares, generation 4 (B52-W4), are new common shares.

Facts and Reasons: As the Company's Board of Directors has resolved to approve and present to the shareholders' meeting. To consider and approve an increase in registered capital to support the exercise of the right to convert warrants to purchase new common shares of the company, batch 4 (B52-W4). The amount does not exceed 700,000,00 shares in agenda 3, which is the aforementioned type of capital increase. There must be an issuance and allocation of new common shares of the company.

Opinion of the Board of Directors: The Board of Directors has considered and agreed that it should be presented to the shareholders' meeting. To consider and approve the issuance and allocation of new common shares of the Company, not exceeding 700,000,000 shares, with a par value of 0.50 baht per share, equivalent to a value not exceeding 350,000,000 baht. To support the issuance and exercise of the right to convert warrants to purchase common shares of the company (Warrant) No. 4 (B52-W4) into new common shares. By warrants to purchase common shares of the company, No. 4 (B52-W4) There is an exercise ratio for the conversion of warrants (Exercise Ratio) at the rate of 1 Warrant unit (B52-W4) per 1 new common share. And there is an exercise price for converting rights to new common shares equal to 0.50 baht (fifty satang) per share (except in the case of adjusting the exercise price).

Details of the issuance and allocation of additional ordinary shares of the Company Appears according to the capital increase report form. Attached item 2.

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

Agenda Item 9 Consider other matters (if any)

According to Section 105 of the Public Limited Companies Act B.E. 2535 (including additional amendments), it is specified that in the case when the shareholder meeting has finished considering the agenda according to the agenda, Shareholders whose shares total not less than one-third of the total number of shares sold You may request the meeting to consider matters other than those specified in the meeting notice. The Board of Directors has determined the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on September 26, 2024.

We therefore invite shareholders to attend the meeting on the date and time mentioned above. Shareholders can register to attend the meeting. Available from 9:00 a.m. to 10:00 a.m. Shareholders can study the steps for joining the meeting according to Attachment 10.

In addition, for the convenience of shareholders who are unable to attend the meeting in person via electronic media. and wish to assign another person to attend the meeting via electronic media and vote on behalf of this meeting Please study the instructions on how to appoint a proxy, register, and present documents to attend the meeting. and voting according to Attachment 8 by filling in the details and sign the attached proxy form as attached to Attachment 9 or according to the form specified by the Ministry of Commerce. In the case where the shareholder is a foreign investor and appoint a custodian (Custodian) in Thailand as a depository and take care of the shares can use a proxy form, either Form A or Form B or Form C, any one of them. For shareholders, in addition, they can use only Form A or Form B, whichever type is required. And if you wish to give a proxy to an independent director and audit committee The company would like to inform you that the audit committee members who can receive your proxy have their names and a brief history. According to attachment number 7

The company requests your cooperation in sending the proxy form to the company at least 3 business days

before the meeting date. For convenience and speed in checking evidence in advance.

By order of the Board of Directors

Best regards



(Mr. Suthep Pongpitak)

Chairman of the Board of Director

(Translation)

Minutes of the Annual General Meeting of Shareholders Year 2024

B-52 Capital Public Company Limited

The 2024 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on April 23, 2024.

Before the meeting Ms.Kanokwan Ithiboonvat, who acted as the meeting moderator of the meeting ("The Moderator") clarified that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of and concerned about the health and safety of the shareholders including those who participated in the meeting The Company therefore organized the 2024 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

1 shareholder who came in person, totaling	5,100	shares
33 shareholders by proxy, totaling	560,687,407	shares
Total of 34 shareholders, total number of shares	560,692,507	shares

Representing 76.0418 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

The meeting started at 10:00 a.m.

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:00 a.m., there were 34 shareholders and proxies attending the meeting, including the total number of shares. 560,692,507 shares, representing 76.0418 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that "In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted."

The company has determined the names of shareholders who have rights in the Annual General Meeting of Shareholders 2024 on March 22, 2024, with a total of 4,406 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Annual General Meeting of Shareholders 2024 and assigned Ms. Kanokwan Ithiboonvat to act as the meeting moderator of the meeting. (“Meeting Moderator”)

The meeting moderator introduced the directors and executives as follows:

There were 7 directors attending the meeting.

1. Mr. Suthep Pongphithak as Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Mr. Nimit Wongcharyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director and Chief Executive Officer
4. Ms. Araya Putthipongthron, Director / Independent Director and Audit Committee
5. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
6. Mrs. Apinya Busaratrakul as Director / Executive Director
7. Mr. Somchai Wutthisat as Director and Company Secretary.

Executives attending the meeting

1. Ms. Oytip Cholthichanun Chief Financial Officer.

Auditor from Karin Audit Company Limited

1. Mr. Komin Linprachaya Auditor
2. Ms. Aroonsri Tangkolchay Assistant auditor

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Paramet Choklumlert and followers Legal advisor

In addition, the Company has hired and assigned OJ International Co., Ltd., a service provider of meeting control systems that have assessed the conformity of the system with the Electronic Transactions Development Agency in charge of organizing meetings meeting registration check registration collecting and counting the voting results in this meeting of shareholders as well

The meeting moderator informed the meeting that Compliance with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights In organizing this Annual General Meeting of Shareholders provided an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

The meeting moderator reported to the meeting that the method of presenting the attendees via electronic media (E-Meeting) is in accordance with the instructions for the proxy assignment registration process presentation of documents at the meeting and voting via electronic media (E-Meeting) which has already been sent together with the meeting invitation letter.

Vote method

1. Every shareholder will have votes equal to the number of shares held by 1 share per 1 vote.
2. For the convenience of vote counting if no shareholder presses the disapproval or abstention button and confirms it within the specified time it shall be deemed that the meeting has approved as proposed by the Company.

For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.
3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The Company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

When the meeting moderator has already explained the voting method Therefore, the meeting was conducted according to the agenda as shown in the invitation letter as follows:

Agenda 1 To Consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting facilitator reported to the meeting that The Company prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on 28 June 2023, and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce. within the period specified by law. The committee considered and was of the view that the minutes of the said meeting were recorded correctly. and deems it appropriate to propose this to the shareholder meeting To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023. Details appear in the copy of the minutes. Attachment 1 has been sent to shareholders along with the invitation to this meeting.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and casting their votes.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023 as exactly as proposed with a unanimous vote

Agenda 2 Consider to acknowledge the Company's operating results for the year 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 52 states that the Board of Directors must deliver the following documents to shareholders together with the notice of the annual general meeting of shareholders.

(1) Copy of balance sheet and profit and loss account audited by the auditor together with the auditor's audit report

(2) The annual report of the board of directors and documents showing information supporting such reports

The Board of Directors deems it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2023 and the Company's annual report, delivered to shareholders together with the meeting invitation letter by the Thailand Securities Depository has facilitated all shareholders to prepare QR Code on the cover of the meeting invitation. Shareholders can scan the QR Code to receive information in the form of a document file via online system.

Ms. Oytip Cholthichanun, Company Director and Chief Financial Officer report on the Company's operating results for the year 2023 with the summary of the key points as follows:

In 2023, the company had income of 70.4 million baht, a decrease of 67 million baht or 48.8% from the previous year. The decrease in income was mainly due to the company's business restructuring. In which two unprofitable businesses were sold off, which operated in the financial sector. and the business of distributing consumer products The company has gradually reduced operations of the consumer product distribution business since the beginning of the year. and sold the subsidiary that operated this part of the business in the 3rd quarter of 2023 (profit from the sale of shares 26 million)

Therefore, in 2023, the company's revenue proportion has changed from 2022 from the business of selling consumer products. Revenue from the media business is number 1 at 63.5 million baht or 46%, followed by media 29% and online media 23%. In 2023, media business income is number 1 at 29.7 million baht or 42%, followed by online media 40% and platform services 9. %

The Company's loss attributable to the parent company totaled 31.1 million baht, a loss decreased from the previous year by 126.8 million baht or 80.3 percent. This was due to the company reducing losses from the consumer products distribution business. and there was a profit from selling 2 subsidiaries (58 million baht, TJD 26 million and TMS 32 million baht) (operating loss 93.9 million baht)

The meeting moderator informed the meeting that because of this agenda It is an agenda to inform the meeting for acknowledgment. Therefore, there is no need to vote in this agenda.

The meeting facilitator then asked the meeting: Do any shareholders have any questions?

The secretary informed the meeting that a shareholder sent a question. By the secretary Have read the following questions:

I would like to admire the efforts of the company's management in trying to operate the business so that the operating results return to profit and cause the company's shares to be removed from the CB status. However, I would like to know. Have the executives studied new business plans that the company has expertise in or sought business partners to invest in? In addition to the current business that the company is trying to operate.

Ms. Narawadee Worawanitcha Chief Executive Officer He explained to the meeting that Thank you to the shareholders and thank you for your appreciation and would like to represent the company and accept the praise. And would like to answer questions on behalf of all executives. We are studying new businesses. In addition to the businesses that the company specializes in and the company has tried and searched for new methods, strategies, trial and error, and analysis. And there are ways to make the company grow sustainably and restructuring the original business group Because the original business is extremely necessary. To make the business sustainable and to reduce the risk of having to hire additional people There are additional administrative costs. Therefore, we come to adjust the business that we have expertise in along with finding partners. However, the business that generates a lot of income for the company is the media business, both online and offline, and the company will conduct business according to the recommendations of the shareholders. By going out to negotiate and find new opportunities with partners who work on media, both online and offline, both in terms of technology. or customer base to help reinforce our customer group Allows us to increase income and profits. based on expenses lowest cost

The meeting resolution : The meeting acknowledged the Company's operating results for the year 2023 and the Company's annual report since this agenda is for acknowledgment therefore, no resolution is required.

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2023, which have been audited by a certified public accountant.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Company's Articles of Association Article 51 states that the Board of Directors must prepare a balance sheet and profit and loss account at the end of the fiscal year of the Company and present to the shareholders' meeting at the annual general meeting for approval. The Board of Directors must arrange for the auditor to complete the audit before presenting it to the shareholders' meeting.

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements. For the year ended December 31, 2023, which has been audited by a certified public accountant and has been approved by the Audit Committee and the Board of Directors. According to the details submitted with the attachment No. 2

Ms. Oytip Cholthichanun, Director and Chief Financial Officer report on Company's statement of financial position can be summarized as follows:

Company financial statements For the year ending December 31, 2023, it has been audited by a certified public accountant. The auditor expressed the opinion that the company's financial statements Show financial status Performance and cash flow Correctly and in essence according to financial reporting standards, where

The company had total assets as of December 31, 2023 in the amount of 223.9 million baht, a decrease from 2022 of 76.9 million baht, or 26% (in 2023, the company received money from the sale of investments in subsidiaries in the amount of 34.6 million baht, receivables Trade and other receivables increased by 11.6 million baht and financial assets decreased by 26.8 million baht, but the company used cash for business operations in the amount of 9 million baht).

The company had liabilities as of December 31, 2023 in the amount of 56.5 million baht, decreased from 2022 in the amount of 38.5 million baht, accounting for 41% (mostly trade payables, decreased by 10.7 million baht, and liabilities under office rental agreements in the amount of 24.4 million baht).

The company had shareholders' equity as of December 31, 2023 in the amount of 167.3 million baht, a decrease from 2022 of 38.3 million baht, or 19% (shareholders' equity in 2022 = 205.6 million, loss in 2023 38.6 million baht). (It is owned by shareholders of the parent company, 175.6 million baht)

Income statement for 2023, the company has a net loss of 31.1 million baht, a loss decreased from 2022 by 157.9 million baht, accounting for 80%.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the Company's financial statements. For the year ended December 31, 2023, which has been audited by the Certified Public Accountant as proposed in all respects with a unanimous vote

Agenda 4 To consider and approve the omission of dividend payment and refrain from allocating the annual net profit as a legal reserve for the year 2023.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 115 of the Public Company Limited Act B.E. 2535 and according to Article 46 of the Company's Articles of Association states that dividend payments from other types of money other than profits cannot be made. In the event that the company still has accumulated losses forbidden to pay dividends

And because the financial statements for the year ended December 31, 2023 of the Company which have been audited by the certified public accountant show that The company has accumulated loss in the separate financial statements which has not yet been appropriated amounting to 316,494,045 baht, therefore the company cannot pay dividends. In addition, in 2023 the company has a net loss in the separate financial statements of 151,217,895 baht, which according to section 116 of the Public Limited Companies Act. 1992 and Article 48 of the Company's Articles of Association stipulates that part of the annual net profit must be allocated as a reserve of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. Therefore, the Company cannot allocate profit as a legal reserve for the year 2023.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the suspension of dividend payment. and refrain from appropriating the annual net profit as a legal reserve for the year 2023 as proposed in all respects by unanimous vote.

Agenda 5 To consider and approve the election of directors to replace those who retire by rotation.

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that according to Section 71 of the Public Company Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association states that at every annual general meeting Directors must retire at least one-third (1/3) by rate. If the number of directors cannot be divided into three parts, then the number closest to one-third (1/3) shall be retired. The director who has been in office for the longest time shall retire by rotation. However, the director who vacates office at this time may be re-elected to assume office.

In this Annual General Meeting of Shareholders for the year 2024 , the directors who must retire by rotation has the following list

- | | |
|-----------------------------|--|
| (1) Mr. Nimit Wongjariyakul | Chairman of the Executive Committee / Director |
| (2) Mr. Chumnun Kunnaratana | Audit Committee / Independent Director |
| (3) Mr. Somchai Wutthisat | Director / Company secretary |

Criteria for nomination of persons to be appointed as directors of the Company will be selected through the approval of the Nomination and Remuneration Committee before proposing to the Board of Directors. The selection will be based on knowledge, ability, experience, vision and credibility as well as being qualified in professional skills Specialization and has no prohibited characteristics as prescribed by law

Because all 3 directors are the original directors who currently work for the company All directors are persons with knowledge, abilities and expertise in their professions as well as considering the performance of the Company's directors, all 3 directors have performed well as the Board of Directors by using his experience to suggest policies to the company Therefore, it was proposed to the shareholders' meeting to consider and approve the re-election of the 3 directors who had retired by rotation to be directors for another term. Another term and definition of independent directors The Company sent to the shareholders together with the invitation letter for this meeting. (Details are in Enclosure 3)

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The meeting moderator informed the meeting that since this agenda had directors having conflict of interest in voting therefore invited all 3 company directors to leave the meeting room before voting.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting, and vote in accordance with Section 107(1) of the Public Company Limited Act B.E.2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

(5.1) Mr. Nimit Wongjariyakul Chairman of the Executive Committee / Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00

Abstained	0	-
Void Ballot	0	-

(5.2) Mr. Chumnum Kunnaratana Audit Committee / Independent Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

(5.3) Mr. Somchai Wutthisat Director / Company secretary / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the election of following list (1) Mr.Nimit Wongjariyakul (2) Mr. Chumnun Kunnaratana and (3) Mr. Somchai Wutthisat , the directors who had retired by rotation to be re-elected for another term as offered in all respects with a unanimous vote.

Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2024

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to Article 30 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. according to the regulations or as the shareholders' meeting will consider which may be defined as a fixed number or put it as a criterion and may be stipulated from time to time or shall remain in effect forever until there is a change.

The preceding paragraph does not affect the rights of the employees of the company who was elected as a director in which to receive compensation and benefits as an employee or employees of the company

Mr. Somchai Wuthisat, Director and Company Secretary has reported the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2024 as follows:

The Board of Directors has considered and proposed the directors' remuneration to be at an appropriate level and in line with their obligations duties and responsibilities of Directors Therefore, it was considered and considered appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for the year 2024, which is the remuneration of the Company's directors. Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In addition, in the past year, the Company has set annual remuneration for the Company's directors and committees 2023, which is the remuneration of the Company's directors Audit Committee Nomination and Remuneration Committee, Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In this regard, the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2024 totaling 5 committees are as follows:

Remuneration for the Board of Directors		Returns for the year 2023						Returns for the year 2024						
position	Number of directors/committee	2023		Number of directors who receive remuneration	Approximate number of meetings attended	All year	All year	Number of directors/committee	2024		Number of directors who receive remuneration	Approximate number of meetings attended	All year	All year
		per month	per time						per month	per time				
Board of Directors	9													
chairman		20,000	10,000	1	14	240,000	140,000							
director		10,000	7,000	4	14	480,000	392,000							
Directors who are Executive Directors		-	-	-	-	-	-							
Audit Committee	3													
chairman		20,000	10,000	1	8	240,000	80,000							
director		10,000	7,000	2	8	240,000	112,000							
Nomination and Remuneration Committee	4													
chairman		-	8,000	1	4	-	32,000							
director		-	5,000	2	4	-	40,000							
investment board	5													
chairman		-	-	-	4	-	8,000							
director		-	-	-	4	-	5,000							
Risk Management Committee	7													
chairman		-	-	-	4	-	8,000							
director		-	-	-	4	-	5,000							
Total meeting allowance for the year			1,996,000			1,200,000	796,000		estimate	1,996,000			1,200,000	796,000

note:

- Directors who are executives or employees of the company Will not receive remuneration as a director of the company and sub-committees.
- Directors who are Executive Directors Will not receive compensation as a director of the company and other sub-committees.
- The amount of remuneration for the year 2023 as mentioned above includes meeting allowances, monthly remuneration, remuneration per time and special compensation

I would like to propose the remuneration limit for the year 2024 not exceeding 4,000,000 baht.

The amount is the same as proposed in 2023.

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The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting according to Section 90 of the Public Limited Companies Act B.E. 2535.

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	560,692,507	100.00

The meeting resolution : The meeting resolved to approve the remuneration of the Company's directors and sub-committees for the year 2024 as proposed in all respects by unanimous vote.

Agenda 7 Consider and approve the appointment of auditors and approve the auditor's remuneration for the year 2024

The Chairman asked the meeting moderator to explain the details to the meeting.

The meeting moderator reported to the meeting that According to the Public Company Limited Act B.E. 2535, Section 120 and Article 54 of the Company's Articles of Association states that the annual general meeting of shareholders shall appoint an auditor every year. The shareholders' meeting may elect the auditor who has left to take up the position again and the shareholders' meeting shall determine the remuneration that the auditor should receive.

Audit Committee Considered the suitability in terms of qualifications, workload and performance compared to the proposed audit fee. Therefore proposed to the Board of Directors To consider and propose to the shareholders' meeting to appoint an auditor from Karin Audit Company Limited to be the auditor for the year 2024 of the Company as follows:

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 2) Mr. Jesada Hangsapruet, Certified Public Accountant Registration number 3759 and/or
- 3) Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or
- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or
- 5) Ms. Kannika Wipanurat Certified Public Accountant Registration number 7305 and/or
- 6) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113 and/or
- 7) Ms. Nonglak Pattanabundit, Certified Public Accountant Registration number 4713 and/or
- 8) Ms. Sumana Seniwong Na Ayuthaya Certified Public Accountant Registration number 5897 and/or
- 9) Mr. Worapol Viriyakulpong Certified Public Accountant Registration number 11181 and/or
- 10) Mr. Poj Asawasantichai Certified Public Accountant Registration number 4891
- 11) Mr. Wichien Prungpanich Certified Public Accountant Registration number 5851
- 12) Ms. Kochamon Shunhuan Certified Public Accountant Registration number 11536
- 13) Ms. Bongkocharat Sarumsiri Certified Public Accountant Registration number 13512
- 14) Mr. Thanatit Raksathien Certified Public Accountant Registration number 13646

Of Karin Audit Company Limited or other certified public accountant assigned by Karin Audit Company Limited to be the auditor for the year 2024 of the Company and its subsidiaries.

In this regard, the auditors according to the names proposed for appointment as the auditors of the

above companies Has no relationship or interest with the Company or its subsidiaries, executives, major shareholders or those related to such persons in a manner that will affect the independent performance of duties in any way

By proposing to appoint any one of the auditors as listed above to be an auditor and express an opinion on the Company's financial statements For the fiscal year ending on December 31, 2024 and the Company's specific audit fee is 800,000 baht, and the audit fee of the company and its subsidiaries (7 subsidiaries according to the names specified in the table below), totaling 8 companies, totaling 1,600,000 baht. The aforementioned audit fee does not include travel expenses and other expenses (if any), with details as follows:

Number	Company list	Status	Year 2023	Year 2024
1	B-52 Capital Public Company Limited	Big company	800,000	800,000
2	Tanjai Distribution Co., Ltd.	Subsidiary company	120,000	-
3	Tanjaidee Money Service Co., Ltd.	Subsidiary company	130,000	-
4	One Digital Network Co., Ltd.	Subsidiary company	180,000	190,000
5	Solution Fly Co., Ltd.	Subsidiary company	165,000	175,000
6	M Quality Product Co., Ltd.	Subsidiary company	60,000	60,000
7	M Novation Plus Co., Ltd.	Subsidiary company	90,000	60,000
8	Thandee Money Transfer Co., Ltd.	Subsidiary company	60,000	60,000

9	Mmed Pharma Co., Ltd.	Subsidiary company	115,000	120,000
10	Wets and More Co.Ltd	Subsidiary company	195,000	135,000
Together			1,725,000	1,600,000

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the appointment of auditors. and determine the auditor's remuneration for the year 2024 as proposed in all respects with unanimous votes.

Agenda 8 Consider and approve the reduction of the company's registered capital by cutting off the unissued registered shares of the Company and amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

The chairman asked the secretary of the meeting to Clarify details to the meeting
Meeting facilitator Miss Kanokwan Itthiboonvat reported to the meeting that

The meeting moderator reported to the meeting that with the company plans to increase the registered capital from the number that has already been registered which will be discussed in the next agenda from this agenda, but because Section 136 of the Public Limited Companies Act B.E.2535. The criteria were established that the addition of Capital of a public limited company this can be done only when there are no unsold shares left. If proceeding to increase the company's capital. As mentioned, the registered capital must be reduced first. By cutting off registered shares that have not yet been issued. At present, the company has 221,204,216 unissued ordinary shares remain. The company therefore needs to reduce its registered capital. The company's registration amount is 110,602,108 baht from the original registered capital. 479,275,802.50 baht as registered capital in the amount of 368,673,694.50 baht by eliminating the number of unissued registered shares of the Company, which are ordinary shares 221,204,216 shares with a par value of 0.50 baht per share.

The Board of Directors considered and considered appropriate to propose to the Annual General Meeting of Shareholders. Consider and approve the capital reduction The company's registered capital amounted to 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital registered in the amount of 368,673,694.50 baht by eliminating the unissued registered shares of the Company, which are the number of ordinary shares 221,204,216 shares with a par value of 0.50 baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to consistent with the reduction of the company's registered capital.

“Clause 4. Registered capital amount 368,673,694.50 baht

Divided into 737,347,389 shares

0.50 baht per share

divided into

Ordinary shares 737,347,389 shares

Preferred 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.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 139, in conjunction with Section 140 and Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,507	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	560,692,507	100.00

The meeting resolution : The meeting resolved to approve the reduction of the company's registered capital in the amount of 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital 368,673,694.50 baht by eliminating the Company's unissued registered shares, which are 221,204,216 ordinary shares, with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital as proposed in all respects by unanimous vote.

Agenda 9 Consider and approve the Company's registered capital increase General Mandate and amendments to Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase.

The chairman asked the secretary of the meeting to Clarify details to the meeting

The meeting moderator reported to the meeting that The company has plans to expand the business continuously with the objective of increase revenue and profit for the company to meet the goals which will generate returns for shareholders So to increase liquidity and support the expansion of the company's business as well as increase the ability to obtain funding sources from the capital market appropriately and with flexibility in the event that the Company has a need for investment Therefore, the Board of Directors resolved to approve the general meeting of shareholders to consider and approve the increase of the Company's registered capital under a general mandate.

The Board of Directors considered and agreed to propose to the 2024 Annual General Meeting of Shareholders for consideration approved the increase in the registered capital of the company by forming a general mandate in the amount of 110,602,108 baht from original registered capital amount 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing shares new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders (Right Offering) in proportion to the existing shareholding and (2) Private Placement as details appear according to the capital increase report form according to Enclosure 4 and the amendment to Clause 4 of the Company's Memorandum of Association so that in line with the company's registered capital increase.

“Clause 4. Registered capital amount 479,275,802.50 baht

Divided into 958,551,605 shares

0.50 baht per share

divided into

Ordinary 958,551,605 shares

Preferred 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.

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote in accordance with Section 136, in conjunction with Section 31 of the Public Company Limited Act, B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,007	99.9999
Disagreed	500	0.0001
Abstained	0	0.00
Void Ballot	0	0.00
Total	560,692,507	100.00

The meeting resolution : The meeting resolved to approve the increase in the registered capital of the company using a general power of attorney (General Mandate) another amount of 110,602,108 baht from the original registered capital of 368,673,694.50 baht is the new registered capital. 479,275,802.50 baht by issuing new ordinary shares of not more than 221,204,216 shares. The par value is 0.50 baht per share and the amendment to Section 4 of the memorandum of association of the company to be consistent with the increase in the company's registered capital. As proposed in every respect with a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and had the right to vote.

Agenda 10 To consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate.

The Chairman asked the meeting secretary to explain the details to the meeting.

The meeting moderator reported to the meeting that The Board of Directors considered and considered appropriate to propose to the meeting. Annual General Meeting of Shareholders Year 2024 to consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 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 shares new ordinary shares as follows:

(1) Allocation of new ordinary shares of the Company in the amount of not more than 147,469,478 shares with a par value of 0.50 baht per share or equivalent to 20 percent of the Company's paid-up capital at present (the Company's paid-up capital at present is 737,347,389 shares) to be offered to the existing shareholders (Right Offering) in proportion to their existing shareholding According to the general power of attorney (General Mandate)

In this regard, authorize the Board of Directors to to consider and allocate and offer for sale one time or in parts for an occasional offering, including the power to take any action necessary and in connection with the offering of newly issued ordinary shares in all respects, for example: For example, the date to determine the names of shareholders who have received the rights to allocate shares (Record Date: XR), the purpose of issuing new ordinary shares offering pricing offer period allocation rate methods of allocation and payment of shares, etc., including changes in the offering period Subscription and Payment of Newly Issued Ordinary Shares Prescribing conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies

(2) Allocation of new ordinary shares of the Company in the amount of not more than 73,734,738 shares with a par value of 0.50 baht per share or equivalent to 10 percent of the company's paid-up capital at present (the company's paid-up capital at present is 737,347,389 shares) to be offered to a specific person in a private placement (Private Placement) under a general mandate form to propose sell at once or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for listed companies to offer new shares to specific investors which such person must not be a

connected person of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions B.E. by assigning the Board of Directors has the power to determine the offering price of shares according to market conditions during the offering of shares to investors which must not be lower than the weighted average price of shares in the Stock Exchange of the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date of setting the offering price for each time. Offered for sale at a discount but not more than 10% of the said market price.

In this regard, authorize the Board of Directors to to consider and determine other details related to the allocation and offering of newly issued ordinary shares, such as the selection of investors in a private placement; Conditions and details related to the allocation and offering of newly issued ordinary shares and/or the allocation of newly issued ordinary shares as consideration for the acquisition of assets Negotiating and signing documents and contracts related to the allocation and offering of newly issued ordinary shares and signing various request for permission documents and necessary evidence related to the allocation of the newly issued ordinary shares as well as specifying conditions and details for the issuance of such newly issued ordinary shares as it deems appropriate as well as correcting the wording or text in the document Minutes of the shareholders' meeting Memorandum of Association and/or various requests and/or take any action to comply with the Registrar's order in submitting the registration of the increase of registered capital of the Company to the Department of Business Development. Ministry of Commerce from time to time according to the payment of the subscriber of the newly issued ordinary shares in each time including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and submission of documentary information to the Department of Business Development Ministry of Commerce, SEC Office, The Stock Exchange of Thailand or other related agencies.

Allocation of newly issued ordinary shares to the abovementioned private placement Under no circumstances shall any subscriber of the newly issued ordinary shares increase the Company's shares in a manner that increases to or crosses the point of making a tender offer as specified in the announcement. Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers and in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association

Allocation of newly issued ordinary shares under (1) and (2), a total of not more than 221,204,216 shares, or equivalent to 30 percent of the Company's paid-up capital as of the date the Board of Directors resolved to increase the capital through a general power of attorney. (General Mandate) in the amount of 368,673,694.50 baht or equivalent to 737,347,389 paid-up shares (par value 0.50 baht per share) under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information and any practices of listed companies B.E. 2560

The meeting moderator asked the meeting if any shareholders had any questions.

As there were no further questions, the Chairman asked the shareholders to vote.

The resolution in this agenda must be approved by the shareholders' meeting with a majority vote of the votes of the shareholders attending the meeting and vote in accordance with Section 107(1) of the Public Limited Companies Act B.E. 2535

There is an additional number of shareholders in this agenda, totaling - person, totaling - shares.

A total of 34 shareholders attended the meeting, totaling 560,692,507 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	560,692,007	99.9999
Disagreed	500	0.0001
Total	560,692,507	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the allocation of new ordinary shares of the Company in an amount not exceeding 221,204,216 shares. The par value is 0.50 baht per share to support the capital increase under the General Mandate as proposed in all respects. By voting with a majority vote of the number of votes of shareholders who attended the meeting and cast their votes.

Agenda 11 Consider other matters (if any).

The secretary informed the meeting that there were 4 questions submitted by shareholders on this agenda as follows:

1. What is the current and future business plan of the company group?
2. What is the company's approach to fixing the "CB" sign? And how much time will it take to fix it back to normal (without the CB sign)?
3. What plans or channels does the company have that will enable the company to have profits arising from normal business operations?

4. Thai Investors Association There is a policy presented to companies listed on the Stock Exchange of Thailand. Organize a general/extraordinary meeting of shareholders via ON-SITE and ONLINE simultaneously or called Hybrid in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors. In accordance with the circular of the Securities and Exchange Commission (SEC) No. SEC.Nor.(W) 2/2567

Ms. Narawadee Worawanitcha Chief Executive Officer I would like to clarify questions 1. and 3. first because they are similar. It will be explained together with questions from shareholders who sent in to ask. It's a good question and a difficult question. In our normal business operations, we have had many diverse businesses. Whether it is buying and selling consumer products and doing business in dietary supplements and medicines. And the business plan has been adjusted. and the subsidiary was sold. As for current and future business plans We will stick to business groups. By what is already generating income for us? We have a staff structure. Already have expertise We have to do what we are good at. and be more active by seeking business partners and adjusting strategies Our company will join in as well. And must the partner rely on our company structure or must we rely on the partner's property structure by bringing their abilities together to have better operating results? Both us and our partners

Ms. Narawadee Worawanitcha Chief Executive Officer He explained to the meeting that As for question number 2, the company has a plan that has been marked CB to return to normal. It will be pointed out that we have the CB mark for what reason? via the stock exchange The criteria for marking C has also been issued. The criteria for which we are marking C is the financial criteria CB, our shareholders' equity is less than 50% of the paid-up capital. Less than 2% lower, but if we look New Criteria: We will see that even in 2023, we meet the CB criteria with a shareholder equity criterion of less than 50%. of paid-up capital If we are going to leave the CB criteria in the future, we must exit with 2 measures: 1. Measures to make the paid-up capital more than 50% is not difficult but will have a response. If the company needs to do something, it must be done at the same time. With finding partners to join in joint ventures, increase capital, exchange shares, or use any other financial means 2. The company has income from operations in the fiscal year 2023. Less than 100 million baht for a company listed on the stock exchange, but in 2022 we had an income of 137.5 million baht. In 2023, an income of 70.4 million baht. It can be seen that last year we met the same criteria. Next time we will remove the mark. CB in 2024 must generate income of more than 100 million baht, which will be quite challenging. How can we get out of the CB criteria? We can get out of the CB criteria by 1. increasing capital 2. It must be done at the same time as increasing income for the company.

The secretary informed the meeting that in question no. 4. The company would like to accept this and will continue to act as it deems appropriate.

As there were no other questions, the Chairman thanked all shareholders and directors attending the meeting and closed the meeting

The meeting was adjourned at 11.32 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Director and Company Secretary / Meeting Recorder

(F 53-4)

Capital Increase Report Form

B-52 Capital Public Company Limited

I, B-52 Capital Public Company Limited (the "Company"), would like to report the resolution of the Board of Directors' meeting No. 5/2024 on 10 September 2024 to cancel the resolution of the Board of Directors' meeting No. 4/2024 on On September 6, 2024 By using the resolution of the Board of Directors' meeting No. 5/2024, held on September 10, 2024, regarding the reduction of registered capital - increase of registered capital. Allocation of shares with a general mandate (General mandate) Allocation of shares with the objective of increasing capital (1) Type of allocation to existing shareholders (Right Offering : RO) (2) Type of allocation to a limited number of persons (Private Placement : PP) Issuance and allocation of warrants to purchase new common shares for capital increase (Warrant) No. 4 of the company (B52-W4) Issuance of common shares Increasing new capital to support the exercise of Warrant conversion rights (B52-W4) and setting the date for the Company's Extraordinary General Meeting of Shareholders No. 1/2024 as follows.

1. Reduction of registered capital

The Board of Directors' Meeting resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the reduction of the Company's registered capital by 110,602,108 baht from the original registered capital of 479,275,802.50 baht to the registered capital of 368,673,694.50 baht by cutting the Company's unissued registered shares, which are ordinary shares, in the amount of 221,204,216 shares. The par value of each share is 0.50 baht, which is the remaining shares from the allocation of additional shares of the Company under the General Mandate form as resolved by the Annual General Meeting of Shareholders for 2024 on 23 April 2024.

2. Increase of registered capital

The Board of Directors' Meeting resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the Company's registered capital increase as follows:

Registered capital (baht)	Registered capital (shares)
Registered capital amount 368,673,694.50	Registered capital amount 737,347,389
Increase the registered capital by another amount 810,602,108 *	Increase the registered capital by another amount 1,621,204,216 *
Will be a new registered capital of 1,179,275,802.50	Will be a new registered capital of 2,358,551,605

Note: * The new registered capital increase of 810,602,108 baht or 1,621,204,216 shares is an increase in the new registered capital to support the allocation of new shares as follows:

Types of capital increase	Number of new common shares to be issued (shares)
● Increase capital by general mandate (General Mandate)	221,204,216
● Increase capital with specified purpose, RO type (existing shareholders)	456,000,000
● Increase capital for specific purposes, PP type (limited number of persons)	244,000,000
● Increase common stock capital to support the exercise of Exercise Warrant (B52-W4)	700,000,000
Total	1,621,204,216

3. Allocating shares under general authorization (General Mandate : GM)

GM Principle	: Shareholders approve capital increase by knowing the allocation framework (type and number of shares) but not yet knowing the objectives and other details. Shareholders authorize the board of directors to issue and allocate each time, within the period not exceeding the period specified by law.
Legal Allocation Period:	Until the date of the Company's next AGM (within April 2025)
Number of shares allocated in GM format:	not more than 221,204,216 shares
Divided into 2 types of allocation:	(1) RO not exceeding 20 % = not exceeding 147,469,478 shares
	: (2) PP not more than 10 % = not more than 73,734,738 shares

4. Objective-based share allocation: Allocated to existing shareholders (RO)

Number of shares allocated	: 456,000,000 shares
Allocated to	: Existing shareholders in proportion to their existing shareholdings At a rate of 1.6169898882 existing common shares : 1 new common share (Existing shareholders are entitled to exercise their rights to purchase additional shares in excess of their rights)
Offering price of new shares:	At a price of 0.33 baht per share which is not lower than the weighted average price of B52 shares for the past 7-15 consecutive business days before the date that the BOD resolved to propose to the shareholders' meeting, with a discount not exceeding 10 percent
Record Date (RD)	: RD October 30, 2024
Existing shareholders with rights to purchase additional shares of RO	
Date for booking and payment of share purchase: 11 - 15 November 2024 (5 business days):	

5. Allocating shares for specific purposes: Allocating to a limited number of persons (PP)

Number of shares allocated	: 244,000,000 shares
Allocated to: Limited persons, 2 persons, namely:	
	(1) Mr. Phisit Phusanakom, Managing Director, Villa Market JP Co., Ltd. 122,000,000 shares at a price of 0.33 baht per share
	(2) Dr. Abraham Kumar, Managing Director, Prototech Inc. Co., Ltd. 122,000,000 shares at a price of 0.33 baht per share
Offering price of new shares	: At a price of 0.33 baht per share which is not lower than the weighted average price of B52 shares for the past 7-15 consecutive business days before the date that the BOD resolved to propose to the shareholders' meeting, with a discount not exceeding 10 percent
Date for booking and payment of share purchase:	1 - 5 November 2024 (3 business days):

6 . Issue and allocate new common stock purchase warrants (Warrant) of the Company, Series 4 (B52-W4) to existing shareholders who will become shareholders after the Company has completed issuing RO shares and PP shares in an amount not exceeding 700,000,000 units.

Number of Warrants (B52-W4) allocated:	not exceeding 700,000,000 units
Allocated to	: Existing shareholders who will be shareholders after the company has issued RO shares and shares PP has been completely completed. Total amount not exceeding 700,000,000 shares. Allocated in proportion to the original shareholding in the ratio of 2.0533534129 * of the original common shares as of At the time the warrant was issued: 1 Warrant (B52-W4) given free of charge. : (In the case of calculating and there are decimal fractions, round off the decimal fractions.) : ratio 2.0533534129 * Calculate from $\frac{(737,347,389 + 700,000,000)}{700,000,000}$ is important
Warrant (B52-W4) age:	1 year from the date of issue of Warrant (B52-W4)
Set conversion period :	1 time (on the 1 year maturity date) (Exercise Period)

Conversion ratio : 1 Warrant (B52-W4) : 1 New common share (Exercise Ratio)
Conversion Price: The conversion price is 0.50 baht per 1 new common share (Exercise Price)
Set Record Date (RD) to grant rights to existing shareholders to: RD (Warrant) on December 6, 2024
Received Warrant (B52-W4) for free without any value

Note: Note * The ratio of 2.0533534129 of the original common shares at the time the warrant was issued is calculated from (737,347,389 + 700,000,000) / 700,000,000 as important.

7. Issue and allocate no more than 760,000,000 new common shares to support the exercise of the Warrant (B52-W4) conversion rights into new common shares.

Number of additional common shares to be issued to support Warrant (B52-W4): not exceeding 700,000,000 shares

8 Schedule of the Extraordinary General Meeting of Shareholders No. 1/2024 and determination of the list of shareholders entitled to attend the meeting (Record Date)

Date of Extraordinary General Meeting of Shareholders No. 1/2024: 18 October 2024 at 10.00 a.m.

Record Date for Shareholders Entitled to Attend the Meeting: 26 September 2024

Capital increase	Stock Types	Number of shares	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Objective of fund use form	Common stock	Not more than 1,400,000,000	0.50	700,000,000
	Preferred stock	-	-	-
<input checked="" type="checkbox"/> General Power of Attorney (General Mandate)	Common stock	Not more than 221,204,216	0.50	110,602,108
	Preferred stock	-	-	-

In case of capital increase with specified purpose of capital use, fill in all subsequent information except item 9.2. In case of capital increase with General Mandate, fill in only item 9.2.

9. Allocation of additional shares

The Board of Directors' Meeting resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration. Approval to allocate additional common shares, not exceeding 1,621,204,216 shares, with a par value of 0.50 baht per share, totaling 810,602,108 baht, with the following details:

9.1 Objective of Fund Use Form

Allocated to	Type of securities	Number of shares (shares)	Percentage of paid-up capital ^{1/}	Note
(1) Existing shareholders	Common stock	456,000,000	61.84	Consider point 4.
	Preferred stock	-	-	Consider point 5.
(2) Limited Persons	Common stock	244,000,000	41.23	Consider points 6 and 7.
	Preferred stock	-	-	
(3) Issue common shares to support Warrant	Common stock	700,000,000	103.07	
	Preferred stock	-	-	

^{1/} Percentage of paid-up capital as of the date of the Board of Directors' Meeting No. 5/2024 on 10 September 2024

Calculation of percentage to paid-up capital is as follows.

The current paid-up capital (10 September 2024) of which the company has 737,347,389 common shares.

(1) Allocate RO to existing shareholders in the amount of 456,000,000 shares, representing a percentage = $456,000,000 / 737,347,389 = 61.84$ percent.

(2) Allocate PP to a limited number of persons in the amount of 244,000,000 shares, representing a percentage = $244,000,000 / 737,347,389 = 33.09$ percent.

(3) Common shares supporting warrants amount to 700,000,000 shares, representing a percentage = $700,000,000 / 737,347,389 = 94.93$ percent.

9.2 General Power of Attorney (General Mandate)

Allocated to	Number of common shares (shares)	Percentage of Paid-up Capital ^{1/}	Ratio (Old : New)	Selling price per share (baht)	Date and time for subscription and payment of shares	Note
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Existing shareholders	147,469,478	20	-	-	-	Consider point 3.
Limited Persons	73,734,738	10	-	-	-	Consider point 3.

Note * Capital increase by General Mandate (GM) is where shareholders approve the capital increase by only knowing the management framework (only the type and number of shares) initially. But the purpose and other details, such as the price allocated for the sale, are not yet known. Name of the limited number of persons who will be allocated Allocate The date and time for determining the rights of existing shareholders to be allocated. The date and time of allocation of stock offerings, other items, etc., whereby shareholders authorize the Board of Directors to issue and allocate each time within a period not exceeding that specified by law. The allocation period will be based on the capital increase using a general mandate. According to the law, action must be taken within no later than the date the company holds the next general meeting of shareholders, which is within the 2025 annual general meeting of shareholders or no later than April 2025.

Note: The Board of Directors' Meeting No. 5/2024 on September 10, 2024 resolved to propose to the Extraordinary Meeting of Shareholders No. 1/2024 for consideration and approval as follows.

1. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the reduction of the Company's registered capital by 110,602,108 baht from the original registered capital of 479,275,802.50 baht. The registered capital is 368,673,694.50 baht by cutting the registered shares that have not yet been issued by the company, which are ordinary shares in the amount of 221,204,216 shares, with a par value of 0.50 baht per share. 1111 which are all shares that have not yet been issued from the Company's capital increase under the General Mandate form as resolved by the Annual General Meeting of Shareholders for 2024 on 23 April 2024 and the amendment of Article 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.
2. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase in the Company's registered capital by another 810,602,108 baht from the original registered capital of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht by issuing no more than 1,621,204,216 new ordinary shares with a par value of 0.50 baht per share and amending Section 4 of the Company's memorandum of association to be consistent with the increase in the Company's registered capital.

3. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the allocation of the Company's new common shares of no more than 221,204,216 shares, with a par value of 0.50 baht per share, to support the capital increase under a general mandate.
4. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and allocation of new ordinary shares of the Company for specific purposes by allocating and offering to existing shareholders of the Company (Right Offering: RO) in an amount not exceeding 456,000,000 shares, with a par value of 0.50 baht per share, to existing shareholders (Right Offering: RO). In proportion to the original shareholding, with specified objectives, to be offered for sale at a ratio of 1.6169898882 original common shares to 1 new common share (in the event that the calculation contains a decimal fraction, the decimal fraction shall be discarded) at an offering price of 0.33 baht (thirty-three satang) per share, which is lower than the par value of the Company's shares.

Since the Company's separate financial statements have accumulated losses as shown in the statement of financial position and profit and loss for the second quarter of 2024 ending on June 30, 2024, totaling 355,763,696 baht, the Company may set the offering price of new ordinary shares to be lower than the par value of the Company's shares, but not lower than 0.01 baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 ("Public Limited Companies Act"). It stipulates that if a company that has been in operation for at least one year has accumulated losses, it may offer shares for sale at a price lower than the registered share price, but it must receive approval from the shareholders' meeting and specify a definite discount rate.

By setting the Record Date for the right to subscribe for new common shares on October 30, 2024 and setting the subscription date and payment date for the purchase of new common shares for existing shareholders on Monday, November 11, 2024 to Friday, November 15, 2024 (including 5 normal business days) from 9:00 a.m. to 3:30 p.m

However, the granting of such rights by the company is still uncertain because it must first be approved by the shareholders' meeting.

By giving rights to all existing shareholders to be able to subscribe for new common shares in excess of their rights (Oversubscription), whereby existing shareholders of the company who subscribe in excess of their rights will be allocated shares that they have subscribed in excess of their rights only when there are shares remaining from the allocation to existing shareholders of the company who have subscribed in full according to their rights, and the price will be the same as the shares that have been allocated according to their rights. And if there are any newly issued ordinary shares remaining from the allocation as mentioned above due to the original shareholders waiving their rights or not exercising their subscription rights in full proportion, the Company will allocate the remaining shares from the subscription to all original shareholders who have expressed their intention to subscribe for shares in excess of their rights, calculating in proportion to their shareholding in each round until they run out.

In addition, if there are any additional common shares remaining from the allocation to the Company's existing shareholders in proportion to their shareholding and from the allocation to shareholders who have subscribed in excess of their rights (Oversubscription), the Company's registered capital shall be reduced by cancelling the remaining additional common shares from the offering.

The details of the allocation and offering of new common shares to existing shareholders (Right Offering) in proportion to the original shareholding, according to the RO (existing shareholders) type of capital increase, are as shown in the capital increase report form as attached.

5. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and allocation of new ordinary shares of the Company for specific purposes by allocating and offering to specific persons in a limited circle (Private Placement: PP) not exceeding 244,000,000 shares, with a par value of 0.50 baht per share, to 2 limited persons (Private Placement: PP), namely:

- (1) Mr. Phisit Phusanakom, Managing Director of Villa Market JP Co., Ltd., 122,000,000 shares
- (2) Dr. Abraham Kumar, Managing Director of Prototech Inc. Co., Ltd., 122,000,000 shares

At the offering price of 0.33 baht (thirty-three satang) per share, which is lower than the par value of the Company's shares, which is not lower than 90 percent of the Company's shares on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolves to propose the agenda to the shareholders' meeting to seek approval for the Company to issue and offer shares to a limited number of persons who have resolved to clearly specify the offering price, namely between August 22, 2024 and September 9, 2024, in accordance with the Capital Market Supervisory Board's Announcement No. Tor Chor. 28/2022 on Permission for Listed Companies to Offer Newly Issued Shares to a Limited Number of Persons, with the following details:

The last working day at	Date	Total quantity (share)	Total value (baht)
1	9 Sept 24	10,606	4,040
2	6 Sept 24	4,802	1,840
3	5 Sept. 24	3,705	1,420
4	4 Sept. 24	10,600	3,830
5	3 Sept. 24	826	310
6	2 Sept. 24	88,805	33,650
7	30 Aug. 24	6,305	2,300
8	29 Aug. 24	204,515	72,860
9	28 Aug. '24	30,668	11,710
10	27 Aug. 24	72,014	25,570
11	26 Aug. 24	57,986	19,900

12	23 Aug. 24	17,305	6,690
13	22 Aug. '24	38,374	15,880
14	21 Aug. 2024	5,105	1,970
15	20 Aug. '24	8,810	3,280
Total		560,426	205,250
5 business day weighted average bean price (baht per share)			0.366
90 percent of the weighted average price (baht per share)			0.3294

Since the Company's separate financial statements have accumulated losses as shown in the statement of financial position and profit and loss for the second quarter of 2024 ending on June 30, 2024, totaling 355,763,696 baht, the Company may set the offering price of new ordinary shares to be lower than the par value of the Company's shares, but not lower than 0.01 baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 ("Public Limited Companies Act"). It stipulates that if a company that has been in operation for at least one year has accumulated losses, it may offer shares for sale at a price lower than the registered share price, but it must receive approval from the shareholders' meeting and specify a definite discount rate. By proposing to the Extraordinary General Meeting of Shareholders No. 1/2024 to set the date for subscription and payment of additional shares for a limited number of persons between Friday, November 1, 2024 and Tuesday, November 5, 2024. The brief details of the allocation and offering of additional shares for specific purposes, PP type, for a limited number of persons, appear in the information regarding the issuance and offering of additional ordinary shares for a limited number of persons as per the attachment 2.

However, the granting of such rights by the company is still uncertain because it must first be approved by the shareholders' meeting.

6. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 for consideration and approval of the issuance and allocation of the offering of the Company's new common stock purchase warrants (Warrant) Series 4 (B52-W4) in an amount not exceeding 700,000,000 units to the Company's existing shareholders after the Company's paid-up capital increase, which was obtained from the RO and PP capital increase in the previous agenda, totaling not exceeding 700,000,000 shares, has been completed. That is, Warrant (B52-W4) will be issued to all shareholders of the company at the time of Warrant (B52-W4) issuance, not exceeding 700,000,000 units in proportion to the number of shares held by each shareholder at the time of Warrant (B52-W4) issuance (Right Offering), free of charge (zero baht) at the ratio of 2.05 * of the original common shares at the time of Warrant issuance to 1 Warrant (B52-W4) unit (if there are fractional shares, they will be discarded). The Warrant (B52-W4) has a term of no more than 1 year from the date of issuance of the Warrant, with a conversion period of 1 time (on the 1-year maturity date). The exercise ratio is 1 Warrant (B52-W4) to 1 new common share, and the exercise price is 0.50 baht (fifty satang) per share (except in the case of adjustment of the exercise price). The brief details of the Warrant

(B52-W4) appear in the summary of preliminary details of the Warrant to Purchase Common Shares of B-52 Capital Public Company Limited, which will be issued and offered for sale to existing shareholders in proportion to their shareholdings, Series 4 (B52-W4), as attached herewith 3.

The record date for determining the list of shareholders entitled to receive B52-W4 is December 6, 2024.

However, the granting of such rights by the company is still uncertain because it must first be approved by the shareholders' meeting.

By authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the authority to determine and change the criteria, conditions and details for the issuance and offering of Warrants, Series 4 (B52-W4) in all respects as deemed appropriate and within the scope of the authority prescribed by law, such as the allocation and offering date of Warrants, Series 4 (B52-W4), etc., including the authority to perform any necessary and appropriate actions related to the issuance and offering of Warrants, Series 4 (B52-W4) in all respects. This includes but is not limited to contacting, preparing or delivering any documents necessary for or related to the issuance and offering of Warrant Series 4 (B52-W4) and listing Warrant Series 4 (B52-W4) as listed securities on the Stock Exchange of Thailand ("SET"), as well as requesting permission from relevant agencies and appointing a sub-attorney, etc.

7. The resolution was approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the allocation of new ordinary shares of the Company not exceeding 700,000,000 shares, with a par value of 0.50 baht per share, totaling no more than 350,000,000 baht, to support the issuance and exercise of the right to convert the Company's ordinary share purchase warrants, Series 4 (B52-W4). It is a new common share with an exercise ratio of 1 Warrant (B52-W4) to 1 new common share and an exercise price to convert it into common shares of 0.50 baht (fifty satang) per share, as previously mentioned in the previous agenda.

10. The Company's actions in the event of fractional shares

In the event that there is a fraction of shares from the calculation of the right to subscribe for additional common shares, such fraction of shares shall be discarded and the Company shall proceed to request approval for the reduction of registered capital by cutting such unallocated shares at the shareholders' meeting.

11. Set a date for a shareholders' meeting to request approval for capital increase and allocation of additional shares.

The date of the Extraordinary General Meeting of Shareholders No. 1/2024 has been set for October 18, 2024 at 10:00 a.m. by means of electronic meeting (E-Meeting), which will be broadcast live via electronic media (E-Meeting) from the Company's meeting room, 7th floor, President Tower Building, No. 973, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok.

The closing date of the share transfer register for the right to attend the shareholders' meeting is set from the date until the said shareholders' meeting is completed.

- Set the list of shareholders who have the right to attend the shareholders' meeting (Record date) on September 26, 2024.

11 Requesting permission to reduce/increase capital/allocate additional shares to relevant government agencies and conditions for requesting permission (if any)

11.1 The company must register the capital reduction - increase of registered capital, amendment of the memorandum of association and registration of the change of paid-up capital with the Department of Business Development, Ministry of Commerce.

11.2 The Company must request permission from the Stock Exchange of Thailand to consider accepting the newly issued common shares issued and offered for sale to existing shareholders and/or a limited number of persons as listed securities on the Stock Exchange of Thailand.

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

Allocation and offering of new common shares of the company Objectives The two types this time are 1.

Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares. At the offering price of 0.33 baht per share, equivalent to an amount not exceeding 150,480,000 baht and 2. Type of allocation and offered for sale to specific persons in a limited circle (Private Placement: PP) in an amount not exceeding 244,000,000 shares at the share offering price 0.33 baht each, equivalent to an amount not exceeding 80,520,000 baht, therefore included as the total value of the allocation and offering of both types of shares. 231,000,000 baht is the offering of new common shares of the company. The two types of objectives are set this time. It's in order to increase Opportunity to create income for the company in the future By the money received from the capital increase The company will use it in its operations.of the company as capital to expand and develop the company's current business Investment in various new businesses of the group of companies in businesses that have potential both now and in the future Including using it as working capital in various businesses of the company. and thus the company has a source of funds that is ready for investment or business expansion in the future in a timely manner. The company has initially planned the use of funds as follows:

1. Used as working capital in various businesses of the group of companies. In the proportion of approximately 50 - 55 %, equivalent to an amount of approximately 115 - 125 million baht.
2. Used to expand, develop and increase the current business potential of the company. and businesses that promote the business of the group of companies In the proportion of approximately 15 – 20%, equivalent to an amount of approximately 35 – 45 million baht.

3. Used to invest in businesses that are similar / businesses that promote the company's business. /and invest in new business that has potential and creates future profits for the group of companies In the proportion of approximately 30 - 35 %, equivalent to an amount of approximately 70 - 80 million baht.

The amount of investment It is a preliminary estimate. There is still uncertainty. This depends on the capital value that the company will be able to make. Raise funds in the future from the allocation of such additional common shares. various purposes The above is still uncertain. Including the use of such funds are subject to change. This depends on the company's fundraising ability. As well as conditions and details and necessity in each situation, which are subject to change. However, before the Company agrees and makes any transactions, the Company will comply with the rules and regulations of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand. strictly related

13. Benefits that the company will receive from the capital increase/allotment of additional shares

13.1 This will help increase the company's financial liquidity and result in a stronger and more stable financial structure, which will benefit the company and help generate returns for shareholders in the long term.

13.2 Increased capital to be used for the Company's and its subsidiaries' current operations and projects development, and to provide the Company with a source of funds ready for future investment or business expansion.

14. Benefits that shareholders will receive from capital increase/allotment of additional shares

14.1 Dividend Policy

The Company has a policy to pay dividends of not less than 40 percent of net profit according to the Company's separate financial statements after corporate income tax, legal reserves and all other reserves. However, the Company may determine the dividend payment rate to be lower than the rate specified above, depending on the need for working capital for operations, business expansion and other factors related to the Company's management.

14.2 The right to receive dividends of the recipients of the allocation of additional common shares this time will have equal rights to all shareholders of the Company's common shares if such shareholders are listed in the shareholder register on the closing date of the register to determine the shareholders' rights to receive dividends.

15. Any other details necessary for shareholders to use in making a decision to approve the capital increase/allotment of additional shares

15.1 The impact on the dilution of shareholding proportion (Control Dilution) after the issuance and offering of additional common shares

- In the part of the offering of additional common shares to the existing shareholders of the company in proportion to their original shareholding (Right Offering), if the existing shareholders exercise their rights to subscribe in full according to their rights, there will be no effect on the reduction of the shareholding proportion whatsoever.

- In the part of offering additional common shares to specific persons (Private Placement: PP), there will be an impact on the reduction of shareholding proportion (Control Dilution) as follows:

Since the issuance and offering of PP shares and the issuance and offering of RO shares are at a similar time, the impact on the proportion of shareholders' shareholding (Control Dilution) can be calculated in 2 cases as follows:

Case 1: Calculated from the issuance and offering of additional common shares for sale to a limited number of persons (Private Placement) and the current paid-up capital (September 10, 2024)

(In the case of not including the sale of additional shares to existing shareholders (RO) in the amount of 456,000,000 shares as a base together with the company's paid-up capital)

Control Dilution

$$\begin{aligned}
 &= \frac{\text{Number of common shares offered for sale this time}}{\text{Number of shares fully paid up + Number of additional common shares Offered for sale this time}} \\
 &= \frac{244,000,000}{737,347,389 + 244,000,000} \\
 &= \text{Percentage } 24.86
 \end{aligned}$$

Case 2: Calculated from the issuance and offering of additional common shares for sale to a limited number of persons (Private Placement) and the current paid-up capital (September 10, 2024)

(In the case of including the sale of additional shares to existing shareholders (RO) in the amount of 456,000,000 shares as a base together with the company's paid-up capital)

Control Dilution

$$\begin{aligned}
 &= \frac{\text{Number of common shares offered for sale this time}}{\text{Number of shares fully paid} + \text{Number of common shares offered for sale this time} + \text{Number of shares offered for sale RO}} \\
 &= \frac{244,000,000}{737,347,389 + 244,000,000 + 456,000,000} \\
 &= \text{Percentage } 16.98
 \end{aligned}$$

16. Timetable for action in the event that the board of directors resolves to increase capital/allocate additional shares

Number	Procedure	Day Month Year
1	Board of Directors Meeting No. 4/2024	September 10, 2024
2	Record Date for Shareholders Eligible to Attend Extraordinary General Meeting of Shareholders No. 1/2024	September 26, 2024
3	Extraordinary General Meeting of Shareholders No. 1/2024	October 18, 2024
4	Register capital reduction - increase registered capital and amending the memorandum of association with the Department of Business Development Ministry of Commerce	25 October – 1 November 2024
5	The date to determine the names of shareholders who have the right to exercise their rights to subscribe for new common shares (RO common shares) in the amount of 456,000,000 shares (Record Date)	October 30, 2024
6	Subscription date and payment for purchasing new common shares (PP common shares) in the amount of 244,000,000 shares for a limited number of 2 persons (3 business days)	1 – 5 November 2024
7	Registered additional paid-up capital. To the Registrar of the Department of Business Development Ministry of Commerce For additional common shares PP	12 – 19 November 2024
8	Subscription date and payment for the purchase of new common shares (RO common shares) in the amount of 456,000,000 shares for existing shareholders (RO) (5 business days)	11 – 15 November 2024
9	Registered additional paid-up capital. To the Registrar of the Department of Business Development Ministry of Commerce For additional common shares RO	22 – 29 November 2024

10	The date to determine the names of shareholders who are entitled to be allocated Warrants (B52-W4) (RO - Warrant) in the amount of 700,000,000 units (Record Date)	December 6, 2024
11	Date of allocation and issuance of Warrants (B52-W4) in the amount of 700,000,000 units (hypothetical date)	December 25, 2024
12	The date on which the Warrant (B52-W4) expires is 1 year from the date of issuance of the Warrant. (hypothetical date)	December 25, 2025
13	Date of the warrant holder Exercise the right to convert into additional common shares.	December 25, 2025
14	Registered additional paid-up capital. To the Registrar of the Department of Business Development Ministry of Commerce For exercising the right to convert Warrants (B52-W4) into 700,000,000 common shares.	2 – 10 January 2026

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

signature..... Authorized director to sign on behalf of the company

(Miss Naravadee Waravanitcha)

Position: Director and Chief Executive Officer

signature..... Authorized director to sign on behalf of the company

(Mr.Somchai Wutthisat)

Position: Director and Company Secretary

Information regarding the issuance and offering of additional common shares
To a limited group of people
of
B-52 Capital Public Company Limited

The meeting of the Board of Directors of B-52 Capital Public Company Limited (the "Company") No. 5/2024 on 10 September 2024 has resolved to approve the proposal to the Extraordinary General Meeting of Shareholders No. 1/2024. Which will be held on October 18, 2024. To consider approval of the following capital increase:

1. Details of the offering

1.1 The Company's registered capital increase by another 810,602,108 baht from the original registered capital of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht by issuing no more than 1,621,204,216 new common shares with a par value of 0.50 baht per share. and amend the Company's Memorandum of Association, Section 4 , to be consistent with the increase in the Company's registered capital. The increase in the registered capital is to support the capital increase and the offering of new common shares as follows:

Types of capital incre	Number of newly issued common shares (shares)
<input type="checkbox"/> Supports general authorization for capital increase (General Mandate)	221,204,216
<input type="checkbox"/> Supports capital increase for specific purposes, RO type (existing shareholders)	456,000,000
<input type="checkbox"/> Supports capital increase for specific purposes, PP type (limited number of persons)	244,000,000
<input type="checkbox"/> Supports the exercise of the right to convert warrants to purchase additional common shares of the company.4th generation (B52-W4)	
Comes as new common shares	<u>700,000,000</u>
Total	<u>1,621,204,216</u>

1.2 Allocation of new common shares of the Company to support the capital increase for specified purposes, PP type (limited persons), in the amount of not more than 244,000,000 shares, with a par value of 0.50 baht per share, at an offering price of 0.33 baht (thirty-three satang) per share, totaling no more than 80,520,000 baht, by offering specifically to a limited number of persons (Private Placement), namely:

(1) Mr. Phisit Phusanakom, Managing Director of Villa Market JP Co., Ltd., not exceeding 122,000,000 shares at an offering price of 0.33 baht per share, totaling no more than 40,260,000 baht.

(2) Dr. Abraham Kumar, Managing Director of Prototech Inc. Co., Ltd., not exceeding 122,000,000 shares at an offering price of 0.33 baht per share, totaling no more than 40,260,000 baht.

The two limited share purchasers are not related persons of the Company as per the Capital Market Supervisory Board's Notification No. TorChor. 21/2008 on the criteria for related party transactions dated 31 August 2008 (including any amendments) and the Notification of the Stock Exchange of Thailand. Disclosure of Information and Operations of Listed Companies in Related Transactions B.E. 2003 dated 19 November 2003 (including amendments)

Since the offering of the Company's additional common shares to the purchasers of shares, which is considered an allocation to a limited number of persons this time, is an offering of the Company's newly issued shares to a limited number of persons where the shareholders' meeting has resolved to set the offering price clearly in accordance with the announcement of the Capital Market Supervisory Board No. Tor Chor. 28/2565 Subject: Permission for listed companies to offer newly issued shares to a limited number of persons ("Announcement No. TorJor. 28/2565") Therefore, in addition to the Company having to obtain approval from the shareholders' meeting to offer the Company's additional ordinary shares to the purchasers of shares this time, the Company must comply with Announcement No. TorJor. 28/2565.

In this regard, when considering the offering price of the Company's additional common shares to be issued to the purchaser at the offering price of 0.33 baht per share this time compared to the market price of the Company's shares calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("SET") Retrospective not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors' Meeting No. 5/2024, which met on September 10, 2024, resolved to submit this agenda to the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company for consideration and approval for the Company to issue and offer new ordinary shares to a limited number of persons. (Weighted average price between 20 August 2024 and 9 September 2024) which is equal to 0.3294 baht per share, discounted not more than 10 percent of the price calculated above, the price will be equal to 0.3294 baht, therefore the offering price of shares is set at 0.33 baht per share. This is considered an offering of additional common shares at a discounted price of no more than 10 percent of the market price, as announced at Tor Chor. 28/2565, where "market price" means the weighted average price of shares on the stock exchange for no less than seven consecutive business days, but no more than fifteen consecutive business days. Before the date on which the Board of Directors resolves to propose the agenda to the shareholders' meeting to seek approval for the Company to offer newly issued shares, the price to be averaged must be the average price of the trading of such shares on each day. However, in the event that the Board of Directors of the Company deems that there is reasonable cause when considering the best interests of the Company. The Board of Directors of the Company may set the offering price with a discount, but not exceeding ten percent of the calculated price. In determining the discount, the Board of Directors has taken into account the market conditions at that time, as specified in Announcement No. Tor Chor. 28/2565. The offering price is 0.33 baht (thirty-three satang) per share, which is not less than 90 percent of the Company's shares listed on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days.

Before the date on which the Board of Directors resolves to propose the agenda to the shareholders' meeting to request approval for the Company to issue and offer shares to a limited number of persons who have resolved to clearly determine the offering price of the shares, which is between 20 August 2024 and 9 September 2024. This is in accordance with the Capital Market Supervisory Board's announcement No. Sor Thor. 28/2565 on granting permission to listed companies to offer newly issued shares to a limited number of persons, with the following details:

The last working day at	Date	Total quantity (share)	Total value (baht)
1	9 Sept 24	10,606	4,040
2	6 Sept 24	4,802	1,840
3	5 Sept. 24	3,705	1,420
4	4 Sept. 24	10,600	3,830
5	3 Sept. 24	826	310
6	2 Sept. 24	88,805	33,650
7	30 Aug. 24	6,305	2,300
8	29 Aug. 24	204,515	72,860
9	28 Aug. '24	30,668	11,710
10	27 Aug. 24	72,014	25,570
11	26 Aug. 24	57,986	19,900
12	23 Aug. 24	17,305	6,690
13	22 Aug. '24	38,374	15,880
14	21 Aug. 2024	5,105	1,970
15	20 Aug. '24	8,810	3,280
Total		560,426	205,250
5 business day weighted average bean price (baht per share)			0.366
90 percent of the weighted average price (baht per share)			0.3294

The offering price of 0.33 baht (thirty-three satang) per share is lower than the par value of the Company's shares (the par value of the Company's shares is 0.50 baht (fifty satang)), but since the Company's separate financial statements have accumulated losses in the statement of financial position and profit and loss for the second quarter of 2024. As of 30 June 2024, totaling 355,763,696 baht, the Company may set the offering price of new common shares lower than the par value of the Company's shares, but not lower than 0.01

baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 ("Public Limited Companies Act"). It stipulates that if a company that has been in operation for at least one year has accumulated losses, it may offer shares for sale at a price lower than the registered share price, but it must receive approval from the shareholders' meeting and specify a definite discount rate.

By submitting to the Extraordinary General Meeting of Shareholders No. 1/2024, which will be held on October 18, 2024, to consider and approve the matter, and to set the date for subscription and payment of additional capital shares for a limited number of persons between Friday, November 1, 2024 and Tuesday, November 5, 2024.

However, the granting of such rights by the company is still uncertain because it must first be approved by the shareholders' meeting.

Summary table of share allocation to specific persons

- Case 1. In the case where the allocation of shares offered to existing shareholders (RO) in the amount of 456,000,000 shares * (according to section 1.1) has not yet been included in the % calculation this time (the original paid-up capital was 737,347,389 shares) (Original paid-up capital was 737,347,389 shares)

Recipients of additional common shares	Number of shares (shares)	Proportion of shareholding compared to the number of issued and paid-up shares	
		At present	After PP capital increase
Number of shares issued and paid up as of now (6 September 2024)	737,347,389	100.00 %	75.14 %
1. Mr. Phisit Phusanakom	122,000,000	-	12.43 %
2. Dr. Abraham Kumar	122,000,000	-	12.43 %
Total number of shares after issuance and allocation	981,347,389	-	100.00 %

Case 2: The allocation of shares offered to existing shareholders (RO) in the amount of 456,000,000 shares * (according to section 1.1) has been taken into account to calculate the % proportion this time.

Recipients of additional common shares	Number of shares (shares)	Proportion of shareholding compared to the number of issued and paid-up shares	
		At present	After PP capital increase
Number of shares issued and paid up as of now (6 September 2024)	737,347,389		
Number of issued and paid-up shares, when including RO shares of another 456,000,000	<u>456,000,000</u>	100.00 %	83.02 %
1. Mr. Phisit Phusanakom	122,000,000	-	8.49 %
2. Dr. Abraham Kumar	122,000,000	-	8.49 %
Total number of shares after issuance and allocation	1,437,347,389	-	100.00 %

Case 3 In the case of allocation of shares offered to existing shareholders (RO) in the amount of 456,000,000 shares *

1.1) and bring another 700,000,000 common shares that support the conversion of Warrants (B52-W4) Let's calculate the proportion % this time. Using the assumption that All existing shareholders have exercised their rights to subscribe for ordinary shares according to their rights, and all existing shareholders have held the said newly issued ordinary shares (RO), totaling 456,000,000 shares, until now. December 6, 2024 This is the date on which the rights to allocate the warrants were received, and both the aforementioned 2 private placement persons held additional common shares that were allocated in the PP manner, totaling 244,000,000 shares, continuously until December 6, 2024.

The proportion of allocation of Warrants (B52-W4) in the amount of 700,000,000 units will be a ratio of 2.05 of the original common shares to 1 unit of Warrant (B52-W4) by the existing shareholders (RO) and the limited persons (PP) will Warrants have been allocated according to the following proportions:

Existing shareholders which already holds 737,347,389 common shares +456,000,000 = 1,193,347,389 shares(Original common shares amount 1,193,347,389 calculated as "Warrant amount 1,193,347,389 / 2.05 = 582,120,677 units)

The said 2 limited persons, if they continue to hold 122,000,000 PP common shares each until December 6, 2024, which is the date they are entitled to receive the warrant allocation. (Original 122,000,000 ordinary shares calculated as warrants = 122,000,000 / 2.05 = 59,512,195 units) and still holding the warrant for another year from the date of issue of the warrant until exercising the right to convert the warrant into ordinary shares. finished

Those who have been allocated additional common shares	Number of shares (share)	Shareholding proportion compared to the number of issued and paid shares.	
		At present	After increasing PP capital
Number of shares issued and paid at present (10 September 2024)	737,347,389		
The number of shares issued and paid up, when including RO shares, is 456,000,000.	456,000,000		
Number of shares issued to support the exercise of conversion rights of Warrants (B52-W4) into new common shares. As for the original shareholders	<u>582,120,677</u>	together <u>1,775,468,066</u>	83.07 %
1. Mr. Phisit Phusanakhom	122,000,000 + Warrant 59,512,195 unit together 181,512,195 share	-	8.49 %
2. Dr. Abraham Kumar	122,000,000 + Warrant 59,512,195 unit Together 181,512,195	-	8.49 %

	share		
Total number of shares after issuance and allocation.	2,137,347,389	-	100.00 %

Note: * The allocation of shares to existing shareholders (RO) in the amount of 456,000,000 shares (according to topic 1.1) will occur in the same period as the allocation of shares to a limited number of persons in the amount of 244,000,000 shares. Both RO and PP have set the share offering price at the same price, which is 0.33 baht per share, as follows:

- Offering 456,000,000 RO shares to existing shareholders (RO) by setting the Record Date (RD) for existing shareholders who have the right to purchase additional RO shares on October 30, 2024 and setting the subscription and payment dates for the purchase of shares on November 11-15, 2024.
- Offering 304,000,000 PP shares to a limited number of persons, with the subscription and payment dates set for November 1-5, 2024.
- The issuance and allocation of Warrants (B52-W4) to shareholders after the Company has issued RO capital increase common shares and PP capital increase common shares, both items are complete and complete. The company will determine the names of shareholders who are entitled to be allocated Warrants (B52-W4) Record Date : RD for existing shareholders (RO - Warrant) on December 6, 2024.

2. Names and Information of Individuals/Entities to Whom the Newly Issued Common Shares Will Be Offered and Allocated

The individuals to whom the newly issued common shares will be offered and allocated in a private placement (PP) are natural persons who are not related parties of the company, according to the Capital Market Supervisory Board Announcement No. TorJor. 2 1 /2 5 5 1 on the Criteria for Connected Transactions, dated August 3 1 , 2 0 0 8 (including any amendments). and the Securities and Exchange Commission Notification regarding Disclosure of Information and Procedures for Listed Companies in Connected Transactions, B.E. 2546 (2003), dated November 19, 2003 (including any amendments).

There are 2 individuals, namely:

(1) Mr. Pisit Phusnakorn, Managing Director of Villa Market JP Co., Ltd., will be allocated up to 122,000,000 shares at an offering price of 0.33 Baht per share, totaling a value of up to 40,260,000 Baht.

(2) Dr. Abraham Kumar, Managing Director of Protech Inc. Co., Ltd., will be allocated up to 122,000,000 shares at an offering price of 0.33 Baht per share, totaling a value of up to 40,260,000 Baht.

3. Purpose of Issuing Shares and Plan for Utilizing Funds

Allocation and offering of new common shares of the company Objectives The two types this time are 1.

Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding

456,000,000 shares. At the offering price of 0.33 baht per share, equivalent to an amount not exceeding 150,480,000 baht

and 2. Type of allocation and offered for sale to specific persons in a limited circle (Private Placement: PP) in an amount not

exceeding 244,000,000 shares at the share offering price 0.33 baht each, equivalent to an amount not exceeding

80,520,000 baht, therefore included as the total value of the allocation and offering of both types of shares. 231,000,000

baht is the offering of new common shares of the company. The two types of objectives are set this time. It's in order to

increase Opportunity to create income for the company in the future By the money received from the capital increase The company will use it in its operations.of the company as capital to expand and develop the company's current business Investment in various new businesses of the group of companies in businesses that have potential both now and in the future Including using it as working capital in various businesses of the company. and thus the company has a source of funds that is ready for investment or business expansion in the future in a timely manner. The company has initially planned the use of funds as follows:

1. Used as working capital in various businesses of the group of companies. In the proportion of approximately 50 - 55 %, equivalent to an amount of approximately 115 - 125 million baht.
2. Used to expand, develop and increase the current business potential of the company. and businesses that promote the business of the group of companies In the proportion of approximately 15 – 20%, equivalent to an amount of approximately 35 – 45 million baht.
3. Used to invest in businesses that are similar / businesses that promote the company's business. /and invest in new business that has potential and creates future profits for the group of companies In the proportion of approximately 30 - 35 %, equivalent to an amount of approximately 70 - 80 million baht.

The amount of investment It is a preliminary estimate. There is still uncertainty. This depends on the capital value that the company will be able to make. Raise funds in the future from the allocation of such additional common shares. various purposes The above is still uncertain. Including the use of such funds are subject to change. This depends on the company's fundraising ability. As well as conditions and details and necessity in each situation, which are subject to change. However, before the Company agrees and makes any transactions, the Company will comply with the rules and regulations of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand. strictly related

4. Impact on Existing Shareholders from the Issuance and Offering of Newly Issued Common Shares to Selected Individuals through a Private Placement

4.1 Impact on Share Price (Price Dilution)

The impact on the share price due to the offering price of the newly issued common shares to selected individuals (0.33 Baht per share) being less than the market price by no more than 10%, with the market price being 0.3657 Baht per share (from August 20, 2024, to September 9, 2024), is as follows:

Offering Price / Market Price = $0.33 / 0.366 = 0.9016$ Expressed as a percentage, it equals 90.16 %

4.2 Impact on Shareholding Proportions of Existing Shareholders (Control Dilution)

Due to the issuance and offering of shares via Private Placement (PP) and the issuance and offering of shares via a Rights Offering (RO) occurring within a similar timeframe, the impact on the shareholding proportions of existing shareholders (Control Dilution) can be calculated in two scenarios as follows:

Case 1: Calculated based on the issuance and offering of newly issued common shares for Private Placement compared to the paid-up capital as of the current date (September 6, 2024). This case does not include the additional shares offered to existing shareholders (RO) totaling 456,000,000 shares in the calculation with the company's paid-up capital.)

Reduction in Shareholding Proportion (Control Dilution)

=
$$\frac{\text{Number of Newly Issued Common Shares Being Offered in This Round}}{\text{Number of Fully Paid-Up Shares + Number of Newly Issued Common Shares Being Offered in This Round}}$$

Number of Fully Paid-Up Shares + Number of Newly Issued Common Shares Being Offered in This Round

$$= \frac{244,000,000}{737,347,389 + 244,000,000}$$

= Percentage 24.86

Case 2: Calculated based on the issuance and offering of newly issued common shares for Private Placement compared to the paid-up capital as of the current date (September 6, 2024).

(This case includes the additional shares offered to existing shareholders (RO) totaling 456,000,000 shares in the calculation with the company's paid-up capital.)

Reduction in Shareholding Proportion (Control Dilution)

$$= \frac{\text{Number of Newly Issued Common Shares Being Offered in This Round}}{\text{Number of Fully Paid-Up Shares + Number of Newly Issued Common Shares Being Offered in This Round + Number of Shares Offered in the Rights Offering (RO)}}$$

$$= \frac{244,000,000}{737,347,389 + 244,000,000 + 456,000,000}$$

= Percentage 16.98

4.3 Impact on Earnings Per Share (EPS Dilution)

Due to the company's net losses over the past 4 quarters, it is not possible to calculate the impact on Earnings Per Share (EPS Dilution).

Therefore, after the issuance of 244,000,000 newly issued common shares through a private placement to selected individuals (not including the 456,000,000 shares offered in the Rights Offering (RO) for this calculation), the shareholding structure will be changed as follows:

Rank	List of the Top 10 Major Shareholders	Before the PP Capital Increase		After the PP Capital Increase	
		Shares	Percentage	Shares	Percentage
1.	Mr. Jirawut Kuwanan	365,248,076	49.54	365,248,076	37.22
2.	TJD Co., Ltd.	77,632,500	10.53	77,632,500	7.91
3.	Thai Digital Ventures Co., Ltd.	52,760,000	7.16	52,760,000	5.38
4.	Mr. Boonyarit Techapunpol	16,950,055	2.30	16,950,055	1.73
5.	Miss Nalivan Kuwanan	15,908,858	2.16	15,908,858	1.62
6.	Mr. Thawi Kositchiranan	14,630,000	1.98	14,630,000	1.49
7.	Thai NVD Co., Ltd.	14,192,546	1.92	14,192,546	1.45
8.	Thailand Securities Depository Co., Ltd. for Depositors	12,003,155	1.63	12,003,155	1.22
9.	Miss Nannapas Atchamalwora	10,275,000	1.39	10,275,000	1.05
10.	Mr. Nawit Kuwanan	8,059,065	1.09	8,059,065	0.82
	Other Shareholders	149,688,134	20.30	149,688,134	15.25
	(1) Mr. Pisit Phusnakorn	-	-	122,000,000	12.43
	(2) Dr. Abraham Kumar	-	-	122,000,000	12.43
	รวม	737,347,389	100.00	981,347,389	100.00

Source: List of Major Shareholders as of the Shareholder Register Closing Date on March 22, 2024, prepared by Thailand Securities Depository Co., Ltd.

5. Board of Directors' Opinion on the Issuance, Offering, and Allocation of Additional Shares

5.1 Reasons and Necessity for the Capital Increase

Capital Increase for a Private Placement to Selected Individuals

- 1) To enhance and improve the company's financial liquidity, allowing the funds raised from this capital increase to be used for the operations of the group of companies.
- 2) To provide an additional fundraising avenue for the company, beyond raising funds from existing shareholders.

- 3) To help increase liquidity and working capital for the company, as well as to strengthen the company's capital base. This will enable smoother business operations and is expected to contribute to future profitability.

5.2 Purpose of Using the Funds and Feasibility of the Plan for Utilizing Funds Raised from the Share Offering

The money from the capital increase will be used by the Company in its operations, as capital for expanding and developing the Company's current business, for investment in various new businesses of the Group, in businesses with current and future potential, and as working capital for the Company's various businesses.

5.3 Reasonableness of the Capital Increase and Adequacy of Funding Sources

Currently, the company has a moderate amount of working capital for the operations of the group, which is limited for the development and expansion of the business in the long term. Therefore, to ensure that the company's development can proceed continuously and effectively, and to enable the expansion into various new businesses, it is necessary to increase the capital. With potential for future growth, the company is proposing this additional fundraising to provide a source of capital for the company. This capital will be used to support various operations and activities of the company moving forward.

5.4 Expected Impact on Business Operations, Financial Position, and Performance of the Company

The company will benefit from the additional funding raised through this capital increase, which will enhance its business capabilities and provide more opportunities for expansion and growth. This is expected to lead to improved performance and a positive outlook for the company's future results.

5.5 Basis for Determining the Offering Price and Suitability of the Price for Newly Issued Shares to Existing Shareholders and Selected Individuals

When considering the offering price of the newly issued common shares to be sold at 0.33 Baht per share compared to the market price of the company's shares, which is calculated based on the weighted average price of the company's shares traded on the stock exchange over the past no less than 7 trading days, over a continuous period of no more than 15 trading days prior to the date of the Board of Directors' meeting No. 5/2024, which was held on September 10, 2024 (from August 20, 2024, to September 9, 2024), with the average price being 0.366 Baht per share. which represents an offering of newly issued common shares at a discount of no more than 10% from the market price, according to the Capital Market Supervisory Board Announcement No. TorJor. 28/2022. When calculating a 10% discount, it

equals 0.3294 Baht per share. Therefore, the company is offering the shares at a price of 0.33 Baht per share.

The offering price of 0.33 Baht per share (thirty-three Satang) is below the company's par value of 0.50 Baht per share (fifty Satang). However, due to the company's financial statements showing accumulated losses in the financial position and profit and loss statement for the second quarter of 2024, ending on June 30, 2024, equivalent to 355,763,696 Baht. Therefore, the company may set the offering price of the newly issued common shares below the par value of the company's shares, but not lower than 0.01 Baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) ("Public Limited Companies Act"), which stipulates that a company that has been in operation for no less than one year, if it shows accumulated losses, may offer shares at a price below the par value of the registered shares, provided that it obtains approval from the shareholders' meeting and specifies the discount rate accordingly.

Therefore, the Board of Directors believes that the offering price of the shares in this instance is appropriate.

5.6 Reasons and Necessity for Offering Newly Issued Shares to Selected Individuals

Since the selected individuals are financially and commercially capable, and represent an additional fundraising channel for the company beyond direct fundraising from existing shareholders, the company will benefit from this additional capital. This funding will enable the company to continue its operations smoothly, enhance its business capabilities, and provide more opportunities for expansion and growth. As a result, the company's performance is expected to improve, with an increase in revenue.

5.7 Board of Directors' Certification

The Board of Directors certifies that it has exercised due diligence in reviewing and verifying the information of the investors. The Board believes that the individuals in question are financially capable and able to make an investment in the company.

5.8 Directors' Certification Regarding the Capital Increase

In the event that the company's directors do not perform their duties in accordance with the law, the company's objectives, regulations, and resolutions of the shareholders' meeting with honesty and due diligence to protect the company's interests concerning the capital increase, and if their actions or inactions cause damage to the company, the company may claim damages from the directors. If the company does not pursue such claims, shareholders holding at least 5% of the total outstanding shares may request the company to take action. If the company does not act

upon the shareholders' request, those shareholders may sue the directors for damages on behalf of the company according to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments).

Additionally, if any actions or inactions by the directors that fail to comply with the law, company objectives, regulations, and resolutions of the shareholders' meeting with honesty and due diligence in protecting the company's interests regarding the capital increase result in improper benefits to the directors, executives, or related parties, the company may sue to hold the directors responsible for returning such benefits to the company. Alternatively, shareholders holding at least 5% of the total voting rights may request the company to take such action. If the company does not act upon the shareholders' request within one month from the date of the request, the shareholders may exercise their right to sue for the return of benefits from the directors on behalf of the company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments).

The company certifies that the information in this report is accurate and complete in all respects.

(Miss Naravadee Waravanitcha)
Director and Chief Executive Officer

(Mr.Somchai Wutthisat)
Board of Directors

Information regarding the issuance and offering of additional common shares
to the existing shareholders of the company in proportion to their original shareholding (Right Offering: RO)
Of
B-52 Capital Public Company Limited

Meeting of the Board of Directors of B-52 Capital Public Company Limited (the "Company") No. 5/2024 on 10 September 2024 It was resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024, which will be held on October 18, 2024, to consider and approve the following capital increase.

1. Details of the offering

1.1 Increasing the registered capital of the company by another amount of 810,602,108 baht from the original registered capital of 368,673,694.50 baht is the new registered capital. 1,179,275,802.50 baht By issuing new common shares in an amount not exceeding 1,621,204,216 shares with a par value of 0.50 baht per share and amending the company's memorandum of association, section 4, to be consistent with the increase in the company's registered capital. The increase in registered capital is to support the capital increase and the issuance of new common shares as follows:

Type of capital increase	Number of new common shares to be issued (shares)
● Supports capital increase through general authorization (General Mandate).	221,204,216
● Supports capital increase with specified objectives, type RO (existing shareholders).	456,000,000
● Supports capital increase with specified objectives, type PP (limited persons).	244,000,000
● Supports the exercise of conversion rights to warrants to purchase new common shares of the company. The 4th generation (B52-W4) is a new common stock.	<u>700,000,000</u>
Total	<u>1,621,204,216</u>

1.2 Issuance and allocation of new common shares of the company Objectives By allocating and offering to existing shareholders of the company (Right Offering: RO), an amount not exceeding 456,000,000 shares. Par value of 0.50 baht per share to existing shareholders (Right Offering: RO) in proportion to their original shareholding. Objectives It will be offered for sale at a ratio of 1.6169898882 existing common shares to 1 new common share. (In the case of calculation and there are decimals, round off the decimals) at the offering price of 0.33 baht per share (thirty-three satang), which is a price lower than the par value of the company's shares. Incidentally, if additional ordinary shares are allocated and offered for sale, Get a total of 456,000,000 shares, which will have a total value of not more than 150,480,000 baht.

This is because the company's separate financial statements have accumulated losses appearing in the statement of financial position and profit and loss. For the 2nd quarter of 2024 ending on June 30, 2024, the amount is 355,763,696 baht. The Company may therefore set the offering price of new common

shares lower than the par value of the Company's shares. But it must not be less than 0.01 baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (the "Public Limited Companies Act"). which determines that a company which has been in operation for not less than one year If it appears that there are accumulated losses, shares may be offered for sale at a price lower than the registered share value. But it must be approved by the shareholder meeting and the discount rate must be fixed.

By setting the Record Date for the right to subscribe for new common shares on October 30, 2024, and setting the subscription date and payment date for the purchase of new common shares for existing shareholders. On Monday 11 November 2024 to Friday 15 November 2024 (total 5 normal business days) from 9:00 a.m. to 3:30 p.m.

However, the Company's granting of such rights is still uncertain. Because it must wait for approval from the shareholders' meeting first.

By giving rights to all existing shareholders. Can subscribe for new common shares in excess of rights (Oversubscription) possible The existing shareholders of the company who have oversubscribed will be allocated shares that have been oversubscribed only if there are shares remaining from the allocation. The original shareholders of the company that have already subscribed according to all complete rights only and will be the same price as the shares that have been allocated according to the rights And if there are new ordinary shares mentioned above remaining from the allocation, how much? arising from Existing shareholders waive their rights or not exercising their rights to subscribe in full according to their proportion The company will take the remaining shares from the said subscription. to be allocated to all existing shareholders who have expressed their intention to subscribe for shares in excess of their rights It will be calculated according to the shareholding proportion, round by round, until it's all gone.

In addition, if there are still additional common shares remaining from the allocation to the existing shareholders of the company in proportion to their shareholding. and allocation to shareholders who subscribe in excess of their rights (Oversubscription) To reduce the registered capital of the company By writing off the remaining portion of additional common shares from the offering. The details are as follows:

1. In the case of additional ordinary shares remaining from the allocation to existing shareholders (according to shareholding proportion) in the first round there were more or equal to the number of newly issued ordinary shares that existing shareholders have subscribed for in excess of their rights. The Company will allocate the remaining shares to all existing shareholders who have subscribed in excess of their rights and have fully paid for their shares in the amount that has expressed their intention to subscribe in excess of their rights.

2. In the case of additional common shares remaining from the allocation to existing shareholders (according to their shareholding proportion) in the first round is less than the number of additional ordinary shares that existing shareholders subscribed in excess of their rights. The Company will allocate the remaining additional common shares. Follow the steps as follows:

(a) Allocate the remaining additional common shares in proportion to the original shareholding of each shareholder who has oversubscribed their rights. By multiplying the original shareholding proportion of each shareholder who oversubscribed their rights by the number of remaining newly issued ordinary shares. This will be equal to the number of shares that each shareholder who oversubscribes is entitled to be allocated. (In the case that there are fractional shares from the calculation, they must be discarded.) However, the number of new common shares that will be allocated will not exceed the number of new common shares that each shareholder has subscribed and paid for the shares in full.

(b) In the event that there are still additional ordinary shares remaining after the allocation according to (2)(a) above, the Company will allocate them to each shareholder who has oversubscribed their rights who have not yet been allocated. Allocated to the full amount subscribed in excess of the rights according to the method in (2)(a) above. Until there are no shares left to allocate, the number of additional ordinary shares that will be allocated will not exceed the number of additional ordinary shares that each shareholder has subscribed and paid for the shares in full.

In any case, the allocation of additional common shares to the existing shareholders above will be Must not cause shareholders to subscribe in a manner that violates the restrictions on foreign shareholding as specified in the company's regulations. Currently, foreigners are allowed to hold shares in the company not exceeding 49 percent of the total number of shares issued in the company.

The allocation details and offering new common shares to existing shareholders (Right Offering) in proportion to their original shareholding. According to the capital increase form with specified objectives, type RO (existing shareholders) appears according to the capital increase report form. according to what is attached

2. Objectives of issuing shares and plans for using the proceeds

Allocation and offering of new common shares of the company Objectives The two types this time are 1. Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares. At the offering price of 0.33 baht per share, equivalent to an amount not exceeding 150,480,000 baht and 2. Type of allocation and offered for sale to specific persons in a limited circle (Private Placement: PP) in an amount not exceeding 244,000,000 shares at the share offering price 0.33 baht each, equivalent to an amount not exceeding 80,520,000 baht, therefore included as the total value of the allocation and offering of both types of shares. 231,000,000 baht is the offering of new common shares of the company. The two types of objectives are set this time. It's in order to increase Opportunity to create income for

the company in the future. By the money received from the capital increase, the company will use it in its operations of the company as capital to expand and develop the company's current business. Investment in various new businesses of the group of companies in businesses that have potential both now and in the future. Including using it as working capital in various businesses of the company, and thus the company has a source of funds that is ready for investment or business expansion in the future in a timely manner. The company has initially planned the use of funds as follows:

1. Used as working capital in various businesses of the group of companies. In the proportion of approximately 50 - 55 %, equivalent to an amount of approximately 115 - 125 million baht.
2. Used to expand, develop and increase the current business potential of the company, and businesses that promote the business of the group of companies. In the proportion of approximately 15 – 20%, equivalent to an amount of approximately 35 – 45 million baht.
3. Used to invest in businesses that are similar / businesses that promote the company's business, /and invest in new business that has potential and creates future profits for the group of companies. In the proportion of approximately 30 - 35 %, equivalent to an amount of approximately 70 - 80 million baht.

The amount of investment is a preliminary estimate. There is still uncertainty. This depends on the capital value that the company will be able to make. Raise funds in the future from the allocation of such additional common shares, various purposes. The above is still uncertain. Including the use of such funds are subject to change. This depends on the company's fundraising ability. As well as conditions and details and necessity in each situation, which are subject to change. However, before the Company agrees and makes any transactions, the Company will comply with the rules and regulations of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand. strictly related

3. Impact on shareholders (Dilution)

Impact on shareholders' voting rights (Control Dilution)

After the issuance and allocation of new common shares offered to existing shareholders (Right Offering: RO) according to the original shareholding proportion. In the event that all existing shareholders exercise their rights to subscribe for additional capital shares in full according to their existing rights, this will not occur. Impact on voting rights of company shareholders (Control Dilution)

Effect on price dilution (Price Dilution)

Impact on the stock price because the price offered for new ordinary shares to existing shareholders (0.33 baht per share) is not more than 10% lower than the market price, with the market price equal to 0.3657 baht per share (between 20 August 2024 and on September 9, 2024) calculated as the following impacts:

Offering price / market price = 0.33 / 0.366 = 0.9016, equivalent to 90.16% as a percentage.

4. Opinions of the board regarding the issuance, offering and allocation of additional shares

4.1 Reason and necessity of capital increase

Increasing capital for offering to existing shareholders of the company (Right Offering: RO)

- 1) To create and enhance the financial liquidity of the company. The money received from the said capital increase can be used in the group's businesses.
- 2) In order to increase additional fundraising channels for the company.
- 3) To help increase liquidity and working capital for the company. Including helping to strengthen the company's capital. Makes it possible to run the business smoothly and expect to be able to do anything in the future.

4.2 Objectives of using the proceeds and the feasibility of the plan for using the proceeds from the stock offering.

The money received from the said capital increase The company will use it in operating the company's business. It is the capital for Expand and develop the company's current business Used to invest in new businesses of the group of companies in businesses that have potential both now and in the future It is also used as working capital in various businesses of the company.

4.3 Reasonableness of the capital increase and adequacy of the funding source.

This is because at present the Company has a limited amount of working capital to operate the Group's business at a moderate level in order to further develop and expand the Company's business in the long term. Therefore, so that the development of the company's business can proceed continuously with efficiency and effectiveness. Including being able to develop and expand the business to various businesses with potential in the future. The Company therefore proposes to raise additional funds for the Company this time as a source of funds for the Company. To be used to carry out various operations of the company.

4.4 Expected impacts on business operations Financial status and operating results of the company

The Company will benefit from the source of funds from this capital increase. This will increase the potential of doing business, and increasing opportunities to expand and extend the business to cover even more. This will result in the company's operating results having a better trend in the future.

4.5 The origin of the offering price, and the appropriateness of the price of newly issued shares to existing shareholders and specific persons in a limited circle.

When considering the offering price of the company's newly issued ordinary shares that will be issued to existing shareholders and specific persons in a limited circle. The offering price of 0.33 baht per share is compared to the market price of the company's shares, which is calculated from the weighted average price of the company's shares traded on the stock exchange. Not less than 7 consecutive business days but not more than 15 consecutive business days before the date of the Board of Directors' meeting No. 5/2024, which held on 10 September 2024 (between 20 August 2024 and 9 September 2024) which is equal to 0.366 baht per share. This is considered an offering of additional common shares at a discount not exceeding 10 percent of the market price according to the announcement of the Capital Market Supervisory Board No. Tor. 28/2022. When calculating the 10 percent discount, it will be equal to 0.3294 baht per share. Therefore The company therefore offered shares at a price of 0.33 baht (thirty-three satang) per share.

The offering price of the shares is 0.33 baht (thirty-three satang) per share, which is lower than the par value of the shares. The company's shares have a par value of 0.50 baht (fifty satang) per share because the company's separate financial statements have accumulated losses appearing in the statement of financial position and profit and loss. For the 2nd quarter of 2024 ending on June 30, 2024, the amount is 355,763,696 baht. The Company may therefore set the offering price of new common shares lower than the par value of the Company's shares. But it must not be less than 0.01 baht per share, in accordance with Section 52 of the Public Limited Companies Act B.E. 2535 (the "Public Limited Companies Act"). which determines that a company which has been in operation for not less than one year If it appears that there are accumulated losses, shares may be offered for sale at a price lower than the registered share value. But it must be approved by the shareholder meeting and the discount rate must be fixed.

Therefore, the Board of Directors Therefore, it is of the opinion that the price offered for shares this time is appropriate.

4.6 Certification of the Board of Directors

The Board of Directors hereby certifies that The Board of Directors has taken care to consider and verify investor information. and is of the opinion that such person has investment potential and can actually invest in the company

4.7 Confirmation of the company's directors regarding the capital increase

In the case where the directors of the company Failure to perform duties in accordance with the law, objectives and regulations of the company. as well as the resolutions of the shareholders' meeting with honesty and caution in protecting the interests of the company in matters related to capital increase. By doing or refraining from doing anything which is a failure to perform such duties and causing damage to the company. The company can claim compensation from such director. But if the company does not claim such compensation Shareholders holding shares totaling not less than 5 percent of all sold shares will notify the company to make a claim. and if the company does not proceed as informed by shareholders That shareholder You can sue to claim damages from the said director on behalf of the company according to Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). In addition, if any action or omission of the director which is a failure to perform duties in accordance with the law Objectives and regulations of the company as well as the resolutions of the shareholder meeting with honesty and care to protect the interests of the company In matters related to capital increase, it causes directors, executives, or related persons to gain illegitimate benefits. The company may sue to hold the directors responsible for returning such benefits to the company. or shareholders who hold shares and have voting rights totaling not less than 5 percent of the total number of voting rights of the company. You will notify the company to do so. If the company does not take action as informed by shareholders within 1 month From the date of notification Such shareholders can exercise their right to sue to recover benefits from that director on behalf of the company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (including additional amendments).

The company certifies that the information in this report is correct and complete in all respects.

(Miss Naravadee Waravanitcha)
Director and Chief Executive Officer

(Mr.Somchai Wutthisat)
Board of Directors

Summary of basic details of warrants to purchase common shares.
of B-52 Capital Public Company Limited that will be issued and offered for sale to Existing
shareholders in proportion to their shareholding, 4th generation (B52-W4) and the impact on shareholders

Issuer and offer of securities	B-52 Capital Public Company Limited (the “Company” or “B52”)
Name of the warrant	Warrants to purchase ordinary shares of B-5 2 Capital Public Company Limited, No. 4 (“Warrants No. 4” or “B52-W4”)
Type of warrant	The type specifies the name of the holder and is transferable.
Address of the warrant issuer	973 President Tower Building, Rooms 7B, 7C, 7D, 7I, 7th Floor Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok
Number of warrants issued and offered for sale	Not more than 700,000,000 units The issuance and offering of the 4th batch of warrants (B52-W4) will be carried out upon approval from the Extraordinary General Meeting of Shareholders No. 1/2024.
Number of common shares allocated to support the exercise of rights according to the warrants.	<p>This is because it is the issuance and allocation of warrants (Warrant) (B52-W4) of not more than 700,000,000 shares, which is the issuance and allocation of warrants after the company has additional paid-up registered capital of not less than 700,000,000 shares. And when combined with the original paid-up capital of the company before the additional capital increase of 737,347,389 shares, the number of common shares allocated to support the exercise of rights according to the warrants will not exceed 700,000,000 shares (par value of 0.50 baht per share). Representing 48.70%* of the paid-up registered capital of the company after increasing the paid-up capital as follows:</p> <p><u>*Method for calculating the proportion of supporting shares:</u></p> <p align="center">Number of shares reserved for the exercise of warrants issued this time + the number of shares allocated to support convertible bonds or other warrants (This does not include the number of shares to support the ESOP)</p> <hr/> <p align="center">Total number of shares sold in the company + number of other shares In addition to supporting stocks which the company will</p>

offer for sale together with newly issued warrants this time (if any)*100

$$\text{percentage } [\bullet] = \frac{[\text{xxxxxxx}]}{[\text{xxxxxxxxx}]}$$

ESOP = Securities offering according to the announcement of the Capital Market Supervisory Board regarding the offering of newly issued securities to directors or employees.

- Number of shares supporting the issuance of warrants this time.
- =700,000,000 shares The total number of shares sold in the company on the date of issue and offering is equal to the shares sold today, combined with RO and PP shares issued this time. These must be registered and become salable shares on the date of issuance and offering. Approximately equal to 737,347,389 + 456,000,000 + 244,000,000 = 1,437,347,389 shares
- Number of shares allocated to support convertible bonds (CDs) or warrants offered for sale on other occasions = 0 because the company has not issued CDs or warrants on other occasions.

Therefore, the calculation of the proportion of shares supporting the Company's Warrants, Generation 4 (B52-W4), will be equal to approximately

$$= 700,000,000 / (737,347,389 + 700,000,000)$$

$$= \text{percentage } 48.70$$

Note: (1) 48.70 percent * is the percentage calculated from 700,000,000 / (737,347,389 + 700,000,000) which is the case where the total amount of 700,000,000 shares is sold. If it turns out that less than 700,000,000 shares were sold, the percentage will vary

	<p><u>significantly according to the number of shares sold by the company.</u></p> <p>(2) Such percentage It will depend on the additional paid-up capital received from the allocation of additional ordinary shares, RO and PP, which have registered the additional paid-up capital with the Public Company Registrar. Department of Business Development Ministry of Commerce is important</p>
How to offer	<p>It is allocated and offered to existing shareholders of the company in proportion to their shareholding (Right Offering) by shareholders who will have the right to receive warrants. Must be a shareholder whose name appears in the shareholder register on the Record Date. (December 6, 2024) However, the Company's granting of such rights is still uncertain. Because it must wait for approval from the shareholder meeting.</p> <p>The company will allocate and offer it to existing shareholders of the company in Ratio 2.0533534129* Existing common shares per 1 warrant unit (In the case of calculating and there are decimal fractions, round off the decimal fractions.)</p> <p>This is because the company will also register the 4th series of warrants (B52-W4) as listed securities on the Stock Exchange of Thailand. Therefore, those who exercise their rights to purchase new ordinary shares of the company (Exercise the right to convert to common shares) according to the warrant. Generation 4 (B52-W4) therefore does not need to be a shareholder of the company.</p> <p>Note: (1) The ratio 2.0533534129* is the ratio calculated from (737,347,389 + 700,000,000) / 700,000,000, which is the case when calculated from the complete sale of 700,000,000 shares.</p>
Offering price per unit	0 baht per unit (zero baht)
Warrant term	1 year from the date of issuance and offering of warrants

Date of issuance and offering of warrants	Board of Directors and/or executive committee and/or Chief Executive Officer or persons on the board of directors or executive committee or Chief Executive Officer Is the person with authority to determine the date of issuance and offering of the 4th series of warrants (B52-W4) upon approval from the Extraordinary General Meeting of Shareholders No. 1/2024.
Exercise rate	1 unit of warrant per 1 new common share. (Subject to change later according to rights adjustment conditions)
Exercise price	0.50 baht, except in the case of adjustment of the exercise price In the event that the exercise price is adjusted The exercise price of the 4th series of warrants (B52-W4) per unit after adjusting the exercise price in any case will not be lower than the par value of the Company's ordinary shares.
Period of exercise of rights (right can be used only once)	Holders of the 4th generation warrants (B52-W4) can exercise their rights according to the warrants 1 time on the expiration date of 1 year of the 4th generation warrants (B52-W4).
Period for notification of intent to exercise rights	Holders of 4th generation warrants (B52-W4) who wish to exercise their rights to purchase the Company's ordinary shares must notify their intention to exercise their rights to purchase the Company's ordinary shares between 9:00 a.m. - 3:00 p.m. Within a period of 15 days before the exercise date (15 days in advance before the 1 year expiration date)
Inability to cancel notification of intent to exercise rights	Once the warrant holder has notified their intention to exercise their rights to purchase shares under the 4th series of warrants (B52-W4), the warrant holder cannot revoke their notification of their intention to exercise such rights unless they can. Obtain written consent from the company.
Offering period	The offering will be completed within 1 year from the date the shareholder meeting resolved to approve the issuance and offering of the 4th series of warrants (B52-W4) by the Board of Directors. and/or executive committee and/or Chief Executive Officer or persons on the board of directors or the executive committee or the Chief Executive Officer is assigned to consider setting conditions and details.

Warrant Registrar	Thailand Securities Depository Company Limited
Secondary market of warrants	The Company will register the 4th series of warrants (B52-W4) as listed securities on the Stock Exchange of Thailand. (“ Stock Exchange ”)
Secondary market of common shares resulting from the exercise of rights	The Company will register the common shares resulting from the exercise of the 4th series of warrants (B52-W4) as listed securities on the Stock Exchange.
Other rights and benefits	Ordinary shares issued pursuant to the exercise of the 4th series of warrants (B52-W4) will have the same rights and share conditions as the Company's previously issued ordinary shares in all respects.
Adjustment of warrant rights	<p>The company will adjust the exercise price and exercise ratio. When one of the following events occurs The objective is to preserve the benefits of the holders of the 4th generation warrants (B52-W4) so that they are not inferior to the original.</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the company's common shares as a result of a merger or split of shares. 2. When the company offers to sell common shares to existing shareholders. and/or the general public and/or limited persons The price per share of newly issued common shares is calculated to be lower than 90 percent of the market price per share of the Company's common shares. 3. When the company offers to sell any newly issued securities to existing shareholders. and/or the general public and/or limited persons Where the securities give the right to convert/change to ordinary shares. or giving the right to purchase common shares (such as convertible bonds or warrants to purchase ordinary shares), provided that the price per share of newly issued ordinary shares to support such rights is lower than 90 percent of the market price per share of the Company's ordinary shares. 4. When the company pays dividends, in whole or in part, in the form of newly issued shares to shareholders. 5. When the company pays dividends in money that exceeds 90 percent of the company's net profit after income tax. For

	<p>operations in any accounting period For the company's specific financial statements throughout the life of the warrant</p> <p>6. When there is any other case in the same manner as items 1.-5. that cause any benefit to the warrant holder will be received when the rights under the warrant are exercised less than before</p> <p>The company will assign the board of directors and/or executive committee and/or Chief Executive Officer or persons on the board of directors or executive committee or assigned by the Chief Executive Officer is the person who considers and determines the conditions and other details related to adjusting or changing the exercise rate and exercise price.</p>
<p>The reason for having to issue additional new shares to accommodate the change in the exercise of rights</p>	<p>When there is an adjustment of the exercise price and exercise ratio in accordance with the rights adjustment conditions as specified in the rights terms of the 3rd series warrants, which is the event specified in Section 11 (4)(b) according to Announcement TorJor.34/2008</p>
<p>Other conditions</p>	<p>To the Board of Directors and/or executive committee and/or Chief Executive Officer or persons on the board of directors Executive Committee or the Chief Executive Officer has assigned him to have the authority to determine and change the criteria, conditions, and various details for issuing and offering the 4th series of warrants (B52-W4) in all respects as he deems appropriate and within the scope of his authority. as required by law, such as the allocation and issuance date of the 4th series of warrants (B52-W4), etc., as well as having the authority to take various actions Necessary and appropriate in connection with the issuance of the 4th series of warrants (B52-4) in all respects, including but not limited to contacting Prepare or deliver various documents necessary or related to the issuance and offering of the 4th series of warrants (B52-W4) and the registration of the 4th series of warrants (B52-W4) as listed securities on the stock exchange. etc. As well as proceeding to request permission from other relevant agencies. and the appointment of sub-attorneys, etc.</p>

Impact on shareholders	See details in the attached document on the next page.
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Dilution Effects

Due to the issuance of warrants It is the issuance of warrants to existing shareholders in proportion to their shareholding. Therefore, there will be no impact on shareholders on the date of issuance of the warrants. However, if the rights to purchase shares are fully exercised according to the 4th series of warrants (B52 -W4) by a person other than the original shareholder in full amount It will have an impact on shareholders as follows:

1. Impact of the reduction in shareholding proportion (Control Dilution) and the proportion of voting rights exercised.

In the case that the person exercising rights under the 4 th series of warrants (B52 -W4) is not the original shareholder in full amount. There will be an effect on the profit share or voting rights of existing shareholders (Control Dilution) from the exercise of such rights, reduced by 48.70 percent, with the calculation details as follows.

$$\begin{aligned}
 &= \frac{\text{"Number of shares supporting the 4th generation warrants"}}{\text{"Number of paid-up shares + Number of shares supporting the 4th generation warrants"}} \\
 &= \frac{700,000,000 *}{737,347,389 + 700,000,000 *} \\
 &= \text{Percent 48.70 *}
 \end{aligned}$$

Note: "*" If less than 700,000,000 shares are sold, the said proportion will decrease as the number of shares sold decreases.

2. Price Dilution Effects

There is no impact on the price. This is because the price for exercising conversion rights is higher than the market price.

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 : 70 years old
 Nationality : Thai
 Address : 111/165 Baansuan Sukhothai, Sukhothai Road, Dusit, Bangkok
 10300
 Percentage of Shareholding : None
 Interest in all agendas : None
2. **Name - Surname** : **Mr. Chumnun Kunaratana**
 Position in the Company : Independent Director and a member of Audit Committee
 Age : 64 years old
 Nationality : Thai
 Address : 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District,
 Bang Kruai District, Nonthaburi Province, 11130
 Percentage of Shareholding : None
 Interest in all agendas : None
3. **Name - Surname** : **Ms. Araya Putthipongthorn**
 Position in the Company : Independent Director and a member of Audit Committee
 Age : 42 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 Extraordinary General Meeting of Shareholders No. 1/2024
on October 18, 2024 at 10:00 a.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 70 years old
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Mr. Chumnun Kunratanana Position: Independent Director and a member of Audit Committee Age 64 years old
Address 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District, Bang Kruai District, Nonthaburi 11130
- 3) Ms. Araya Putthipongthorn Position: Independent Director and a member of Audit Committee Age 42 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 within 3 business days before the meeting.

Rules for attending the shareholders' meeting via electronic media

Shareholders or proxies wishing to attend the meeting must submit documents proving their identity as specified to the Company within **October 11, 2024**, when the Company has examined the information according to the names of shareholders according to the closing information of the register of shareholders who have the right to attend the meeting completely correct The service provider for organizing meetings via electronic media will send a link for attending the meeting and an access manual to the email that you have sent to inform the company. The link will be sent 2 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders who wish to attend the meeting via electronic media must notify the intention to attend the meeting in the following way

1. Request to attend the meeting by sending information via E-Mail or post

In the case that shareholders wish to notify their intention to attend the meeting via electronic media (E-Meeting) by sending information via E-Mail or postal

1. Please fill out the document requesting to attend the meeting via electronic media (E-Meeting) (attachment x) by requesting you to clearly specify your e-mail (E-mail) and mobile phone number for registration. Registration to attend the meeting

2. Attach a copy of proof of identity to confirm the right to attend the E-Meeting

2.1 Shareholders who are natural persons

- In the case of shareholders wishing to attend the meeting in person via electronic media (E-Meeting)

o A copy of a government-issued identification document that has not expired such as ID card or government identification card or driving license or passport In the event of a name-surname change Ask the shareholders to attach evidence as follows:

- In the event that a shareholder appoints another person to attend the meeting on his behalf through electronic media (E-Meeting)

o Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and the duty has been applied in full

o A copy of the identity document of the proxy grantor For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy grantor

o Copy of the proxy's identity document For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy

2.2 Shareholders who are juristic persons

- In case the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person through electronic media (E-Meeting)

Copy of shareholder's juristic person registration certificate Issued no more than 1 year prior to the date of the shareholders' meeting which has been certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person

A copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy

- In the case of appointing a proxy to a proxy attend the meeting instead through electronic media (E-Meeting)

Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and affixed the stamp duty in full

Copy of shareholder's juristic person registration certificate Issued not more than 1 year prior to the date of the shareholders' meeting which is certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person

Copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy

Copy of the proxy's identity document as in the case of natural persons as mentioned above

In the case of documents or evidence mentioned above it is not a Thai or English version of the document. Shareholders must present an English translation of the document which certifies the translation by the shareholders or by the authorized signatory to bind the juristic person (in the case of a juristic person)

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity. together with various supporting documents (item 2) delivered to the company within **October 11, 2024** (7 days prior to the meeting date The company clearly specified the date)

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th

- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Electronic Meeting Attendance (E-Meeting)

1. When the shareholders or proxies who wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer which will be a link for attending the meeting and user manual 2 days before the meeting date, please study the manual on how to use the E-Meeting meeting system in detail. If you haven't received the E-Mail by **October 11, 2024** , please contact the company immediately

2. Attendance and voting via electronic media can be used with computer / notebook (Notebook) / tablet (Tablet) and mobile phone via Web Browser: Chrome with 4G internet speed or basic home internet.

Note : In case of attending the meeting via tablet (Tablet) and mobile phone must install Zoom Cloud Meeting program before attending the meeting, which can be downloaded as follows:

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

For attending the meeting



1. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
2. Logging in to the meeting attendees must use the information of the shareholder registration number and the number of the shareholder's ID card
3. Voting via E-Voting system, you will be able to vote for each agenda by voting to agree, disagree or abstain one only In case of not voting on any agenda, the system will immediately assume that you vote as agree. (Use the vote counting method by pouring the votes towards agreeing)
4. In the event that attendees have problems or have problems in using the E-Meeting system, you can contact OJ International Company Limited at the phone number specified in the E-Mail that the user manual of the system was sent to you

***** This E-Meeting Conference is an electronic meeting only and there will be no meeting venue in the original format. Asking for cooperation from shareholders who do not come to the company *****

In the event that a shareholder wishes to appoint an independent director as a proxy

For shareholders who are unable to attend the E-Meeting meeting in person or cannot appoint other proxies to attend the E-Meeting, if the shareholders wish to appoint independent directors Please send the proxy form. (Attachment X) by specifying the proxy as one of the independent directors as specified by the company together with supporting documents for the company within **October 11, 2024** (7 days before the meeting date. The company clearly specify the date and time) through the following channels.

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Note: In the case that shareholders specify voting for each agenda the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda Shareholders have the right to vote for approval, disapproval or abstention. Only one vote cannot be divided into parts. (Unless it is a Custodian vote)

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper

Please submit the following information.

1. Proxy Form C (attached with the meeting invitation letter) completely filled out. Signed by the proxy grantor and the proxy with 20 baht stamp duty
2. Custodian juristic person registration certificate and duly signed by the authorized signatory on behalf of the custodian juristic person (Custodian) or its attorney with the corporate seal (if any)
3. Power of Attorney from the shareholder to have Custodian to sign the Proxy Form.
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business
5. Copy of ID card or a copy of government official identification card or copy of passport (In the case of foreigners) of the proxy with certified true copy
6. Submit information through the following channels.

- E-Mail channel : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
- Postal channels : B-52 Capital Public Company Limited, No. 973, President Tower, 7 th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

Submitting advice or questions related to your business, industry, company performance or related to any agenda which will be considered at the E-Meeting

In the event that shareholders wish to submit suggestions or questions, they can be done in 2 ways as follows:

1. Send advice or questions in advance to the company before the meeting date through the following channels
 - Email : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
 - Telephone : 02-6560189 ext. 111, 317

- By mail: B-52 Capital Public Company Limited, No. 973, President Tower, 7th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

2. Submit suggestions or questions during the meeting. For those attending the E-Meeting, the attendee must specify his/her first and last name and informed that he was a shareholder attending the meeting by himself or as a proxy before every suggestion or question is submitted. The Company has opened channels for submitting suggestions and questions during the meeting as follows:

- Conversation channel by typing messages (Chat)
- Voice chat channel in which the attendees will press the raising hand button and turn on the microphone on their own device After the system operator sends you an invitation to chat. And please turn off the microphone after the conversation is finished every time. (For more details, please refer to the Attendance Handbook sent to the attendees' e-mails.)

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via electronic media (E-Meeting), contact the company secretary for more information according to the way of contacting the company as detailed above

2. Regarding the process of attending the meeting and voting via electronic media (E-Meeting), in the case that the identity is verified correctly and completely, contact OJ International Co., Ltd. at the phone number specified in the E-Mail at Send the system manual to you.



PROXY FORM A. (General Form)

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.....70..... Years with address at111/165.....

Soi.....-..... Baansuan Sukhothai Condominium..... Road.....Sukhothai..... Sub-District.....Dusit.....

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

.....Mr. Chumnun Kunraratana..... Age.....64.....Years with address at ...100/50.....

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

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

... Ms. Araya Putthipongthorn. Age. 42. 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 Extraordinary General Meeting of Shareholders No. 1/2024 on **October 18, 2024** at 10.00 hrs. **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 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.

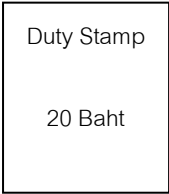
Signed Grantor
(.....)

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 of shares with the voting rights of..... votes
 ordinary share..... shares with the voting rights of..... votes
 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.....70.... 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.....64..... Years with address at ...100/50.....
 Soi.....-..... Road.....Krungnonchongthanom.... Sub-District...Maha Sawat... District...Bang Kruai.....
 Province.....Nonthaburi..... Postal Code.....11130..... or

... Ms.Araya Putthipongthorn. Age.....42.....Years with address at.....799/196.....
 Soi.....-..... Road.....Rama III..... Sub-District.....Bangpong pang..... District.....Yannawa.....
 Province..... Bangkok..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 on **October 18, 2024** at 10.00 hrs. **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 or at any adjournment thereof.

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

Agenda 1 Consider certifying the minutes of the 2024 Annual General Meeting of Shareholders, held on April 23, 2024.

(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 2 Consider and approve the reduction of the company's registered capital. By cutting the registered shares that have not yet been issued for sale by the company. and the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction 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 3 Consider approving an increase in registered capital of 870,602,108 baht from the original registered capital of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht and amend section 4 of the company's memorandum of association to be consistent with the increase in 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 4 Consider approving the allocation of new common shares of the company, not exceeding 221,204,216 shares, with a par value of 0.50 baht per share, to support the increase in capital by means of a general mandate (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 5 Consider and approve the issuance and allocation of new common shares of the company. Objectives Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares. The par value is 0.50 baht per share to the existing shareholders of the company (RO) in proportion to their original shareholding. at an offering price of 0.33 baht per share (thirty-three satang), which is lower than the par value of the company's shares)

(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 Consider and approve the issuance and allocation of new common shares of the company. Objectives Type of allocation and offering to specific persons in a limited circle (Private Placement: PP), amount not exceeding 244,000,000 shares. The par value is 0.50 baht per share to a limited number of persons (PP) of 2 persons at an offering price of 0.33 baht (thirty-three satang) per share, which is a price not less than 90 percent of the market price. The offering price is as follows. Said price is lower than the par value of the company's shares.

(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 7 Consider approving the issuance and allocation of warrants to purchase new ordinary shares of the company (Warrant) No. 4 (B52-W4), an amount not exceeding 700,000,000 units, to the existing shareholders of the company. In proportion to the number of shares held by each shareholder (Right Offering – Warrant : RO-Warrant) by specifying the names of shareholders who are entitled to receive B52-W4 allocation (Record Date) on December 6, 2024.

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

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

Approve Disapprove Abstain

Agenda 8 Consider approving the issuance and allocation of new common shares of the Company, not exceeding 700,000,000 shares, with a par value of 0.50 baht per share, equivalent to a value not exceeding 350,000,000 baht, to support the issuance and exercise of conversion rights to purchase warrants. The company's common shares, generation 4 (B52-W4), are new common shares.

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

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

Approve Disapprove Abstain

Agenda 9 Consider other matter (if any)

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

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

Approve Disapprove Abstain

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

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

Signed Grantor
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Remarks

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

The Attachment of the Proxy Form B.

The proxy as a shareholder of B-52 Capital Public Company Limited for the Extraordinary General Meeting of Shareholders No. 1/2024 on **October 18, 2024** at 10.00 hrs. **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 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.....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 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



PROXY FORM C. (For foreign shareholders who have custodians in Thailand only)

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

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

preferred 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.....70.... 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.....64..... Years with address at100/50.....

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

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

.....Ms. Araya Putthipongthon..... Age.....42..... Years with address at.....799/196....

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

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

As only one of my/our proxy to attend and vote on my/your behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 on **October 18, 2024** at 10.00 hrs. **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 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 1 Consider certifying the minutes of the 2024 Annual General Meeting of Shareholders, held on April 23, 2024.

- (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 2 Consider and approve the reduction of the company's registered capital. By cutting the registered shares that have not yet been issued for sale by the company. and the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction 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 3 Consider approving an increase in registered capital of 870,602,108 baht from the original registered capital of 368,673,694.50 baht to a new registered capital of 1,179,275,802.50 baht and amend section 4 of the company's memorandum of association to be consistent with the increase in 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 4 Consider approving the allocation of new common shares of the company, not exceeding 221,204,216 shares, with a par value of 0.50 baht per share, to support the increase in capital by means of a general mandate (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 5 Consider and approve the issuance and allocation of new common shares of the company. Objectives Type of allocation and offering to existing shareholders of the company (Right Offering: RO), amount not exceeding 456,000,000 shares. The par value is 0.50 baht per share to the existing shareholders of the company (RO) in proportion to their original shareholding. at an offering price of 0.33 baht per share (thirty-three satang), which is lower than the par value of the company's shares)

(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 Consider and approve the issuance and allocation of new common shares of the company. Objectives Type of allocation and offering to specific persons in a limited circle (Private Placement: PP), amount not exceeding 244,000,000 shares. The par value is 0.50 baht per share to a limited number of persons (PP) of 2 persons at an offering price of 0.33 baht (thirty-three satang) per share, which is a price not less than 90 percent of the market price. The offering price is as follows. Said price is lower than the par value of the company's shares.

(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 7 Consider approving the issuance and allocation of warrants to purchase new ordinary shares of the company (Warrant) No. 4 (B52-W4), an amount not exceeding 700,000,000 units, to the existing shareholders of the company. In proportion to the number of shares held by each shareholder (Right Offering – Warrant : RO-Warrant) by specifying the names of shareholders who are entitled to receive B52-W4 allocation (Record Date) on December 6, 2024.

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

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

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

Agenda 8 Consider approving the issuance and allocation of new common shares of the Company, not exceeding 700,000,000 shares, with a par value of 0.50 baht per share, equivalent to a value not exceeding 350,000,000 baht, to support the issuance and exercise of conversion rights to purchase warrants. The company's common shares, generation 4 (B52-W4), are new common shares.

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

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

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

Agenda 9 Consider other matters (if any)

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

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

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

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

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

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

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

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 Extraordinary General Meeting of Shareholders No. 1/2024 on October 18, 2024 at 10.00 hrs. 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 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

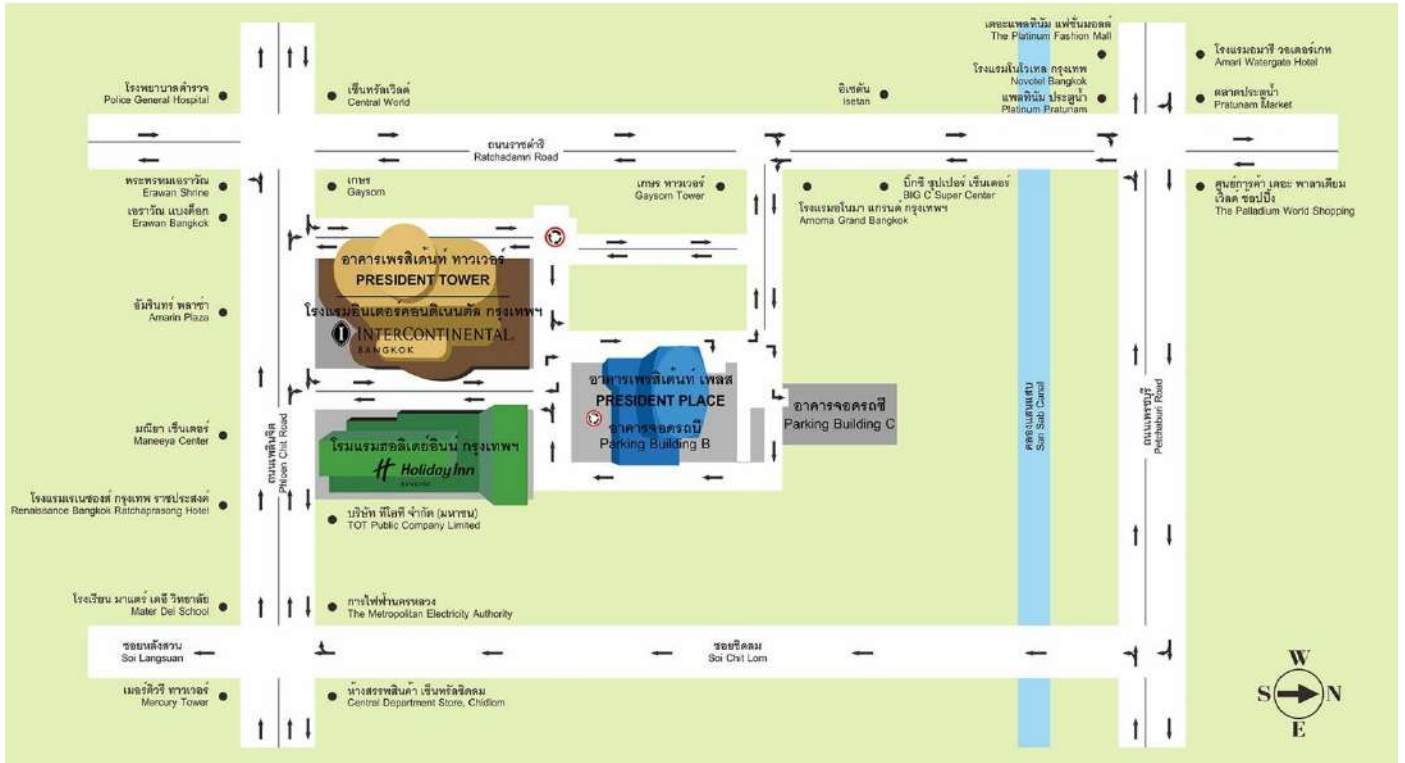
- Agenda no:... Re:.....
 - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our Proxy to vote as my/our desire as follow:
 - Approve with.....votes Disapprove with.....votes Abstain with.....votes

- 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:... 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

Map of the Shareholders' Meeting Venues



By means of meeting via electronic media (e-Meeting)

From the main meeting room

B-52 Capital Public Company Limited

7th Floor, President Tower, Phloen Chit Road,

Lumpini, Pathumwan, Bangkok 10330

General Meeting of Shareholders No. 1/2024 of B-52 Capital Public Company Limited

Date October 18, 2024.

Registration being started at 9:00 a.m.

The Meeting starting on 10.00 . a.m.

Manual for using the electronic Annual General system (E-AGM)

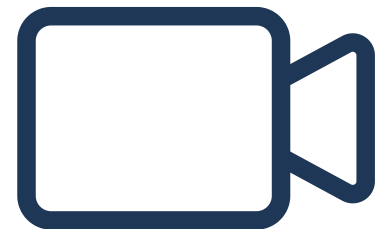




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04

ZOOM Application Installation Guide

Preparation for attending the Annual General meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the Annual General Meeting must submit identification documents to the Company according to the specified channels.



When the Company has checked the information according to the list of shareholders according to the info closed in the register, the list of shareholders who have the right to attend the Annual General Meeting is correct and complete. The service provider for organizing Annual General Meetings through electronic media will send you a link to join the Annual General Meeting and a user manual in the email that you have sent to the Company.

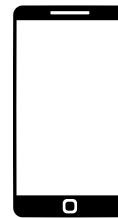
Prepare the necessary equipment for participating in Annual General Meetings via electronic media.



PC Computer



Laptop



Smartphone/Tablet



Web Browser



Google Chrome



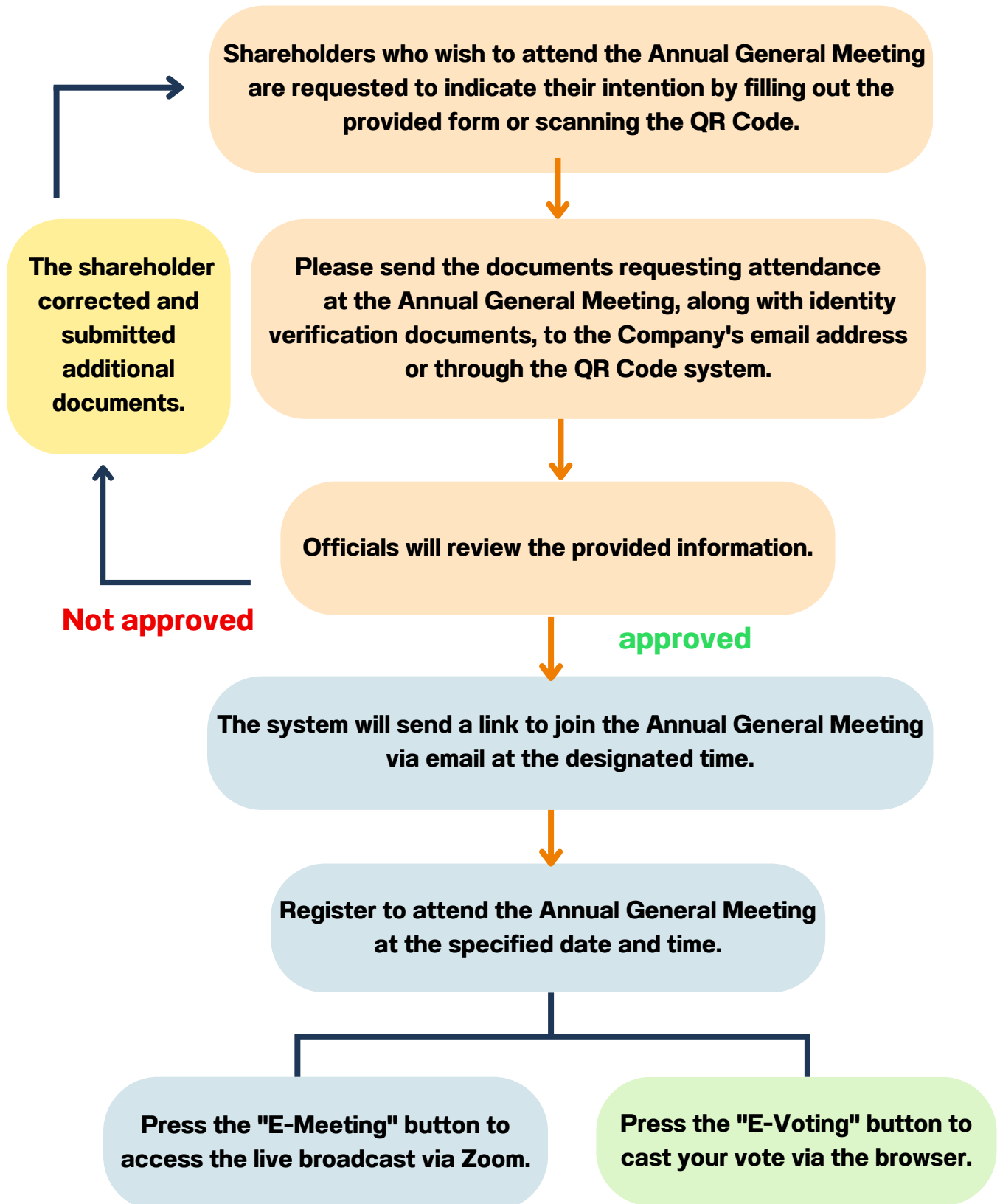
Microsoft Edge



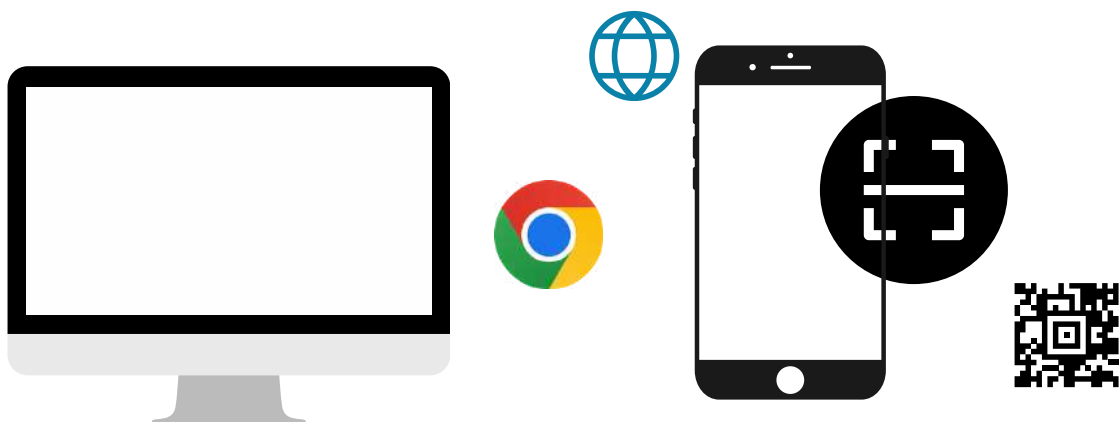
Safari

Preparation for attending the Annual General meeting via electronic media (E-AGM)

The flowchart shows the steps for joining a Annual General Meeting via electronic media.



Manual for reporting requests to attend Annual General Meetings via the E-Request system



By website channel or QR Code

OJ International Co., Ltd creates this manual.

Do not use without permission.

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Granting a proxy to others (E-AGM) (Proxy to others)

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OJ International Co., Ltd creates this manual.

Do not use without permission.

If shareholders want to notify their wish to attend a Annual General Meeting through electronic media' (E-AGM) via the website or QR Code.

1. Report your intention to attend the Annual General Meeting via the web browser by scanning the QR code or accessing the URL link provided by the Company. You will be directed to a page where you can fill in the required information, as depicted in the example image.

E-AGM Request: ระบบแสดงการประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอ็มซีดีจี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

เลขที่บัญชีผู้ถือหุ้น (Shareholder Account Number)

ชื่อ(ไม่ต้องระบุคำนำหน้าชื่อ) (First Name excluded prefix name)

นามสกุล / ชื่อบริษัท (Last name/ Company Name)

เลขที่บัตรประชาชน (Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคล แล้ว
(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

(Confirm) (Cancel)

Fill in the information of shareholders

- Securities holder account number
- name (no need to specify title)
- surname

เลขที่บัญชีผู้ถือหุ้น (Shareholder Account Number)	<input type="text" value="9999997688"/>
ชื่อ(ไม่ต้องระบุคำนำหน้าชื่อ) (First Name excluded prefix name)	<input type="text" value="โอเจ"/>
นามสกุล / ชื่อบริษัท (Last name/ Company Name)	<input type="text" value="มีหุนเยอะ"/>

(In the case of a company, leave a blank in the name field, and specify the company name in the last name box)

ชื่อ(ไม่ต้องระบุคำนำหน้าชื่อ) (First Name excluded prefix name)	<input type="text"/>
นามสกุล / ชื่อบริษัท (Last name/ Company Name)	<input type="text" value="แอดทีฟ อินเทอร์เน็ต เซอร์วิส จำกัด"/>

- National ID card number
- Choose to accept the conditions and consent to access personal data.
- Press “Confirm”

If shareholders want to notify their wish to attend a Annual General Meeting through electronic media' (E-AGM) via the website or QR Code.

2. Verify the names of shareholders and the number of shares. If accurate, please proceed to enter any additional information as required.

E-AGM Request: ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอ็มซีดีดี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

ผู้ถือหุ้น (Shareholder) โจเจ มีหุ้นของ
จำนวนหุ้น (No.of shares) 80,000,000 หุ้น

ชื่อ-นามสกุล (ภาษาอังกฤษ) (First name - Last name)

Email
เพื่อรับ link เข้าร่วมประชุม

เบอร์มือถือผู้ถือหุ้น (Shareholder's Mobile)

มาด้วยตนเอง (E-AGM) (Self-Attending)
 มอบอำนาจให้กรรมการอิสระ (Proxy to an independent director)
 มอบอำนาจให้บุคคลทั่วไป (E-AGM) (Proxy to others)

ย้อนกลับ (Back)

3. Name-Surname (English), Email to receive the link for joining the Annual General Meeting, mobile phone number

In case the shareholder attends the Annual General Meeting in person, specify the shareholder's mobile phone number.

In case of granting a proxy, specify the proxy holder's mobile phone number for use in attending the Annual General Meeting.

4. Select Annual General Meeting attendance type

- Attend the Annual General Meeting in person via E-AGM.
- Granting a proxy to other people to attend the Annual General Meeting via E-AGM
- Granting a proxy to an independent director

5. Press “Next”

In the event that shareholders wish to indicate their intention to attend the Annual General Meeting through electronic media (E-AGM) via the website or QR code.

1. In the case that shareholders attend the Annual General Meeting in person

- ไปด้วยตนเอง (E-AGM) (Self-Attending)
- มอบฉันทะให้กรรมการอิสระ (Proxy to an independent director)
- มอบฉันทะให้บุคคลทั่วไป (E-AGM) (Proxy to others)

E-AGM Request: ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอ็มซีดี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

ผู้ถือหุ้น (Shareholder) โอลเจ มีหุ้นเยอะ
จำนวนหุ้น (No. of shares) 80,000,000 หุ้น

กรุณาแนบเอกสารประกอบเพื่อยืนยันตัวตน (Please attach document to verify your identity)

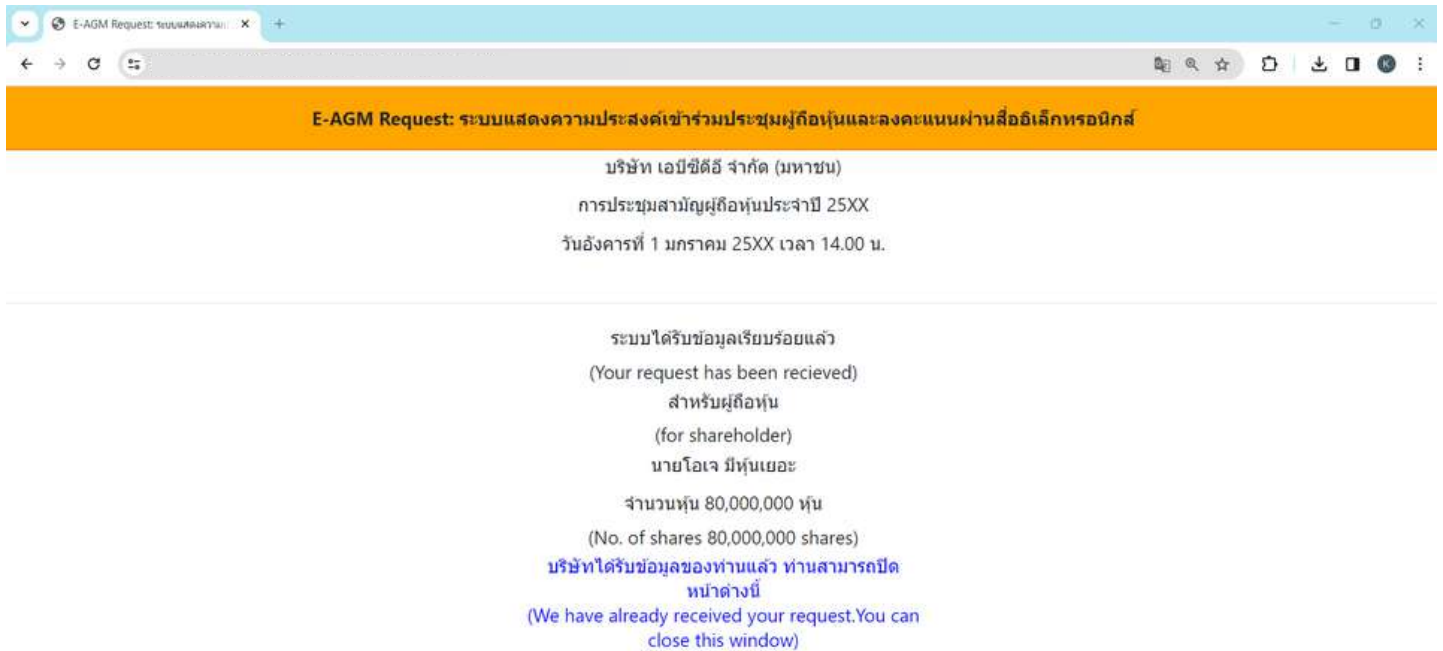
1. สำเนาบัตรประชาชน / passport / บัตรที่ราชการออกให้ (Copy of identification card/Passport) Choose file Browse

เอกสารประกอบอื่นๆ (Other support document) Choose file Browse
เช่น หนังสือรับรองบริษัท (e.g. Company certification)

ย้อนกลับ (Back) ถัดไป (Next)

In the case that shareholders attend the Annual General Meeting in person

- Prepare to attach supporting documents to confirm the identity of the shareholder.
- Copy of ID card, copy of passport, copy of government issued card.
- Other documents such as company certificate
- Press “Next”



- Upon submission, a message will appear stating, **"The system has successfully received the information."** Please take a moment to review your first name, last name, and number of shares for accuracy.
- To conclude the notification of your intent to join the Annual General Meeting, please close the window.

1. In the case of a shareholder appointing a proxy to an independent director

- มาด้วยตนเอง (E-AGM) (Self-Attending)
- มอบฉันทะให้กรรมการอิสระ (Proxy to an independent director)
- มอบฉันทะให้บุคคลทั่วไป (E-AGM) (Proxy to others)

E-AGM Request: ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอ็มซีดีซี จำกัด (มหาชน)
 การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
 วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

ผู้ถือหุ้น (Shareholder): โอบจ มีหุ้นเยอะ
 จำนวนหุ้น (No.of shares): 80,000,000 หุ้น

กรุณาแนบเอกสารประกอบเพื่อยืนยันตัวตน (Please attach document to verify your identity)

1. สำเนาบัตรประชาชน / passport / บัตรที่ราชการออกให้ (Copy of identification card/Passport) [Choose file] [Browse]

เอกสารประกอบอื่นๆ (Other support document) [Choose file] [Browse]

เงิน หนังสือรับรองบริษัท (I.e. Company certification)

[ย้อนกลับ (Back)] [ถัดไป (Next)]

In the case of granting a proxy to an independent director

- Prepare to attach supporting documents to confirm the identity (Copy of ID card, copy of passport, copy of government issued card)
- Other documents such as company certificate
- Press “Next”

2 Granting a proxy to an independent director (Proxy to an independent director)

E-AGM Request: ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

ผู้ถือหุ้น (Shareholder)	โจเจ มีหุ้นเยอะ
จำนวนหุ้น (No. of shares)	80,000,000 หุ้น

กรุณาแนบเอกสาร (Please upload additional document)

2. แนบแบบฟอร์มมอบฉันทะ
(Proxy form)

Choose file

- Please attach the completed and signed proxy form.
- Press “Next”

E-AGM Request: ระบบแสดงความประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.

ระบบได้รับข้อมูลเรียบร้อยแล้ว
(Your request has been received)
สำหรับผู้ถือหุ้น
(for shareholder)
นายโจเจ มีหุ้นเยอะ
จำนวนหุ้น 80,000,000 หุ้น
(No. of shares 80,000,000 shares)
บริษัทได้รับข้อมูลของท่านแล้ว ท่านสามารถปิด
หน้าต่างนี้
(We have already received your request. You can
close this window)

- The system will display a message: "The information has been received successfully." Please take a moment to review your first name, last name, and number of shares for accuracy.
- To conclude the notification of your intent to join the Annual General Meeting, please close the window.

3. Proxy to Other

- มาด้วยตนเอง (E-AGM) (Self-Attending)
- มอบฉันทะให้กรรมการอิสระ (Proxy to an independent director)
- มอบฉันทะให้บุคคลทั่วไป (E-AGM) (Proxy to others)

The screenshot shows a web browser window with the following content:

- Header:** E-AGM Request: ระบบแสดงคำขอประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์
- Company Info:** บริษัท เอ็มซีดีซี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.
- Shareholder Info:** ผู้ถือหุ้น (Shareholder): โฉเจ มีรุ่งเมอะ
จำนวนหุ้น (No. of shares): 80,000,000 หุ้น
- Document Upload Section:** กรุณาแนบเอกสารประกอบเพื่อเป็นยืนยันตัวตน (Please attach document to verify your identity)
 - 1. สำเนาบัตรประชาชน / passport / บัตรที่ราชการออกให้ (Copy of identification card/Passport) [Browse]
 - เอกสารประกอบอื่นๆ (Other support document) [Browse]
เช่น หนังสือรับรองบริษัท (i.e. Company certification)
- Navigation:** ย้อนกลับ (Back) and ถัดไป (Next) buttons.

In case of granting a proxy to the others to attend the meeting via E-AGM

- Prepare to attach supporting documents to confirm the identity of the shareholders, including copies of their ID cards, passports, government-issued identification cards, as well as any other relevant documents such as company certifications
- Press “Next”

3 Granting a proxy to others (E-AGM) (Proxy to others)

The screenshot shows a web browser window displaying an E-AGM Request form. The title bar of the browser shows 'ส่วนใต้' and the page title is 'E-AGM Request: ระบบแสดงการประสงค์เข้าร่วมประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์'. The form content includes:

- Company Name: บริษัท เอ็มซีดีจี จำกัด (มหาชน)
- Meeting Purpose: การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
- Meeting Date/Time: วันอังคารที่ 1 มกราคม 25XX เวลา 14.00 น.
- Shareholder Name: ผู้ถือหุ้น โอบเจ มีรุ่งเมธ (Shareholder)
- Number of Shares: จำนวนหุ้น 80,000,000 หุ้น (No. of shares)
- Section: ข้อมูลผู้รับมอบฉันทะ (Proxy's Information)
- Fields for Proxy Information:
 - ชื่อ-นามสกุล (ภาษาไทย) / First name - Last name (Thai) (ไม่ต้องระบุตำแหน่ง)
 - ชื่อ-นามสกุล(ภาษาอังกฤษ) / First name - Last name (English) (ไม่ต้องระบุตำแหน่ง)
 - เบอร์มือถือของผู้รับมอบฉันทะ
 - เลขที่บัตรประชาชนของผู้รับมอบฉันทะ
- Section: กรุณาแนบเอกสารของผู้รับมอบฉันทะ: (Please attach proxy document E.G. copy of ID card to verify your identity)
- File Uploads:
 - 1. สำเนาบัตรประชาชน / passport / บัตรที่ราชการออกให้ (Copy of identification card/Passport) with a 'Choose file' button and a 'Browse' button.
 - 2. แนบบันทึกมอบฉันทะ (Proxy form) with a 'Choose file' button and a 'Browse' button.
- Navigation Buttons: 'ย้อนกลับ (Back)' and 'ถัดไป (Next)'.

Please provide proxy information and attach supporting documents accordingly.

- **Recipient's name-surname for Proxy. (Thai)**
- **Recipient's name-surname for Proxy. (English)**
- **Recipient's mobile number for Proxy.**
- **Recipient's ID Number for Proxy.**

- **Please attach a copy of the proxy holder's identification document.**
- **Please attach the proxy document containing complete information and signatures.**
- **Press “Next”**

3 Granting a proxy to others (E-AGM) (Proxy to others)



- The system will display a message: "The information has been received successfully." Please review your first name, last name, and number of shares for accuracy.
- To conclude the notification of your intent to join the Annual General Meeting, please close the window.

Registration to attend Annual General Meetings and use of the electronic Meeting system (E-AGM)



Review the steps and usage
methods carefully

CLICK HERE



Or scan QR Code
to Download the manual



SCAN ME



ZOOM Application Installation Guide

**Zoom Application installation guide
on PC or Notebook**

1

**Zoom Application installation guide
on iPhone/ iPad - IOS System**

2

**Zoom Application installation guide
on Smartphone /Tablet -Android
System**

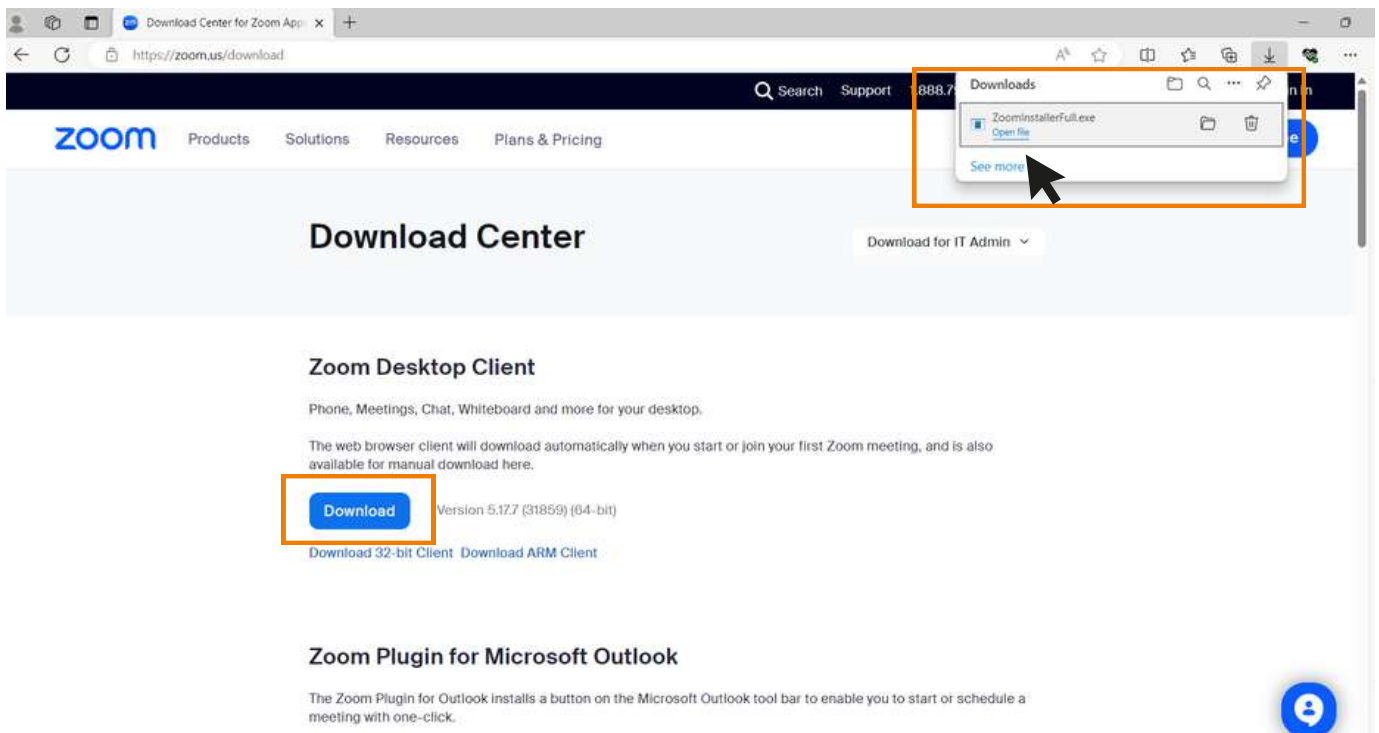
3

ZOOM Application Installation Guide

1 Zoom Application installation guide on PC or Notebook

1. 1. Visit the URL : <https://zoom.us/download> locate the Zoom Desktop Client, and proceed by clicking the “Download “ button.

2. Once downloaded, locate the "ZoomInstaller" file and double-click to begin the installation process. Follow the prompts to install the program.

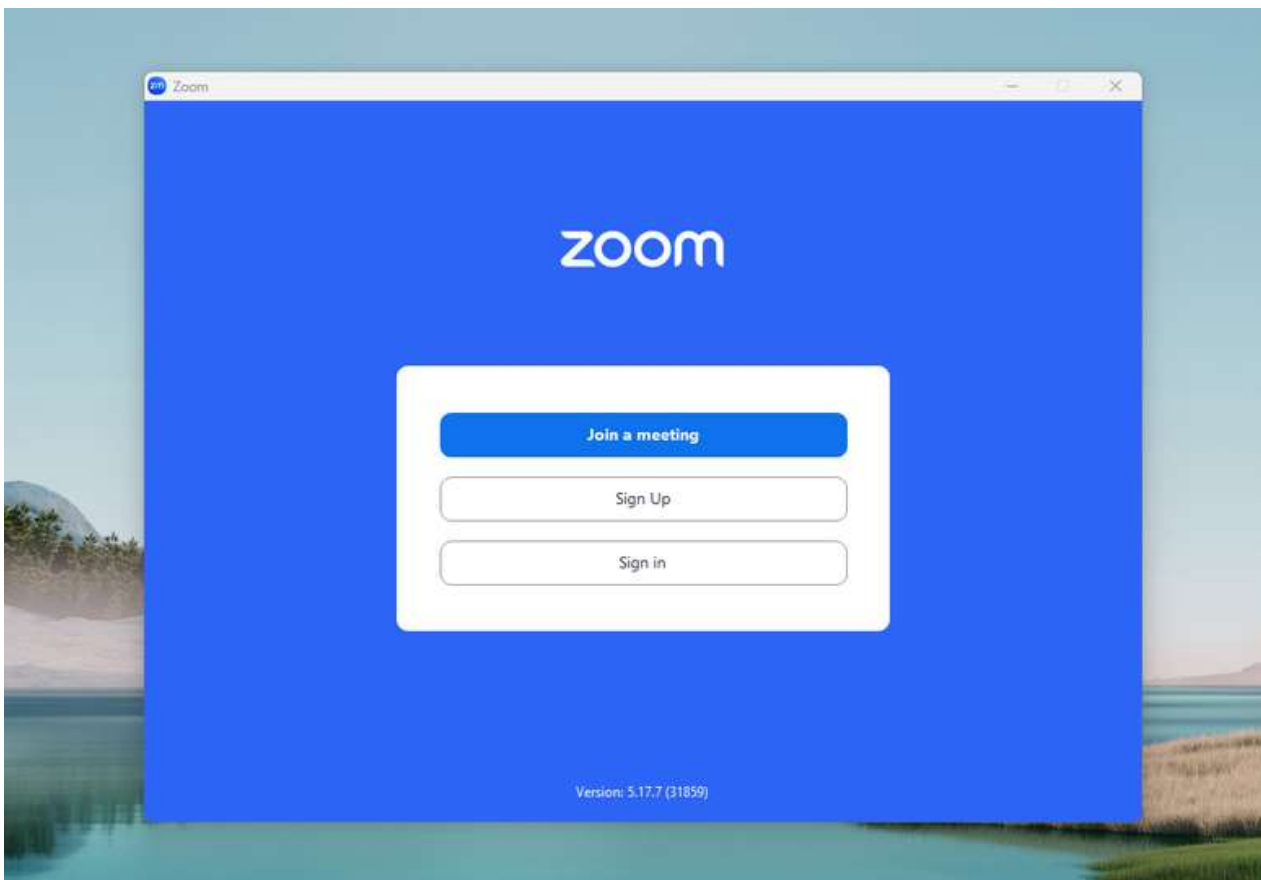


3. The system is currently installing the program. Please wait patiently until the installation process is complete.



1 Zoom Application installation guide on PC or Notebook

4. Once the Zoom program is successfully installed, a login window will pop up, as same to the example picture.



ZOOM Application Installation Guide

2 Zoom Application Installation guide on iPhone/ iPad - IOS System

1. Download the Zoom application by visiting the App Store, searching for Zoom, and then clicking on the following link or scanning the QR code:

<https://apps.apple.com/th/app/zoom-one-platform-to-connect/id546505307>

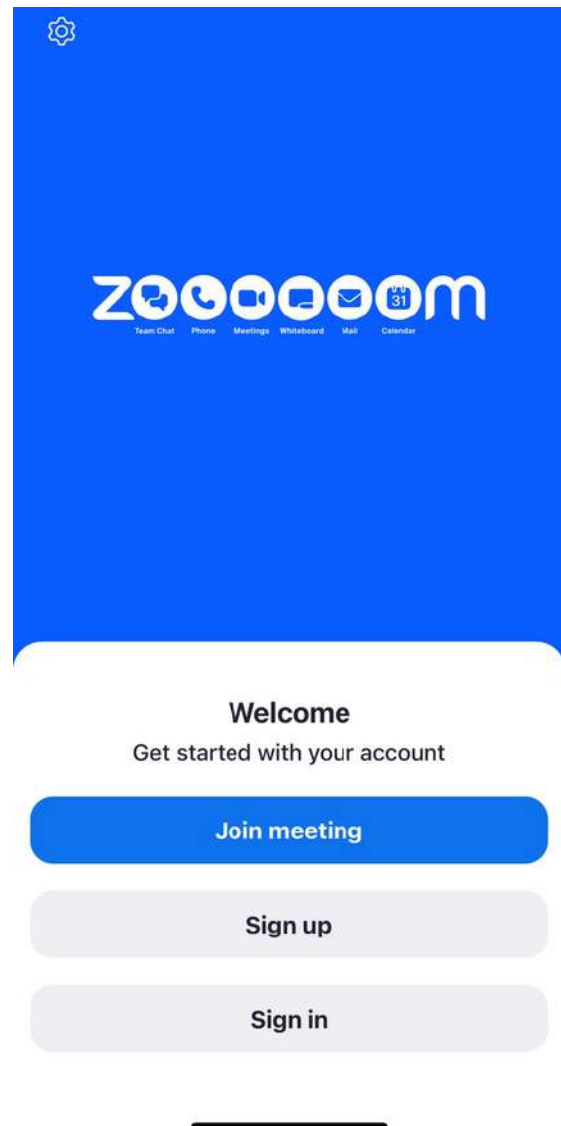


SCAN QR CODE



2 Zoom Application Installation guide on iPhone/ iPad - IOS System

2. Press the "Get" button to initiate the installation process. Once installed, wait for the completion of the installation. Afterward, press to open the Zoom application.



Upon clicking to enter Zoom, a login page will appear, ready for use, resembling the example picture.

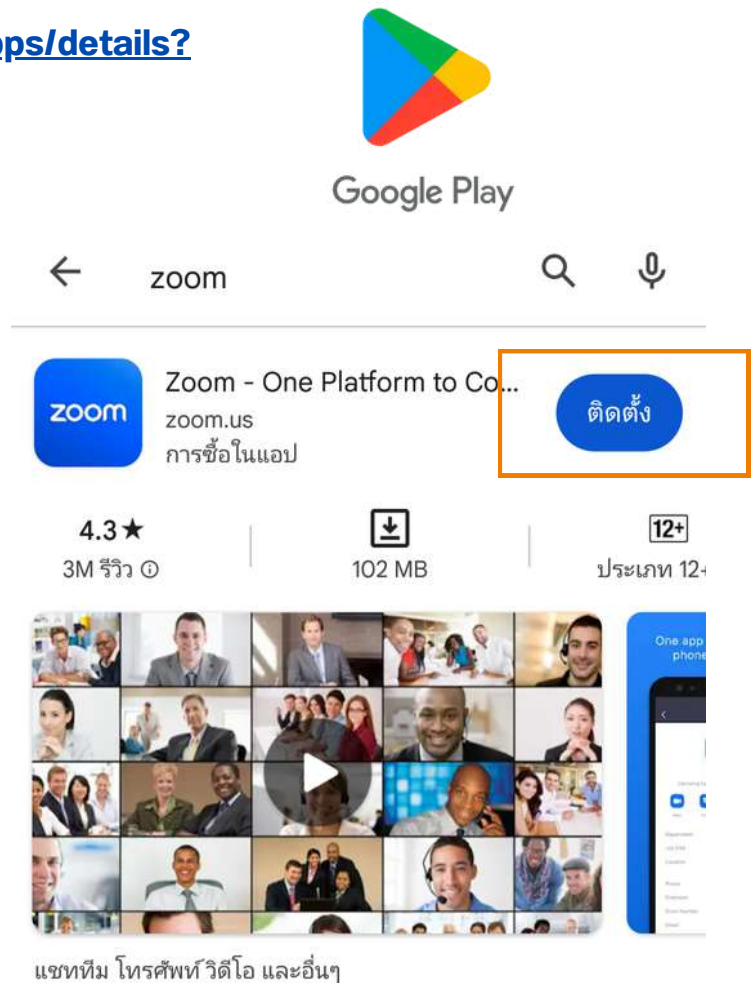
3 Zoom Application installation guide on Smartphone /Tablet -Android System

1. Download the Zoom application by visiting the Play Store, searching for Zoom, and then clicking on the following link or scanning the QR code:

<https://play.google.com/store/apps/details?id=us.zoom.videomeetings>

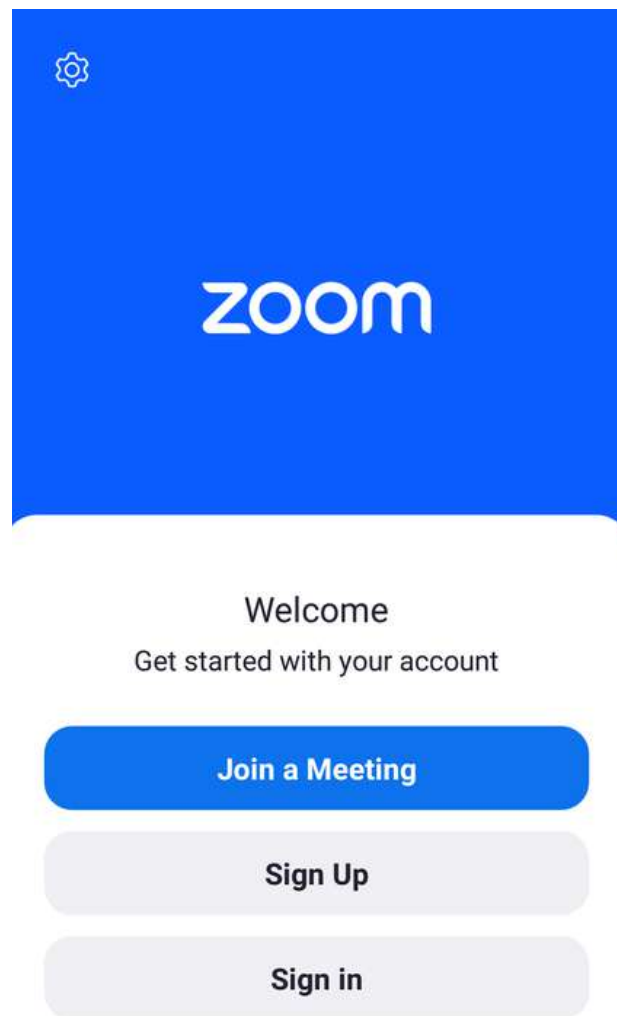


SCAN QR CODE



3 Zoom Application installation guide on Smartphone /Tablet -Android System

2. Press the "Install" button to initiate the installation process. Wait for the installation to complete. Once finished, press to open the Zoom application.



Upon clicking to enter Zoom, a login page will appear, ready for use, as same to the example picture.