

## Minutes of the The 2021 Annual General Meeting of the Shareholders

### B-52 Capital Public Company Limited

The 2021 Annual General Meeting of Shareholders of B-52 Capital Public Company Limited held on May 18, 2021 at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok. The 2021 Annual General Meeting of Shareholders has approved important resolutions which summarized as follows:

Shareholder	10	shareholders	total shares	18,739	shares
Proxy	26	shareholders	total shares	1,545,831,421	shares
The Total shareholder	36	shareholders	total shares	1,545,850,160	shares

Proportion is 68.0382% of total issued and paid-up shares of 2,272,033,307 shares.

The meeting commenced at 14.02 hrs.

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

#### Directors present at the Meeting

1.Mr. Suthep	Pongpitak	Chairman of Board of Directors, Independent Director and Chairman of the Audit Committee
2.Mr. Nimit	Wongjariyakul	Director and Chairman of the Executive Committee
3.Ms. Naravadee	Waravanitcha	Director and Chief Executive Officer
4.Mr. Chavapas	Ongmahutmongkol	Director and Chief Investment Officer
5.Mrs. Apinya	Budsaratrakool	Director
6.Mrs. Araya	Sunlakawit	Independent Director and Audit Committee

#### Directors not present at the meeting

1.Mr. Chumnun	Kunnaratana	Independent Director and Audit Committee
2.Mr. Narong	Chokpiboonkarn	Director

Executives present at the Meeting

1.Ms. Oytip                      Choltichanun                      Chief Finance Officer

Auditors : Karin Audit Ltd.

1.Mr. Jirote                      Sirirorote                      Auditor  
2.Mr. Komin                      Linphrachaya                      Auditor  
3.Mr. Thanathit                      Raksathianraphap                      Auditor Assistant  
4.Mr. Wuttipong                      Didthayim                      Auditor Assistant

Legal Advisor :

1.Mr.Wittawin                      Khobunsongserm                      Legal Advisor

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

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

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

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

There are 1 shareholders added in this agenda, total share additional of 16 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approved the Minute of the Extraordinary General Meeting No.1/2021 which held on 12 January 2021.

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

Report on the Company's financial statements for the year 2020, including the report of the Audit Committee, appear on the Annual report that has been sent to shareholders (Please scan QR Code on top of this invitation letter package to download a document file via online)

For the year ended 31 December 2020, the Company's operating results can be summarized below.

- For the year 2020, the company has total comprehensive loss attributable to the company amounting to 62,361,067 baht, net loss attributable to the company amounting to 62,497,612 baht, the total comprehensive loss for the company is 60,615,711 baht and the company has a net loss for the company of 60,735,239 baht. Only for the company for the year 2019 in the amount of 76,762,710 baht, resulting in a net loss, decreased from the previous year by 16,027,471 baht or equivalent to 20.88 percent.

- The company had sales and service income for the year 2020 totaling 30,777,525 baht, a decrease of 437,300 baht or 1.40 percent from the previous year.

- The decline in revenues was caused mainly from 2 business segments: (1) e-Payment business segment, which was directly affected in the 2-4 quarter of 2020 due to the government. It announced the closure of international travel to prevent and control the spread of COVID-19 in accordance with the Emergency Decree and related announcements. Making Chinese tourists who are the main customers of this business Unable to use

the Company's payment services and (2) consumer goods distribution business segment Due to the business model modification By switching to sales through the platform It takes time to build a customer base and develop a platform. It was also affected by the epidemic situation of COVID-19. In Thailand, which makes customers have less purchasing power.

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

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

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

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

**Vote Result:** acknowledge the Company's operating performance for the year 2020

**Agenda 4 :** To consider and approve the Financial Statements for year end on 31 December 2020 which was audited by the auditor of the Company

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

There are 0 shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approved the Financial Statements for year end on 31 December 2020 which was audited by the auditor of the Company

**Agenda 5 :** To consider and approve to not make dividend payment and no appropriation of the net profit as a legal reserve for the Year 2020

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

There are 0 shareholders added in this agenda, total share additional of 0 shares

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,849,976	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	200	-
Voided Ballot	-	-

**Vote Result:** Approved to not make dividend payment and no appropriation of the net profit as a legal reserve for the year 2020. This is because the company's performance for the year 2020 has annual net losses and still have accumulated losses.

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

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

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

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

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

Since both directors are former directors working for the company at present All of the directors are knowledgeable, competent and professional persons. They also considered their performance in the positions of directors of the Company. Both directors performed well as the Board of Directors. By using experience in suggesting policies to the company Therefore, it was proposed to the shareholders' meeting to consider and

approve the re-appointment of the two directors to be re-elected as directors for another term. Another term and definition of independent director. The company sent to the shareholders together with the notice of this meeting.

There are 0 shareholders added in this agenda, total share additional of 0 shares

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

6.1 Mr. Nimit Wongjariyakul, Director / Chairman of the Executive Committee

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

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

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approve the appointment of directors to replace the director who retired by rotation as follows:

6.1 Mr. Nimit Wongjariyakul, Director / Chairman of the Executive Committee

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

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

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

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

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

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	11,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approved to increase the number of Company Directors from the original 8 to 9 persons by approving the election of Miss Oytip Choltichanun as the new director of the Company.

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



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

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

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

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

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

Directors' remuneration	An offer	Year 2020		
	Year 2021	Details of remuneration for each director		
	Baht	Name	Position	Baht
Meeting allowances for the Nomination and Remuneration Committee (one time) - Chairman of the Nomination and Remuneration Committee - Member	8,000	1. Mr.Sutep Pongpitak	Chairman	32,000
	5,000	2. Mr.Chumnun Kunnaratana	Member	20,000
		3. Mrs.Araya Sunlakawit	Member	20,000
		4. Mr.Nimit Wongjariyakul	Member	-
		Total		
Meeting allowances for the Investment Committee (one time) - Chairman of the Investment Committee - Member	8,000	1. Mr.Nimit Wongjariyakul	Chairman	Non
	5,000	2. Ms.Naravadee Waravanitcha	Member	Non
		3. Mr.Chavapas Ongmahutmongkol	Member	Non
		4. Ms.Chantana Srisawat	Member	Non
Meeting allowances for the Risk Management Committee (one time) - Chairman of the Risk Committee - Member	8,000	1. Mr.Nimit Wongjariyakul	Chairman	Non
	5,000	2. Ms.Naravadee Waravanitcha	Member	Non
		3. Mr.Chavapas Ongmahutmongkol	Member	Non
		4. Ms.Chantana Srisawat	Member	Non
Remuneration for the Board of Directors (Monthly) - Chairman of the Board of Directors - Director	20,000	1.Mr.Sutep Pongpitak	Chairman	Non
	10,000	2.Mr.Chumnun Kunnaratana	Director	Non
		3.Mrs.Araya Sunlakawit	Director	Non
		4.Ms.Chantana Srisawat	Director	Non
		5.Ms.Naravadee Waravanitcha	Director	Non
		6.Mr.Nimit Wongjariyakul	Director	Non
		7.Mr.Chavapas Ongmahutmongkol	Director	Non
Meeting allowance for the Audit Committee (Monthly) - Chairman of the Audit Committee - Member	20,000	1. Mr.Sutep Pongpitak	Chairman	120,000
	10,000	2. Mr.Chumnun Kunnaratana	Member	120,000
		3. Mrs.Araya Sunlakawit	Member	120,000
		Total		
Total limit not more than	2,000,000	Total all		684,000

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

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
Abstained	0	0.00
Voided Ballot	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>

**Vote Result:** Approved the remuneration of the Company's directors and sub-committees for the year 2021 in total amount not exceeding 2,000,000 baht per year.

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

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

The Audit Committee considered the suitability in terms of qualifications, workloads and performance results compared with the proposed audit fees. Therefore proposed to the Board of Directors to consider proposing to the Shareholders' meeting to appoint auditor from Karin Audit Company Limited to be the auditor of the Company for the year 2021, name in list below:

- 1) Mr. Jadesada Hungsapruak Certified Public Accountant (Thailand) No. 3759 and/or

- |                               |  |
|-------------------------------|--|
| 2) Ms. Kannika Wipanura       | Certified Public Accountant (Thailand) No. 7305 and/or |
| 3) Mr. Jirote Sirirorote      | Certified Public Accountant (Thailand) No. 5113 and/or |
| 4) Ms. Nonglak Pattanabundith | Certified Public Accountant (Thailand) No. 4713 and/or |
| 5) Mrs. Sumana Senivongse     | Certified Public Accountant (Thailand) No. 5897 and/or |
| 6) Mr. Mongkol Laoworaphong   | Certified Public Accountant (Thailand) No. 4722 and/or |
| 7) Ms. Kachamon Soonhuan      | Certified Public Accountant (Thailand) No. 11536       |

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

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

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

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

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	11,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approved the appointment of auditors. As the following list

- |                               |  |
|-------------------------------|--|
| 1) Mr. Jadesada Hungsapruerk  | Certified Public Accountant (Thailand) No. 3759 and/or |
| 2) Ms. Kannika Wipanura       | Certified Public Accountant (Thailand) No. 7305 and/or |
| 3) Mr. Jirote Sirirorote      | Certified Public Accountant (Thailand) No. 5113 and/or |
| 4) Ms. Nonglak Pattanabundith | Certified Public Accountant (Thailand) No. 4713 and/or |
| 5) Mrs. Sumana Senivongse     | Certified Public Accountant (Thailand) No. 5897 and/or |
| 6) Mr. Mongkol Laoworaphong   | Certified Public Accountant (Thailand) No. 4722 and/or |
| 7) Ms. Kachamon Soonhuan      | Certified Public Accountant (Thailand) No. 11536       |

Of Karin Audit Company Limited is the auditor for the year 2021 of the company and, despite the shareholders' meeting approval Auditor fee for the year 2021 of the company amounted to 1,000,000 baht and audit fee of 3 subsidiaries totaling 580,000 baht.

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

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

The Board of Directors considered and deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the increase in the registered capital of the Company by a general mandate of 340,804,995 baht from the original registered capital amount of 1,262,393,735 baht is a new registered capital of 1,603,198,730 baht by issuing new ordinary shares of not more than

681,609,990 shares with a par value of 0.50 baht per share to be offered to (1) existing shareholders (Right Offering) in proportion to their existing shareholding and (2) persons (Private Placement) as detailed in the capital increase report form. According to the attachment 5.

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

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	11,545,848,176	99.9999
Disagreed	2,000	0.0001
Abstained	0	0.0000
<b>Total</b>	<b>1,545,850,176</b>	<b>100.0000</b>
Voided Ballot	0	-

**Vote Result:** Approved of the increase in the registered capital of the company General Mandate, another amount 340,804,995 baht from the original registered capital. 1,262,393,735 baht is a new registered capital of 1,603,198,730 baht by issuing new ordinary shares of not more than 681,609,990 shares with a par value of 0.50 baht per share.

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

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

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

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

In this regard, assign the authorized directors to bind the company or the person whom the authorized directors binds. Company assign is the person having the authority to sign the request. Or in any documents related to the registration of the amendment of the memorandum of association of the company And filing an application for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Actions to amend, add or change the request or the text in the said document relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	11,545,850,176	100.00
Disagreed	0	-
Voided Ballot	0	-
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-

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

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

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

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

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

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



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

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

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

(2) Allocation of newly-issued ordinary shares of the Company in an amount not exceeding 227,203,330 shares with a par value of 0.50 baht per share or equivalent to 10.0 percent of the Company's current paid-up capital (the Company's current paid-up capital is 2,272,033,307 shares) to offering to specific investors (Private Placement) under General Mandate to be offered for sale at one time or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. Such person must not be a connected person of the Company. According to the Notification of the Capital Market Supervisory Board No. Tor Chor.

21/2551 Re: Rules on Connected Transactions and the notification of the Stock Exchange of Thailand on the disclosure of information on the operating principles of listed companies in the connected transactions 2003 and the amendments. By assigning the Board of Directors Has the power to set the share offering price according to market conditions during the offering period to investors. This must not be lower than the weighted average price of shares in the Stock Exchange for the past 7 consecutive days, but not more than 15 consecutive days prior to the date of each offering price. Offer to sell with a discount. But must not exceed 10 percent of the said market price

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

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



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

There are shareholders added in this agenda, total share additional of 0 shares.

The total shareholders 37 shareholders, total shares 1,545,850,176 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,545,850,176	100.00
Disagreed	0	0.00
<b>Total</b>	<b>1,545,850,176</b>	<b>100.00</b>
Abstained	0	-
Voided Ballot	0	-

**Vote Result:** Approved the allocation of the newly-issued ordinary shares of the Company in the amount of not more than 681,609,990 shares at a par value of 0.50 baht per share in order to support the capital increase under a general mandate by dividing the allotment as follows: (1) Allocation of newly issued ordinary shares no more than 454,406,660 shares or equal to 20 percent of the Company's current paid-up capital for offering to existing shareholders (Right Offering) in proportion to their existing shareholding and (2) Allocation of newly issued ordinary shares of the Company in the amount of no more than 227,203,330 shares or equal to 10 percent of the Company's current paid-up capital for offering to specific investors (Private Placement).

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

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

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

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

(Million baht)

Objectives of utilizing the capital increase	Plan for using capital increase	Balance
	Old	As of 31 Dec 2020
1. Plan to use the money from the capital increase for Private Placement		
1.1 Invest in, expand and expand the e-commerce business.	5	5
1.2 Invest in building a platform Tanjai Service	10	8.4
1.3 Invest in making product notification books and e-catalogs.	2.5	2.1
1.4 Invest in platforms and software Tanjai Distribution	10	7.3
1.5 Invested in the logistics and distribution business to support the consumer products distribution business of Tanjai Distribution Co., Ltd.		
- Invested in developing a software system for transport routes management.	10	10
- Working capital in transportation and distribution business	17.5	17.5

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

(Million baht)

Objectives of utilizing the capital increase	Plan for using capital increase	Balance
	Old	As of 31 Dec 2020
Including the use of money from the capital increase received from the Private Placement	55	50.3
2. Proportion of capital increase plan for existing shareholders (Right Offering)		
2.1 Working Capital for Investment No. 1.1 to 1.4 above	15	6.8
2.2 Company working capital	18.3	0.0
Including the use of the capital increase received from the existing shareholders proportionately.	33.3	6.8
<b>Total use of funds from the capital increase</b>	<b>88.3</b>	<b>57.1</b>

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

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

**Agenda 14 Other matter (if any)**

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

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

The AGM has resolution as follows.

Present Shareholders	11	shareholders	total shares	18,755	shares
Proxy	26	shareholders	total shares	1,545,831,421	shares
The Total shareholders	37	shareholders	total shares	1,545,850,176	shares

Proportion is 63.0382% of total issued and paid-up shares of 2,272,033,307 shares.

The meeting was adjourned at 15.40 hrs.

By the resolution of the Board of Directors

Yours Sincerely

.....  
(Mr. Suthep Pongpitak)

Chairman of the Board of Director

.....  
(Mr. Somchai Wuttisat)

Company Secretary