

## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

### B-52 Capital Public Company Limited.

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Extraordinary General Meeting of Shareholders No. 1/2024 via electronic media (E-Meeting), broadcast at the main meeting room of B-52 Capital Public Company Limited, President Tower Building, 7th floor. No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 on October 18, 2024

When entering the time of 10:00 a.m., Mr. Somchai Wuttisat, Director of Legal Affairs and company directors It was further learned at the meeting that Due to necessity, Mr. Suthep Phongpitak, Chairman of the Board of Directors Had an urgent and necessary mission This resulted in the Chairman of the Board of Directors being unable to perform his duties as Chairman of the shareholders' meeting at this time. And the company does not have the position of Vice Chairman of the Board of Directors at all. For this reason According to the Public Limited Companies Act, B.E. 2535, Section 104 states that

“Section 104 The chairman of the board of directors is the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties. If there is a vice-chairman of the board of directors, the vice-chairman of the board of directors shall be the chairman. If there is no vice chairman or are just unable to perform their duties to shareholders who came to the meeting to elect one shareholder to be the chairman of the meeting.”

Miss Kanokwan Ithiboonvat As the proxy of the shareholder who attended the meeting, Mr. Thawee Kositjiranan which holds 13,830,000 shares, would like to propose the names of shareholders who attended the meeting, TJD Company Limited. The second largest shareholder, holding 77,632,500 shares, was Mr. Somchai Wuttisart, the proxy of TJD Company Limited, as the chairman of the Extraordinary General Meeting of Shareholders No. 1/2024 this time in accordance with Section 104 of the Act. Public Company Limited B.E. 2535 would like to propose this to the meeting. Vote to elect Mr. Somchai Wuttisat The proxy attends the shareholder meeting of TJD Company Limited. The shareholders who attended the meeting Was the chairman of the Extraordinary General Meeting of Shareholders No. 1/2024 this time.

By voting in this section 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

At the time of voting in this section There were a total of 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Vote	Calculated as a percentage of the number of votes Shareholders who attended the meeting and voted
Agree	559,902,586	100.00
Disagree	0	0.00
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>
Abstain from voting	0	-
Invalid card	0	-

**Meeting resolution:** The meeting resolved to approve the selection of Mr. Somchai Wuttisat, the proxy of TJD Company Limited, a shareholder who attended the meeting. Was the chairman of the Extraordinary General Meeting of Shareholders No. 1/2024 this time in accordance with Section 104 of the Public Limited Companies Act B.E. 2535 with a unanimous vote.

In the next order Miss Kanokwan Ithiboonvat As legal department manager who acts as the meeting's facilitator ("The meeting operator") explained that due to the outbreak situation of coronavirus disease 2019 (COVID-19) The company is aware of and concerned about the health and safety of shareholders. Including those who greatly participated in organizing the meeting. The Company therefore proceeded to organize an Extraordinary General Meeting of Shareholders No. 1/2024. By means of meetings via electronic media (E-Meeting) by broadcasting at the main conference room of B-52 Capital Public Company Limited, President Tower Building, 7th floor, No. 973 Ploenchit Road, Lumpini Subdistrict. Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

Shareholders who come in person	Quantity	0	List Total number of shares	0	share
Shareholder giving proxy	Quantity	29	List Total number of shares	559,902,586	share
Total shareholders	Quantity	29	List Total number of shares	559,902,586	share

Representing 75.9347 percent of the total number of shares sold, amounting to 737,347,389 shares, which constitutes a quorum.

The meeting starts at 10:01 a.m.

When the shareholders have arrived and a quorum is reached The meeting facilitator informed the meeting that at 10:01 a.m., there were a total of 29 shareholders and proxies attending the meeting, totaling 559,902,586 shares. Representing 75.9347 percent of the number of issued and paid-up shares. According to the Company's Articles of Association, Article 35 states that "In the shareholder meeting There must be a number of shareholders and shareholders' proxies (if any). Attending the meeting were not less than twenty-five (25) people or not less than half of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold. Therefore there will be a quorum."

The company The names of shareholders who have rights to the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) have been determined on September 26, 2024. There are a total of 4,443 shareholders, totaling 737,347,389 shares.

With Mr. Somchai Wuttisat ("Chairman") acting as chairman of the meeting. Opened the Extraordinary General Meeting of Shareholders No. 1/2024 and assigned Miss Kanokwan Ithiboonvat Serve as the meeting's facilitator. ("Meeting Operator")

The meeting facilitator introduced the company directors. and executives as follows

There were 6 directors attending the meeting out of a total of 8 directors.

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

Executives attending the meeting

1. Ms. Oytip Cholthichanun Chief Financial Officer.

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Patcharaphon Sallekwit 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 Consider certifying the minutes of the 2024 Annual General Meeting of Shareholders, held on April 23, 2024.**

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

The meeting facilitator reported to the meeting that The Company prepared the minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 23, 2024. And a copy of the meeting report was sent 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 2024 Annual General Meeting of Shareholders. Details appear in the copy of the minutes. Attachment 1 has been sent to shareholders along with the invitation to this meeting.

The meeting facilitator asked the meeting if there were any shareholders who had any questions.

When there are no questions The meeting facilitator therefore asked the meeting to consider voting on the matter as proposed.

The resolution 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

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attended the meeting and voted
Agreed	559,902,586	100.00
Disagreed	0	0.00
<b>Total</b>	559,902,586	100.00
Abstained	0	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to certify the minutes of the 2024 Annual General Meeting of Shareholders, held on 23 April 2024 as exactly as proposed With a unanimous vote

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 reduce the registered capital of the company

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

Meeting facilitator The report is presented to the shareholder meeting to 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 in line with the reduction of the Company's registered capital.

The company plans to increase its registered capital from the amount already registered. which will be discussed in the next agenda from this agenda. However, because Section 136 of the Public Limited Companies Act B.E. 2535 has specified the criteria that Capital increase of public limited company This can be done only if there are no unsold shares remaining. If going to increase capital Such companies must first reduce their registered capital. By eliminating registered shares that have not yet been issued for sale, at present the Company has 221,204,216 ordinary shares that have not been issued for sale remaining. As a result, The company therefore needs to reduce its registered capital by 110,602,108 baht. from the original registered capital amount 479,275,802.50 baht is the registered capital. 368,673,694.50 baht by eliminating the registered shares that have not yet been issued for sale by the company, which are 221,204,216 ordinary shares with a par value of 0.50 baht per share.

The Board of Directors has considered and agreed that it should be presented to the shareholders' meeting. Consider approving 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 is the registered capital amount 368,673,694.50 baht by eliminating the registered shares that have not yet been issued for sale by the company, which are 221,204,216 ordinary shares with a par value of 0.50 baht per share and amending section 4 of the memorandum of association of the company to be in line with the reduction of the company's registered capital.

"No. 4.	Registered capital amount	368,673,694.50 Baht (three hundred sixty-eight million six hundred seventy-three thousand six hundred ninety-four baht fifty satang)
	Divided into	737,347,389 Shares (seven hundred thirty-seven million three hundred forty-seven thousand three hundred eighty-nine shares)
	Value per share	0.50 Baht (fifty satang)

Divided into

Common shares 737,347,389 Shares (seven hundred thirty-seven million three hundred forty-seven thousand three hundred eighty-nine shares)

Preferred shares - Share "

In this regard, assign a director with authority to sign to bind the company or a person assigned by the director who has authority to sign to bind the company. is authorized to sign the request or in any document related to the registration of amendments to the company's memorandum of association and applying for registration of amendments to the company's memorandum of association with the Department of Business Development. Ministry of Commerce Processing of amendments or changes to requests or contents in such documents related to registration of amendments to the company's memorandum of association that must be submitted to the Department of Business Development. Ministry of Commerce Including the power to take any action as necessary and related to such action as he deems appropriate. and to comply with the law Regulations and interpretations of relevant government agencies Including following the advice or orders of the registrar or officials.

Meeting facilitator Asked the meeting whether Do any shareholders have any questions?

When there were no additional questions, the Chairman asked shareholders to consider voting.

There were 0 additional shareholders added to this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attend the meeting and have the right to vote
Agree	559,902,586	100.00
Disagree	0	0.00
Abstain from voting	0	0.00
Invalid card	0	0.00
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>

**The meeting resolution :** The meeting resolved to 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 in line with the reduction of the Company's registered capital. With a unanimous vote

**Agenda 3** Consider approving an increase in registered capital in the amount of 810,602,108 baht from the original registered capital. The amount of 368,673,694.50 baht is the new registered capital of 1,179,275,802.50 baht and amended. Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital.

The Chairman asked the meeting operator Explain the details to the meeting.

Meeting facilitator reported to the meeting that According to the Board of Directors' meeting No. 5/2024 on the 10th September 2024 of B-52 Capital Public Company Limited (the "Company") has resolved to call an Extraordinary General Meeting of Shareholders No. 1/2024 on Friday, October 18, 2024 at 10:00 a.m.The Board of Directors therefore resolved to approve the shareholders' meeting to consider and approve an increase in the registered capital of the company in the amount of 810,602,108 baht from the original registered capital of 368,673,694.50 baht It is a new registered capital amount 1,179,275,802.50 baht by issuing new ordinary shares not exceeding 1,621,204,216 shares with a par value of 0.50 baht per share to support capital increases 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>
<b>Total</b>	<b><u>1,621,204,216</u></b>

and the amendment to Section 4 of the Company's Memorandum of Association to be consistent with the increase in the Company's registered capital as follows:



"No. 4.	Registered capital amount	1,179,275,802.50 Baht ( One thousand one hundred seventy-nine million two hundred seventy-five thousand eight hundred two baht fifty satang)
	Divided into	2,358,551, 605 shares (two thousand three hundred fifty eight million five hundred fifty one thousand six hundred five shares)
	Value per share	0.50 Baht (fifty satang)
	Divided into	
	Common shares	2,358,551,605 Shares (two thousand three hundred fifty eight million five hundred fifty one thousand six hundred five shares)
	Preferred shares	- Share "

In this regard, assign a director with authority to sign to bind the company or a person who has the authority to sign to bind the company. Assigned company is authorized to sign the request or in any documents related to the registration of amendments to the company's memorandum of association and applying for registration of amendments to the company's memorandum of association with the Department of Business Development. Ministry of Commerce Processing of amendments or changes to requests or contents in such documents related to registration of amendments to the company's memorandum of association that must be submitted to the Department of Business Development. Ministry of Commerce including the power to take any action As necessary and related to such operations as we deem appropriate. and to comply with the law Regulations and interpretations of relevant government agencies Including following the advice or orders of the registrar or officials.

The meeting facilitator asked the meeting if there were any shareholders who had any questions.

When there are no questions The meeting facilitator therefore asked the meeting to consider voting on the matter as proposed.

The resolution 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 who attend the meeting and have the right to vote in accordance with Section 136 in conjunction with Section 31 of the Public Limited Companies Act. 1992

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attend the meeting and have the right to vote
Agreed	559,902,586	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>

**The meeting resolution :** The meeting resolved to approve an additional registered capital of 810,602,108 baht from the original registered capital. The amount of 368,673,694.50 baht is the new registered capital of 1,179,275,802.50 baht and additional amendments. Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital by unanimous vote.

**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 through a general mandate (General Mandate).

The Chairman asked the meeting operator Explain the details to the meeting.

Meeting facilitator reported to the meeting that As the Board of Directors has resolved to approve the presentation to the shareholder meeting To consider and approve the increase in registered capital to support the increase in capital under the general power of attorney (General Mandate) In Agenda 3, which the capital increase Granting such general authority (General Mandate) requires the allocation of additional common shares to investors.

In this regard, the allocation of such additional shares must be completed within the date the company arranges for the meeting. The company's next annual general meeting of shareholders or within the date required by law to hold a general meeting of shareholders. next annual, whichever comes first. And if it is the case of allocating additional shares to a limited number of persons. Must not fall into the category of low price. The details of the allocation of new common shares are 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. Tor.Jor. 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 facilitator asked the meeting if there were any shareholders who had any questions.

When there are no questions The meeting facilitator therefore asked the meeting to consider voting on the matter as proposed.

The resolution 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

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attended the meeting and voted
Agreed	559,902,086	99.9999
Disagreed	500	0.0001
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to approve 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 capital increase under a general mandate (General Mandate), with a majority vote of the number of votes of shareholders. who came to the meeting and voted

**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. The offering price per share is 0.33 baht (thirty-three satang), which is lower than the par value of the company's shares.

The Chairman asked the meeting operator Explain the details to the meeting.

Meeting facilitator It was reported to the meeting that as the Board of Directors had resolved to approve it to be presented 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, at an offering price of 0.33 baht per share.

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 was 355,763,696 baht. The Company may, therefore, set the offering price of new ordinary shares lower than the par value of the Company's shares, 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 granting of such rights by the company 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. 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)

The resolution in this agenda must be approved by the shareholder meeting with a majority vote of the number of votes of shareholders who attend the meeting and vote in accordance with Section 107(1) in conjunction with Section 137 and Section 52 of the Public Limited Companies Act B.E. 1992

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attended the meeting and voted
Agreed	559,902,586	100.00
Disagreed	0	0.00
<b>Total</b>	559,902,586	100.00
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to approve 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. 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. With a unanimous vote

**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.

The Chairman asked the meeting operator Explain the details to the meeting.

Meeting facilitator It was reported to the meeting that the board had considered and deemed it appropriate to present it 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 specific persons in a limited circle (Private Placement: PP), an amount not exceeding 244,000,000 shares, with a par value of 0.50 baht per share, to 2 persons in a limited circle (Private Placement: PP), namely:

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

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

The offering price per share is 0.33 baht (thirty-three satang), which is lower than the par value of the company's shares. The offering price for such shares is not less than 90 percent of the company's shares on the stock exchange. in the past not less than 7 business days consecutively but not more than 15 consecutive working days Before the date the Board of Directors resolved to propose an agenda to the shareholder meeting to request approval for the Company to issue and offer shares to a limited number of persons. which has clearly determined the share offering price That is, between 20 August 2024 and 9 September 2024. This is in accordance 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. The details are as follows.

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 was 355,763,696 baht. The Company may, therefore, set the offering price of new ordinary shares lower than the par value of the Company's shares, 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 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, November 1, 2024 to Tuesday, November 5, 2024, here are brief details of the allocation of additional shares for sale with a specified purpose, type PP, specific persons.

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

The resolution 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 who attend the meeting and have the right to vote according to Section 136, Section 137 and Section 52. of the Public Limited Companies Act B.E. 2535 together 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.

Questions from shareholders from the Thai Investors Association which was asked at the meeting that Have the two investors agreed to confirm the investment? And when will the said capital increase be completed?

The secretary (chairman of the meeting) explained to the meeting that Both investors have already confirmed their investment. and will pay for these shares to the company as determined by the company, which is from 1 November 2024 to 5 November 2024. When this meeting has approved and resolved to increase capital and approve the

allocation of additional capital to specific investors as requested for approval. And the company will use this capital increase to register with the Department of Business Development in accordance with the law. and will continue to list these shares with the Stock Exchange of Thailand.

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attend the meeting and have the right to vote
Agreed	559,902,586	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>

**The meeting resolution :** The meeting resolved to approve the issuance and allocation of new ordinary 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. With a unanimous vote

**Agenda 7** Consider approving the issuance and allocation of warrants to purchase new ordinary shares of the company (Warrant), Series 4 (B52-W4), in the 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.

The Chairman asked the meeting operator Explain the details to the meeting.

The person conducting the meeting as approved by the Board of Directors will present it 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), 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) in the 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)

The Board of Directors has considered and deemed it appropriate to present it to the shareholders' meeting to 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, or equivalent to 48.70 percent of the total number of sold shares of the company, to the existing shareholders of the company. After the increase in paid-up capital of the company has been registered. obtained from increasing capital with specified objectives, type RO and type PP In the previous agenda, the total amount did 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 issuance of 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 issuance of 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 for 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 receive B52-W4 allocation (Record Date) is set for December 6, 2024.

However, the granting of such rights by the company 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 having the power to carry out various activities. Necessary and appropriate in connection with the issuance and sale of the 4th series of warrants (B52-W4) . in every respect, including but not limited to contact 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.

The resolution in this agenda must be approved by the shareholder meeting with a majority vote of the majority 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

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attend the meeting and have the right to vote
Agreed	559,902,086	99.9999
Disagreed	500	0.0001
<b>Total</b>	559,902,586	100.00
Abstained	0	-
Void Ballot	0	-

**The meeting resolution :** The meeting resolved to 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. 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. With a majority vote of the number of votes, a majority of the number of votes of shareholders who attend the meeting and cast their 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. The value is not more than 350,000,000 baht to support the issuance and exercise of the right to convert warrants to purchase common shares of the company, batch 4 (B52-W4), into new common shares.

The Chairman asked the meeting operator Explain the details to the meeting.

The meeting facilitator reported to the meeting that 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 conversion rights of warrants to purchase shares. The company's new ordinary capital increase, 4th generation (B52-W4), amount not exceeding 700,000,00 shares in agenda 3, which is the said type of capital increase. There must be an issuance and allocation of new common shares of the company.

The Board of Directors has considered and deemed it appropriate to present it to the shareholders' meeting to consider approving the issuance and allocation of new ordinary shares of the Company, an amount not exceeding 700,000,000 shares, with a par value of 0.50 baht per share. The value is not more than 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. The 4th series of warrants to purchase common shares of the company (B52-W4) has an exercise ratio of 1 warrant unit (B52-W4) per 1 new common share. and there is an exercise price for converting rights (Exercise Price) as new common shares equal to 0.50 baht (fifty satang) per share (except in the case of adjusting the exercise price)

The resolution in this agenda must be approved by the shareholder meeting with a majority vote of the majority 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

There are 0 additional shareholders in this agenda, totaling 0 shares.

In total, there were 29 shareholders attending the meeting, totaling 559,902,586 shares.

Resolution	Votes	Calculated as a percentage of the number of votes Shareholders who attended the meeting and voted
Agreed	559,902,086	99.9999
Disagreed	500	0.0001
<b>Total</b>	<b>559,902,586</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to approve the issuance and allocation of new ordinary 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, batch 4 (B52-W4), into new common shares. With a majority vote of the number of votes, a majority of the number of votes of shareholders who attend the meeting and cast their votes.

**Agenda 9** Consider other matters (if any)

Questions from shareholders from the Thai Investors Association which were asked at the meeting as follows:

By asking the company Clarifying the progress and direction of the company's operations that focus on supporting the existing business in present, namely

1. Service business, online advertising and public relations in various channels under the name CHECKRAKA
2. The business produces and distributes Krachai Plus herbs and nutritional supplements under the Mmed trademark.

Ms. Narawadee Worawanitcha is a Director / Executive Director and Chief Executive Office has informed and given Details were given to the meeting: The future direction of the company's business under One Digital Network Company Limited is by finding new channels. How good is adjusting the company's website from Web 1.0 to 2.0 It will increase channels for people to visit the website. of the company to be able to interact with admins immediately Whether it's different channels to increase income, such as creating content on YouTube. TikTok IG and various online channels To increase income for the company and reduce expenses. Reducing the time by using AI, ChatGPT allows companies to generate additional revenue in a short period of time.

As for the Products SKU, Krachai Plus, under Emmed Pharma Company Limited, which is now no longer popular with customers. Since the outbreak and procedures for the COVID-19 outbreak have been announced and canceled, customers are less interested. Krachai products, but the executives of Emmed Pharma Company Limited are not complacent. Adding various channels To increase income and sales By entering into a study of kidney disease patients and have made products To reduce and help kidney disease patients, such as cream. To help reduce itching in patients with kidney disease. and other products that will follow, and holding a short

one-day seminar will help reduce Expenses and create more income By inviting experts Famous people in this business circle come as speakers.1 day training, no inventory. It is expected that we will see this business soon. To continue generating income for the company point out the direction .The company will walk away. Believe that it will get better and return to generating income in a short time

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

The meeting adjourned at 11.27 a.m.

----- - Signature - -----

(Mr. Somchai Wuttisat)

Proxy of shareholders attending the meeting

that received a resolution from the shareholder meeting

To be selected as the chairman of the Extraordinary General Meeting of  
Shareholders No. 1/2024.

----- - Signature - -----

(Ms.Kanokwan Ithiboonvat)

Legal Department Manager / Meeting Recorder