

Invitation to The 2022 Annual General Meeting of Shareholders
B-52 Capital Public Company Limited



Thursday 21th, April 2022 at 10:00 a.m.

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

30 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders
To: Shareholders of B-52 Capital Public Company Limited

Enclosure:

1. Copy of the Minutes of the Extraordinary General Meeting No. 2/2021 held on November 9, 2021
2. Annual registration statement / Annual Report (Form 56-1 One Report) for the year 2021 and a copy of the financial statements for the year ended 31 December 2021 and Audited Financial Statements (Please scan QR Code on top of this invitation letter package to download a document file via online)
3. Profiles of the nominated candidates for election of new directors in replacement of those to be retired by rotation
4. Capital Increase Report Form (F 53-4) in General Mandate
5. The Articles of Association relating to Shareholders' Meeting
6. Profiles of the independent directors proposed by the Company to act as Proxy for shareholders
7. Guidelines for Proxy, Registration, Document showing to attend and Voting
8. Proxy Form A, B and C
9. QR Code Downloading Procedures for the 2021 Annual Report
10. Map of the venue for AGM 2022
11. Process of Meeting Attendance

With the Board of Directors Meeting No. 4/2022, held on March 14, 2022 of B-52 Capital Public Company Limited (the "Company"), resolved to call the 2022 Annual General Meeting of Shareholders on Thursday 21 April 2022 at 10:00 a.m. by means of E-Meeting, which will be broadcast live via electronic media (E-Meeting) from the Company's meeting room, 7th floor, President Tower No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok. By specifying the list of shareholders who have the right to attend the meeting (Record Date) on March 30, 2022 to consider various matters according to the meeting agenda as follows:

Agenda 1 To consider and approve the Minutes of the Extraordinary General Meeting No. 2/2021 held on November 9, 2021

Background and reasons: The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 2/2021 held on November 9, 2021. And sent a copy of the said minutes of the meeting to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by the law (A copy of the minutes of the meeting appears in Enclosure 1)

Opinions of the Board: The Board considered and agreed that the said minutes of the meeting were recorded correctly. And it is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to approve the minutes of the Extraordinary General Meeting of Shareholders No. 2/2021.

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

Agenda 2 To acknowledge the Company's operating performance for the year 2021

Background and reasons: Report on the Company's financial statements for the year 2021, 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 2021, the Company's operating results can be summarized below.

- For the year 2021, the company has total comprehensive loss attributable to the company amounting to 96,710,888 baht, net loss attributable to the company amounting to 96,383,063 baht, the total comprehensive loss for the company is 55,763,031 baht and the company has a net loss for the company of 55,422,478 baht. Only for the company for the year 2020 in the amount of 60,735,239 baht, resulting in a net loss, decreased from the previous year by 5,312,761 baht or equivalent to 8.75 percent.
- The company had sales and service income for the year 2021 totaling 69,625,049 baht, a increase of 38,847,524 baht or 126.22 percent from the previous year.
- The increase in revenue was mainly due to two business segments, namely (1) media advertising and public relations service segment and (2) online media advertising service segment.
- The company had cost of sales and service costs for the year 2021 amounted to 50,148,822 baht, a increase of 26,518,490 baht from the previous year, or 112.22 percent.

- For the year 2021, the cost of sales and services increased. This was caused by costs in the media and public relations service business segment of 17 million baht and the online media advertising service business segment of 20.9 million baht, which increased in the same direction as the increase in revenue.
- However, in the year 2021, the Company had gross profit from sales and services of 19.48 million baht, an increase of 12.33 million baht from the previous year or 172.44%.
- The company had selling and administrative expenses for the year 2021 amounted to 121,831,423 baht, an increase of 51,117,418 baht or 72.29% from the previous year due to an increase in operating expenses in 3 subsidiaries.

Opinions of the Board: The company has summarized the operating results of the year 2021 which appeared in the 2021 Annual Report, the Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and acknowledge the Company's operating results for the year 2021.

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

Agenda 3 To consider and approve the Financial Statements for year end on 31 December 2021 which was audited by the auditor of the Company

Background and reasons: The Company's financial statements for the year ended 31 December 2021 which have been audited by the Certified Public Accountant. And has been reviewed by the Audit Committee the auditor has expressed an opinion on the financial statements that they are correct in accordance with the financial reporting standards.

Opinions of the Board: The Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements. For the year ended 31 December 2021 audited by the Company's auditor. And has been approved by the Audit Committee. And the Board of Directors.

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

Agenda 4 To consider and approve to not make dividend payment and no appropriation of the net profit as a legal reserve for the Year 2021

Background and reasons: Since the financial statements for the year ended December 31, 2021, 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 910,570,249 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 2021, the company has a net loss in the separate financial statements amounting to 55,422,478 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 2021.

Opinions of the Board: The Board considered and agreed that the current financial position and operating results of the Company are based on the financial statements for the year ended December 31, 2021, which the Company has accumulated loss as of December 31, 2021 in the amount of 910,570,249 baht, the company is unable to pay dividends. Year 2021 to shareholders and can allocate profits as legal reserves The Board considered and agreed to propose to the shareholders' meeting to approve the omission of dividends and no allocation of profits as legal reserves.

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

Agenda 5 To consider and approve to appointment of directors to replace the director who retired by rotation

Background and reasons: Under Section 71 of the Public Limited Companies Act 2535 (including amendments) and Article 18 of the Company's Articles of Association stipulate that in every annual ordinary meeting of shareholders To retire one-third of the directors Or the closest number to one third A director who vacates office upon this term may be re-elected. In this Annual General Meeting of Shareholders for the year 2022, the retiring directors shall have the following names

(1) Mr. Suthep Pongpitak Chairman of the Board of Directors (Independent Director)/

Chairman of the Audit Committee

(2) Ms. Naravadee Waravanitcha Director / Executive Director / Chief Executive Officer

(3) Mr. Narong Chokpiboonkarn Director / Executive Director / Deputy Chief Executive Officer

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 all 3 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. All 3 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 3 directors to be re-elected as directors for another term. Another term and definition of independent director. The company sent to the shareholders together with the notice of this meeting. (Details are in Enclosure 3)

Opinions of the Board: Under the approval of the Nomination and Remuneration Committee the Board of Directors has carefully considered the individual qualifications of Mr. Suthep Pongpitak , Ms.Narawadee Waravanitcha and Mr.Narong Chokpiboonkarn. We see that everyone is a person with knowledge, ability, a background and a wide range of expertise. In addition, they considered their performance in the positions of directors of the Company. All 3 directors performed as the board of directors of the Company. Including the performance of duties as a committee member very well. By using experience in suggesting policies to the company Including having all the qualifications required by law Related announcements In addition, the Board of Directors has considered that the persons nominated for the position of independent directors and audit committee members will be able to express their opinions independently and in accordance with the relevant rules. It is appropriate to propose to the general meeting of shareholders to consider and approve the re-appointment of the 3 directors to be re-elected as directors for another term.

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

Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2022.

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

Opinions of the Board: The Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Company's directors and sub-committees for the year 2022, which is the remuneration of the Company's directors, Audit Committee , Member of the Nomination and Remuneration Committee , Investment Committee and Risk Management Committee Investment Committee and Risk Management Committee (total of 5 committees) in total amount not exceeding 4,000,000 baht per year.

In the past year, the Company has determined the remuneration for the Company's directors and sub-committees for the year 2021 , which is the remuneration of the Company's directors , Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 2,000,000 baht per year.

The remuneration of the Company's directors and sub-committees for the year 2022 (totaling 5 committees) are detailed as follows.

position	Director's Remuneration				Return year 2021						Return projection year 2022								
	Number of Directors/Board	2021		Number of Directors who receive remuneration	Estimated number of meetings	per month		per time		special compensation	Number of Directors/Board	2022		Number of Directors who receive remuneration	Estimated number of meetings	per month		per time	
		per month	per time			per month	per time	per month	per time			per month	per time			per month	per time		
Board of Directors	9	20,000	10,000	1	12	240,000	120,000	200,000	11	-	20,000	10,000	1	14	240,000	140,000			
Chairman		10,000	7,000	2	12	240,000	161,000	200,000			10,000	7,000	4	14	480,000	392,000			
Director		-	2,000	1	4			8,000			-	-	-	-	-	-			
Executive Director																			
Audit Committee	3	20,000	10,000	1	6	240,000	60,000	-	3	-	20,000	10,000	1	8	240,000	80,000			
Chairman		10,000	7,000	2	6	240,000	84,000	-			10,000	7,000	2	8	240,000	112,000			
Director																			
Nomination and Remuneration Committee	4	-	8,000	1	2	-	16,000	-	4	-	-	8,000	1	4	-	-	32,000		
Chairman		-	5,000	2	2	-	20,000	-				5,000	2	4	-	-	40,000		
Director																			
Investment Board	5	-	-	0	3	-	-	-	5	-	-	8,000	-	4	-	-	-		
Chairman		-	-	0	3	-	-	-				5,000	-	4	-	-	-		
Director																			
Risk Management Committee	7	-	-	0	6	-	-	-	7	-	-	8,000	-	4	-	-	-		
Chairman		-	-	0	6	-	-	-				5,000	-	4	-	-	-		
Director																			
Total annual meeting allowance			1,829,000			960,000	469,000	400,000		estimate	1,996,000				1,200,000	796,000			

note :

1. Directors who are executives or employees of the company will not receive remuneration as a director and committee member
2. Directors who are Executive Directors will not receive remuneration as a director of the Company and other committees
3. monthly compensation meeting allowance Combined with other special compensation already

We would like to propose a limit of remuneration for the year 2022 not exceeding 4,000,000 baht.

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

Agenda 7 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2022

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

The Audit Committee considered the suitability in terms of qualifications, workloads and performance results compared with the proposed audit fees. Therefore proposed to the Board of Directors to consider proposing to the Shareholders' meeting to appoint auditor from Karin Audit Company Limited to be the auditor of the Company for the year 2022, name in list below:

- 1) Ms. Kannikar Wipanurat Certified Public Accountant Registration number 7305 and/or
- 2) Mr. Jirot Sirirorot, Certified Public Accountant Registration number 5113 and/or
- 3) Ms. Nongluck Pattanabundit, Certified Public Accountant Registration number 4713 and/or
- 4) Mrs. Sumana Seniwong Na Ayudhya Certified Public Accountant Registration number 5897 and/or
- 5) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 6) Mr. Worapol Wiriyakulpong Certified Public Accountant Registration number 11181 and/or
- 7) Mr. Poj Asawasantichai, Certified Public Accountant Registration number 4891 and/or
- 8) Mr. Wichian Prungpanich Certified Public Accountant Registration number 5851 and/or
- 9) Ms. Kachamon Soon-Huan Certified Public Accountant Registration number 11536 and/or
- 10) Mr. Kraisang Teeranulak Certified Public Accountant Registration number 5428

The auditors from Karin Audit Company Limited will be proposed to appoint as the auditors for the subsidiary companies for the year 2022 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, 2022, and the specific audit fee of the company is 800,000 baht, a decrease of 200,000 baht from

the year 2021, or 20% and the audit fee of the company and its subsidiaries (8 subsidiaries :As specified in the table below), totaling 9 companies, totaling 1,725,000 baht.The audit fee does not include travel expenses and other expenses (if any) with details as follows:

Number	List of Companies	Status	Year 2022	Year 2021
1	B-52 Capital PLC	Listed Company	800,000	1,000,000
2	Tanjai Distribution Co.,Ltd.	Subsidiary Company	150,000	130,000
3	Tanjai D Money Service Co.,Ltd.	Subsidiary Company	90,000	210,000
4	One Digitalm Network Co.,Ltd.	Subsidiary Company	180,000	240,000
5	Solution Fly Co.,Ltd.	Subsidiary Company	165,000	-
6	M Quality Product Co.,Ltd.	Subsidiary Company	60,000	-
7	M Novation Plus Co.,Ltd.	Subsidiary Company	90,000	-
8	Tanjai D Money Transfer Co.,Ltd.	Subsidiary Company	90,000	-
9	M Med Pharma Co.,Ltd.	Subsidiary Company	100,000	-
Total			1,7250,000	1,580,000

Opinions of the Board: It is deemed appropriate to propose to the shareholders' meeting to appoint name in list below:

1) Ms. Kannikar Wipanurat Certified Public Accountant Registration No. 7305 and/or 2) Mr. Jirot Sirirorot, Certified Public Accountant Registration No. 5113 and/or 3) Ms. Nongluck Pattanabundit, Certified Public Accountant Registration No. 4713 and/or 4) Mrs. Sumana Seniwong Na Ayudhya Certified Public Accountant Registration No. 5897 and/or 5) Mr. Komin Linprachaya Certified Public Accountant Registration No. 3675 and/or 6) Mr. Worapol Wiriyakulpong Certified Public Accountant Registration No. 11181 and/or 7) Mr. Poj Asawasantichai, Certified Public Accountant Registration No. 4891 and/or 8) Mr. Wichian Prungpanich Certified Public Accountant Registration No. 5851 and/or 9) Ms. Kachamon Soon-Huan Certified Public Accountant Registration No. 11536 and/or 10) Mr. Kraisang Teeranulak Certified Public Accountant Registration No. 5428 of Karin Audit Co., Ltd. or other certified public accountant assigned by Karin Audit Co., Ltd. to be the auditor for the year 2022 of the Company's subsidiary And to determine the audit fee of the Company and its subsidiaries (8 subsidiaries as specified in the table below) totaling 9 companies, totaling 1,725,000 baht. Such audit fee excludes travel expenses. And other expenses (if any)

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

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

Background and reasons: With the company plans to increase the registered capital from the number that has already been registered. Which will be discussed in the next agenda from this agenda. But since Section 136 of the Public Limited Companies Act B.E. 2535 stipulates that Capital increase of a public limited company this can be done only when there are no unsold shares left. If proceeding to increase capital such companies must first reduce their registered capital. By cutting off the registered shares that have not yet been issued. At present, the Company has 85,910,702 ordinary shares that have not yet been issued. The company therefore needs to reduce the registered capital of the company in the amount of 42,955,351 baht from the original registered capital of 400,799,682.50 baht as registered capital 357,844,331.50 baht by eliminating the company's unissued registered shares, which are 85,910,702 ordinary shares, with a par value of 0.50 baht per share.

Opinions of the Board: The Board of Directors considered and considered appropriate to propose to the Annual General Meeting of Shareholders. Consider and approve the reduction of the company's registered capital in the amount of 42,955,351 baht from the original registered capital of 400,799,682.50 baht as registered capital 357,844,331.50 baht by eliminating the Company's unissued registered shares, which are 85,910,702 ordinary shares with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital.

"Clause 4. Registered capital amount 357,844,331.50 baht

Divided into 715,688,663 shares

0.50 baht per share

divided into

Ordinary shares 715,688,663 shares

Preferred shares - shares "

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

Voted required: This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote in accordance with Section 139 , Section 140 and Section 31 of the Public Limited Companies Act B.E. 2535.

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

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

Opinions of the Board: The Board of Directors considered and agreed to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital under a general mandate in the amount of 107,353,299 baht from the original registered capital of the amount of 357,844,331.50 baht, a new registered capital of 465,197,630.50 baht by issuing new ordinary shares of not more than 214,706,598 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders (Right Offering) in proportion to their existing shareholding; and (2) individuals in a private placement, as details appear in the capital increase report form according to Enclosure 4. and the amendment of the Memorandum of

Association Clause 4. of the Company to be consistent with the increase of registered capital of the Company.

"Clause 4. Registered capital amount 465,197,630.50 baht

Divided into 930,395,261 shares

0.50 baht per share

divided into

Ordinary 930,395,261 shares

Preferred shares - shares "

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

Voted required: This agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote in accordance with Section 136 and Section 31 of the Public Limited Companies Act B.E. 2535.

Agenda 10 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not more than 214,706,598 shares at the par value of 0.50 baht per share in order to support the capital increase under a general mandate

Background and reasons: As the Board of Directors has approved to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the capital increase under

General Mandate in Agenda 9 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 4.

Opinions of the Board: The Board of Directors considered and deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the allocation of the newly-issued ordinary shares of the Company, not exceeding 214,706,598 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 143,137,732 shares at par value per share 0.50 baht or equal to 20% of the Company's current paid-up capital (the Company's current paid-up capital is 715,688,663 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

(2) Allocation of newly-issued ordinary shares of the Company in an amount not exceeding 71,568,866 shares with a par value of 0.50 baht per share or equivalent to 10% of the Company's current paid-up capital (the Company's current paid-up capital is 715,688,663 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% 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 214,706,598 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 357,844,331.50 Baht or equivalent to paid-up shares 715,688,663 shares (par value of 0.50 baht per share) under the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Rules, Conditions and Methods for Disclosure of Information and any practice of listed companies in 2017

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

Agenda 11 Other matter (if any)

In accordance with Section 105 of the Public Limited Companies Act, B.E. 2535 (including amendments), stipulated that in the event that the shareholders' meeting has considered the agenda of the meeting as per the agenda Shareholders holding shares amounting to not less than one-third of the total issued shares May ask the meeting to consider matters other than those specified in the notice calling for the meeting again

The Board of Directors has determined the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on March 30, 2022.

Therefore, the shareholders are invited to attend the meeting on the date and time mentioned above. The shareholders can register to attend the meeting from 9:00 a.m. to 10:00 a.m. Shareholders can study the process of attending the meeting in accordance with Enclosure 11.

In addition, for the convenience of shareholders who are unable to attend the meeting in person and wishes to give other people attending the meeting and vote on behalf of this meeting please study the explanation of the method of appointing a proxy, registration, presenting documents for attending the meeting and voting according to Enclosure 7 by filling in details and sign the proxy

form attached herewith in accordance with Enclosure 8 or in the form prescribed by the Ministry of Commerce. In the case that the shareholder is a foreign investor and appointed a custodian in Thailand to be a depositor and the custodian of the shares can use either a proxy form A. or Form B. or any one of Form C. For shareholders, in addition to that, only one of the forms of Proxy Form A or Form B can be used. And if you wish to appoint an independent director as a proxy and Audit Committee The company would like to inform that the audit committee who can accept proxy from you have names and brief history according to Enclosure No. 6

The Company ask for cooperation please send the proxy form to the Company at least 3 day before the meeting date for the convenience of reviewing the evidence in advance.

By order of the Board of Directors



(Mr. Suthep Pongpitak)
Chairman of the Board of Director

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021

B-52 Capital Public Company Limited

The Extraordinary General Meeting of Shareholders No. 2/2021 by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Tower Building, 7th floor, No. No. 973 Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on November 9, 2021

Before the meeting Ms. Suchintra Moonsri, who acted as the meeting moderator of the meeting ("The Moderator") clarified that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of and concerned about the health and safety of the shareholders. including those who participated in the meeting for that reason Therefore, the Company has organized the Extraordinary General Meeting of Shareholders No. 2/2021 by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, No. 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

1 shareholder who came in person, totaling 1,153 shares

26 shareholders by proxy, totaling 1,830,205,056 shares

Total of 27 shareholders, total number of shares 1,830,206,209 shares

Representing 69.8075 percent of the total number of shares sold 2,621,790,027 shares which constitute a quorum

The meeting started at 10:00 a.m.

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:00 a.m., there were 27 shareholders and proxies attending the meeting, including the total number of shares. 1,830,206,209 shares, representing 69.8075 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that "In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less than half of the total number of shareholders. and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted."

The company has determined the names of shareholders who have rights in the Extraordinary General Meeting of Shareholders No. 2/2021 on October 18, 2021, with a total of 5,746 shareholders, totaling 2,621,790,027 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors ("Chairman"), acting as the Chairman of the Meeting. Opened the Extraordinary General Meeting of Shareholders No. 2/2021 and assigned Ms. Suchintra Moonsri to act as the meeting moderator of the meeting. ("Meeting Moderator")

The meeting moderator introduced the directors and executives as follows:

There were 8 directors attending the meeting.

1. Mr. Suthep Pongphithak as Chairman of the Board of Directors Independent Director and Chairman of the Audit Committee
2. Mr. Nimit Wongchariyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director and Chief Executive Officer
4. Mrs. Araya Salekwit, Director / Independent Director and Audit Committee
5. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
6. Mrs. Apinya Busaratrakul as Director / Executive Director
7. Mr. Narong Chokpibulkarn as Director / Executive Director and Deputy Chief Executive Officer
8. Ms. Aoithip Chonthichanan is the Chief Financial Officer.

Executives attending the meeting There are 1 person

1. Mr. Somchai Wutthisat is the Legal Director and Company Secretary.

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Withwin Khooboonsongsong 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 Extraordinary 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. 3

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

Vote method

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

For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.

3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

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

Agenda 1 To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders held on May 18, 2021.

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

The meeting moderator reported to the meeting that The Company has prepared the minutes of the 2021 Annual General Meeting of Shareholders held on May 18, 2021 and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law The Board considered that the minutes of the meeting were recorded correctly and considered appropriate to propose to this shareholders' meeting To certify the minutes of the Annual General Meeting of Shareholders for the year

2021, details are shown in the copy of the minutes of the meeting. According to Enclosure No. 1 which has been sent to the shareholders together with the invitation letter for this meeting.

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

When there are no questions the secretary of the meeting asked the meeting to consider and vote on the matter.

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

There is an additional number of shareholders in this agenda, totaling 1 person, totaling 164,975 shares.

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Total	1,830,371,184	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders held on 18 May 2021 as proposed in all respects with a unanimous vote

Agenda 2 Consider and approve the transfer of legal reserve in the amount of 8,297,905 baht to compensate the Company's accumulated loss. according to the Company's statement of financial position which has been reviewed by the Company's auditor, ending on June 30, 2021, amounting to 888,508,872 baht.

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

The meeting moderator reported to the meeting that In order to comply with Section 119 of the Public Limited Companies Act B.E. The Company may transfer the reserve fund under section 51 (share premium reserve), section 116 reserve fund (legal reserve), or other reserves. to compensate the accumulated loss of the company

In addition, the company intends to adjust the capital structure of the company by changing the par value of the company's shares and reduction of registered capital and paid-up capital to compensate for accumulated losses and clearing the undervalued share to make the financial position of the company presented in the financial statements reflect the actual financial situation.

And by the Board of Directors Meeting No. 9/2021, convened on October 1, 2021, it was resolved to approve the Propose to the shareholders' meeting to consider and approve the transfer of legal reserve in the amount of 8,297,905 baht to compensate for losses accumulated by the company according to the Company's separate financial position statement which has been reviewed by the Company's auditor ended on June 30, 2021 in the amount of 888,508,872 baht, which after the transfer of legal reserve in the amount of 8,297,905 baht to compensate the Company's accumulated losses has accumulated loss according to the statement of financial position Separate financial statements, the remaining amount is 880,210,967 baht, which can be considered as follows:

Details	Before transferring legal reserves to compensate for accumulated losses	After transferring legal reserves to compensate for accumulated losses
Registered capital	1,603,198,730 baht	1,603,198,730 baht
Paid-up capital	1,310,895,013.50 baht	1,310,895,013.50 baht
Be below share value	(170,989,992) bant	(170,989,992) baht
Accumulated loss	(888,508,872) baht	(880,210,967) baht
Legal reserve fund	8,297,905 baht	0 baht

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

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

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

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

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Total	1,830,371,184	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the transfer of legal reserve in the amount of 8,297,905 baht to compensate the Company's accumulated loss. according to the Company's statement of financial position which has been reviewed by the Company's auditor, ending on June 30, 2021, amounting to 888,508,872 baht, as proposed in all respects. with a unanimous vote.

Agenda 3 To consider and approve the change in the par value of the Company's shares by combining the par value (including par) from the original par value of 0.50 baht per share to 2.00 baht per share

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

The meeting moderator reported to the meeting that because of the company wishing to restructure the company's capital In the capital restructuring of the said company Board of Directors Meeting No. 9/2021, which was held on 1 October 2021 approved to propose to the shareholders' meeting to consider and approve the change in the par value of the Company's shares by combining the face value from the original par value of 0.50 baht per share to a par value of 2.00 baht per share, resulting in The number of shares of the Company decreased by 2,404,798,095 shares from 3,206,397,460 shares with a par value of 0.50 baht per share.

Amounting to 801,599,365 shares, with a par value of 2.00 baht per share.

Which the change in the par value of the Company's shares as a result, the number of shares held by each shareholder will decrease in the ratio of 4 existing shares to 1 new share as follows:

Details	Before the change in par value (Par value of 0.50 baht per share)	After the change in par value (Par value of 2.00 baht per share)
Number of registered shares	3,206,397,460 shares	801,599,365 shares

Number of registered and paid-up shares	2,621,790,027 shares	655,447,507 shares
Number of registered shares to support the capital increase by general mandate	332,059,990 shares *	83,014,997 shares
Number of registered shares to support warrants B52-W3	252,547,443 shares	63,136,861 shares

Note * The number of shares in General Mandate 332,059,990 shares is the number of outstanding shares that have not been allocated according to the resolution of the 2021 Annual General Meeting of Shareholders held on May 18, 2021.

However, the calculation for changing the par value of the Company's shares From 0.50 baht per share to 2.00 baht per share, resulting in some shareholders having fractions of existing shares that are not enough to convert into new shares. The original fraction of shares in such amount will be rounded off. In calculating the change in par value and rounding off existing shares, the Company will assign TSD, the Company's share registrar. The calculation is carried out in accordance with TSD's system in order to preserve the rights of certain shareholders affected by such rounding of existing shares. Shareholders may buy or sell fractional shares (odd lots) on the stock exchange. in order to have full shares for calculation before the date of the change in the par value of the Company's shares However, for shareholders whose existing fractional shares are insufficient to convert into new shares which are discarded after the calculation, the Company is willing to pay cash to compensate for the discarded existing fractions at the price per share. equal to the weighted average closing price of the Company's shares listed on the Stock Exchange of Thailand for the past 7 consecutive business days prior to the date of the Extraordinary General Meeting of Shareholders No. 2/2021, whereby each affected shareholder can claim compensation for fractional shares at the Company's office at President Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 Within 1 month from the date of the change in the par value of the Company's shares come into force If any affected shareholder fails to receive such compensation within the specified period, the Company shall be deemed to have waived the right to receive the compensation.

In this regard, the authorized directors shall sign. and/or the Chief Executive Officer / and/or the person assigned by the authorized director and/or Chief Executive Officer have the authority to take any necessary and reasonable action concerning any change in the par value of the shares; This includes, but is not limited to,

setting conditions and other details, notifying or requesting permission to any relevant authority in compliance with the law and/or relevant regulations

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

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

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	1,830,371,184	100.00

The meeting resolution : The meeting resolved to approve the change in the par value of the Company's shares. by combining the par value (including par) from the original par value of 0.50 baht per share to 2.00 baht per share as proposed in all respects by unanimous vote.

Agenda 4 Consider and approve the amendment of Clause 4 of the Memorandum of Association to be consistent with the change in the par value of the Company's shares by including the par value.

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

The meeting moderator reported to the meeting that to comply with the law therefore, the Company has to amend Clause 4 of the Company's Memorandum of Association to be consistent with the change in the par value of the Company's shares by including the par value 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	801,599,365 shares (eight hundred one million five hundred ninety-nine thousand three hundred sixty-five shares)
	Par value of	2.00 baht per share (two baht)
	Divided into	
	Ordinary shares	801,599,365 shares (eight hundred one million five hundred ninety-nine thousand three hundred sixty-five shares)

In this regard, assign the authorized director to bind the company or the person authorized to sign.

Assigned company is authorized to sign the request or in any documents related to the registration of amendments to the Memorandum of Association of the Company and applying for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Any amendment or amendment to the request or statement in such documents relating to the registration of amendments to the Company's Memorandum of Association which must be filed with the Department of Business Development Ministry of Commerce as well as 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 interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or officer

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

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

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

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

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	1,830,371,184	100.00

The meeting resolution : The meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association to be consistent with the change in the par value of the Company's shares. by combining the face value as proposed in all respects by unanimous vote.

Agenda 5 To consider and approve the reduction of registered capital and paid-up capital of the Company By reducing the par value of the Company's shares (reducing par) from the original par value of 2.00 baht per share to 0.50 baht per share to compensate for the remaining retained loss of the company. and low share value.

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

The meeting moderator reported to the meeting that The Board of Directors Meeting No. 9/2021, which was held on October 1, 2021, it was resolved to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital amount 1,202,399,047.50 baht from the registered capital 1,603,198,730 baht as registered capital 400,799,682.50 baht and reduce the paid-up capital by 983,171,260 baht from the paid-up capital The amount of 1,310,895,013.50 baht is the registered and paid-up capital. 327,723,753.50 baht, respectively, by reducing The par value of the company from the original par value of 2.00 baht per share at a par value of 0.50 baht per share (the number of shares remains equal to 655,447,507 shares) to compensate the Company's accumulated loss The remainder of the agenda 2. Amount 880,210,967 baht and the lowest share value appearing in the Company's separate financial statements for the second quarter of the year 2021, ending on June 30, 2021, appears to be less than the share value of 170,989,992 baht.

Reducing the registered capital and reducing the paid-up registered capital as mentioned above. will cause a surplus from capital reduction (Other reserves) in the amount of 983,171,260 baht so that the company can use the surplus from the capital reduction to compensate for the accumulated loss in the separate financial statements that are left after the implementation of agenda 2, in the amount of 880,210,967 baht and

the low Share value in the amount of 170,989,992 baht, according to Section 119 of the Public Company Limited Act B.E. 2535 For the second quarter of 2021, ending on June 30, 2021, it has accumulated losses of 905,236,937 baht and a share less than 170,989,992 baht).

However, the capital reduction by reducing the par value It will not affect the value of the shareholders' equity of the company by the shareholders' equity of the Company There will be no changes. The aforementioned capital reduction is an adjustment to accounting figures to compensate for accumulated accounting losses only.

Reduction of registered and paid-up capital of the company By reducing the par value of the company's shares (reducing par) this time is considered a capital reduction under Section 141 of the Public Limited Companies Act B.E. 2535 The company must notify in writing the resolution of the capital reduction to the creditors of the company known to the company within 14 days from the date of the resolution of the shareholders' meeting. The deadline for submitting an objection within 2 months from the date of receipt of the notification of the resolution and the Company shall advertise the resolution in the newspaper within 14 days as well. The company cannot reduce its capital until the debt has been paid or a guarantee has been given for the debt. In this regard, the Company will announce the resolution of such capital reduction via newspaper and send a written notification of the resolution of the registered and paid-up capital of the Company to the creditors of the Company within 14 days from the date that the shareholders' meeting has voted on the agenda reduce such capital

In addition, the rules for capital reduction to clear the accumulated losses of public limited companies to be in accordance with the Notification of the Federation of Accounting Professions No. 8/2007 Re: Accounting for Compensation for Accumulated Losses of Public Company Limited dated April 27, 2007, in the consolidated financial statements of the Company and its subsidiaries. For the second quarter of 2021, ending on June 30, 2021, there were accumulated losses in the amount of 905,236,937 baht and the share was lower than the share value of 170,989,992 baht and the discount on the share value in the consolidated financial statements of the Company It can be summarized briefly as follows:

Details	Before the capital reduction to clear the undervalued share and accumulated loss (par value of 2.00 baht per share)	After the capital reduction to clear the undervalued share and accumulated loss (par value of 0.50 baht per share)
Registered capital	1,603,198,730 baht	400,799,682.50 baht
Paid-up capital	1,310,895,013.50 baht	327,723,753.50 baht
Be below share value	(170,989,992) baht	0 baht
Accumulated loss	(905,236,937) baht	(84,757,764) baht

Legal reserve fund	8,297,905 baht	0 baht
A surplus from capital reduction (Other reseves)	983,171,260 baht	0 baht
Total Shareholders' Equity	315,074,095 baht *	315,074,095 baht *

Note * Total shareholders' equity of 315,074,095 baht consisting of (1) Total shareholders' equity appearing in the consolidated financial statements of the Company For the second quarter of 2021, ending on June 30, 2021, amounting to 140,299,095 baht and (2) the shareholders' equity of 174,775,000 baht arising from the allocation of new ordinary shares through a general mandate in the amount of 349,550,000 shares to the existing shareholders (Right Offering) at the offering price of 0.50 baht per share during the subscription and payment period between 5-9 July 2021

Registration of the reduction of registered capital and paid-up capital of the Company By reducing the par value of the shares (reducing par) from 2.00 baht to 0.50 baht under this clause will occur after the registration of the change in the par value of the shares and the number of shares of the company by combining the par value (including par) from 0.50 baht to 2.00 baht with the Department of Business Development Ministry of Commerce already.

In this regard, after the Extraordinary General Meeting of Shareholders No. 2/2021 has passed the resolutions for approval in accordance with No. 1 to No. 5 above, the Company will proceed with the legal reserve transfer to compensate for the accumulated loss. Send a letter notifying the resolution to reduce the capital to various creditors. Register the change of par (including par) from 0.50 baht to 2.00 baht and after the expiration of the creditor's objection period within 2 months from the date of receiving the notice of resolution. The company will proceed to register to reduce the paid-up capital by reducing the par from 2.00 baht to 0.50 baht to the Department of Business Development. Ministry of Commerce to complete within January 2022

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

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

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	1,830,371,184	100.00

The meeting resolution : The meeting resolved to approve the reduction of registered capital and paid-up capital of the Company. By reducing the par value of the Company's shares (reducing par) from the original par value of 2.00 baht per share to 0.50 baht per share to compensate for the remaining retained loss of the company. and low share value as proposed in all respects by unanimous vote.

Agenda 6 Consider and approve the amendment of Clause 4 of the Memorandum of Association to comply with the reduction of registered capital. and paid-up capital of the Company

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

The meeting moderator reported to the meeting that to comply with the law The Company therefore has to amend Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the registered and paid-up capital of the Company as follows:

"Clause 4.	Registered capital amount	400,799,682.50 baht (four hundred million seven hundred ninety-nine thousand six hundred eighty-two baht fifty satang)
	Divided into	801,599,365 shares (eight hundred one million five hundred ninety-nine thousand three hundred sixty-five shares)
	Par value	0.50 baht per share (fifty satang)
	Divided into	
	Ordinary shares	801,599,365 shares (eight hundred one million five hundred ninety-nine thousand three hundred sixty-five shares)
	Preferred shares	- shares (- shares)

"And the paid-up capital is all money. 327,723,753.50 baht (three hundred twenty-seven million seven hundred twenty-three thousand seven hundred fifty-three baht fifty satang) Total number of shares sold 655,447,507 shares (six hundred fifty-five million four hundred forty-seven thousand five hundred seven shares) "

In this regard, assign the authorized director to bind the company or the person authorized to sign. Assigned company is authorized to sign the request or in any documents related to the registration of amendments to the Memorandum of Association of the Company and applying for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce Any amendment or amendment to the request or statement in such documents relating to the registration of amendments to the Company's Memorandum of Association which must be filed with the Department of Business Development Ministry of Commerce as well as 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 interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or officer

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

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

The resolution in this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

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

A total of 28 shareholders attended the meeting, totaling 1,830,371,184 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	1,830,371,184	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	1,830,371,184	100.00

The meeting resolution : The meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the registered and paid-up capital of the Company as proposed in all respects by unanimous vote.

Agenda 7 Consider other matters (if any).

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

The meeting was adjourned at 10:52 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Legal Director and Company Secretary / Meeting Recorder

Profiles of directors proposed to the shareholders' meeting to re-elect them for another term.

Name-Surname	Mr. Suthep Pongpitak
Type of director	Chairman of the board and Chairman of the Audit Committee
Age	
Nationality	68 years old (born 1954) Thai
Study	- Master of Political Sciences (Public Administration), Thammasat University - Bachelor of Business Administration (Accounting), Ramkhamhaeng University - Bachelor of Education, Ramkhamhaeng University - Bachelor of Laws, Thammasat University - Bachelor of Arts, Sukhothai Thammathirat University - Bachelor of Arts, Ramkhamhaeng University - DAP Programs of IOD
Director Training Program	IOD Course Director Accreditation Program (DAP) / DAP 82/2010 and DAP 111/2014
Date of appointment as a director	April 24, 2019
Number of years as a director	2 years 11 months
Experience	- Chairman of the Board, B-52 Capital Public Company Limited - Independent Director and Audit Committee, B-52 Capital Public Company Limited - Part-time Lecturer - Bachelor and Master of Mini-MBA and MBA-Tax Management, Kasetsart University, Ramkhamhaeng University, Sukhothai University, Thai Chamber University, Chiangmai University - Chairman of Audit Committee and Corporate Governance, Compensation Committee, Nomination Committee and Independent Director, Globlex Holding Management Public Company Limited - Region Revenue 4, Department of Revenue

Positions in other listed companies	-do not have-
position in other businesses (non-listed company)	-do not have-
Holding a position in a competing business / Business related to the company's business	-do not have-
Company shareholding (%)	-do not have-
Proportion of the total number of shares with voting rights	-do not have-
Legal disputes that are criminal cases in non- misdemeanor courts	-do not have-
Meeting attendance in 2021	<ul style="list-style-type: none"> - Attended the Board of Directors' meeting 12 times out of 12 times - Attended the Nomination and Remuneration Committee meeting 2 times from 2 times - Attended the Audit Committee meeting 6 times out of 6 times
Expertise/Results during the tenure of Director	<ul style="list-style-type: none"> - Mr. Suthep Pongpitak Knowledge and experience in financial accounting high tax audit Bureau of Tax Auditing Standards and bring experience Such knowledge and expertise are used in the performance of duties. and fully support the Company's operations which are beneficial to the work of the Board of Directors. and the Audit Committee

Profiles of directors proposed to the shareholders' meeting to re-elect them for another term.

Name-Surname	Ms. Naravadee Waravanitcha
Type of director	Director, Chief Executive Officer
Age	
Nationality	
	 <p>57 years old (born 1965) Thai</p>
Study	<ul style="list-style-type: none"> - Master's degree business management sofia university Japan Business Administration (M.B.A.), University of Warwick, England

	<ul style="list-style-type: none"> - Bachelor's degree <p>Faculty of Political Science, Thammasat University</p>
Director Training Program	-
Date of appointment as a director	April 24, 2019
Number of years as a director	2 years 11 months
Experience	<ul style="list-style-type: none"> Executive Director and Chief Executive Officer B-52 Capital Public Company Limited - Executive Director and Chief Executive Officer Food Capital Public Company Limited - Vice President of Investment and hotel management CP Land Public Company Limited - Senior Vice President: Investment and Hotel Management CP Land Public Company Limited - Managing Director Khonkaen International Trade and Exhibition Center (KICE)
Positions in other listed companies	-do not have-
position in other businesses (non-listed company)	-do not have-
Holding a position in a competing business / Business related to the company's business	-do not have-
Company shareholding (%)	-do not have-
Proportion of the total number of shares with voting rights	-do not have-
Legal disputes that are criminal cases in non- misdemeanor courts	-do not have-
Meeting attendance in 2021	<ul style="list-style-type: none"> - Attended 12 of the 12 Board of Directors' meetings - Attended the Executive Board Meeting 8 times out of 8 times - Attended the Risk Management Committee 4 out of 4 meetings
Expertise/Results during the tenure of Director	<ul style="list-style-type: none"> - Ms. Naravadee Waravanitcha Have knowledge and experience in organization management human resource management risk management good corporate governance and sustainable development and bring experience Such knowledge and expertise are used in the performance of duties. and fully support the Company's operations which are beneficial to the work of the Board of Directors.

Profiles of directors proposed to the shareholders' meeting to re-elect them for another term.

Name-Surname	Mr.Narong Chokpiboonkarn
Type of director	Director, Deputy Chief Executive Officer
Age	
Nationality	
	
	52 years old (born in 1970)
	Thai
Study	<ul style="list-style-type: none"> - Master's Degree in Marketing, English Program Faculty of Commerce and Accountancy Thammasat University Advanced Management Certificate from Harvard Business School - Bachelor's degree Faculty of Communication Arts Chulalongkorn University
Director Training Program	
Date of appointment as a director	April 29, 2021
Number of years as a director	11 months
Experience	<ul style="list-style-type: none"> - CEO – Digital Arts Network และ Executive Director TBWA Group Thailand - Managing Director Y&R Thailand - Chief Client Officer Y&R Thailand
Positions in other listed companies	-do not have-
position in other businesses (non-listed company)	-do not have-
Holding a position in a competing business / Business related to the company's business	-do not have-
Company shareholding (%)	-do not have-
Proportion of the total number of shares with voting rights	-do not have-

Legal disputes that are criminal cases in non-misdemeanor courts	-do not have-
Meeting attendance in 2021	<ul style="list-style-type: none"> - Attended the Board of Directors' meeting 7 times out of 12 times - Attended 7 of the 8 Executive Committee meetings - Attended the Risk Management Committee 2 out of 4 meetings
Expertise/Results during the tenure of Director	<ul style="list-style-type: none"> - Mr.Narong Chokpiboonkarn Knowledge and experience in marketing, advertising media, public relations and bring experience Such knowledge and expertise are used in the performance of duties. and fully support the Company's operations which are beneficial to the work of the Board of Directors.

Type of relationship of Independent Director

<ul style="list-style-type: none"> - Nature of relationship with the parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years as follows: <p>(1) Being executive directors, staff members, employees or advisors who earn salaries from the Company;</p> <p>(2) Being professional service provider;</p> <p>(3) Had material business relationship with the Company in such a way that may affect their independence.</p>	<p>-No-</p> <p>-No-</p> <p>-No-</p>
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Definition of independent director

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

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

Qualifications of independent directors

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

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

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

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

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

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

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

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

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

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

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

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

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

(F 53-4)

Capital Increase Report Form
B-52 Capital Public Company Limited
March 14, 2022

We, B-52 Capital Public Company Limited ("the Company"), would like to report the resolutions of the Board of Directors' Meeting No.4 / 2022 on March 14, 2022 regarding the capital increase under the general mandate and share allotment. Capital increase as follows

1. Capital decrease

The Board of Directors' meeting approved to propose to the 2022 Annual General Meeting to consider and approve the reduction of the Company's registered capital in the amount of 42,955,351 baht from the original registered capital of the amount of 42,955,351 baht. 400,799,682.50 baht as registered capital 357,844,331.50 baht by eliminating the Company's unissued registered shares, which are 85,910,702 ordinary shares with a par value of 0.50 baht per share, consisting of the following shares: exercised under the Warrants to Purchase Ordinary Shares of the Company No. 3 (B52-W3) which had expired amounting to 2,898,198 shares and (2) the remaining shares from the allocation of newly issued shares of the Company under a general power of attorney form (General Mandate) according to the resolution of the Annual General Meeting of Shareholders Year 2021 dated May 15, 2021, amounting to 83,012,504 shares.

2. Capital increase

2.1 Capital increase

The Board of Directors' meeting resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital. General Mandate form for another amount of 107,353,299 baht from the original registered capital of the amount 357,844,331.50 baht, a new registered capital of 465,197,630.50 baht by issuing new ordinary shares in the amount of not more than 214,706,598 shares with a par value of 0.50 baht per share by increasing the capital in the following manner:

Type of capital increase	Type of shares	Number of shares	Par value (Baht per share)	Total (baht)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary shares	-	-	-
	Preferred shares	-	-	-
<input checked="" type="checkbox"/> (General Mandate)	Ordinary shares	Not more than 214,706,598	0.50	107,353,299
	Preferred shares	-	-	-

In the case of capital increase with the purpose of utilizing proceeds Please fill in the information in the next order, every exception 3.2.

In the case of capital increase by General Mandate, fill in the information in the next order only clause 3.2, item 4 and item 5.

3. Allocation of newly issued shares

The Board of Directors' Meeting No.4 / 2022 on March 14, 2022 passed a resolution to allocate not more than 214,706,598 shares with a par value of 0.50 baht per share, totaling 107,353,299 baht with details as follows:

3.1 Specifying the purpose of utilizing funds

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

3.2 General Mandate

Allocated to the	Number of ordinary shares (Share)	% per Paid-up capital ^{1/}	Ratio (Original: New)	Selling price Per share (baht)	Date and time of subscription And make payment for shares	Note
Existing shareholders	143,137,732	20.0	-	-	-	Details in the note
Private placement	71,568,866	10.0	-	-	-	Details in the note

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

Note: The Board of Directors Meeting No. 4/2022 on March 14, 2022 passed a resolution to propose to the Annual General Meeting of Shareholders for the year 2022 on April 21, 2022 for approval as follows:

- Approved to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and

approve the capital increase of the Company. General Mandate is another 107,353,299 baht from the original registered capital. 357,844,331.50 baht is a new registered capital of 465,197,630.50 baht by issuing new ordinary shares of not more than 214,706,598 shares with a par value of 0.50 baht per share to be offered to (1) existing shareholders (Right Offering) in proportion to their existing shareholding and (2) persons limited (Private Placement)

- Approved to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the amendment of the Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

- Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares of the company not more than 214,706,598 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate, with details of the allocation of the newly-issued ordinary shares as follows:

(1) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 143,137,732 shares at the par value of 0.50 baht per share or equal to 20 % of the Company's current paid-up capital (the Company's current paid-up capital is 715,688,663 shares) to be offered to the existing shareholders (Right Offering) in proportion to their existing shareholding according to the general mandate

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

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

(2) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 71,568,866 shares at the par value of 0.50 baht per share or equal to 10 % of the Company's current paid-up capital (the Company's current paid-up capital is 715,688,663 shares) to be offered to specific investors (Private Placement) under the General Mandate form to propose Sold at one time Or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission of listed companies to offer new shares to specific investors. Such person must not be a connected person of the Company. In accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions And the announcement of the Stock Exchange of Thailand on the disclosure of information on the operating principles of listed companies in the connected transaction 2003 and the amendments. By assigning the Board of Directors Has the power to set the share offering price according to market conditions during the offering period to investors. This must not be lower than the weighted average price of shares in the Stock Exchange for the past 7 consecutive days, but not more than 15 consecutive days prior to the date of each offering price. Offer to sell with a discount. But must not exceed 10 percent of the said market price

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

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

Allotment of newly issued ordinary shares under (1) and (2) totaling not more than 214,706,598 shares or equivalent to 30 percent of the Company's paid-up capital as of the date the Board of Directors resolves to increase the capital by general authorization. (General Mandate) in the amount of 357,844,331.50 baht or equivalent to paid-up shares 715,688,663 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

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

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

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

The Annual General Meeting of Shareholders 2022 will be scheduled on April 21, 2022 at 10:00 a.m. by means of meeting via electronic media (E-Meeting), which will broadcast the meeting via electronic media (E- Meeting) from the Company's meeting room, 7th floor, President Tower, 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok. By

- Date of closing the share register book to suspend the transfer of shares for the right to attend the shareholders' meeting from Until the completion of the shareholders' meeting
- List of shareholders with the right to attend the shareholders' meeting (Record date) on March 30, 2022

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

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

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

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

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

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

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

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

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

8.1 Dividend Policy

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

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

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

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

- In the offering of the newly issued ordinary shares to the existing shareholders of the Company according to their existing shareholding (Right Offering), if the existing shareholders exercise their rights to subscribe for the rights that they have received in the whole amount, it will not affect the any decrease in the shareholding proportion.
- As for the offering of newly issued ordinary shares to a specific investor (Private Placement (PP)), there will be an impact on the reduction of Shareholding Proportion (Control Dilution) as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of newly issued shares to be offered to PP.}}{(\text{Paid-up shares} + \text{Number of newly issued shares to be offered to PP})} \\ &= \frac{71,568,866}{(715,688,663 + 71,568,866)} \\ &= 9.09\% \end{aligned}$$

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

- As for the offering of newly issued ordinary shares to the existing shareholders of the Company according to the existing shareholding proportion (Right Offering), the effect of the price dilution (Price Dilution) will depend on the offering price of ordinary shares. Capital increase The Board of Directors will consider and approve later. And the company will disclose the impact on the shareholders in accordance with the regulations set forth by the Stock Exchange of Thailand.
- For the offering of newly-issued ordinary shares to the specific investors (Private Placement), the effect of the price dilution will depend on the offering price of the newly-issued ordinary shares to the specific investors. (Private Placement), which the Board of Directors will consider and approve later. However, in the event that the Company offers the newly issued ordinary shares to the Private Placement at the offering price equal to 90% of the market price (the Maximum discount) will have an effect on the price dilution of 0.90% (the market price is calculated from the weighted average price of the stock in the stock market for the past 7 working days but not more than 15 working days. Consecutively before each offering price fixing date)

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

Order	Procedures	Day month year
1	Board of Directors' Meeting No.4 / 2022	14 March 2022
2	Date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	30 March 2022
3	Day Annual General Meeting of Shareholders 2022	21 April 2022
4	Registered capital decrease- increase And amending the memorandum of association with the Department of Business Development Ministry of Commerce	Within 14 days from the date of approval by the general meeting of shareholders
5	Allocation of newly issued ordinary shares to existing shareholders and private placement (General Mandate)	Will be established after receiving approval from this general meeting of shareholders.

The company hereby certifies that the information contained in this report is true and complete in all respects

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

(Ms. Narawadee Waravanitcha)

Chief Executive Officer

Signature Authorized director signed on behalf of company

(Mr.Narong Chokpiboonkam)

Deputy Chief Executive Director

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

Shareholders Meeting

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

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

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

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

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

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

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

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

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

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

- (1) The acknowledge report of Board of Directors that represents the performance of the Company during the past year.
- (2) Approval of the balance sheet or financial statement and profit and loss statement at the end of accounting period.
- (3) The approval of profit allocation and dividend payments
- (4) Considering the election of new directors to replaces directors who retire by rotation and determine remuneration for directors.
- (5) Considering the appointment the auditors and determine the remuneration for auditors
- (6) Other

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

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

- (1) The number of shares that grantor holding.
- (2) Name of the proxy
- (3) The time of the meeting that proxies to attend and vote.

- Article 38. In the voting, Shareholders have the votes equal number of shares that holding deemed by one (1) share for one (1) vote, the voting will commit openly. Except the shareholders not less than five (5) persons requested and the meeting voted to keep a secret vote, it shall keep a secret vote. The method of voting by secret ballot shall be determined by the Chairman of the meeting.
- Article 39. Resolution of the meeting of shareholders shall consist of the following votes.
- (1) In the normal case shall holds majority vote of the shareholders who attended and voted. If there is a tie votes, the Chairman of the meeting shall have an additional vote as a casting vote.
 - (2) In the following cases shall holds not less than three-fourths (3/4) of the votes of the shareholders who attended the meeting and entitled to vote.
 - (a) The sale or transfer of all or a substantial part of the Company's business to any other person.
 - (b) The purchase or acquisition of business of other companies or private companies to the Company.
 - (c) The doing, amendment or termination contracts relating to the rental of the whole business or a substantial part. The assignment to others to manage its business or joint business with other parties with the objective of sharing profits and loss.
 - (d) The amendment of the memorandum or the Articles of Association.
 - (e) An increase or decrease capital of the Company.
 - (f) The issuance of preferred shares, debentures, warrants or other securities according to the Securities and Stock Exchange Law.
 - (g) The merger or its dissolution.

Dividend Payment

- Article 46. Prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends.
- The dividend divided by the number of shares equally and the dividend payment must be approved by the meeting of shareholders.
- In case the Company selling shares not fully by number that registered or the Company has registered to increase capital. The Company will pay dividend in full or partial by issuing new ordinary shares to shareholders with the approval of the shareholders' meeting.
- Article 47. The Board of Directors may pay interim dividend to its shareholders occasionally when they consider that the Company had profits deserving enough to do and when it paid dividends, shall be report to the meeting of shareholders in the next meeting.

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

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

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

Director's Qualifications, Elections, and Terms

- Article 15. The Company has a Board of Directors consists of not less than five (5) directors and directors of not less than one-half of all directors must be resident in the Kingdom of Thailand and the Board of Directors would elect any member to be the Chairman and may elect a Vice Chairman and any other positions as deemed fit. Vice Chairman has duty accordance with articles in the affairs that assigned by the Chairman.
- Article 16. Directors of the Company can be either the shareholders of the Company or not.
- Article 17. The meeting of shareholders shall elect the directors under the following rules and procedures.
- (1) Each shareholder has one vote for each share held.
 - (2) Each shareholder will use the votes to elect one or more directors. In the case of the election of several directors, the vote cannot be divided for any director differently.
 - (3) Persons who receive the most votes respectively are elected as a directors until the number of directors meets the Company's requirement that shall have or shall elect at that time. In the case of a person who has been elected in subsequent order have a tie votes exceed the number of directors that shall have or shall elect at that time, the Chairman has the casting vote.
- Article 18. In every annual general meeting, Directors must retire from position at least one-third (1/3) of the total number and if number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3).

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

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

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

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

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

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

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

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

1. Name - Surname	:	Mr. Suthep Pongpitak
Position in the Company	:	Independent Director and Chairman of Audit Committee
Age	:	68 years old
Nationality	:	Thai
Address	:	111/165 Baansuan Sukhothai, Sukhothai Road, Dusit, Bangkok 10300
Percentage of Shareholding	:	None
Interest in all agendas	:	None
2. Name - Surname	:	Mr. Chumnun Kunnaratana
Position in the Company	:	Independent Director and a member of Audit Committee
Age	:	62 years old
Nationality	:	Thai
Address	:	100/50 Krungnonchongthanom Road, Maha Sawat Sub-District, Bang Kruai District, Nonthaburi Province, 11130
Percentage of Shareholding	:	None
Interest in all agendas	:	None
3. Name - Surname	:	Mrs. Araya Sunlakawit
Position in the Company	:	Independent Director and a member of Audit Committee
Age	:	40 years old
Nationality	:	Thai
Address	:	799/196 Rama III Road, Bangpong pang, Yannawa, Bangkok 10120
Percentage of Shareholding	:	None
Interest in all agendas	:	None

**Guidelines for Proxy, Registration, Document showing to attend and Voting
in the Extraordinary Annual General Meeting of Shareholders
on April 22, 2022 at 10:00 a.m.**

Proxy

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

- 1) Mr.Suthep Pongpitak Position: Independent Director and Chairman of Audit Committee Age 68 years old
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Mr. Chumnun Kunnaratana Position: Independent Director and a member of Audit Committee Age 62 years old
Address 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District, Bang Kruai District, Nonthaburi 11130
- 3) Mrs. Araya Sunlakawit Position: Independent Director and a member of Audit Committee Age 40 years old
Address 799/196 Rama III Road, Bangpong pang, Yannawa, Bangkok 10120

By the shareholders can specify name of the proxies and submit it to the company's officers by mail within 3 business days before the meeting.

Rules for attending the shareholders' meeting via electronic media

Shareholders or proxies wishing to attend the meeting must submit documents proving their identity as specified to the Company within April 15, 2022, when the Company has examined the information according to the names of shareholders according to the closing information of the register of shareholders who have the right to attend the meeting completely correct. The service provider for organizing meetings via electronic media will send a link for attending the meeting and an access manual to the email that you have sent to inform the company. The link will be sent 2 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

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

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

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

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

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

2.1 Shareholders who are natural persons

- In the case of shareholders wishing to attend the meeting in person via electronic media (E-Meeting)
 - o A copy of a government-issued identification document that has not expired such as ID card or government identification card or driving license or passport In the event of a name-surname change Ask the shareholders to attach evidence as follows:
 - In the event that a shareholder appoints another person to attend the meeting on his behalf through electronic media (E-Meeting)
 - o Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and the duty has been applied in full
 - o A copy of the identity document of the proxy grantor For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy grantor
 - o Copy of the proxy's identity document For example, a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify the true copy of the proxy

2.2 Shareholders who are juristic persons

- In case the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person through electronic media (E-Meeting)
 - o Copy of shareholder's juristic person registration certificate Issued no more than 1 year prior to the date of the shareholders' meeting which has been certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person
 - o A copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy
- In the case of appointing a proxy to a proxy attend the meeting instead through electronic media (E-Meeting)
 - o Proxy form attached to the meeting invitation letter Fill out the message correctly and completely and affix the signature of the proxy grantor and the proxy and affixed the stamp duty in full

- o Copy of shareholder's juristic person registration certificate issued not more than 1 year prior to the date of the shareholders' meeting which is certified as a true copy by a representative of the juristic person (director) who has the power to sign on behalf of the juristic person
 - o Copy of the identity document of the representative of the juristic person (director), such as a copy of an ID card or a copy of a government official identification card or copy of passport (In the case of foreigners) that has not expired and signed to certify true copy
 - o Copy of the proxy's identity document as in the case of natural persons as mentioned above

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

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity. together with various supporting documents (item 2) delivered to the company within April 15, 2022 (7-10 days prior to the meeting date The company clearly specified the date)

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

Electronic Meeting Attendance (E-AGM)

1. When the shareholders or proxies who wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer which will be a link for attending the meeting and user manual 2 days before the meeting date, please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the E-Mail by April 19, 2022, please contact the company immediately

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

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

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

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

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

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

For shareholders who are unable to attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting, if the shareholders wish to appoint independent directors Please send the proxy form. (Attachment X) by specifying the proxy as one of the independent directors as specified by the company together with supporting documents for the company within April 15, 2022 (7-10 days before the meeting date. The company clearly specify the date and time) through the following channels.

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

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

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

Please submit the following information.

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

6. Submit information through the following channels.

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

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

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

1. Send advice or questions in advance to the company before the meeting date through the following channels

- Email : Somchai.w@b52.co.th, Kanokwan.i@b52.co.th
- Telephone : 02-6560189 ext. 111, 317
- By mail: B-52 Capital Public Company Limited, No. 973 , President Tower, 7 th Floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

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

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

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

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via electronic media (E-Meeting), contact the company secretary for more information according to the way of contacting the company as detailed above
2. Regarding the process of attending the meeting and voting via electronic media (E-Meeting), in the case that the identity is verified correctly and completely, contact OJ International Co., Ltd. at the phone number specified in the E-Mail at Send the system manual to you.

Duty Stamp
20 Baht

PROXY FORM A. (General Form)

Written at.....

Date Month Year.....

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

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

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

holding the total amount of shares with the voting rights of..... votes
as follows:ordinary share.....shares with the voting rights of.....votes and
preferred share.....shares with the voting rights of.....votes,

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

..... Age..... Yearswith address at..... Soi..... Road..... Sub-District.....
District..... Province..... Postal Code..... or.....Mr. Suthep Pongpitak..... Age.....68..... Years with address at111/165.....
Soi....-..... Baansuan Sukhothai Condominium..... Road..... Sukhothai..... Sub-District..... Dusit.....
District..... Dusit..... Province..... Bangkok..... Postal Code.....10300..... or.....Mr. Chumnun Kunnaratana..... Age.....62..... Years with address at ...100/50.....
Soi....-..... Road..... Krungnonchongthanom..... Sub-District..... Maha Sawat... District..... Bang Kruai.....
Province..... Nonthaburi..... Postal Code.....11130..... or.....Mrs. Araya Sunlakawit..... Age.....40..... Years with address at799/196.....
Soi....-.... Road..... Rama III..... Sub-District..... Bangpong pangDistrict..... Yannawa.....
Province..... Bangkok Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 a.m. by means of E-Meeting at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

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

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

Written at.....

Date Month Year.....

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

(2) Being a shareholder of B-52 Capital Public Company Limited
 holding the total amount ofshares with the voting rights of.....votes
 ordinary share.....shares with the voting rights of.....votes

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

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

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

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

.....Mr. Suthep Pongpitak..... Age.....68.....Years with address at111/165.....
 Soi....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....
 District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunnaratana..... Age.....62.....Years with address at100/50.....
 Soi....-..... Road.....Krungnonchongthanom.... Sub-District....Maha Sawat... District...Bang Kruai.....
 Province.....Nonthaburi..... Postal Code.....11130..... or

.....Mrs. Araya Sunlakawit..... Age.....40.....Years with address at.....799/196.....
 Soi....-..... Road.....Rama III..... Sub-District.....Bangpong pang..... District.....Yannawa.....
 Province..... Bangkok..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 a.m. by means of E-Meeting at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

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

Agenda 1.To consider and certify the minutes of the Extraordinary General Meeting of Shareholders
No. 2/21, convened on November 9, 2021.

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

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

Approve Disapprove Abstain

Agenda 2.Consider and acknowledge the Company's operating results report for the past 2021.

This agenda does not require a resolution. because it is an agenda for acknowledgment

 Agenda 3.Consider and approve the Company's financial statements For the year ended December 31, 2021 which has been audited by a certified public accountant

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

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

Approve Disapprove Abstain

 Agenda 4.Consider and approve the refrain from appropriating profits as legal reserves. and to refrain from paying annual dividends For the operating results from January 1, 2021 to December 31, 2021 because the Company still has accumulated losses at the end of 2021

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

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

Approve Disapprove Abstain

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

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

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

Appointment of whole directors

Approve Disapprove Abstain

Appointment of a director individually

(5.1) Mr. Suthep Pongpitak

Approve Disapprove Abstain

(5.2) Ms. Naravadee Waravanitcha

Approve Disapprove Abstain

(5.3) Mr. Narong Chokpiboonkarn

Approve Disapprove Abstain

 Agenda 6.Consider and approve the remuneration of the Company's Directors and Sub-Committees for the year 2022

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

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

Approve Disapprove Abstain

 Agenda 7 Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2022.

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

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

Approve Disapprove Abstain

Agenda 8. Consider and approve the reduction of the company's registered capital in the amount of 42,955,351 baht from the original registered capital of 400,799,682.50 baht as registered capital 357,844,331.50 baht by eliminating the unissued registered shares of the Company, which are 85,910,702 ordinary shares, with a par value of 0.50 baht per share, and amending the Memorandum of Association Clause 4. to be consistent with the reduction of the Company's registered capital.

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

Approve Disapprove Abstain

Agenda 9. Consider and approve the Company's registered capital increase A general mandate form in the amount of 107,353,299 baht from the original registered capital of the amount 357,844,331.50 baht, a new registered capital of 465,197,630.50 baht by issuing new ordinary shares of not more than 214,706,598 shares with a par value of 0.50 baht per share and amending Clause 4 of the Memorandum of Association to comply with the Company's registered capital increase.

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

Approve Disapprove Abstain

Agenda 10. Consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 214,706,598 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate.

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

Approve Disapprove Abstain

Agenda 11. Consider other matters (if any)

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

Approve Disapprove Abstain

- (5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.
- (6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any

information, the proxy holder shall have the right to consider and give resolution on my / our behalf as he/she deems appropriate.

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

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Remarks

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

The Attachment of the Proxy Form B.

The proxy as a shareholder of B-52 Capital Public Company Limited in the 2022 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 a.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

Agenda

Subject.....

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

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

Approve Disapprove Abstain

Agenda

Subject.....

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

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

Approve Disapprove Abstain

Agenda

Subject.....

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

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

Approve Disapprove Abstain

Agenda no:... Appointment of Directors (Continued)

Director's Name.....

Approve Disapprove Abstain

Director's Name.....

Approve Disapprove Abstain

Director's Name.....

Approve Disapprove Abstain

Agenda

Subject.....

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

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

Approve Disapprove Abstain

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

Written at.....

Date Month Year.....

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

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

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

Being a shareholder of B-52 Capital Public Company Limited

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

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

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

 Age..... Years

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

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

Mr. Suthep Pongpitak..... Age.....68.....Years with address at111/165.....

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

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

Mr. Chumnun Kunnaratana..... Age.....62.....Years with address at100/50.....

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

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

Mrs. Araya Sunlakawit..... Age.....40.....Years with address at799/196.....

Soi.-..... Road.....Rama III..... Sub-District.....Bangpong pang..... District.....Yannawa.....

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

As only one of my / our proxy to attend and vote on my / our behalf at the 2021 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 a.m. by means of E-Meeting at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

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

 The voting right in all voting shares held by us is granted to the proxy. The voting right in part of the voting shares held by us is granted to the proxy as follows: Ordinary shares:.....shares in total, which are entitled to cast.....votes; and Preferred shares.....shares in total, which are entitled to cast.....votes,

Total.....votes

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

Agenda 1.To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.

2/21, convened on November 9, 2021.

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

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

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

Agenda Agenda 2.Consider and acknowledge the Company's operating results report for the past 2021.

This agenda does not require a resolution. because it is an agenda for acknowledgment

Agenda 3.Consider and approve the Company's financial statements For the year ended December 31, 2021 which has been audited by a certified public accountant

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

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

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

Agenda 4.Consider and approve the refrain from appropriating profits as legal reserves. and to refrain from paying annual dividends For the operating results from January 1, 2021 to December 31, 2021 because the Company still has accumulated losses at the end of 2021

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

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

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

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

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

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

Appointment of whole directors

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

Appointment of a director individually

(5.1) Mr. Suthep Pongpitak

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

(5.2) Ms. Naravadee Waravanitcha

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

(5.3) Mr. Narong Chokpiboonkarn

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

Agenda 6.Consider and approve the remuneration of the Company's Directors and Sub-Committees for the year 2022

- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes
- Agenda 7 Consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2022.
- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes
- Agenda 8. Consider and approve the reduction of the company's registered capital in the amount of 42,955,351 baht from the original registered capital of 400,799,682.50 baht as registered capital 357,844,331.50 baht by eliminating the unissued registered shares of the Company, which are 85,910,702 ordinary shares, with a par value of 0.50 baht per share, and amending the Memorandum of Association Clause 4. to be consistent with the reduction of the Company's registered capital.
- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes
- Agenda 9. Consider and approve the Company's registered capital increase A general mandate form in the amount of 107,353,299 baht from the original registered capital of the amount 357,844,331.50 baht, a new registered capital of 465,197,630.50 baht by issuing new ordinary shares of not more than 214,706,598 shares with a par value of 0.50 baht per share and amending Clause 4 of the Memorandum of Association to comply with the Company's registered capital increase.
- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes
- Agenda 10. Consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 214,706,598 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate.
- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes
- Agenda 11. Consider other matters (if any)
- (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our Proxy to vote as my/our desire as follow:
- Approve with.....votes Disapprove with.....votes Abstain with..... votes

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

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

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

Signed Grantor

(.....)

Signed Proxy

(.....)

Signed Proxy

(.....)

Remark

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

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

(1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and

(2) a certification that the authorized signatory of the proxy form is licensed to operate to operate the custodial Business.

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

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

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

Attachment to Proxy Form C.

A Proxy is granted by a shareholder of B-52 Capital Public Company Limited for the 2021 Annual General Meeting of Shareholders on April 21, 2022 at 10:00 a.m. at the Meeting Room B-52 Capital Public Company Limited, 7th Floor, President Tower, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok, or at any adjournment thereof.

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

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

คู่มือนี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุมผ่านทางอีเมล

- เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ และ ผู้ถือหุ้นจะได้รับอีเมลจาก E-Meeting Service ซึ่งจะแสดงโดย บริษัท โอดี อินเตอร์เนชันแนล จำกัด (e-agm@ojconsultinggroup.com)
- ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ นามสกุล และวัน เวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม
- เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ “กดที่ Link นี้” เพื่อเปิด Web Browser ระบบจะให้กรอก เลขที่บัญชีผู้ถือหุ้น และ หมายเลขอ้างอิง (เลขที่บัตรประชาชนของผู้ถือหุ้น) และกดปุ่ม “ลงทะเบียนเข้าร่วมประชุม”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคล และ

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

ลงทะเบียนเข้าร่วมประชุม
(Register)

กรณีที่ผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า “ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online”

คุณมีสิทธิ์จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

4. กดปุ่ม “ยืนยันเข้าร่วมประชุม”

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่อэเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โวเจ มีหุ้นเยอจะ
(Welcome นาย โวเจ มีหุ้นเยอจะ)

ก็อหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม

(Confirm to attend the meeting)

5. เมื่อยืนยันเข้าร่วมประชุมแล้ว จะมีปุ่มให้เลือก 2 ปุ่มคือ E-Meeting และ E-Voting (ตามรูปด้านล่าง)

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่อэлектроникс

บริษัท เอบีซีดี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

ยินดีต้อนรับ นาย โวเจ มีหุ้นเยอจะ
(Welcome นาย โวเจ มีหุ้นเยอจะ)

ก็อหุ้นจำนวน 300,000,000 หุ้น
(No. of shares: 300,000,000 shares)

E-Meeting

E-Voting

6. กดปุ่ม “E-Meeting” เพื่อเข้าระบบภาพและเสียงสุดจากที่ประชุม

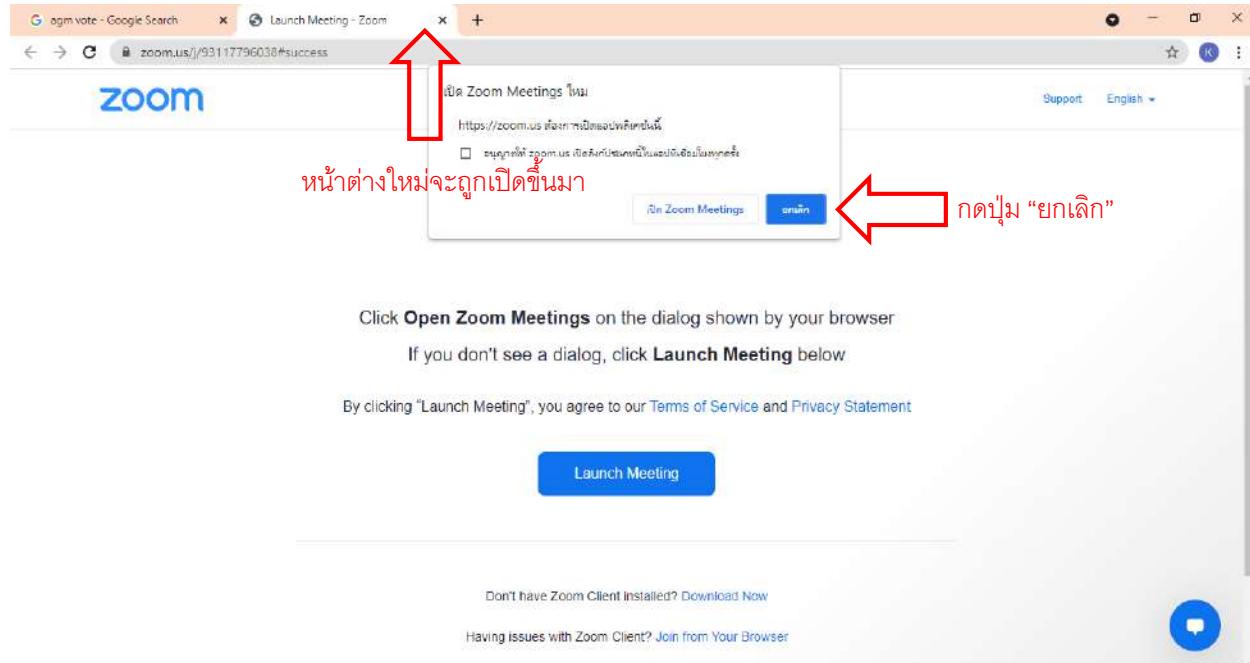
7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

ក្នុងនីតិ៍ដាក់ដោយ បរិច្ឆេទ ឯក ឯក ឯក ឯក ឯក ឯក ឯក ឯក

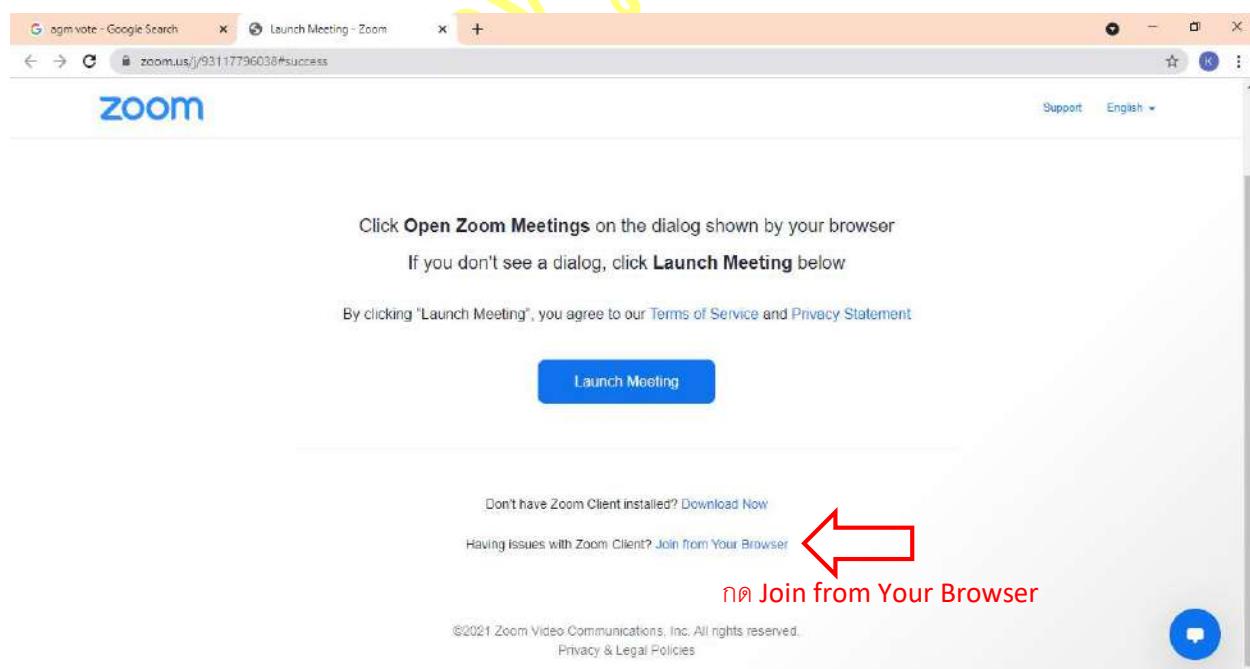
ហាំមិនាំបែកចំណែកដោយនឹងបែកចំណែក

ការិះការ E-Meeting

1. នឹងធ្វើការចូលរួមប្រជុំកញ្ចប់ “E-Meeting” ក្នុងពីថ្លែង Laptop ឬវិវាទភាពខ្លះតាមរូប និងកុំព្យូទ័រការិះការ “ឯក ឯក ឯក ឯក ឯក ឯក ឯក ឯក”



2. កណ្ត Join from Your Browser

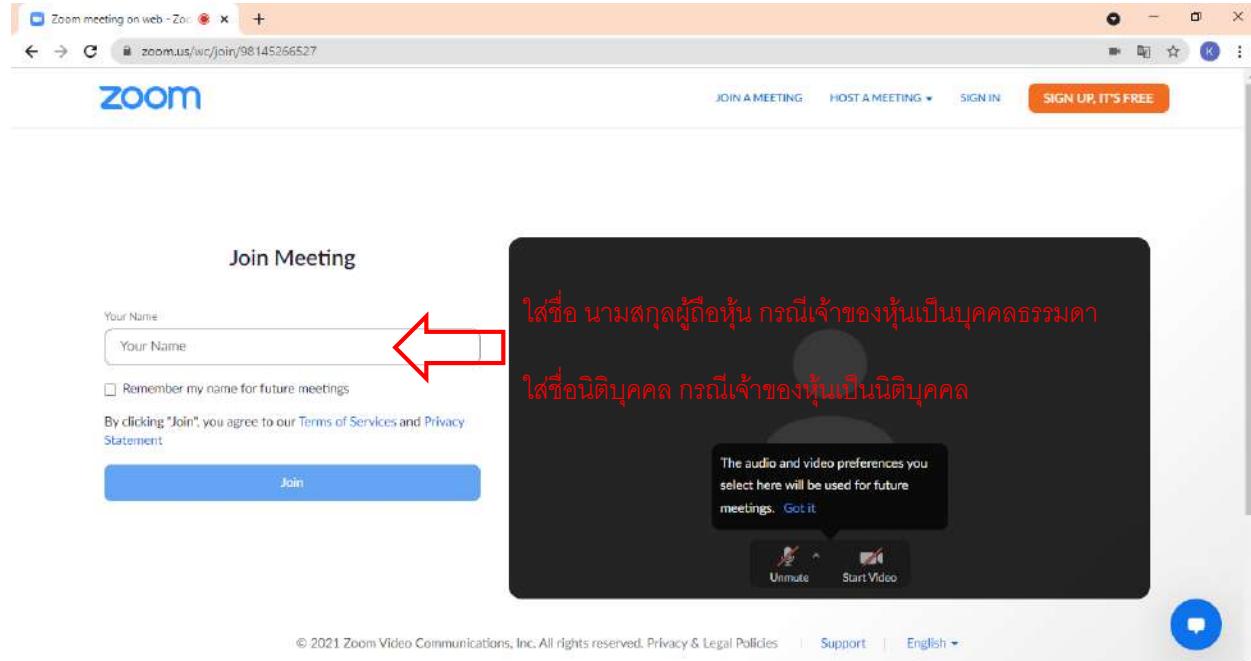


คุณอนึ่งจัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

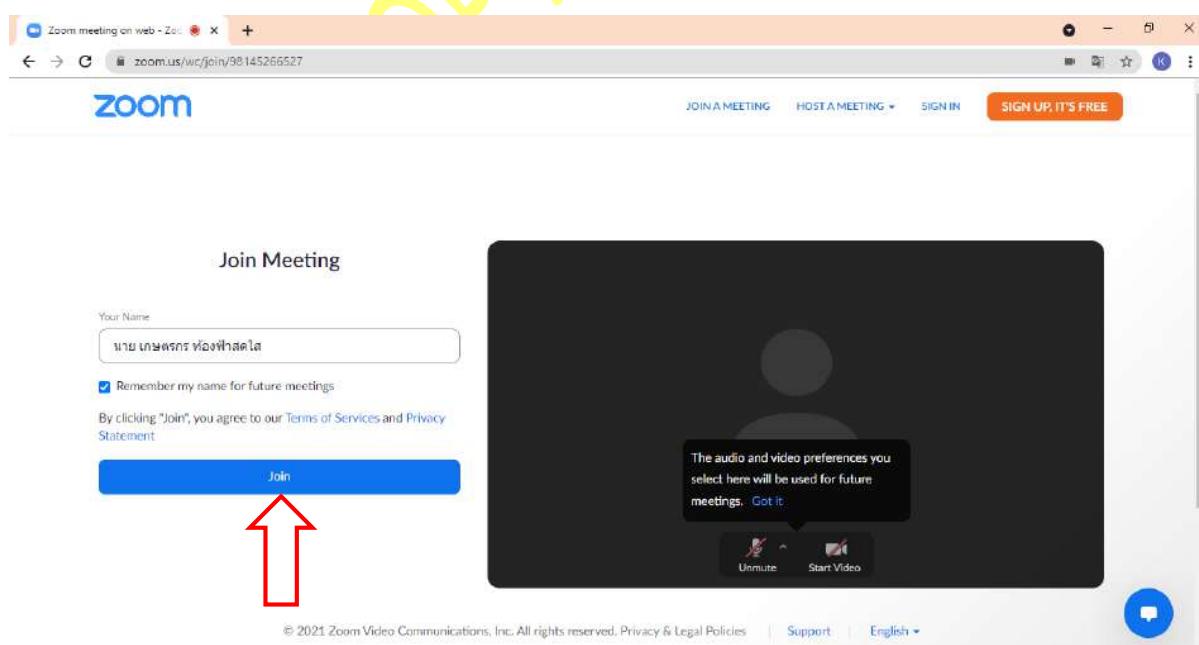
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. ឧប្បក្រណ៍នាញទៅដើរដើម្បី និងស្វែនជាអ្នកចូលរួម

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



4. เมื่อกรอกชื่อแล้วให้กด “Join”



คุณมีอนุญาตให้เข้าร่วมประชุม รอผู้ดำเนินการประชุม

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

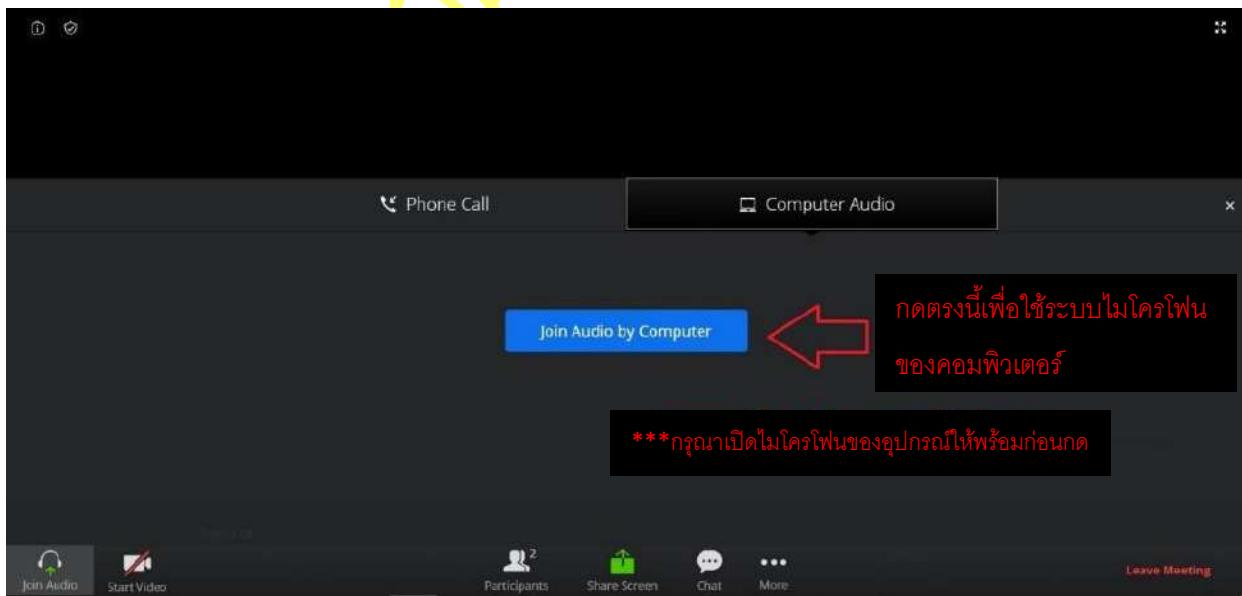
5. จะมีข้อความ "Please wait, the meeting host will let you in soon." ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

Please wait, the meeting host will let you in soon. 

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

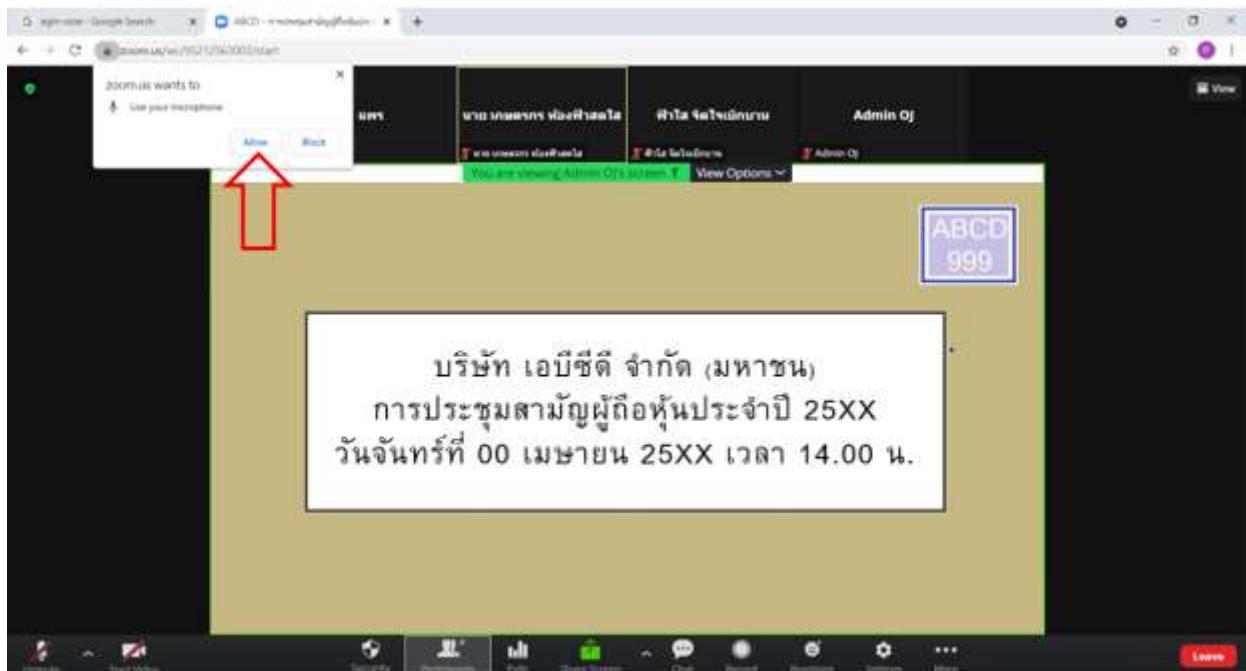
เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด "Join Audio by Computer"



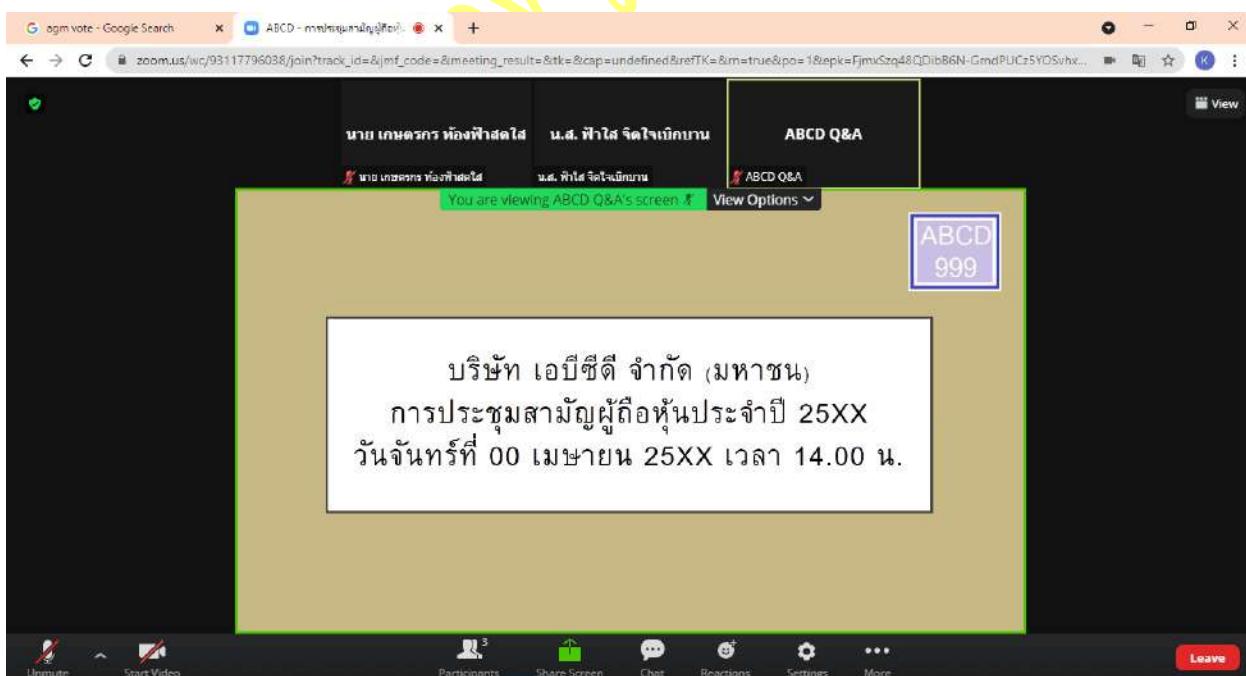
คุณอนุี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด "Allow" เพื่อให้เข้าสู่ไมโครโฟน



8. เมื่อเข้าสู่ E-Meeting สมมูลรณ์จะได้หน้าจอตามรูปด้านล่าง

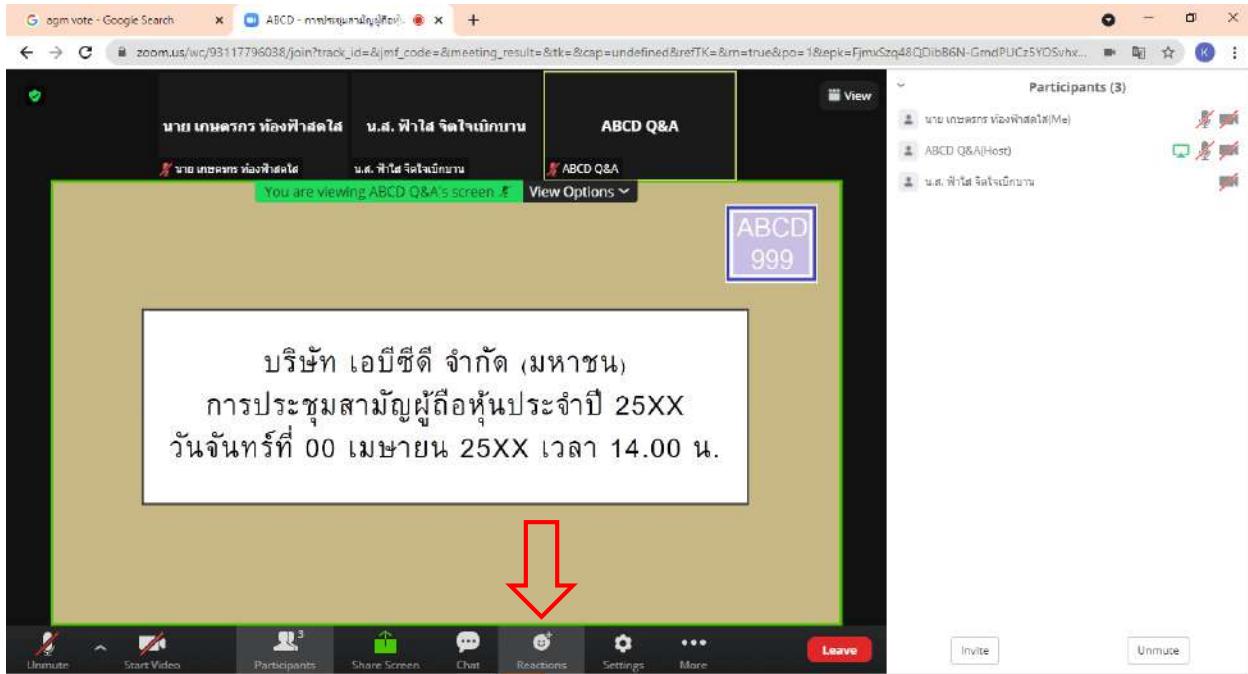


คู่มือนี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

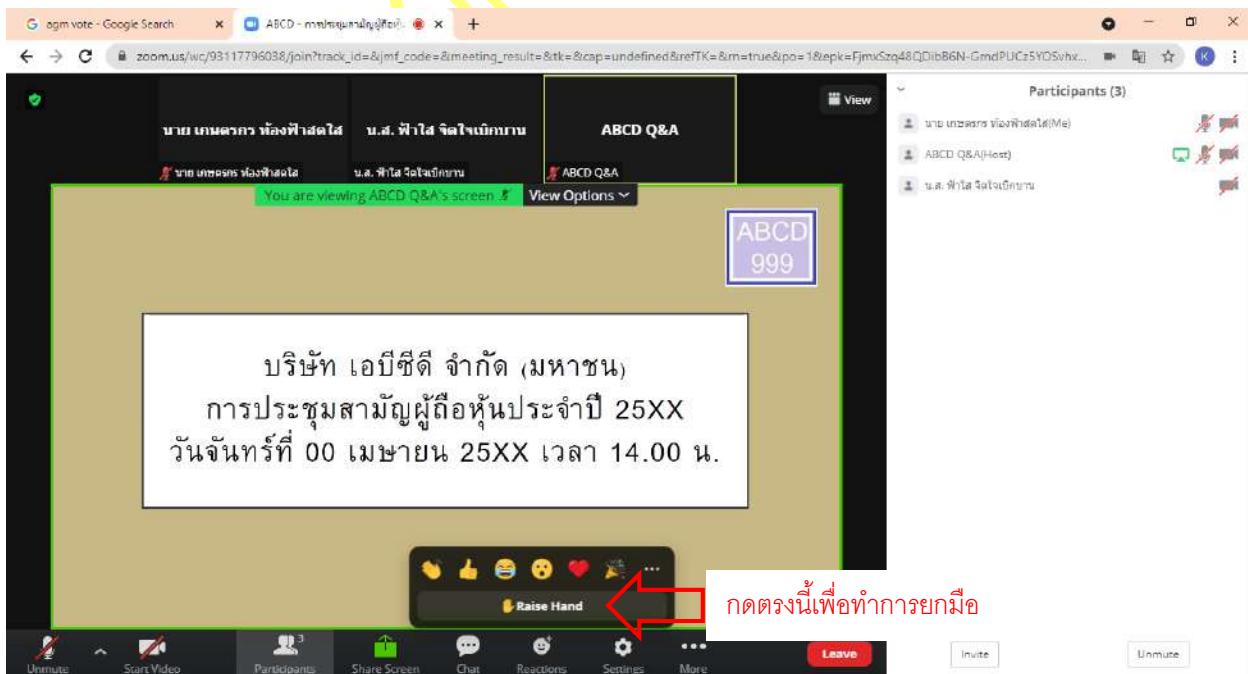
ห้ามนำไปใช้ต่อโดยไม่ได้รับอนุญาต

การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้

1. กดไปที่ปุ่ม “Reaction” ตามรูปด้านล่าง



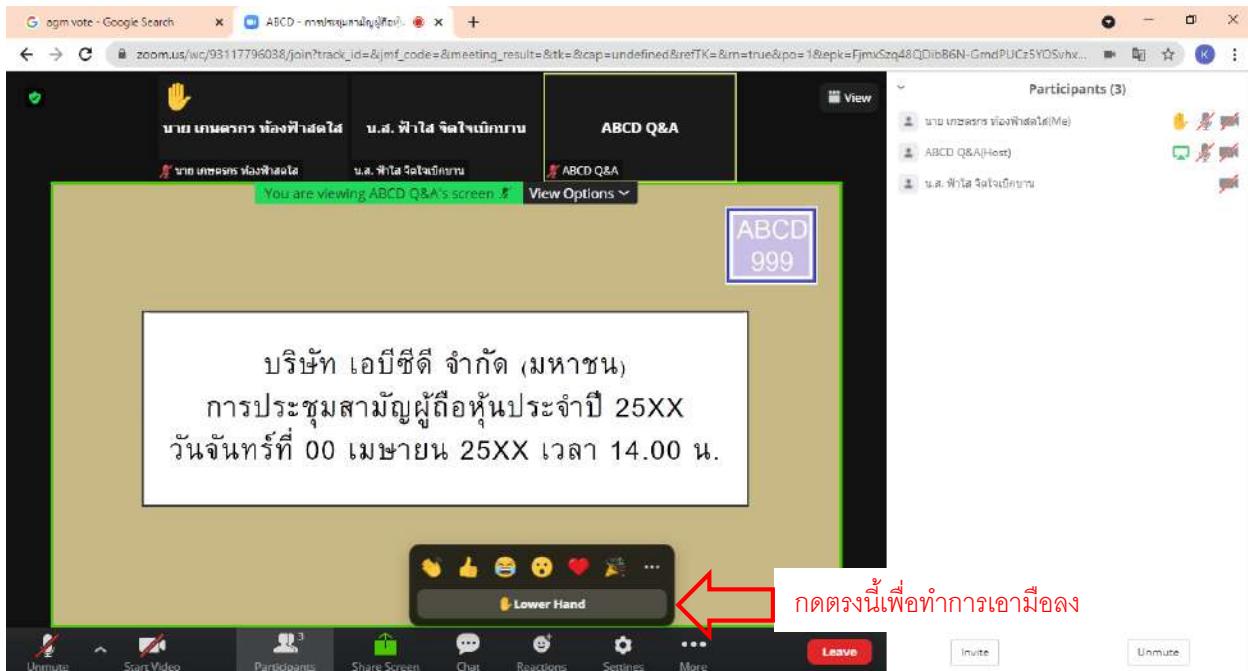
2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์รูปมือปรากฏข้างซ้ายของผู้เข้าร่วมประชุม



คุณมีนี่จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามนำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. เมื่อสอบถามเสร็จเรียบร้อย ให้กดปุ่ม “Lower Hand” เพื่อเป็นการ結束การเมื่อลง

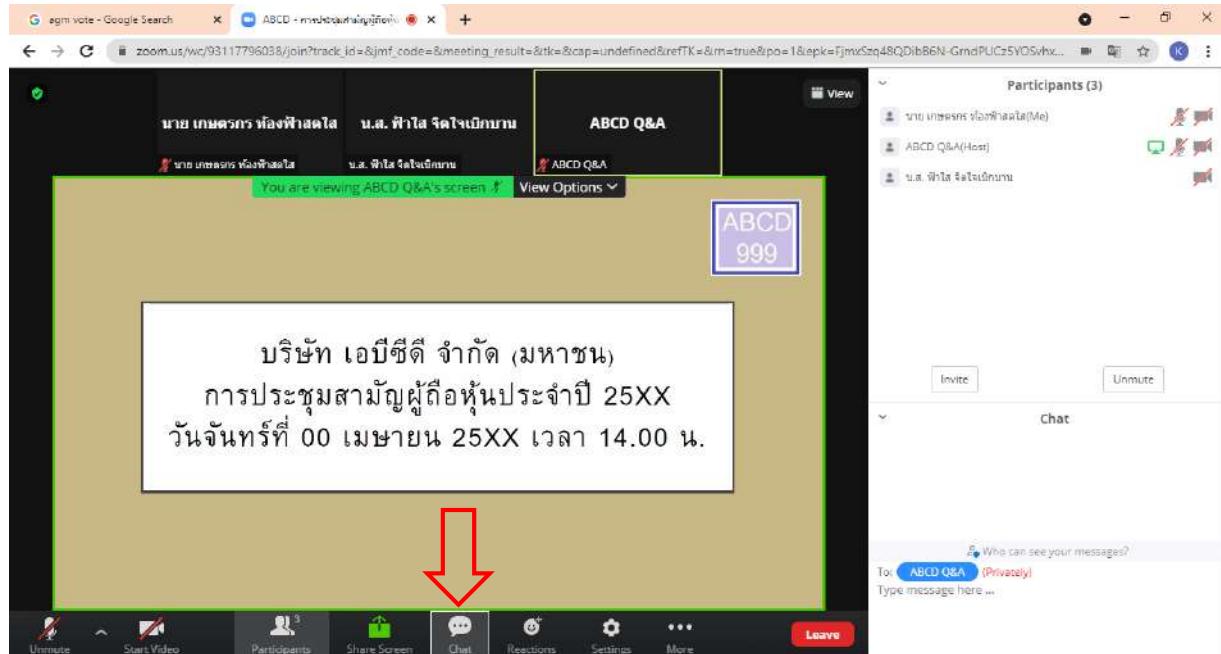


គ្មានីនឹងតាំងដោយ បរិច្ឆេទ ក្រុម ឯកសារនៃខ័ណ្ឌនេះ

មានមិនាំបានប្រើប្រាស់ឡើងទៀតទៅទីនេះ

ក្រសួងពេទ្យអ្នកអុំ តែងតាំងការសូវតាមរាល់របបផ្លូវ សារតាមតារាងនេះ

1. គ្រឿងពេទ្យ “Chat” តាមរូបដាក់លំង



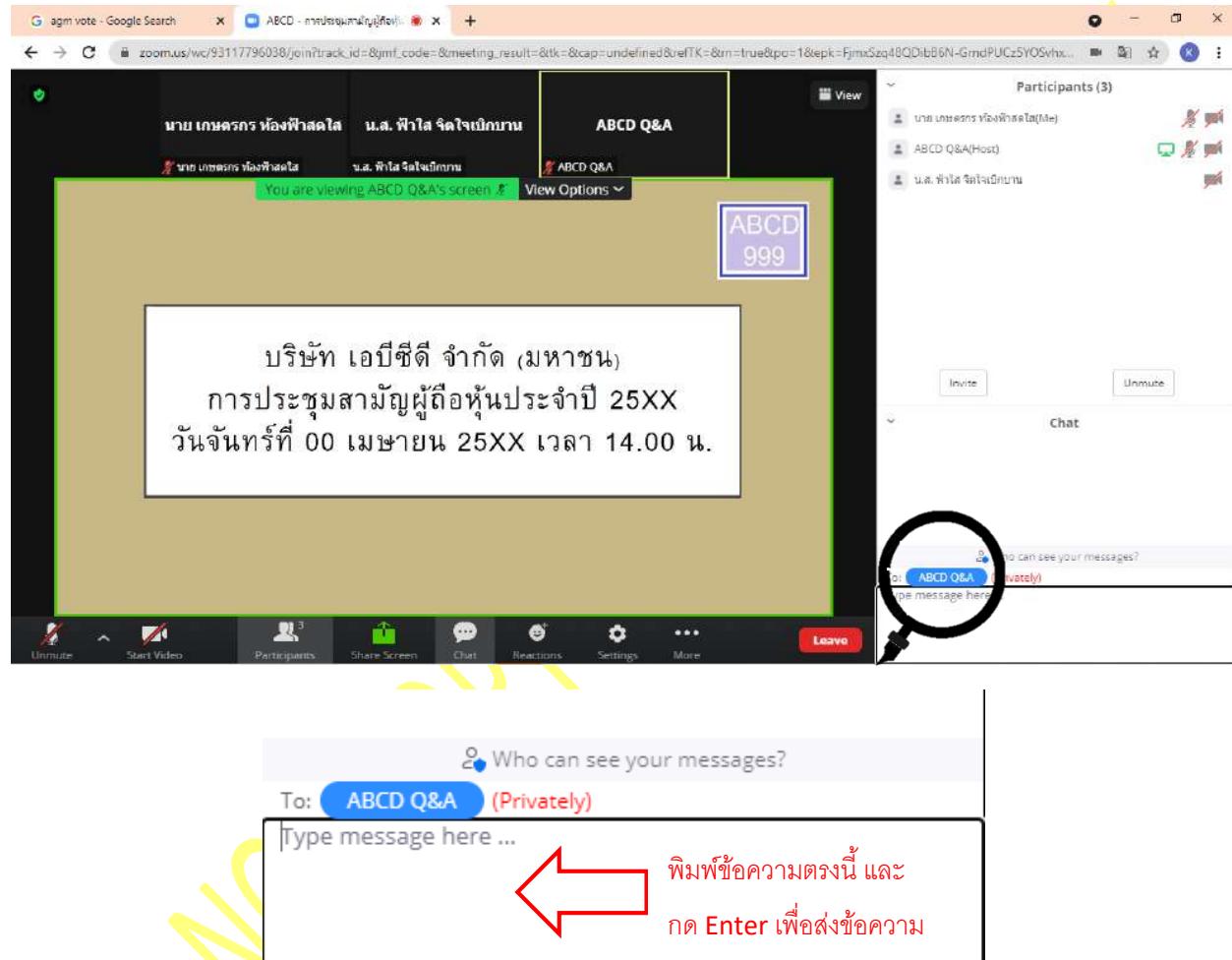
បរិច្ឆេទ លេបីជីថី ចំណែក (មហាវិន) ការប្រជុំសាមុំរួមអ្នកអុំ នៃព្រះរាជាណាចក្រកម្ពុជា ឆ្នាំ 25XX នាទី ០០ មេខាយន ឆ្នាំ ២៥XX ពេល ១៤.០០ ន.

คุณมีนี่จัดทำโดย บริษัท โคว อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องมือขึ้นมาตามรูป ในการพิมพ์ข้อความทาง Chat ให้ท่านเลือกผู้รับโดยส่งคำมາไปที่ ABCD Q&A (ชื่องาน Q&A) เท่านั้น

กรณีที่ท่านไม่ได้เลือกตามที่แจ้ง คำダメของท่านจะส่งมาไม่ถึงทางบริษัท ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูป ด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



คู่มือนี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การใช้งาน E-Voting

1. ผู้เข้าร่วมประชุม สามารถเลือกการลงคะแนน “เห็นด้วย”, “ไม่เห็นด้วย” และ “งดออกเสียง” (ตามรูปด้านล่าง)

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

วาระที่ 1: พิจารณาปรับปรุงรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
(Approve) (Disapprove) (Abstain)

วาระที่ 2: พิจารณาปรับปรุงรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ
กิจกรรมของบริษัท

แจ้งเพื่อทราบ

วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
(Approve) (Disapprove) (Abstain)

2. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี Pop Up สอบถามอีกครั้งนึงว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็นการยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

3. เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมาอีกหน้าต่าง E-Meeting (Zoom) เพื่อรับชมภาพและเสียงของการประชุมต่อ โดยเจ้าหน้าที่จะทำการรวมคะแนนทั้งหมดจากในระบบลงคะแนน

*** กรณีที่วาระได้ถูกปิดไว้แล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้

คู่มือนี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to participate in an E-AGM

1. Please submit the form and required document (per an attachment no. #). Once your document is verified. You will receive an email from E-Meeting Service by OJ International Co., Ltd.

(e-agm@ojconsultinggroup.com). There is a Link to log – in an E-AGM in this email.

2. Please read an email and check that all information is yours. The link will be valid as the date mention in an email. (You cannot log in before the date / time mentioned in an email.)

3. On the valid date, please click at the link in an email. The web browser will be opened. Please fill shareholder account number (10 digits) and Identification Number (Thai ID Card No.) or Passport Number. Then check at term and condition. Finally, click Register.

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีพี จำกัด (มหาชน)
(ABCD PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX
(Annual General Meeting of Shareholder in Year 20XX)

วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.
(Monday, April 00, 20XX at 2.00 p.m.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น
(Shareholder Account Number)

เลขที่บัตรประชาชน
(Identification Number/Passport Number)

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

ลงทะเบียนเข้าร่วมประชุม
(Register)

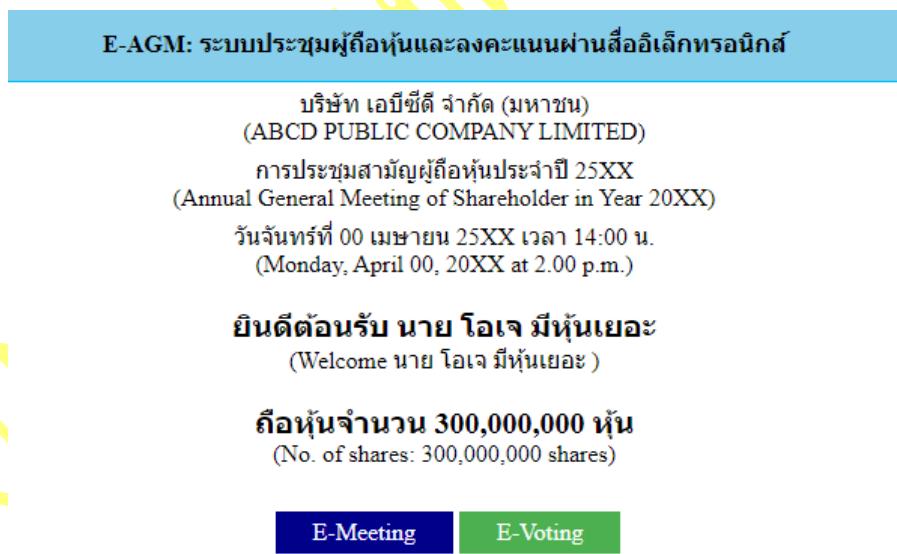
คุณมีสิทธิ์ดำเนินการ
บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

4. Review your information (Name and No. of shares) then click at “Confirm to attend the meeting”



5. Once you successfully log in, there are 2 main buttons. E-Meeting (blue) and E-Voting (green) as below



6. Click at “E-Meeting” in order participate Live Meeting by Zoom

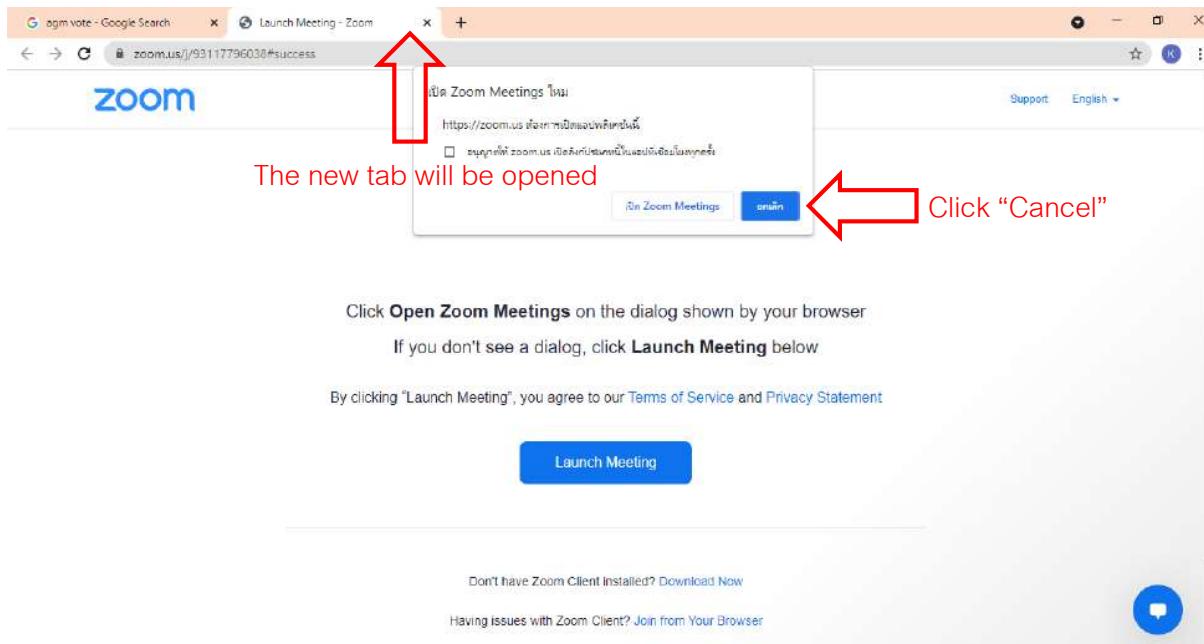
7. Click at “E-Voting” to cast your vote.

គ្រឿងនេះត្រូវបានរចនាបានដោយ ក្រសួង ការពាណិជ្ជកម្ម នគរបាល នគរបាល ភ្នំពេញ

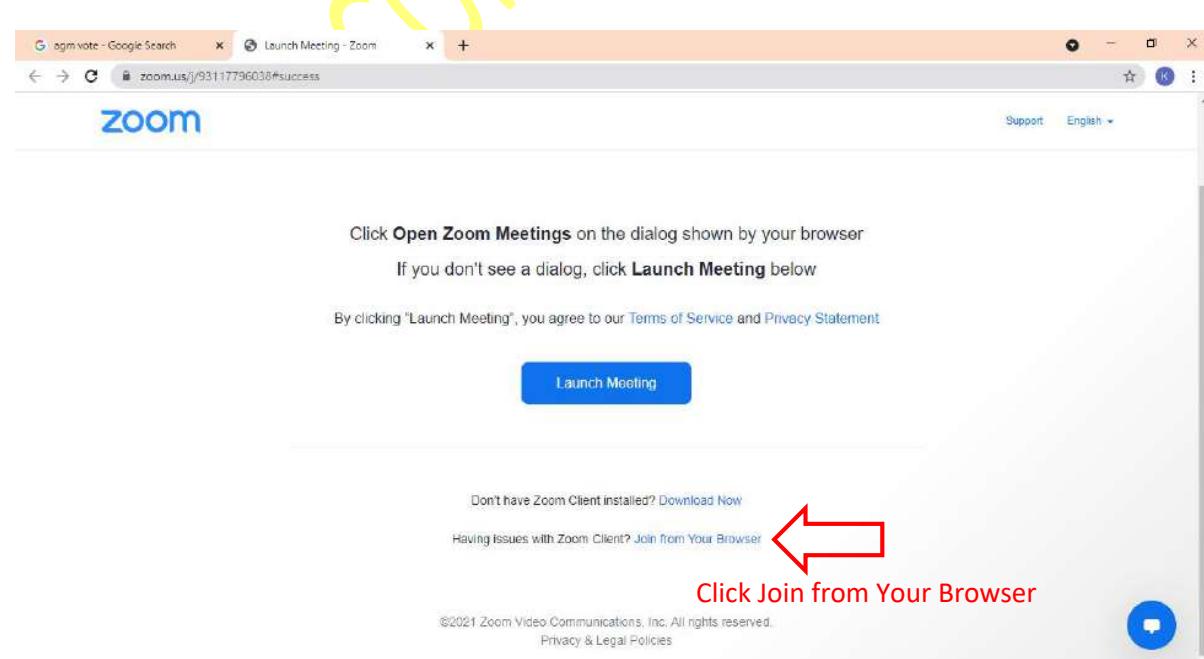
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

Instruction : E-Meeting

1. Once you click at "E-Meeting". If you are in Desktop or Laptop, the new tab will be opened as below



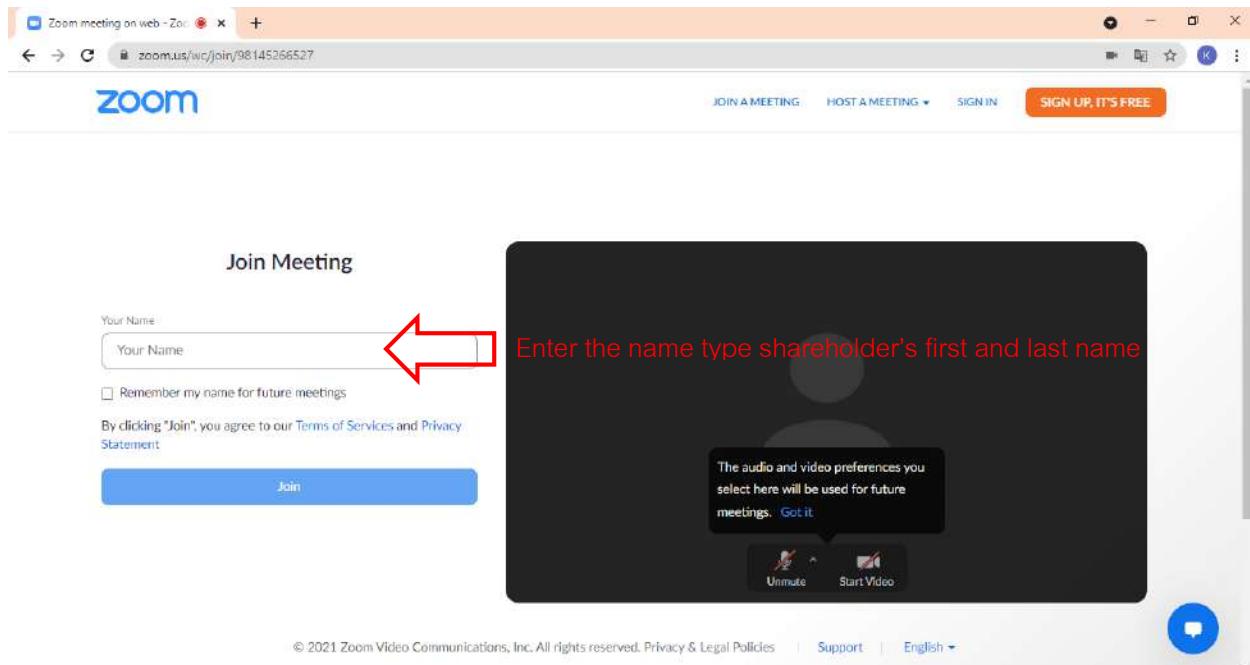
2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at "click here" as below



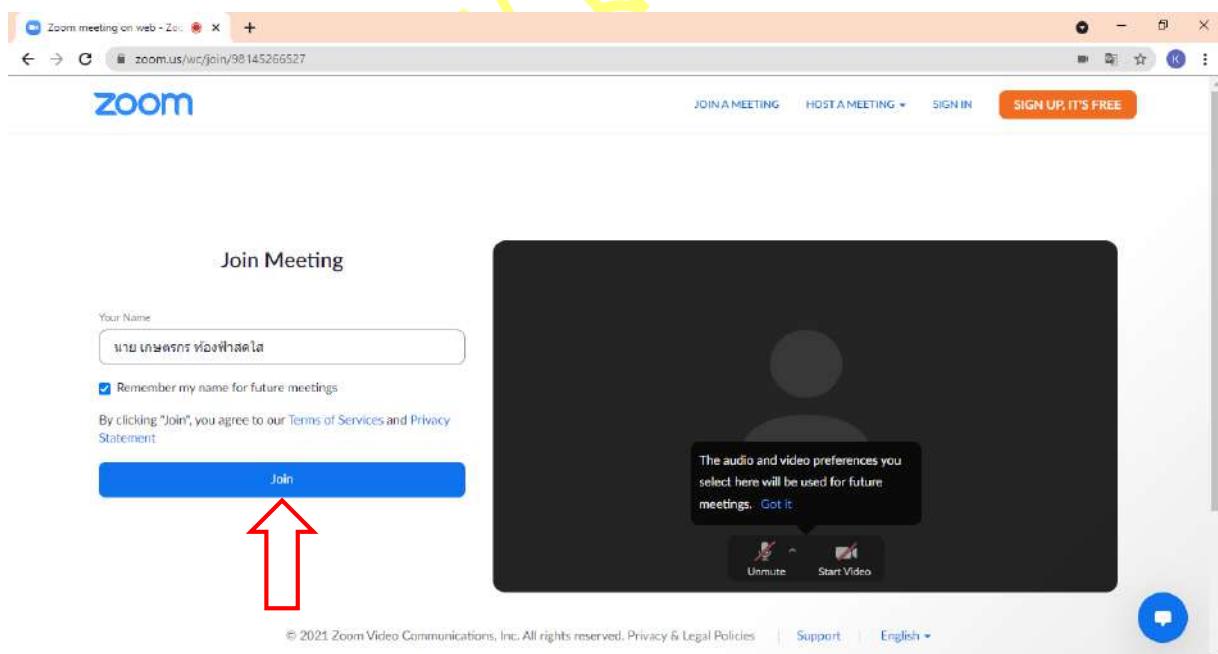
ក្នុងនេះត្រូវបានដោឡូលីស និង ឯកសារពីរបាយការណ៍នៃក្រុមហ៊ុន

ហាមអាមេរិកបានប្រើប្រាស់ជាអ្នកចូលរួមទៅក្នុងក្រុមហ៊ុន

3. Please type shareholder's first and last name in below text box.



4. Click "Join" as below.



ក្នុងនេះត្រូវបានដោឡូល ហើយ ទិន្នន័យនៃព័ត៌មាន

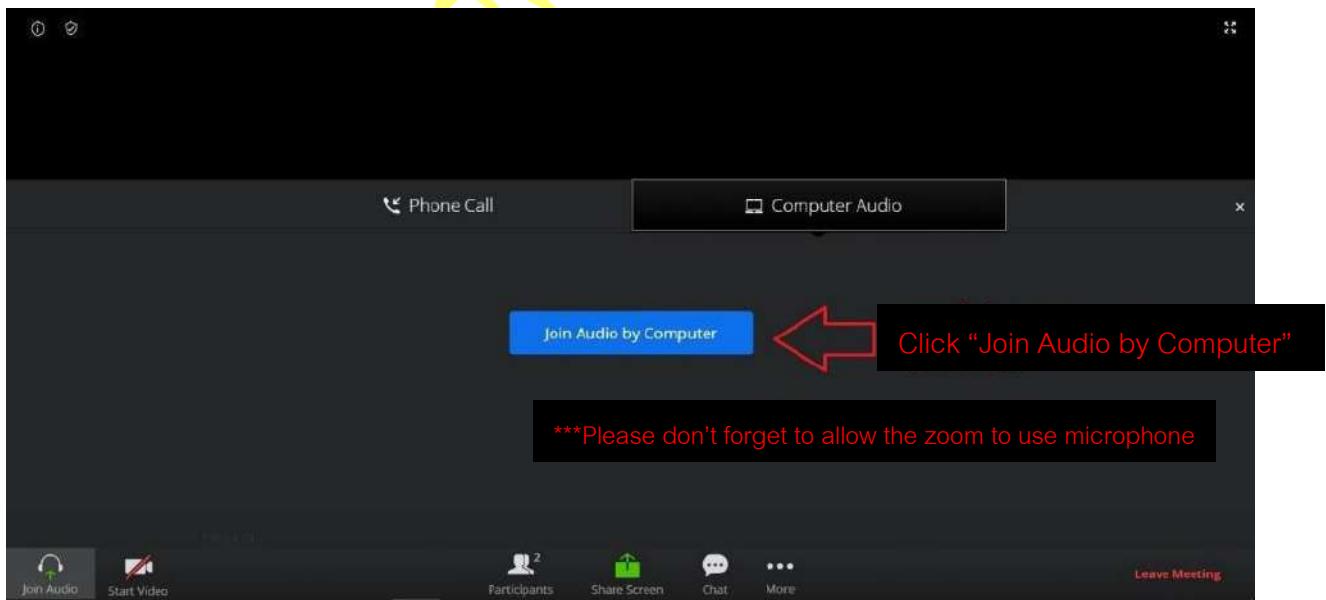
ហាមមិនអាចចូលរួមបានឡើង។ តើរួមបានណាមួយទេ

5. Then “Please wait, the meeting host will let you in soon.” Message will be displayed. Please wait until the host verify all information and let you in the meeting.

Please wait, the meeting host will let you in soon. 

ABCD - ការប្រជុំសាស្ត្ររឿងខ្លួនប្រភាគ 25xx

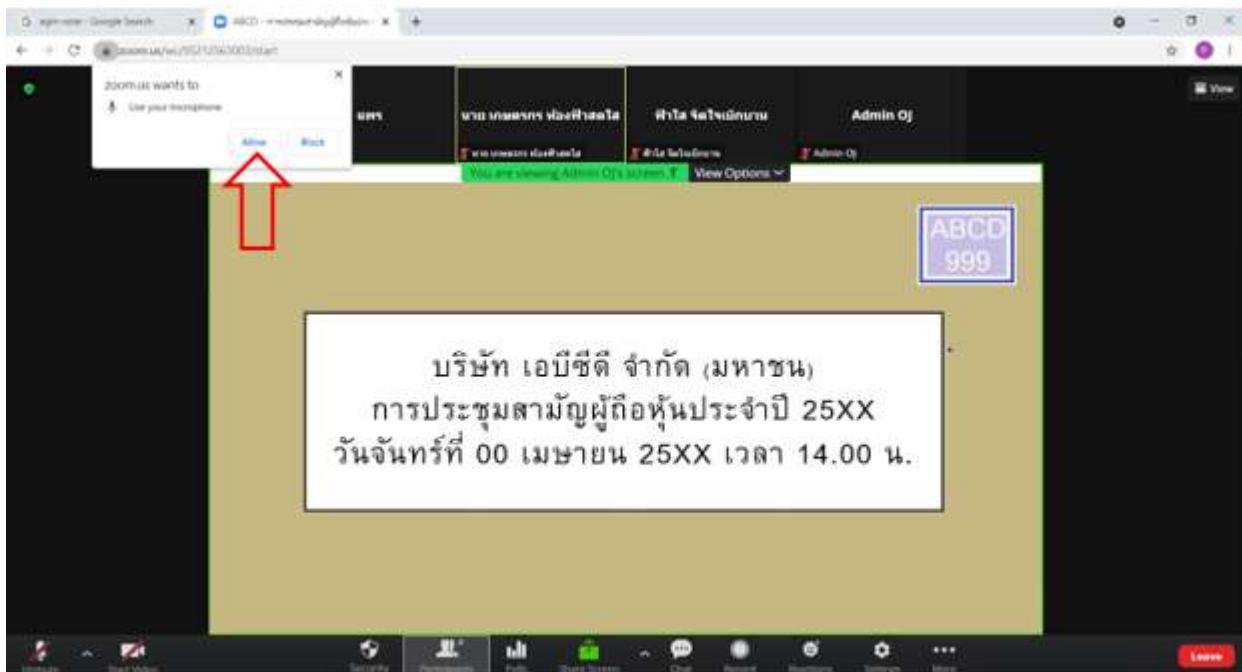
6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)



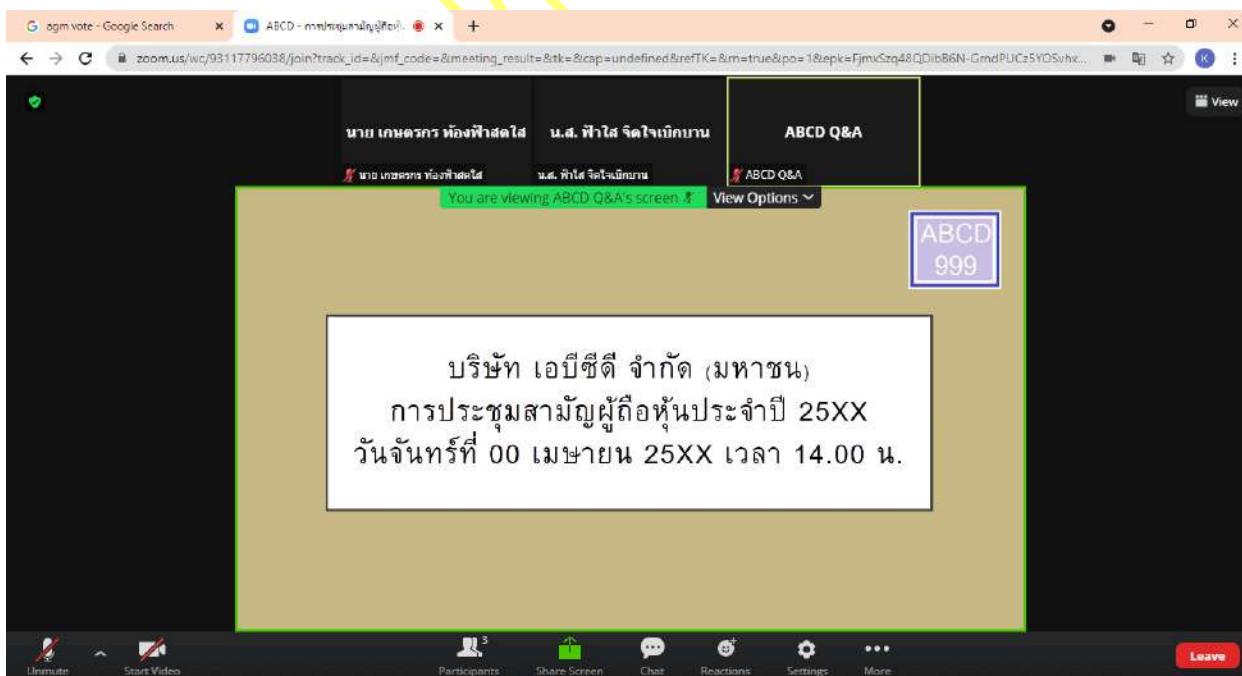
คุณอนุี้จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click "Allow"



8. Once you successfully join the E-Meeting. You will see all menu as below.

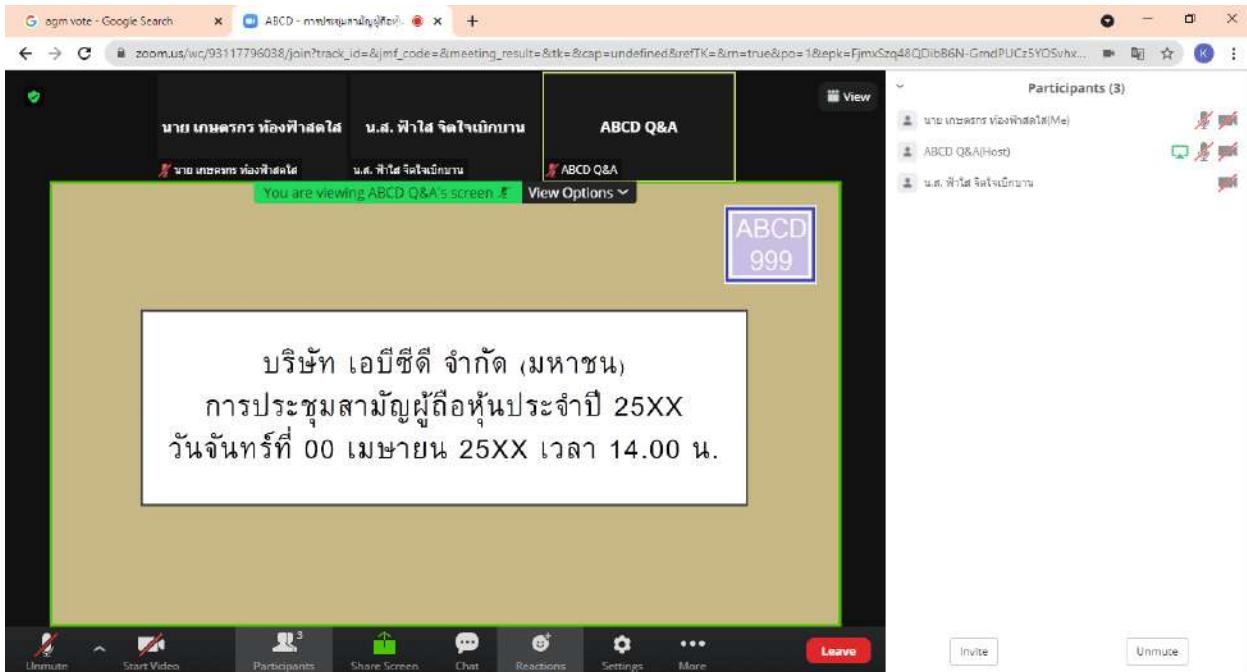


คุณอนึ่งจัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

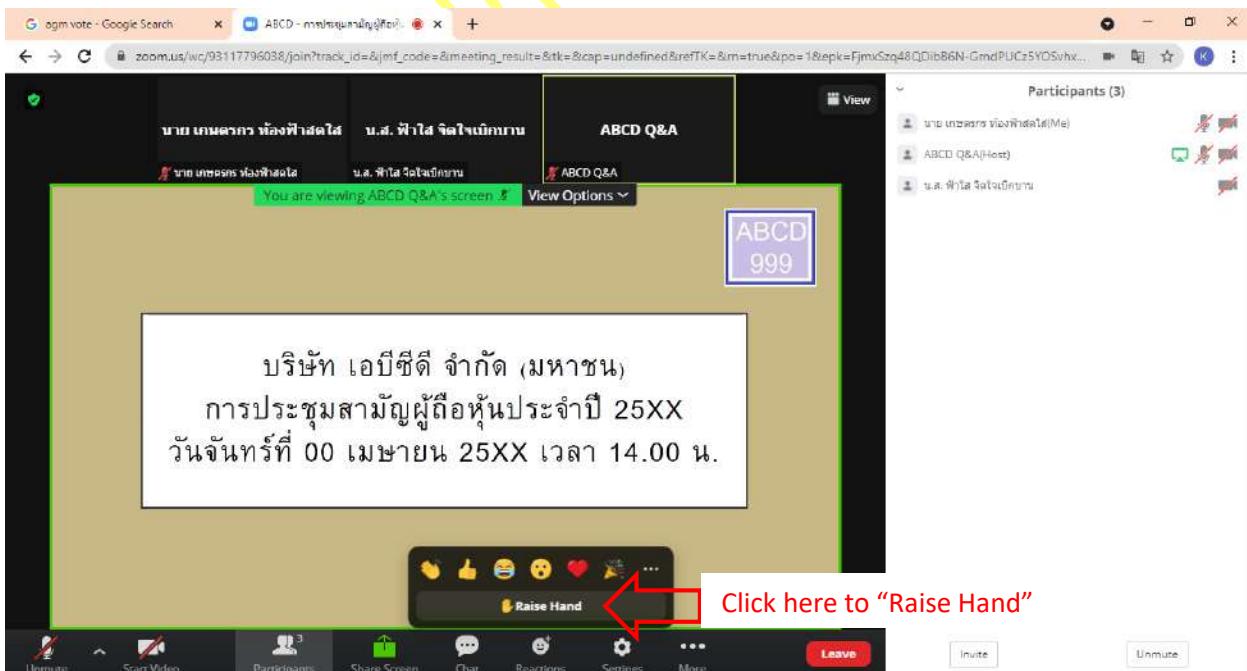
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to ask question by speak through microphone

1. Click at “Reaction” as below



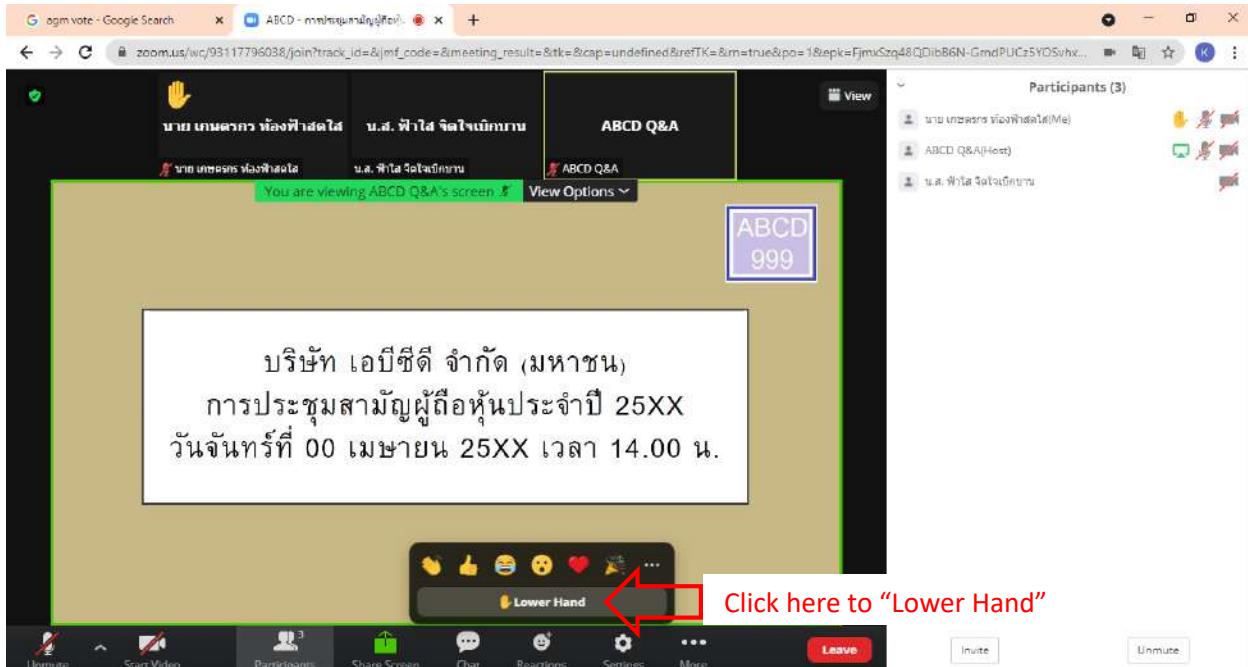
2. Click "Raise Hand" and the sign will be displayed beside your name as below



คุณมีอนุญาติจัดทำโดย บริษัท โอดิ อินเตอร์เนชันแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

- Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click "Lower Hand"

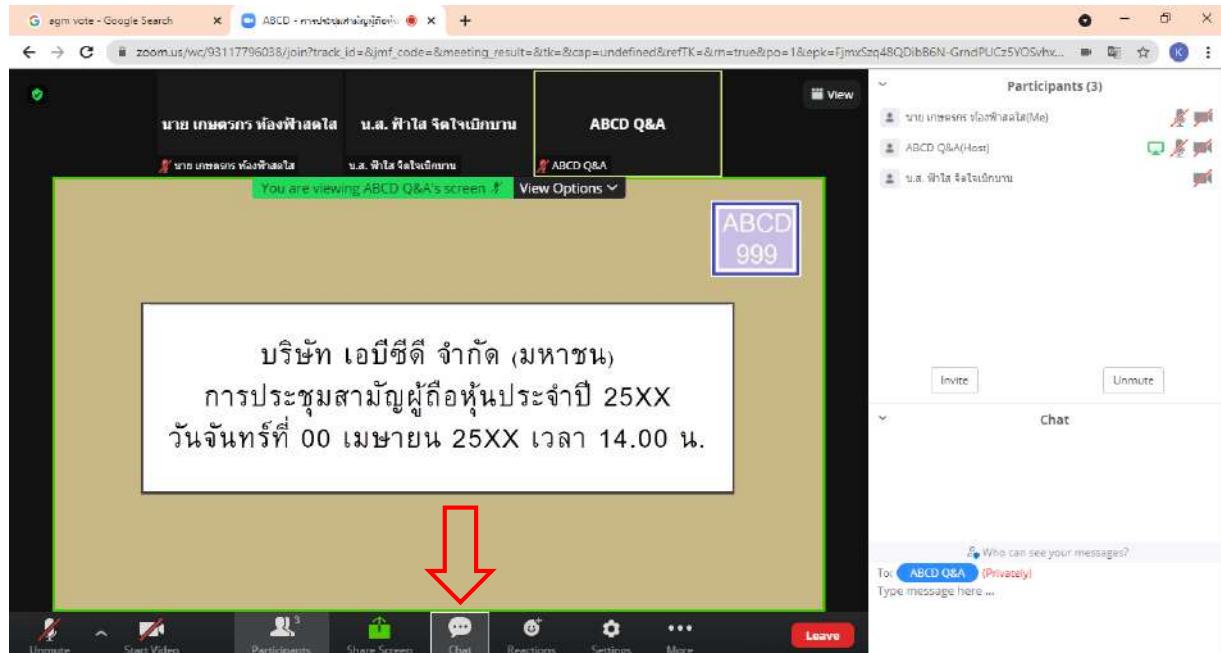


คุณนี่จัดทำโดย บริษัท โอดี อินเตอร์เนชันแนล

ห้ามนำไปใช้ต่อโดยไม่ได้รับอนุญาต

How to ask question by Chat

1. Click at "Chat" as below

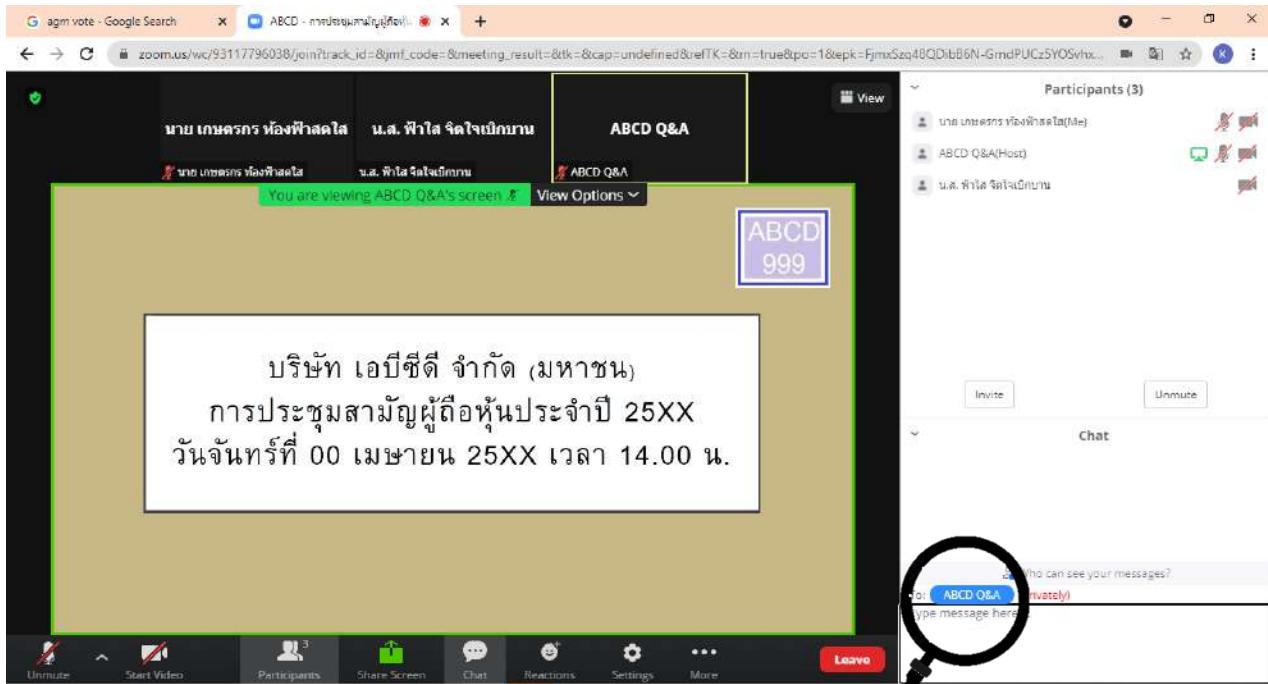


DONOTCOPYME

គ្មានីត្រូវធានាបានដោយ បរិច្ឆេទ ក្រុមហ៊ុន ឯុទ្ធផល

មានអ្នកបញ្ជីសម្រាប់បានជាអ្នកបញ្ជី

2. The text box will displayed as below. To type a message by Chat, you have to select a recipient to send ABCD Q&A question only. If you do not select, your question will not be sent to the company. You can type your question and press Enter to send your question to ABCD Q&A



DO NOT

คุณมีสิทธิ์ดำเนินการ
บริษัท โอดิ อินเตอร์เนชันแนล

ห้ามมิให้ดำเนินการโดยไม่ได้รับอนุญาต

How to case your vote by E-Voting

- When you would like to cast your vote, please go to main tab (in Chrome) then click at "E-Voting". There are 3 options to vote in each agenda (Approve, Disapprove and Abstain)

วาระที่ 1: พิจารณาบันรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

(Approve) (Disapprove) (Abstain)

วาระที่ 2: พิจารณาบันทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ
กิจกรรมของบริษัท

แจ้งเพื่อทราบ

วาระที่ 3: พิจารณาอนุมัติงบการเงินประจำปี 25XX สิ้นสุด วันที่ XX ธันวาคม 25XX

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

(Approve) (Disapprove) (Abstain)

- Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to change your vote, you can do by do the same. However, you cannot change or vote if the agenda is closed.

- Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume your meeting.