

Invitation to The 2024 Annual General Meeting of Shareholders  
B-52 Capital Public Company Limited



Tuesday 23<sup>rd</sup>, April 2024 at 10:00 a.m.

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

22 March 2024

Subject: Invitation to the 2024 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 of Shareholders No. 1/2023 on 28 June 2023
  2. Annual registration statement / Annual Report (Form 56-1 One Report) for the year 2023 and a copy of the financial statements for the year ended 31 December 2023 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 2023 Annual Report
  10. Map of the venue for AGM 2024
  11. Process of Meeting Attendance

With the Board of Directors Meeting No. 1/2024, held on February 27, 2024 of B-52 Capital Public Company Limited (the "Company"), resolved to call the 2024 Annual General Meeting of Shareholders on Tuesday 23 April 2024 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 22, 2024 to consider various matters according to the meeting agenda as follows:

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

Background and reasons: The Company prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on 28 June 2023, and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce. within the period specified by law (A copy of the meeting report appears in Attachment 1)

Opinions of the Board: The committee considered and saw that The minutes of the said meeting were duly recorded. and deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider approving the minutes of the said Extraordinary General Meeting of Shareholders No. 1/2023.

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 2023**

Background and reasons: Report on the Company's financial statements for the year 2023 , 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 ending 31 December 2023, the Company and its subsidiaries had operating results. (Consolidated financial statements) as follows

For the year 2023 ending December 31 , 2023, the company had a net loss attributable to the company of 31,129,788 baht. Compared to 2022, the company had a net loss attributable to the company of 157,882,857 baht, resulting in a net loss decreasing of 126,753,069 baht from the previous year. or equivalent to 80.3 percent

- The company has income from sales and services for 2023 totaling 70,381,245 baht, a decrease from the previous year of 67,009,328 baht, or 48.8 percent.

### Consumer product sales business segment

The company's income from the consumer product sales segment decreased by 61.33 million baht from the previous year. or decreased to 96.6 percent. In 2023, the company has slowed down

sales due to continuous losses in the past. and has terminated this segment by selling a subsidiary in the third quarter of 2023.

The business section provides advertising media and public relations services.

The company has income from advertising media and public relations services. Decreased from the previous year by 9.73 million baht or a decrease of 24.7 percent because the company has improved the selection of jobs to accept. This results in the company's income decreasing. But there was more profit than the previous year.

Financial services division by being a broker agent

The company's income from the financial services segment by being a broker decreased by 1.17 million baht from the previous year or decreased to 48.1 percent because in 2023 the company has stopped selling various electrical appliances. Installment payment form for member shops and sold investments in subsidiaries in the 2nd quarter of 2023

Training and seminar service business section

The company has started trial training seminars in August 2023, with a training period of 3 months, starting from August 2023 - October 2023, resulting in starting to earn income of 2.75 million baht.

The division provides platform services and market research.

The company earns its revenue in the market research segment. An increase of 6 million baht from the previous year, or a 100 percent increase, resulting from surveying, collecting and researching data on retail stores in other provinces. To be used in planning marketing of products and services.

1. Cost of sales and services decreased by 64.7 million baht or 55.2 percent when compared to the previous year. Most of them arise from the business segment selling consumer products. Sales have been slowed down, causing costs in this area to decrease by 61.5 million baht, consistent with decreased income.

2. Selling and administrative expenses decreased by 61.2 million baht or 33.4 percent compared to the previous year due to

- Business segment sells consumer products. that has slowed down sales As a result, sales and administrative expenses decreased by 41 million baht.
- Online media advertising service business decreased by 5.3 million baht due to changes in the company structure. Move workplace to lower rent and reduce various expenses.

- Platform service division Reduce platform operations personnel by 4 million baht, other related expenses by 2.1 million baht, and reduce sales and marketing expenses by 3.1 million baht.
  - Recorded impairment charges on goodwill and intangible assets decreased by 13.3 million baht from the previous year.
  - Business selling health products and medical equipment distribution business and providing medical services Sales and administrative expenses increased by 4.32 million baht and 3.2 million baht, respectively.
3. Other income an increase of 63.9 million baht compared to the previous year. Most of the increase was from the sale of investments in Tanjai D Money Service Co., Ltd. in the proportion of 90.1% with a profit from the sale of investments of 31.9 million baht and the sale of investments in Tanjai Distribution Co., Ltd. in proportion. 100% with a profit from the sale of such investments of 27 million baht and a profit from reversing the impairment of intangible assets in One Digital Network Company Limited of 3.4 million baht.

Opinions of the Board: The company has summarized the operating results of the year 2023 which appeared in the 2023 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 2023.

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 2023 which was audited by the auditor of the Company

Background and reasons: The Company's financial statements for the year ended 31 December 2023 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 2023 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 2023

Background and reasons: Due to the Company's financial statements for the year ended December 31, 2023 which have been audited by a certified auditor. shows that The company has accumulated losses in the separate financial statements that have not been allocated in the amount of 316,494,045 baht, in accordance with Section 115 of the Public Limited Act B.E. 2535 (including any amendments). And Article 46 of the Articles of Association of the Company stipulates that dividends must be paid out of profits only. In the event that the company still has accumulated losses Forbidden to pay dividends, therefore, the company could not pay dividends. In addition, in 2023, the company had a net loss in the separate financial statements of 151,217,895 baht, according to Section 116 of the Public Limited Act B.E. more) And Article 48 of the Company's Articles of Association stipulates that part of the annual net profit must be allocated as a reserve fund of not less than 5% of the annual net profit. less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. Therefore, the Company cannot allocate profit as a legal reserve for the year 2023.

Opinions of the Board: The Board of Directors considered and agreed that with the current financial status and operating results of the Company based on the financial statements for the year ended December 31, 2023, the Company had an accumulated loss as of December 31, 2023 in the amount of 316,494,045 baht, therefore the Company was unable to pay dividends. year 2023 to shareholders and can allocate profits as legal reserves The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to approve the omission of dividend payment and the omission of profit allocation as legal reserve.

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 2023, the retiring directors shall have the following names

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

In selecting directors, the Company has announced an invitation to shareholders to nominate individuals who they deem to be qualified to be selected as company directors. During the period from 1 October 2023 to 31 January 2024 through the news system of the Stock Exchange of Thailand. and published on the company's website It appeared that no shareholder nominated a person to the company.

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. Nimit Wongjariyakul , Mr.Chumnun Kunnaratana and Mr.Somchai Wutthisat. 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 2024.

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 2024, 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 2023, which is the remuneration of the Company's directors , Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year.

The remuneration of the Company's directors and sub-committees for the year 2024 (totaling 5 committees) are detailed as follows.



Remuneration for the Board of Directors		Returns for the year 2022						Returns for the year 2023						
position	Number of directors/committee	2023		Number of directors who receive remuneration	Approximate number of meetings attended	All year	All year	Number of directors/committee	2024		Number of directors who receive remuneration	Approximate number of meetings attended	All year	All year
		per month	per time						per month	per time				
Board of Directors	9							9						
chairman		20,000	10,000	1	14	240,000	140,000		20,000	10,000	1	14	240,000	140,000
director		10,000	7,000	4	14	480,000	392,000		10,000	7,000	4	14	480,000	392,000
Directors who are Executive Directors		-	-	-	-	-	-		-	-	-	-	-	-
Audit Committee	3							3						
chairman		20,000	10,000	1	8	240,000	80,000		20,000	10,000	1	8	240,000	80,000
director		10,000	7,000	2	8	240,000	112,000		10,000	7,000	2	8	240,000	112,000
Nomination and Remuneration Committee	4							4						
chairman		-	8,000	1	4	-	32,000		-	8,000	1	4	-	32,000
director		-	5,000	2	4	-	40,000		-	5,000	2	4	-	40,000
investment board	5							5						
chairman		-	-	-	4	-	8,000		-	8,000	-	4	-	-
director		-	-	-	4	-	5,000		-	5,000	-	4	-	-
Risk Management Committee	7							7						
chairman		-	-	-	4	-	8,000		-	8,000	-	4	-	-
director		-	-	-	4	-	5,000		-	5,000	-	4	-	-
<b>Total meeting allowance for the year</b>			<b>1,996,000</b>			<b>1,200,000</b>	<b>796,000</b>		<b>estimate</b>	<b>1,996,000</b>			<b>1,200,000</b>	<b>796,000</b>

note :

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

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

The amount is the same as proposed in 2023.

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 2024

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 2027, name in list below:

List of all auditors of Karin Audit Company Limited as follows:

- Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- Mr. Jesada Hangsapruak, Certified Public Accountant Registration number 3759 and/or
- Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or\*

- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or\*
- 5) Ms. Kannika Wipanurat Certified Public Accountant Registration number 7305 and/or\*
- 6) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113 and/or
- 7) Ms. Nonglak Pattanabundit, Certified Public Accountant Registration number 4713 and/or\*
- 8) Ms. Sumana Seniwong Na Ayutthaya Certified Public Accountant Registration number 5897  
\*and/or
- 9) Mr. Worapol Viriyakulpong Certified Public Accountant Registration number 11181 and/or\*
- 10) Mr. Poj Asawasantichai Certified Public Accountant Registration number 4891\*
- 11) Mr. Wichien Prungpanich Certified Public Accountant Registration number 5851\*
- 12) Ms. Kochamon Shunhuan Certified Public Accountant Registration number 11536\*
- 13) Ms. Bongkocharat Sarumsiri Certified Public Accountant Registration number 13512\*
- 14) Mr. Thanatit Raksathien Certified Public Accountant Registration number 13646\*

The auditors from Karin Audit Company Limited will be proposed to appoint as the auditors for the subsidiary companies for the year 2024 as well.

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675  
(Number of years as an auditor for the company: 3 years (fiscal year 2021 - 2023))
- 2) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113  
(Number of years as an auditor for the company: 1 year (fiscal year 2020))
- 3) Mr. Jesada Hangsapruerk, Certified Public Accountant Registration number 3759  
(Number of years as an auditor for the company: 1 year (fiscal year 2019))

*Note\* Not yet an auditor who has signed to express an opinion on the audit (Signing Partner)  
to the company*

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, 2024, and set the audit fee for the company only at 800,000 baht, the same price as the year 2023, at the amount of 800,000 baht, and set the audit fee for the company and its subsidiaries (7 subsidiaries as listed in the table below) totaling 8 companies The total amount of 1,600,000

baht. The said audit fee does not include travel expenses and other expenses (if any). The details are as follows:

Number	List of Companies	Status	Year 2023	Year 2024
1	B-52 Capital PLC	Listed Company	800,000	800,000
2	Tanjai Distribution Co.,Ltd.	Subsidiary Company	120,000	-
3	Tanjai D Money Service Co.,Ltd.	Subsidiary Company	130,000	-
4	One Digitalm Network Co.,Ltd.	Subsidiary Company	180,000	190,000
5	Solution Fly Co.,Ltd.	Subsidiary Company	165,000	175,000
6	M Quality Product Co.,Ltd.	Subsidiary Company	60,000	60,000
7	M Novation Plus Co.,Ltd.	Subsidiary Company	90,000	60,000
8	Tanjai D Money Transfer Co.,Ltd.	Subsidiary Company	60,000	60,000
9	M Med Pharma Co.,Ltd.	Subsidiary Company	115,000	120,000
10	Yets&More Co.,Ltd	Subsidiary Company	195,000	135,000
<b>Total</b>			<b>1,915,000</b>	<b>1,600,000</b>

*Note: At present, Tanjai Distribution Company Limited and Thanjai Money Service Company Limited are not subsidiaries of B-52 Capital Public Company Limited. Therefore, there is no audit fee in 2024.*

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

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 2) Mr. Jesada Hangsapruak, Certified Public Accountant Registration number 3759 and/or
- 3) Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or
- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or
- 5) Ms. Kannika Wipanurat Certified Public Accountant Registration number 7305 and/or
- 6) Mr. Jiroj Sirirorote Certified Public Accountant Registration number 5113 and/or
- 7) Ms. Nonglak Pattanabundit, Certified Public Accountant Registration number 4713 and/or

- 8) Ms. Sumana Seniwong Na Ayutthaya Certified Public Accountant Registration number 5897 and/or
- 9) Mr. Worapol Viriyakulpong Certified Public Accountant Registration number 11181 and/or
- 10) Mr. Poj Asawasantichai Certified Public Accountant Registration number 4891
- 11) Mr. Wichien Prungpanich Certified Public Accountant Registration number 5851
- 12) Ms. Kochamon Shunhuan Certified Public Accountant Registration number 11536
- 13) Ms. Bongkocharat Sarumsiri Certified Public Accountant Registration number 13512
- 14) Mr. Thanatit Raksathien Certified Public Accountant Registration number 13646

of Karin Audit Co., Ltd. or other certified public accountant assigned by Karin Audit Co., Ltd. to be the auditor for the year 2024 of the Company's subsidiary And to determine the audit fee of the Company and its subsidiaries (7 subsidiaries as specified in the table below) totaling 8 companies, totaling 1,600,000 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 221,204,216 ordinary shares that have not yet been issued. The company therefore needs to reduce the registered capital of the company in the amount of 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital 368,673,694.50 baht by eliminating the company's unissued registered shares, which are 221,204,216 ordinary shares, with a par value of 0.50 baht per share.

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 110,602,108 baht from the original registered capital of 479,275,802.50 baht as registered capital 368,673,694.50 baht by eliminating the Company's unissued registered shares, which are 221,204,216 ordinary shares with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital.

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

Divided into 737,347,389 shares

0.50 baht per share

divided into

Ordinary shares 737,347,389 shares

Preferred shares - shares ”

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

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 2024 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 110,602,108 baht from the original registered capital of the amount of 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders (Right Offering) in proportion to 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 479,275,802.50 baht

Divided into 958,551,605 shares

0.50 baht per share

divided into

Ordinary 958,551,605 shares

Preferred shares - shares ”

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

relating to the registration of the amendment of the Memorandum of Association of the Company to be filed with the Department of Business Development Ministry of Commerce Including having the power to take any action as necessary and in connection with such action as it deems appropriate. And to comply with the law Regulations and the interpretation of the relevant government agencies including by the advice or order of the registrar or officer.

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 221,204,216 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 2024 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 2024 to consider and approve the allocation of the newly-issued ordinary shares of the Company, not exceeding 221,204,216 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 147,469,478 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 737,347,389 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 73,734,738 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 737,347,389 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. 28/2565 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 221,204,216 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 368,673,694.50 Baht or equivalent to paid-up shares 737,347,389 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 2024 Annual General Meeting of Shareholders (Record Date) on March 22, 2024.

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

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No.1/2023

B-52 Capital Public Company Limited

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The Extraordinary Annual General Meeting of Shareholders No.1/2023 by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on June 28, 2023.

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 The Company therefore organized the Extraordinary Annual General Meeting of Shareholders No.1/2023 by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

1 shareholder who came in person, totaling 4,800 shares

29 shareholders by proxy, totaling 543,855,261 shares

Total of 30 shareholders, total number of shares 543,860,061 shares

Representing 73.7590 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

**The meeting started at 10:01 a.m.**

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:01 a.m., there were 30 shareholders and proxies attending the meeting, including the total number of shares. 543,860,061 shares, representing 73.7590 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 Annual General Meeting of Shareholders No.1/2023 on June 1, 2023, with a total of 4,504 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Extraordinary Annual General Meeting of Shareholders No.1/2023 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 7 directors attending the meeting.**

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

**Executives attending the meeting**

1. Ms. Oytip Cholthichanun is the Chief Financial Officer.
2. Mr. Somchai Wutthisat is the Legal Director and Company Secretary.

**Legal advisor from Araya & Partners Co., Ltd.**

1. Mr. Paramet Choklumlert Legal advisor

**Representative of independent financial advisor from Avantgarde Capital Co., Ltd.**

1. Ms. Benjawan Tanti Chamnankul Independent Financial 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 Meeting of Shareholders an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

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

#### Vote method

1. Every shareholder will have votes equal to the number of shares held by 1 share per 1 vote.
2. For the convenience of vote counting if no shareholder presses the disapproval or abstention button and confirms it within the specified time it shall be deemed that the meeting has approved as proposed by the Company.  
  
For shareholders who disagree or abstain and when the voting button has been pressed Please press the Confirm Vote button one more time. In order for the company to continue recording the votes into the system, the shareholders must press the voting button and confirm the vote within the specified period and when the deadline for voting and voting has been confirmed the staff of OJ International Co., Ltd. will shut down the voting system for that agenda.
3. In consolidating the votes, the Company will deduct the disapproved and abstained votes from the total votes of the shareholders who attended the meeting and the remainder will be deemed to be approved votes.
4. Shareholders who appoint proxies by specifying their opinions or exercising their voting rights in advance The Company will count the votes according to the shareholder's proxy in all respects.
5. The meeting moderator will ask in every agenda whether any shareholder will vote against or abstain or not.

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

**Agenda 1** To consider and certify the minutes of the Annual General Meeting of Shareholders Year 2023, convened on April 20, 2023.

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 Annual General Meeting of Shareholders Year 2023 held on April 20, 2023 and sent a copy of the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law. The 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 Year 2023, 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.

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

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

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

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	543,860,061	100.00
Disagreed	0	0.00
<b>Total</b>	<b>543,860,061</b>	<b>100.00</b>
Abstained	0	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to certify the minutes of the Annual General Meeting of Shareholders Year 2023 held on April 20, 2023 as proposed in all respects with a unanimous vote

**Agenda 2** To consider and approve the transaction of disposition of assets of the Company Including the transfer of 234,260 shares, representing 90.1% in Than Jaidee Money Service Co., Ltd., to Mr. Chirawut Kuwanan, a major shareholder of the Company which is a connected transaction of the Company

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

The meeting operator the report was proposed to the shareholders' meeting to consider and approve the disposition of the Company's assets to Mr. Chirawut Kuwanan, a major shareholder of the Company. Which is a connected transaction of the Company The details are as follows.

**Assets disposed of the Company**

The sale of 234,260 ordinary shares of Than Jaidee Money Service Co., Ltd. (“TJDM”) at a par value of 100 baht per share, representing 90.1 percent of the total shares of such company, to Mr. Jirawut Kuvananat at a total price of 30,000,000 baht (thirty million baht), therefore equivalent to the purchase price per share of 128.06 baht per share (hereinafter referred to as the “Transaction”).

The disposition of TJDM's ordinary shares is considered a disposition of assets of a listed company. According to the Notification of the Capital Market Supervisory Board No. TorJor.20/2551 Re: Rules for making significant transactions that fall into the category of acquisition or disposal of assets dated August 31, 2008 and its amendments. And the announcement of the Board of Governors of the Stock Exchange of Thailand B.E.2547 dated October 29, 2004 and its amendments. \*Maximum transaction size Calculate the transaction size based on the total value of consideration criteria equal to 10.87 percent of the total assets of the listed company during the period of 6 months prior to entering into such transaction The company has not made any asset disposition transaction.

However, such transactions considered as a connected transaction According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Regarding the rules for making connected transactions and the announcement of the Board of Governors of the Stock Exchange of Thailand 2546 (as amended) (“Connected Transaction Notification”), type of transaction relating to assets or services.

(Consolidated financial statements) of the company ended March 31, 2023. It appears that the company The value of net tangible assets (NTA) is 121,333,803 baht. Therefore, the amount of 3% of NTA is equal to 3.64 million baht. Therefore, the value of the transaction is 25.22% of NTA, which is considered a connected transaction. with a large transaction size, with a transaction size of more than 20 million baht and more than 3% of the NTA, requiring the company to prepare a report and notify the SET and seek approval from the shareholders by appointing an independent financial advisor to express opinions to the shareholders as follows:

- (1) Prepare a report and disclose information on the transaction of the Company to the Stock Exchange of Thailand. According to the connected transaction announcement The details appear as follows.  
Enclosure 2. (Memorandum of Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction (ordinary shares in a subsidiary) to Mr. Chirawut Kuwanan who is a connected person of the Company)
- (2) Organize the Company's shareholders' meeting to consider and approve the said transaction The notice of the shareholders' meeting was sent at least 14 days in advance of the meeting date. to get approval from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Excluding shareholders who have interests as the basis for counting votes.
- (3) Appoint an independent financial advisor (IFA) to perform the relevant duties including giving opinions on the transaction including submitting such opinions to the Office of the Securities and Exchange Commission SET In this regard, the Company has appointed a financial advisor approved by the

Securities and Exchange Commission, Avantgarde Capital Company Limited, to act as an independent financial advisor (IFA. ) to provide an opinion on the said transaction to the shareholders. The opinion of the independent financial advisor on the transaction appears in Enclosure 3. (Financial Advisor's Opinion Report Independent (IFA Report))

Incidentally, after the Board of Directors' Meeting No. 3/2023 held on May 162023 resolved to approve the transaction. The Company entered into a memorandum of agreement regarding the purchase and sale of ordinary shares of Than Jaidee Money Service Co., Ltd., whereby the Company will enter into the transaction. After obtaining approval from the shareholders' meeting of the Company The company It is expected that the transaction It will be completed by the end of June 2023.

Details of the transaction appear in Enclosure 2. (Information Information on the Connected Transaction of B-52 Capital Public Company Limited (the Company) regarding the Asset Disposition Transaction. (Ordinary shares in a subsidiary) to Mr. Chirawut Kuwanan who is a connected person of the Company)

And proposed to the shareholders' meeting to approve the assignment of the Executive Board and/or any person designated by the Executive Board to (a) negotiate the terms and conditions of the TJDM Share Sale and Purchase Agreement; (b) determine and/or amend any additional details relating to the Transaction; (c) sign the Contracts, Memorandums of Agreement and Documents Related to the Transaction which includes but is not limited to the ordinary shares purchase agreement; This includes contacting and submitting applications for approval of such documents and evidence to government agencies. and/or any regulatory authorities; and (e) take any other necessary actions in relation to the Transaction.

In this regard, the moderator explained the resolution on this agenda to the meeting that A resolution on this agenda must be approved by the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote. Abstaining votes will be counted as the vote counting base. Shareholders who have special interests in this agenda will not be counted as the vote counting base.

In addition, the shareholders who have special interests in this agenda are Mr. Chirawut Kuwanant and the shareholders who are relatives of Mr. Jirawut Kuwanan are the following persons:

Name	Number of shares in the company (shares) *	Ratio of share (%)
1. Mr. Jirawut Kuwanan	365,248,076	49.54
2.Ms. Naliwan Kuwanan	15,908,858	2.16
3.Mr. Navawit Kuwanan	8,059,065	1.09
4.Ms. Nunthikorn Kuwanan	2,725,210	0.37



5.Mr. Aron Ainy Kuwanan	75,000	0.01
Total	392,016,209	53.17

Remark \* Information as of June 1, 2023, which is the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2023 (Record Date).

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.

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

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	151,843,352	99.9997
Disagreed	0	0.0000
Abstained	500	0.0003
Void Ballot	0	0.0000
<b>Total</b>	<b>151,843,852</b>	<b>100.00</b>

**The meeting resolution** : The meeting resolved to approve the transaction of disposition of the Company's assets. Including the transfer of 234,260 shares, representing 90.1%, in Than Jaidee Money Service Co., Ltd. to Mr. Chirawut Kuwanan, a major shareholder of the Company. Which is a connected transaction of the Company as proposed in all respects with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and have the right to vote.

**Agenda 3** Consider approving the capital increase registration of a subsidiary (Than Jaidee Money Service Co., Ltd.)

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

The meeting moderator reported to the meeting that According to the Board of Directors' Meeting No. 3/2023 on the 16 May 2023 of B-52 Capital Public Company Limited ("Company") resolved to call the Extraordinary General Meeting of Shareholders No.1/2023 on Wednesday, June 28, 2023 at 10:00 a.m., with the topic of the agenda regarding the disposition of the transaction which the Company's assets Including the

transfer of 90.1% of shares in Than Jaidee Money Service Co., Ltd. (“TJDM”) to Mr. Chirawut Kuwanan, a major shareholder of the Company which is a connected transaction of the Company (which will be a business sale transaction in the said company after such company has already increased its registered capital in the amount of 21,000,000 baht which as of May 16, 2023, TJDM has registered capital and paid-up capital of 5,000,000 baht consisting of shares 50,000 ordinary shares with a par value of 100 baht per share. On May 15, 2023, TJDM has determined that shareholder meeting to consider approving an increase in registered capital and paid-up capital in the amount of 21,000,000 baht is the new registered and paid-up capital of 26,000,000 baht. The number of shares to be transferred is 234,260 shares.

Subsequently, on May 25, 2023, TJDM has registered an increase in registered capital and paid-up capital. Then another 21,000,000 baht is the registered capital and the new paid-up capital is 26,000,000 baht per registrar. Limited Partnership Department of Business Development Ministry of Commerce is completed and the company has prepared and notified Information Memorandum on the Company's Asset Disposal Transaction together with information on registration of capital increase to the registrar Department of Business Development has been completed to the Stock Exchange of Thailand and the Office of the SEC for consideration in the following steps.

In the next order, the company therefore received advice from the staff of the Office of the SEC that the Company TJDM's capital increase and paid-up capital should be presented to the Extraordinary General Meeting of Shareholders No. 1/2023 of The Company, which will be held on June 28, 2023, has also considered on this occasion.

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 543,860,061 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	543,859,561	100.00
Disagreed	0	0.00

Total	543,859,561	100.00
Abstained	500	-
Void Ballot	0	-

**The meeting resolution** : The meeting resolved to approve the capital increase registration of a subsidiary (Than Jaidee Money Service Co., Ltd.) with a unanimous vote

**Agenda 4**      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 10.40 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.Nimit Wongjariyakul
Type of director	Chairman of the Executive Committee / Director
Age	60 years old (born in 1964)
Nationality	Thai
Study	<p><u>Master's degree</u></p> <p>- M.Sc. in Petroleum Eng. The Pennsylvania State University</p> <p><u>Bachelor's degree</u></p> <p>- B.Sc. in Chemical Eng. The Pennsylvania State University</p> <p>- Management Science Course for Senior Executives (W.S.) Faculty of Public Administration National Institute of Development Administration</p>
Director Training Program	-
Date of appointment as a director	15 May 2019
Number of years as a director	4 years 10 months
Experience	<ul style="list-style-type: none"> <li>- Director and Chairman of the Executive Committee B-52 Capital Public Company Limited</li> <li>- Executive Committee Capital Nomura Securities Public Company Limited</li> <li>- Head of Investment Banking Capital Nomura Securities Public Company Limited</li> <li>- Senior Vice Chairman Thaimex Finance and Securities Public Company Limited</li> <li>- Vice Chairman of the Corporate Finance Committee Nomura International (HK) and Nomura Securities Patanasin Public Company Limited</li> <li>- Financial Analyst Nomura International (HK)</li> <li>- Factory and construction engineer PTT Exploration and Production</li> <li>- Factory Engineer Unocal Thailand Company Limited</li> </ul>
Positions in other listed companies	-do not have-
position in other businesses	-do not have-



(non-listed company)	
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 2023	- Attended the Board of Directors' meeting 7 times out of 8 times - Attended the Executive Committee meeting 18 times out of 18 times
Expertise/Results during the tenure of Director	- Mr.Nimit Wongjariyakul Have knowledge and experience in finance. Financial management and investment, financial analyst and has brought 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. Chumnun Kunnaratana
Type of director	Audit Committee / Independent Director
Age	64 years old (born in 1960)
Nationality	Thai
Study	<p><u>Master's degree</u></p> <p>-Master of Business Administration Accounting branch for planning and control Kasetsart University</p> <p><u>Higher diploma</u></p> <p>- Auditing, Thammasat University</p> <p><u>Bachelor's degree</u></p> <p>- Bachelor of Accounting, Chulalongkorn University - Higher Diploma in Auditing, Thammasat University</p>



Director Training Program	Passed relevant training organized by the Thai Institute of Directors Association (IOD), Director Certification Program (DCP) course, DCP 67/2007. Certified Public Accountant Registration number 3480
Date of appointment as a director	15 May 2019
Number of years as a director	4 years 10 months
Experience	<ul style="list-style-type: none"> <li>- Independent Director and Audit Committee Member B-52 Capital Public Company Limited</li> <li>- Audit Partner Pitisevi Office Company Limited</li> <li>- Deputy Managing Director G Capital Public Company Limited</li> <li>- Senior Director of Financial Accounting and Budgeting International Arts and Crafts Promotion Center, a public organization</li> <li>- Senior Director Financial accounting department Securities company Ayudhya Co., Ltd.</li> <li>- Senior Director Financial Accounting and Budget Department Thantawan Industry Public Company Limited</li> <li>- Head of the Accounting Department Mahanakorn University of Technology</li> <li>- Accounting Manager Asia Bank Public Company Limited</li> <li>- Senior Director Accounting and Finance Department GF Finance and Securities Public Company Limited</li> <li>- Inspector Bank of Thailand</li> <li>- Head of the inspection team Chaiyosombat Office</li> </ul>
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 2023	<ul style="list-style-type: none"> <li>- Attended the Board of Directors' meeting 8 times out of 8 times</li> <li>- Attended the Audit Committee meeting 4 times out of 4 times.</li> </ul>

Expertise/Results during the tenure of Director	- Mr. Chumnun Kunnaratana Have knowledge and experience in finance, taxes, accounting, and auditors. and has brought 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
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## Profiles of directors proposed to the shareholders' meeting to re-elect them for another term.

Name-Surname	Mr. Somchai Wutthisat
Type of director	Director / Company secretary
Age	57 years (born in 1967)
Nationality	Thai
Study	- Bachelor's degree, Faculty of Law Chulalongkorn University
Director Training Program	-
Date of appointment as a director	22 September 2023
Number of years as a director	6 months
Experience	<ul style="list-style-type: none"> <li>- Legal Director B-52 Capital Public Company Limited</li> <li>- Senior Director, Legal Department International Engineering Public Company Limited</li> <li>- Director of Legal Department International Engineering Public Company Limited</li> <li>- Assistant Director, Legal Department International Engineering Public Company Limited</li> <li>- Manager, Legal Department International Engineering Public Company Limited</li> <li>- Senior lawyer Premier Capital (2000) Company Limited and Premier Group of Companies (Premier Enterprise Public Company Limited)</li> </ul>
Positions in other listed companies	-do not have-
position in other businesses (non-listed company)	Director, Araya and Partners Co., Ltd.
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 2022	- Attended the Board of Directors meeting 1 time out of 1 time
Expertise/Results during the tenure of Director	- Mr. Somchai Wutthisat Has knowledge and experience in securities and stock exchange law. Public Company Limited Law Private Limited Company Law Merger and acquisition law and has brought 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



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**

We, B-52 Capital Public Company Limited (“the Company”), would like to report the resolutions of the Board of Directors' Meeting No.1 / 2024 on February 27, 2024 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 2024 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital by 110,602,108 baht from the original registered capital of 479,275,802.50 baht is the registered capital of 368,673,694.50 baht by canceling the unissued registered shares of the Company which are ordinary shares in the amount of 221,204,216 shares. The par value of 0.50 baht per share, which is the remaining shares from the allocation of the newly issued shares of the Company under the General Mandate according to the resolution of the 2023 Annual General Meeting of Shareholders held on April 20, 2023.

**Capital increase**

**2.1 Capital increase**

The Board of Directors' Meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital. Form of general mandate (General Mandate) in the amount of 110,602,108 baht from the original registered capital of 368,673,694.50 baht is a new registered capital of 479,275,802.50 baht by issuing newly issued ordinary shares in the amount of not more than 221,204,216 shares at the par value of 0.50 baht per share in the following ways:

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 221,204,216	0.50	110,602,108
	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 approved to propose to the 2023 Annual General Meeting of Shareholders to consider Approved the allocation of newly issued ordinary shares in the amount of not more than 221,204,216 shares at a par value of 0.50 baht per share, totaling 110,602,108 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 <sup>1/</sup>	Ratio (Original: New)	Selling price Per share (baht)	Date and time of subscription And make payment for shares	Note
Existing shareholders	147,469,478	20.0	-	-	-	Details in the note
Private placement	73,734,738	10.0	-	-	-	Details in the note

<sup>1/</sup> 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. 1/2024 held on February 27, 2024 resolved to approve to propose to the 2024 Annual General Meeting of Shareholders for approval as follows:

Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the capital increase. company registration Form of general mandate (General Mandate) in the amount of 110,602,108 baht from the original registered capital of 368,673,694.50 baht is a new registered capital of 479,275,802.50 baht by issuing new ordinary shares in the amount of not

more than 221,204,216 shares at the par value of 0.50 baht per share for sale to (1) existing shareholders (Right Offering) in proportion to their existing shareholding and (2) individuals. in a limited area (Private Placement)

Approved to propose to the Annual General Meeting of Shareholders for the year 2024 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 2024 Annual General Meeting of Shareholders to consider and approve the allocation of ordinary shares. New capital increase of the Company in the amount of not more than 221,204,216 shares at the par value of 0.50 baht per share to accommodate the capital increase under the General Mandate, with the details of the allocation of newly issued ordinary shares as follows:

(1) Allocation of the newly-issued ordinary shares of the Company in an amount not exceeding 147,469,478 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 737,347,389 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 73,734,738 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 737,347,389 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. 28/2565 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 221,204,216 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 368,673,694.50 baht or equivalent to paid-up shares 737,347,389 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 2024 will be scheduled on April 23, 2024 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 22, 2024

#### 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:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of newly issued shares to be offered to PP.}}{(\text{Paid-up shares} + \text{Number of newly issued shares to be offered to PP})} \\ &= \frac{73,734,738}{(737,347,389 + 73,734,738)} \\ &= 9.09\% \end{aligned}$$

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.1 / 2024	27 February 2024
2	Date for determining the names of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date)	22 March 2024
3	Day Annual General Meeting of Shareholders 2024	23 April 2024
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)  
 Director and Chief Executive Officer

Signature ..... Authorized director signed on behalf of company  
 (Mr.Somchai Wutthisat )  
 Director and Company Secretary

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

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**Shareholders Meeting**

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

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

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

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

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

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

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

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

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

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

(1) The acknowledge report of Board of Directors that represents the performance of the Company during the past year.

(2) Approval of the balance sheet or financial statement and profit and loss statement at the end of accounting period.

(3) The approval of profit allocation and dividend payments

(4) Considering the election of new directors to replaces directors who retire by rotation and determine remuneration for directors.

(5) Considering the appointment the auditors and determine the remuneration for auditors

(6) Other

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

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

(1) The number of shares that grantor holding.

(2) Name of the proxy

(3) The time of the meeting that proxies to attend and vote.

Article 38. In the voting, Shareholders have the votes equal number of shares that holding deemed by one (1) share for one (1) vote, the voting will commit openly. Except the shareholders not less than five (5) persons requested and the meeting voted to keep a secret vote, it shall keep a secret vote. The method of voting by secret ballot shall be determined by the Chairman of the meeting.

Article 39. Resolution of the meeting of shareholders shall consist of the following votes.

(1) In the normal case shall holds majority vote of the shareholders who attended and voted. If there is a tie votes, the Chairman of the meeting shall have an additional vote as a casting vote.

(2) In the following cases shall holds not less than three-fourths (3/4) of the votes of the shareholders who attended the meeting and entitled to vote.

(a) The sale or transfer of all or a substantial part of the Company's business to any other person.

(b) The purchase or acquisition of business of other companies or private companies to the Company.

(c) The doing, amendment or termination contracts relating to the rental of the whole business or a substantial part. The assignment to others to manage its business or joint business with other parties with the objective of sharing profits and loss.

(d) The amendment of the memorandum or the Articles of Association.

(e) An increase or decrease capital of the Company.

(f) The issuance of preferred shares, debentures, warrants or other securities according to the Securities and Stock Exchange Law.

(g) The merger or its dissolution.

#### Dividend Payment

Article 46. Prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends.

The dividend divided by the number of shares equally and the dividend payment must be approved by the meeting of shareholders.

In case the Company selling shares not fully by number that registered or the Company has registered to increase capital. The Company will pay dividend in full or partial by issuing new ordinary shares to shareholders with the approval of the shareholders' meeting.

Article 47. The Board of Directors may pay interim dividend to its shareholders occasionally when they consider that the Company had profits deserving enough to do and when it paid dividends, shall be report to the meeting of shareholders in the next meeting.

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

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

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

#### Director's Qualifications, Elections, and Terms

Article 15. The Company has a Board of Directors consists of not less than five (5) directors and directors of not less than one-half of all directors must be resident in the Kingdom of Thailand and the Board of Directors would elect any member to be the Chairman and may elect a Vice Chairman and any other positions as deemed fit. Vice Chairman has duty accordance with articles in the affairs that assigned by the Chairman.

Article 16. Directors of the Company can be either the shareholders of the Company or not.

Article 17. The meeting of shareholders shall elect the directors under the following rules and procedures.

- (1) Each shareholder has one vote for each share held.
- (2) Each shareholder will use the votes to elect one or more directors. In the case of the election of several directors, the vote cannot be divided for any director differently.
- (3) Persons who receive the most votes respectively are elected as a directors until the number of directors meets the Company's requirement that shall have or shall elect at that time. In the case of a person who has been elected in subsequent order have a tie votes exceed the number of directors that shall have or shall elect at that time, the Chairman has the casting vote.

Article 18. In every annual general meeting, Directors must retire from position at least one-third (1/3) of the total number and if number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3).

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

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

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

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

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

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

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

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

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1. **Name - Surname** : **Mr. Suthep Pongpitak**  
Position in the Company : Independent Director and Chairman of Audit Committee  
Age : 70 years old  
Nationality : Thai  
Address : 111/165 Baansuan Sukhothai, Sukhothai Road, Dusit, Bangkok  
10300  
Percentage of Shareholding : None  
Interest in all agendas : None
2. **Name - Surname** : **Ms. Araya Putthipongthorn**  
Position in the Company : Independent Director and a member of Audit Committee  
Age : 42 years old  
Nationality : Thai  
Address : 799/196 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120  
Percentage of Shareholding : None  
Interest in all agendas : None

**Guidelines for Proxy, Registration, Document showing to attend and Voting  
At the 2024 Annual General Meeting of Shareholders, B-52 Capital Public Company Limited  
on April 23, 2024 at 10:00 a.m.**

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**Proxy**

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

- 1) Mr.Suthep Pongpitak      Position: Independent Director and Chairman of Audit Committee      Age 70 years old  
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Ms. Araya Putthipongthorn      Position: Independent Director and a member of Audit Committee      Age 42 years old  
Address 799/196 Rama III Road, Bangpongpan, 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 11, 2024, when the Company has examined the information according to the names of shareholders according to the closing information of the register of shareholders who have the right to attend the meeting completely correct. The service provider for organizing meetings via electronic media will send a link for attending the meeting and an access manual to the email that you have sent to inform the company. The link will be sent 2 days in advance of the meeting date.

**Requesting to attend the meeting via electronic media**

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

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

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

1. Please fill out the document requesting to attend the meeting via electronic media (E-EGM) (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-EGM 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 11, 2024 (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

- You can download proxy documents in advance at [www.b52.co.th](http://www.b52.co.th)

#### **Electronic Meeting Attendance (E-EGM)**

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-EGM meeting system in detail. If you haven't received the E-Mail by April 11, 2024, please contact the company immediately

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

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



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-EGM 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-EGM 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 11, 2024 (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, 7th 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-EGM meeting**

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

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

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

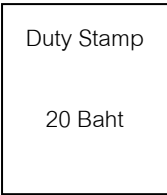
2. Submit suggestions or questions during the meeting. For those attending the E-EGM meeting, the attendee must specify his/her first and last name and informed that he was a shareholder attending the meeting by himself or as a proxy before every suggestion or question is submitted. The Company has opened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

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

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

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

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



PROXY FORM A. (General Form)

Written at.....

Date ..... Month ..... Year.....

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

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

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

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

holding the total amount of ..... shares with the voting rights of.....votes as follows:

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

preferred share.....shares with the voting rights of.....votes,

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

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

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

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

.....Mr. Suthep Pongpitak..... Age.....70..... Years with address at .....111/165.....

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

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

..... Mrs. Araya Putthipongthorn..... Age.....42..... Years with address

at.....799/196..... Soi.....-..... Road.....Rama III..... Sub-District.... Bangpongpang .....District.....

Yannawa..... Province..... Bangkok ..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2024 Annual General Meeting of Shareholders on April 23, 2024 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 on person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

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

Written at.....

Date ..... Month ..... Year.....

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

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

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

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

.....Mr. Suthep Pongpitak..... Age.....70.....Years with address at .....111/165.....  
 Soi.....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....  
 District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mrs. Araya Sunlakawit..... Age.....42.....Years with address at.....799/196.....  
 Soi.....-..... Road.....Rama III..... Sub-District.....Bangpongpang..... District.....Yannawa.....  
 Province..... Bangkok..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2024 Annual General Meeting of Shareholders on April 23, 2024 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 Consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023.**

(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 2023.**

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, 2023 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, 2023 to December 31, 2023 because the Company still has accumulated losses at the end of 2023

(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. Nimit Wongjariyakul

Approve       Disapprove       Abstain

(5.2) Mr. Chumnun Kunnaratana

Approve       Disapprove       Abstain

(5.3) Mr. Somchai Wutthisat

Approve       Disapprove       Abstain

Agenda 6. Consider and approve the remuneration of the Company's Directors and Sub-Committees for the year 2024

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

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

Approve       Disapprove       Abstain

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

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

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

Approve       Disapprove       Abstain

Agenda 8. To consider and approve the reduction of the Company's registered capital By cutting off registered shares that have not been issued of the company, and the amendment of Clause 4. of the

Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

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

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

Approve       Disapprove       Abstain

Agenda 9. To consider and approve the increase of the company's registered capital General Mandate and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

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

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

Approve       Disapprove       Abstain

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

(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 2024 Annual General Meeting of Shareholders on April 23, 2024 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 of .....shares 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.....69.....Years with address at .....111/165.....

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

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

.....Mrs. Araya Sunlakawit..... Age.....41.....Years with address at.....799/196.....

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

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

As only one of my / our proxy to attend and vote on my / our behalf at the 2024 Annual General Meeting of Shareholders on April 23, 2024 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 Consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, held on 28 June 2023.

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

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

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

Agenda 2. Consider and acknowledge the Company's operating results report for the past 2023.

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, 2023 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, 2023 to December 31, 2023 because the Company still has accumulated losses at the end of 2023

(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. Nimit Wongjariyakul

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

(5.2) Mr. Chumnun Kunaratana

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

(5.3) Mr. Somchai Wutthisat

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 2024

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

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

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

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

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

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

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

Agenda 8. To consider and approve the reduction of the Company's registered capital By cutting off registered shares that have not been issued of the company. and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

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

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

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

Agenda 9. To consider and approve the increase of the company's registered capital General Mandate and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

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

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

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

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

(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 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.



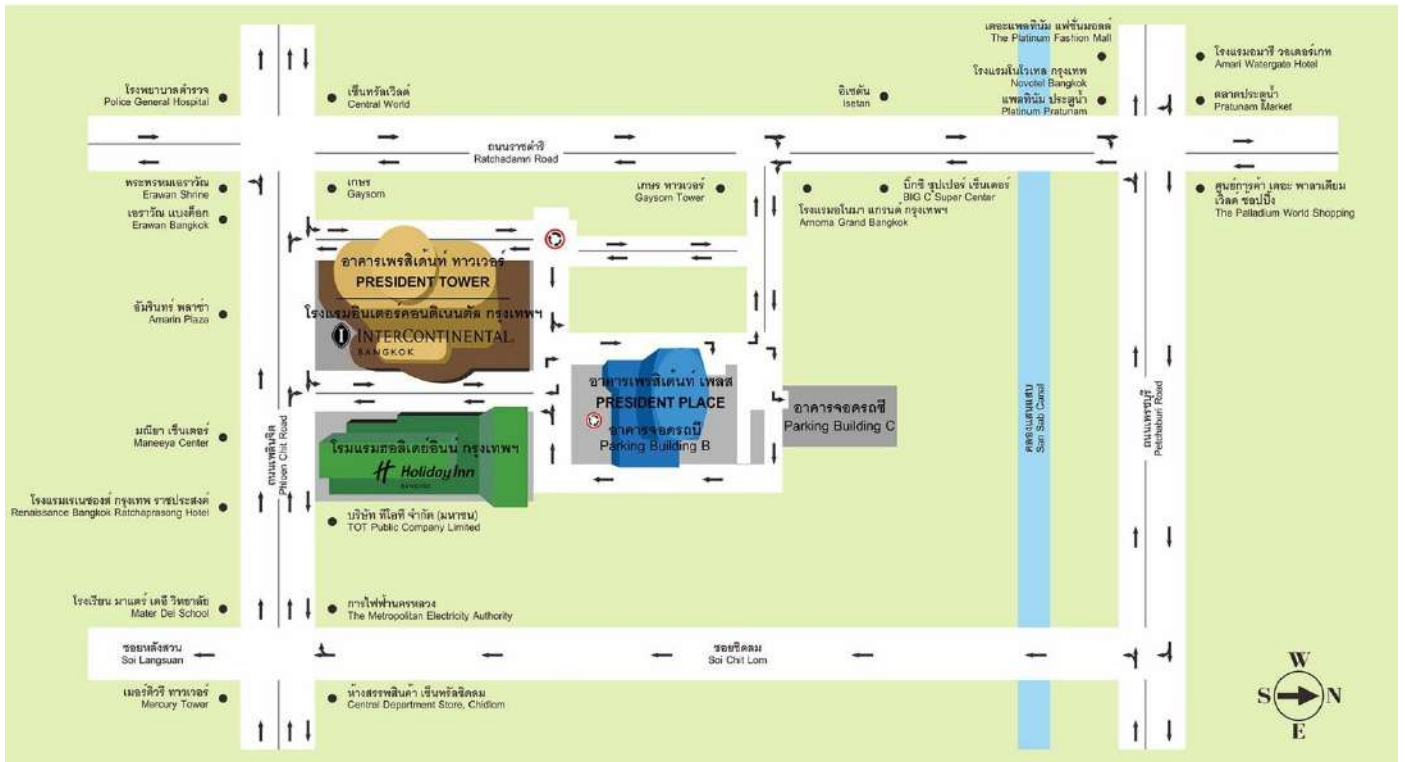
Attachment to Proxy Form C.

A Proxy is granted by a shareholder of B-52 Capital Public Company Limited for the 2024 Annual General Meeting of Shareholders on April 23, 2024 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.

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- 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 with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - 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

Map of the Shareholders' Meeting Venues



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

The 2024 Annual General Meeting of Shareholders of B-52 Capital Public Company Limited  
 Date May April 23, 2024.

Registration being started at 9:00 a.m.

The Meeting starting on 10.00 . a.m.

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ แล้ว ผู้ถือหุ้นจะได้รับอีเมลจาก E-Meeting Service ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล จำกัด ([e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com))
2. ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ นามสกุล และวัน เวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม
3. เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ "กดที่ Link นี้" เพื่อเปิด Web Browser ระบบจะให้กรอก เลขที่บัญชีผู้ถือหุ้น และหมายเลขอ้างอิง (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.)

กรุณาระบบข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม  
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น  
(Shareholder Account Number)

เลขที่บัตรประชาชน  
(Identification Number/Passport Number)

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

ลงทะเบียนเข้าร่วมประชุม

(Register)

กรณีผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า "ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online"

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

#### 4. กดปุ่ม “ยืนยันเข้าร่วมประชุม”

##### 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.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

ถือหุ้นจำนวน 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: 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.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

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

E-Meeting

E-Voting

#### 6. กดปุ่ม “E-Meeting” เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

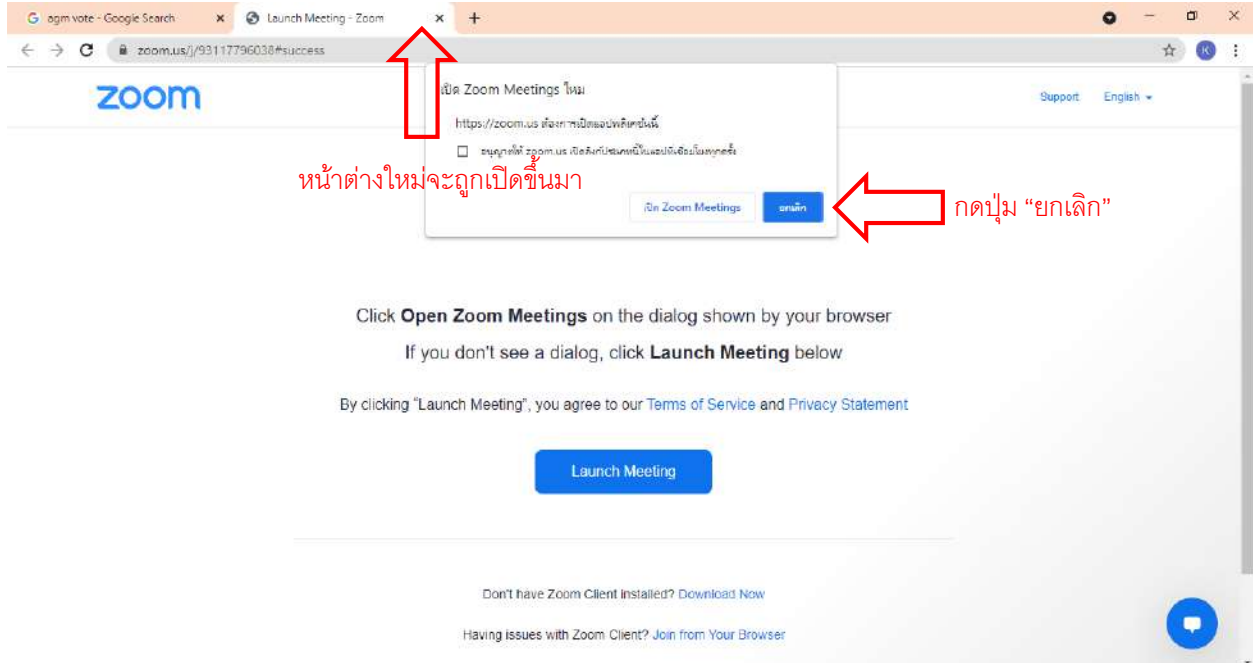
#### 7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเซ็นแนล

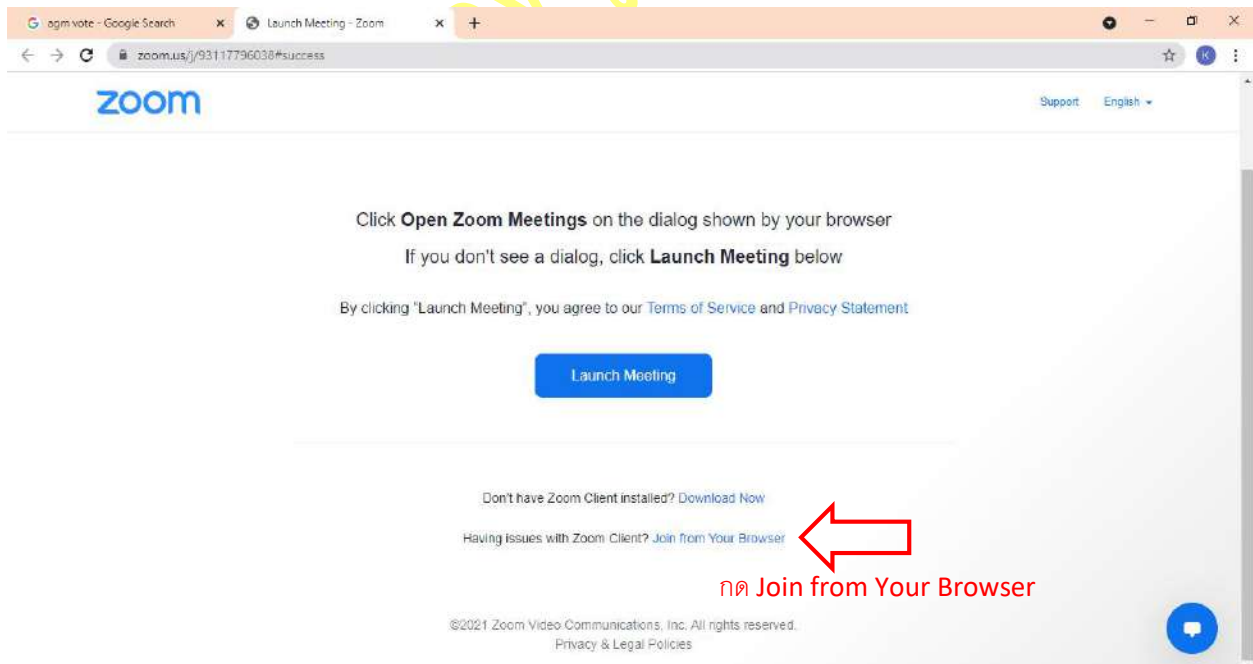
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

## การใช้งาน E-Meeting

1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม “E-Meeting” กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป ให้กดปุ่ม “ยกเลิก”



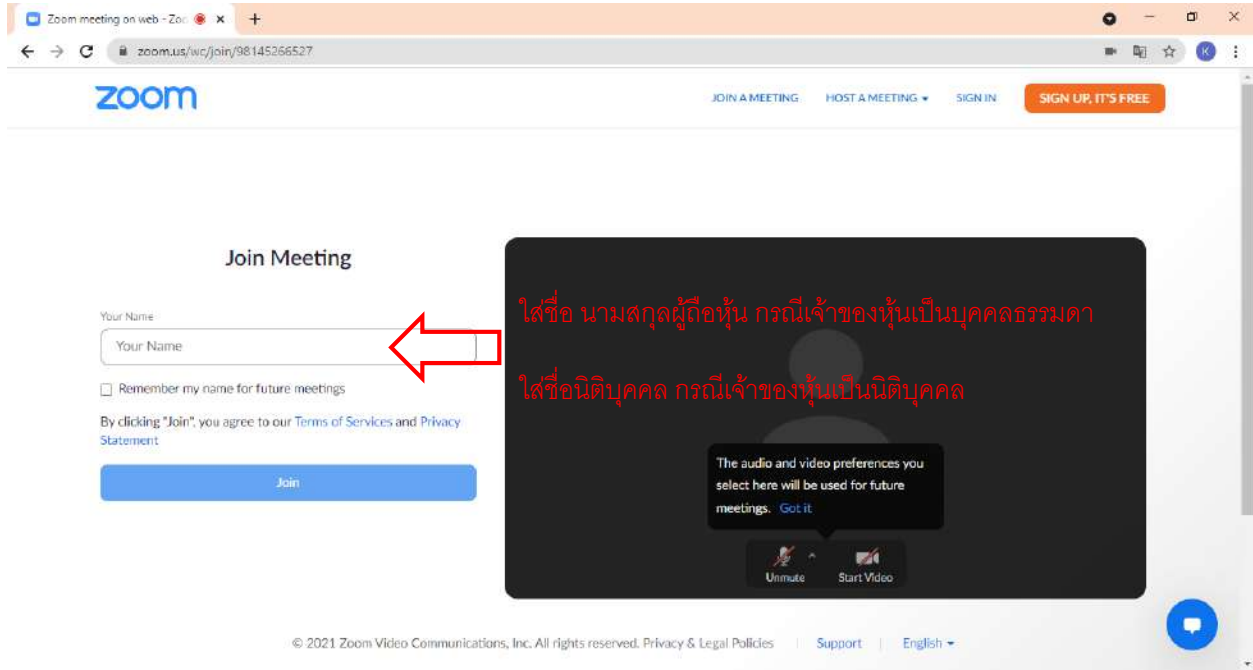
2. กด Join from Your Browser



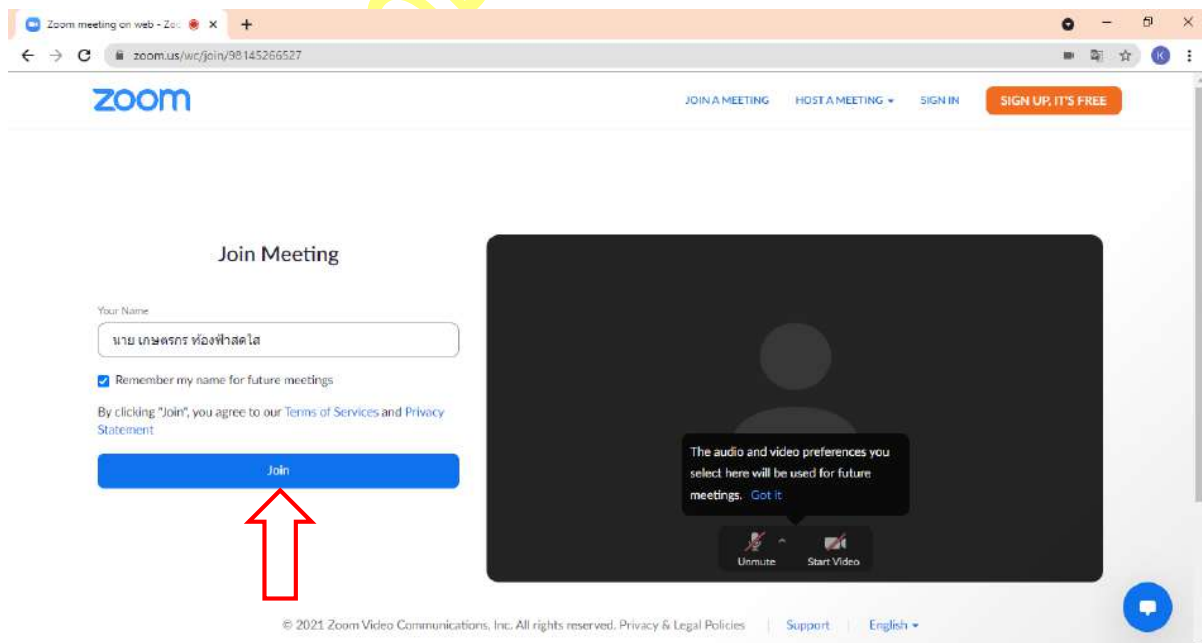
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล




4. เมื่อกรอกชื่อแล้วให้กด “Join”



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

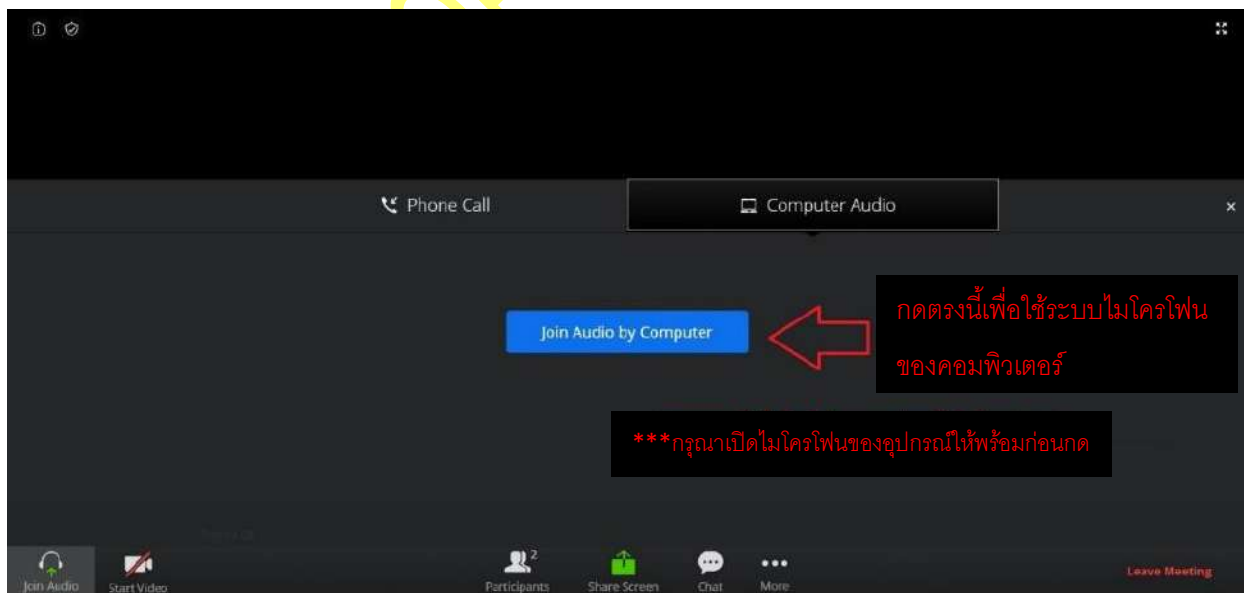
5. จะมีข้อความ “Please wait, the meeting host will let you in soon.” ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

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

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

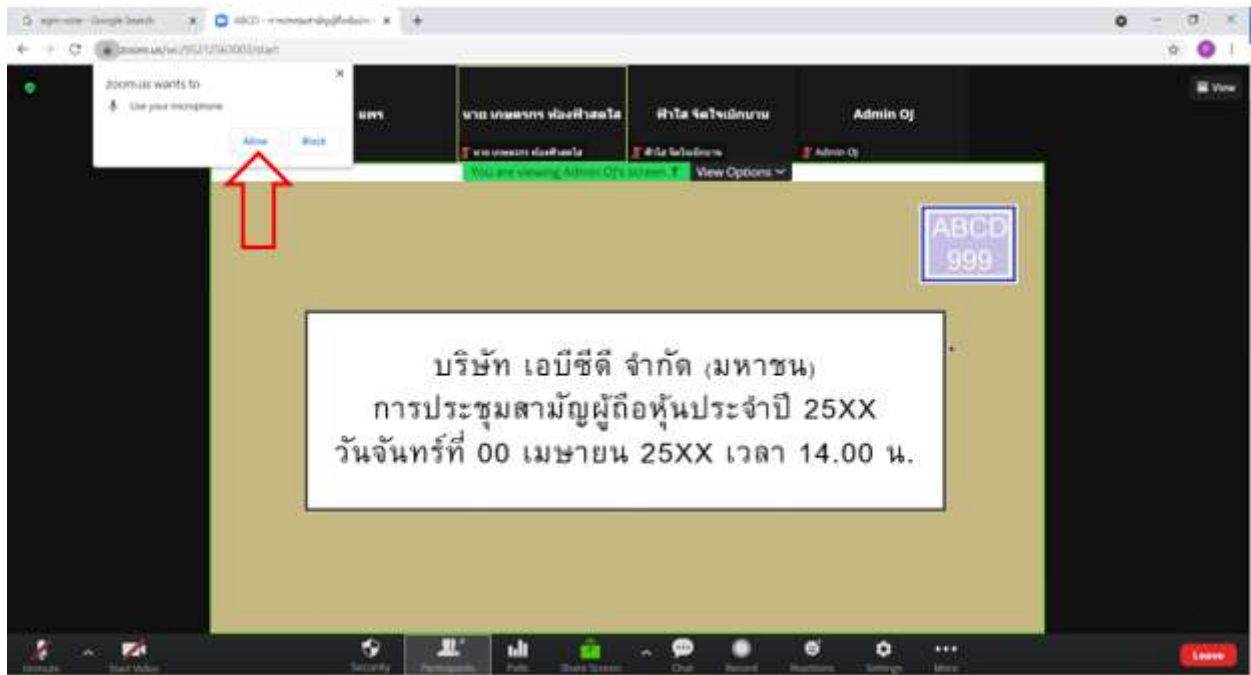
6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกด “Join Audio by Computer”

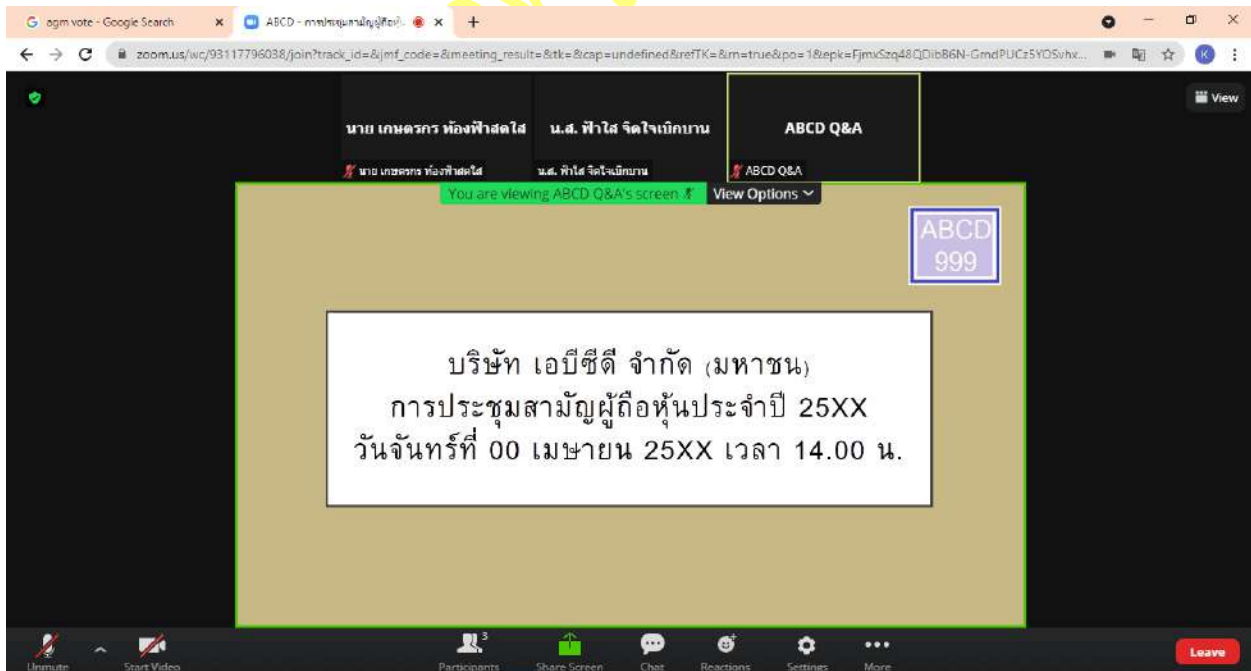


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. กด “Allow” เพื่อให้เข้าถึงไมโครโฟน



8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง

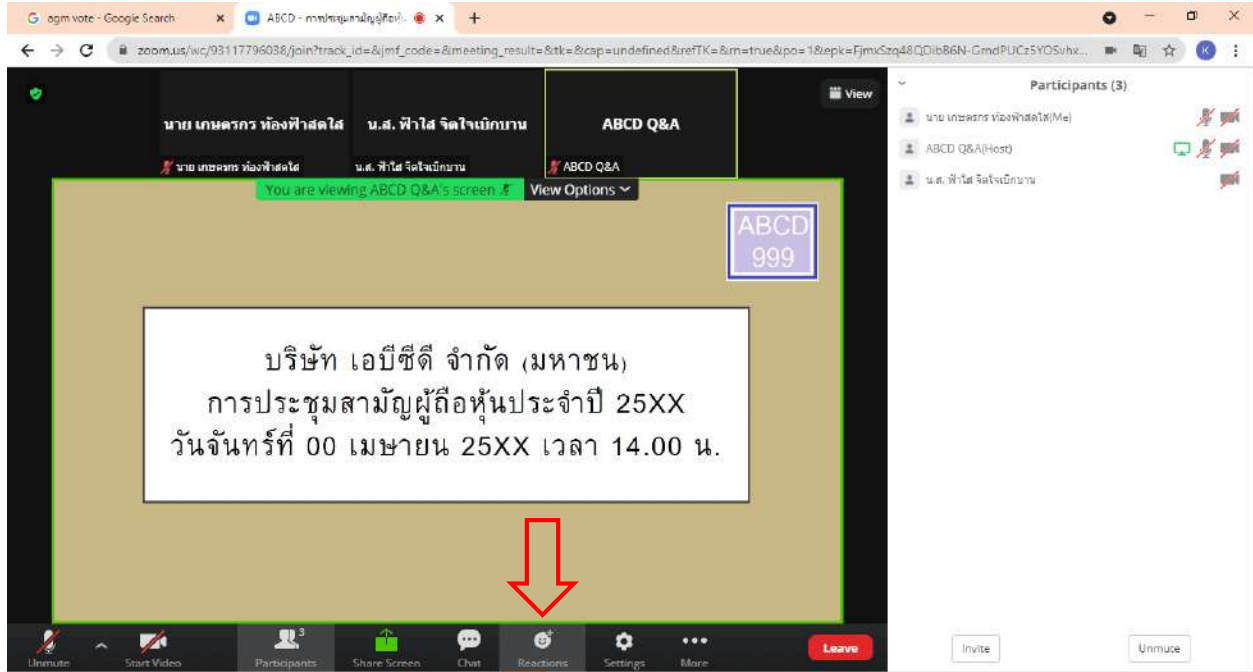




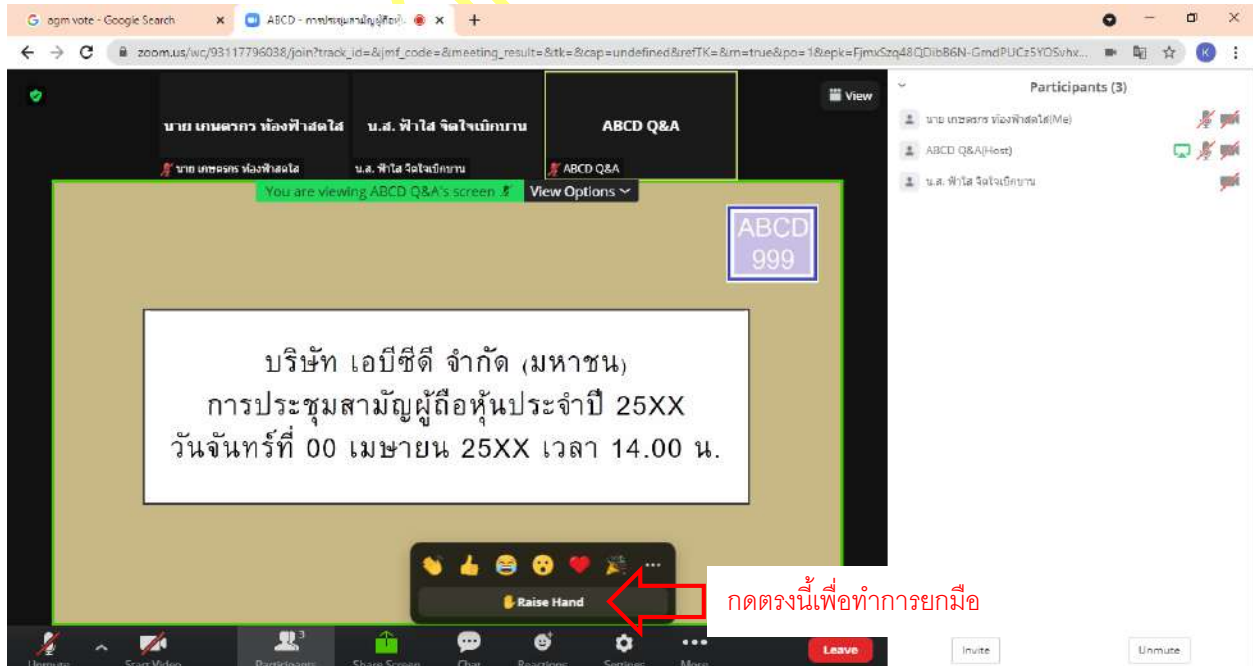
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

**การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้**

### 1. กดไปที่ปุ่ม “Reaction” ตามรูปด้านล่าง

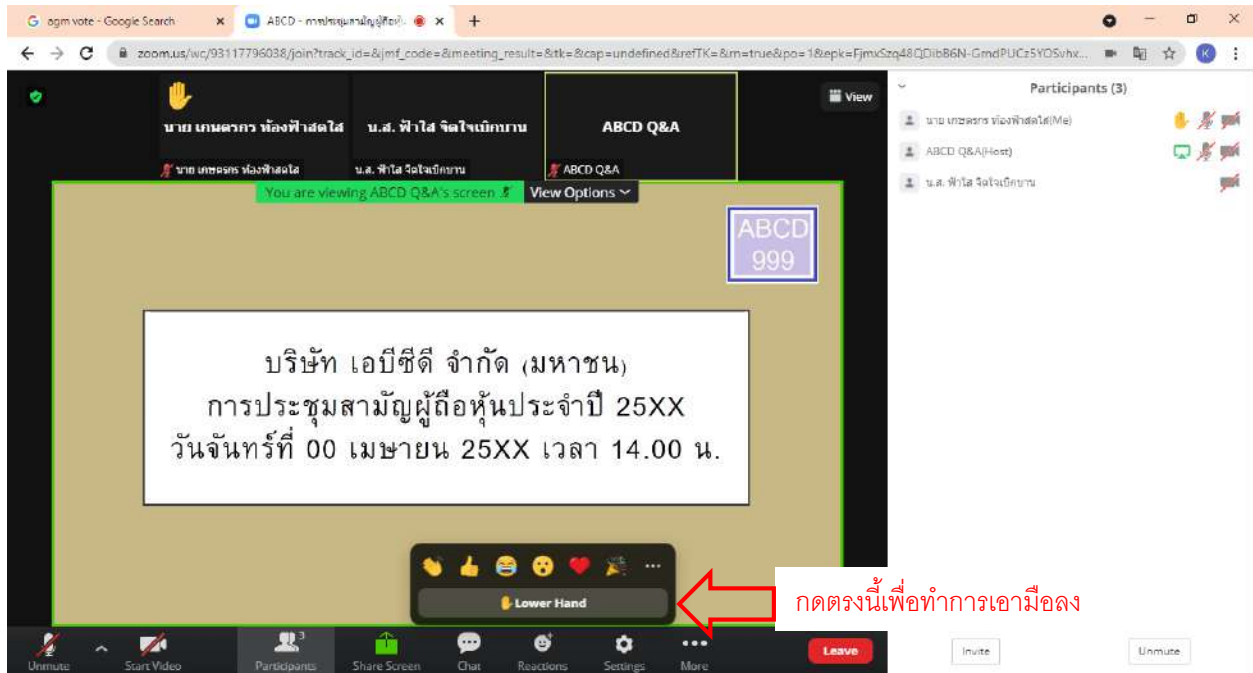


### 2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์รูปมือปรากฏข้างชื่อของผู้เข้าร่วมประชุม



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. เมื่อสอบถามเสร็จเรียบร้อย ให้กดปุ่ม “Lower Hand” เพื่อเป็นการเอามือลง

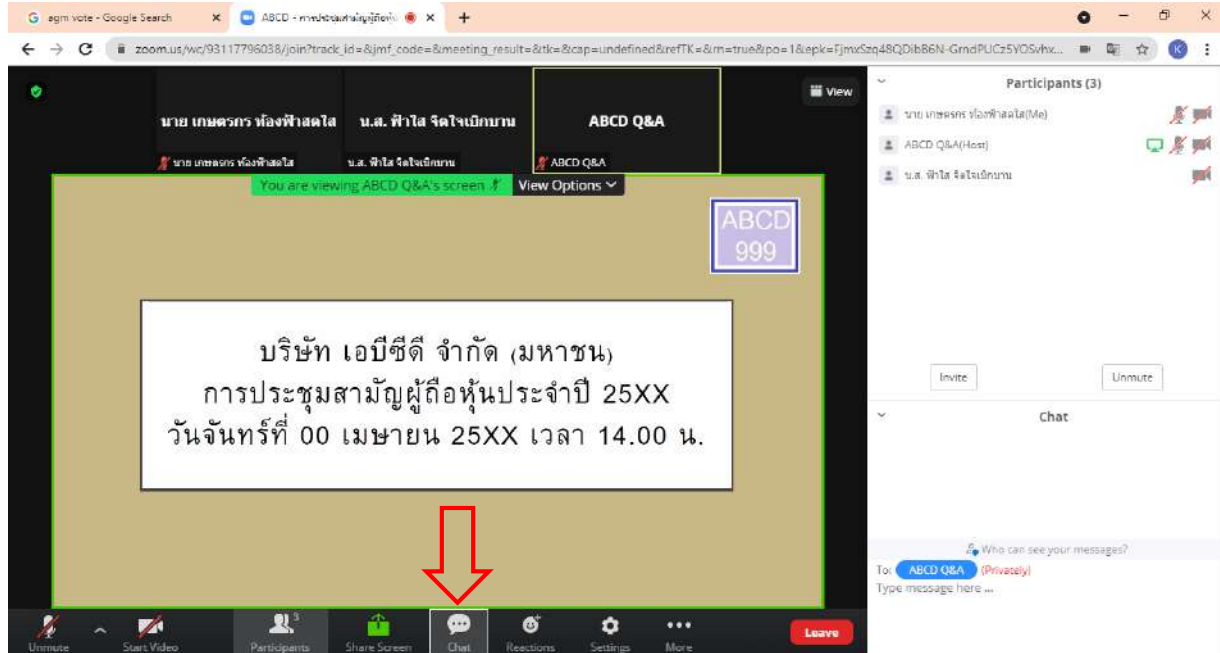


DO NOT COPY มีไฟล์

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้

1. คลิกที่ปุ่ม “Chat” ตามรูปด้านล่าง



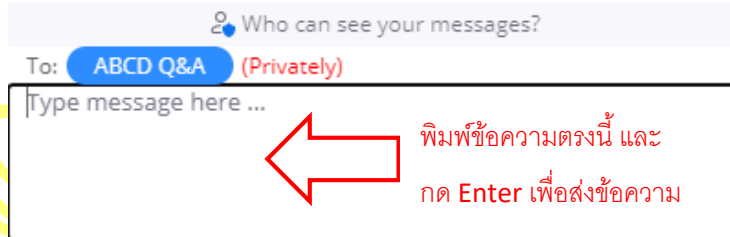
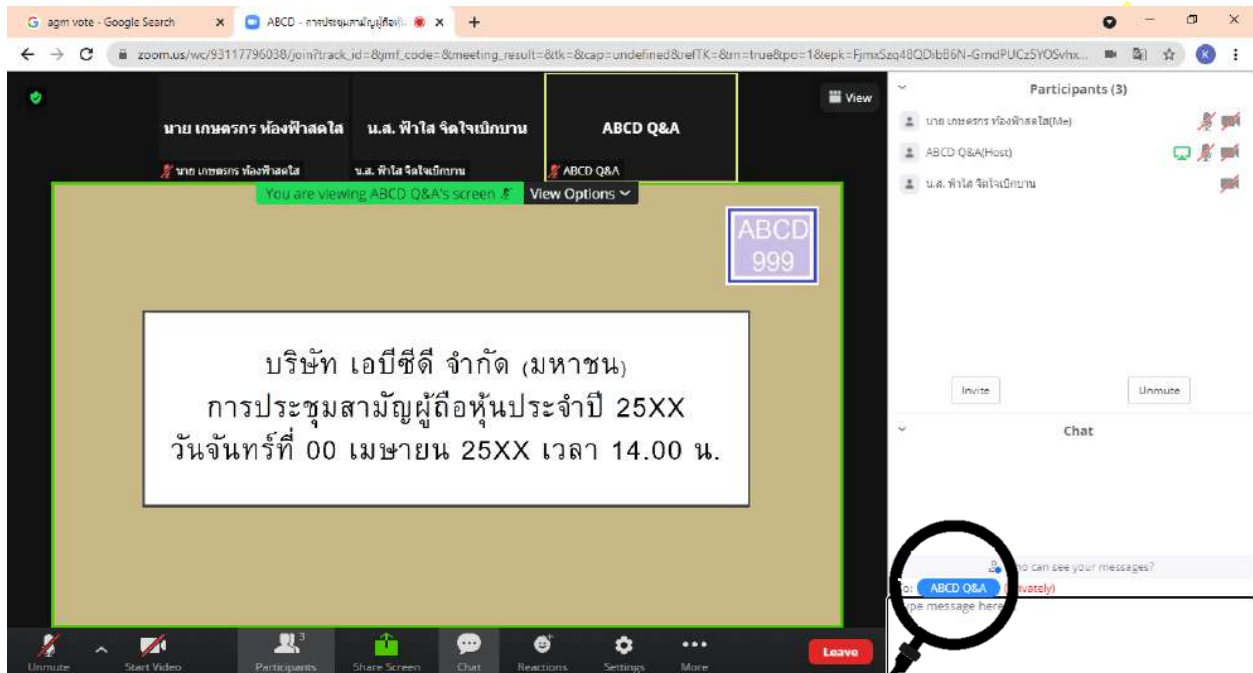
DO NOT COPY

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

2. เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องหมายขึ้นตามารูป ในการพิมพ์ข้อความทาง Chat ให้ท่านเลือกผู้รับโดยส่งคำถามไปที่ ABCD Q&A (ชื่องาน Q&A) เท่านั้น

กรณีที่ท่านไม่ได้เลือกตามที่แจ้ง คำถามของท่านจะส่งมาไม่ถึงทางบริษัท ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูป ด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



DO NOT

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Voting

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

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

#### วาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

#### วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ กิจกรรมของบริษัท

แจ้งเพื่อทราบ

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

2. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี **Pop Up** สอบถามอีกครั้งหนึ่งว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็นการยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

3. เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมายังหน้าต่าง E -Meeting (Zoom) เพื่อรับชมภาพและเสียงของการประชุมต่อ โดยเจ้าหน้าที่จะทำการรวบรวมคะแนนทั้งหมดจากในระบบลงคะแนน

**\*\* กรณีที่วาระได้ถูกปิดวาระไปแล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้**

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

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](mailto: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 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.)

กรุณาระบบข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม  
(Please provide information for meeting registration)

เลขที่บัญชีผู้ถือหุ้น  
(Shareholder Account Number)

เลขที่บัตรประชาชน  
(Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับข้อมูลส่วนตัวแล้ว  
(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)

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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

**E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์**

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

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

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

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

ยืนยันเข้าร่วมประชุม

(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

**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.)

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ  
(Welcome นาย โอเจ มีหุ้นเยอะ )

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

E-Meeting

E-Voting

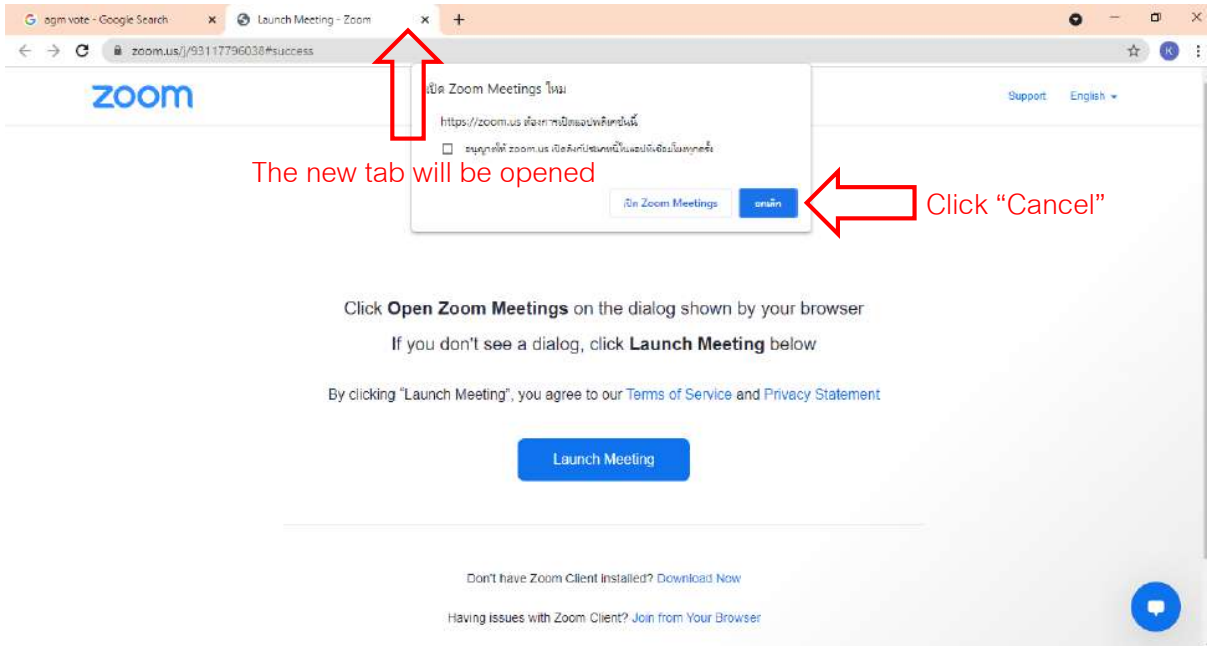
6. Click at “E-Meeting” in order participate Live Meeting by Zoom

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

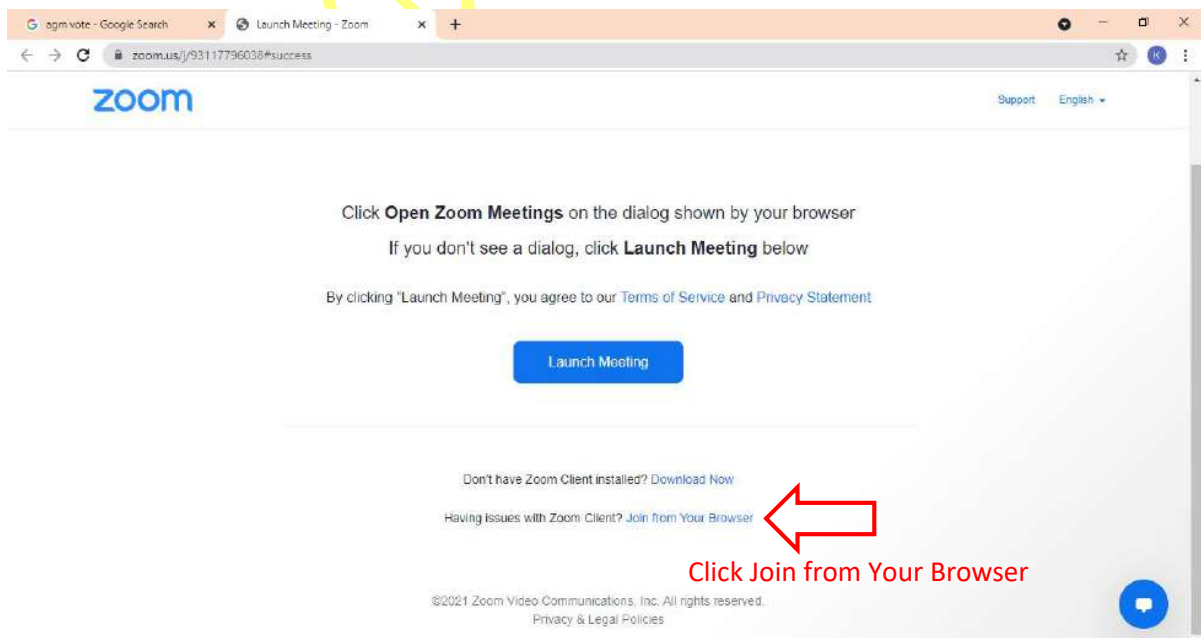
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชนแดน  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### 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



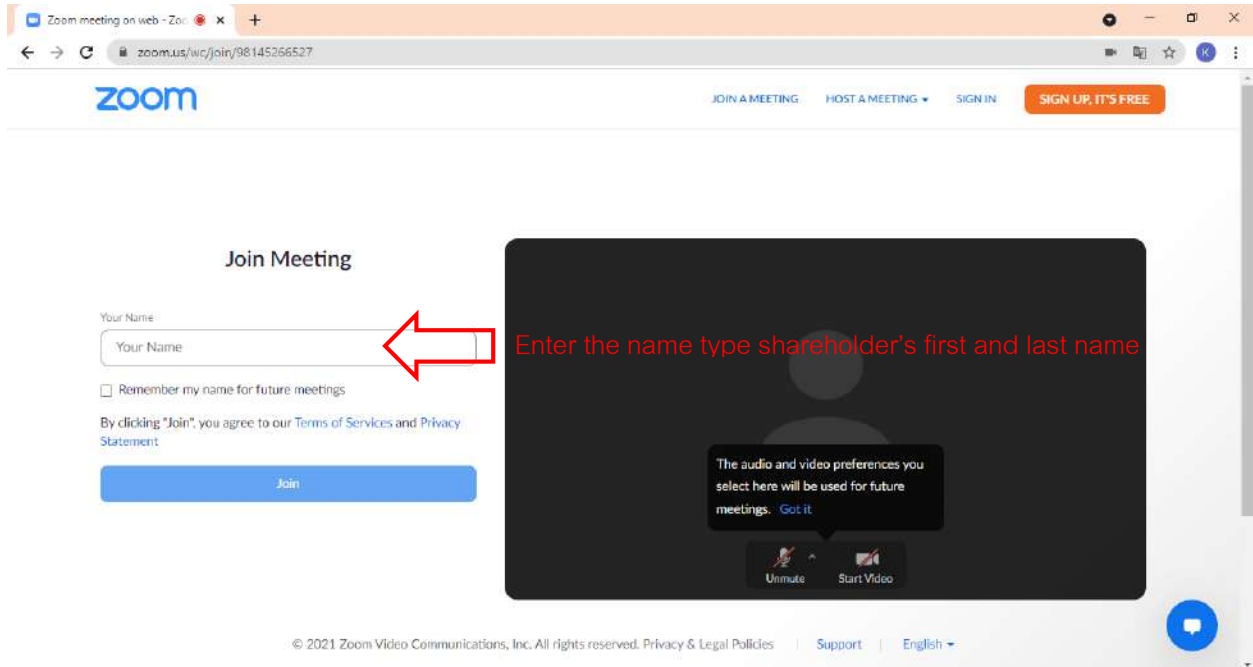
2. If you have Zoom Meeting software, you can use. Or You can click at Cancel then click at “click here” as below



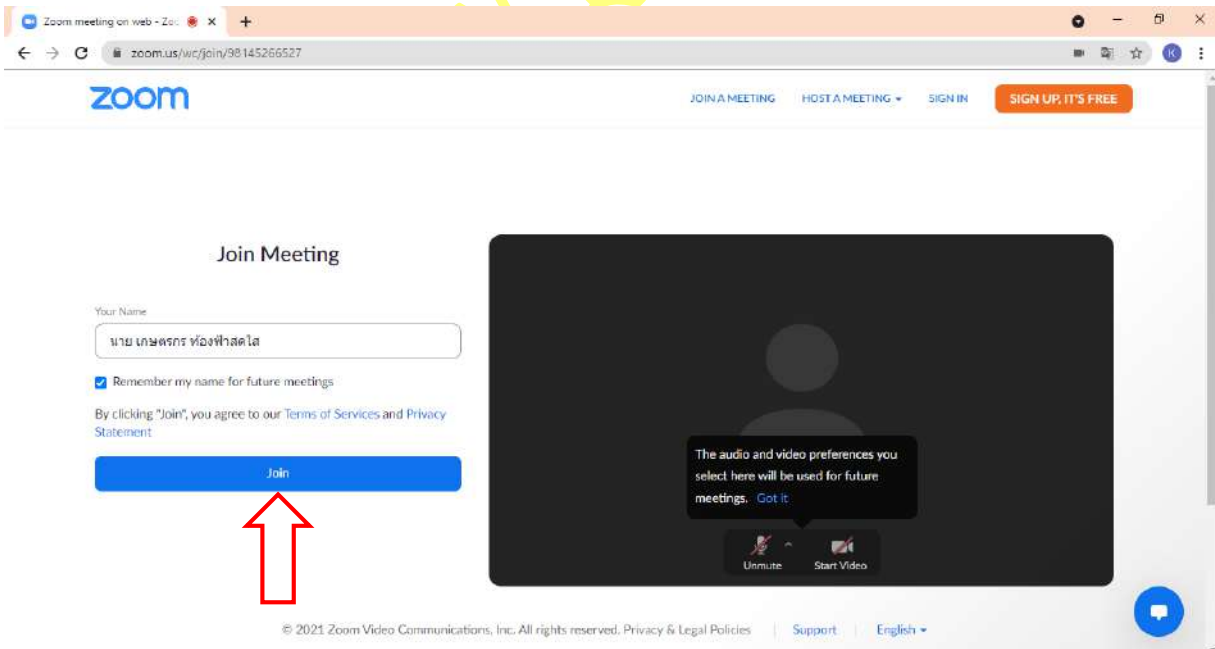


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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




4. Click "Join" as below.



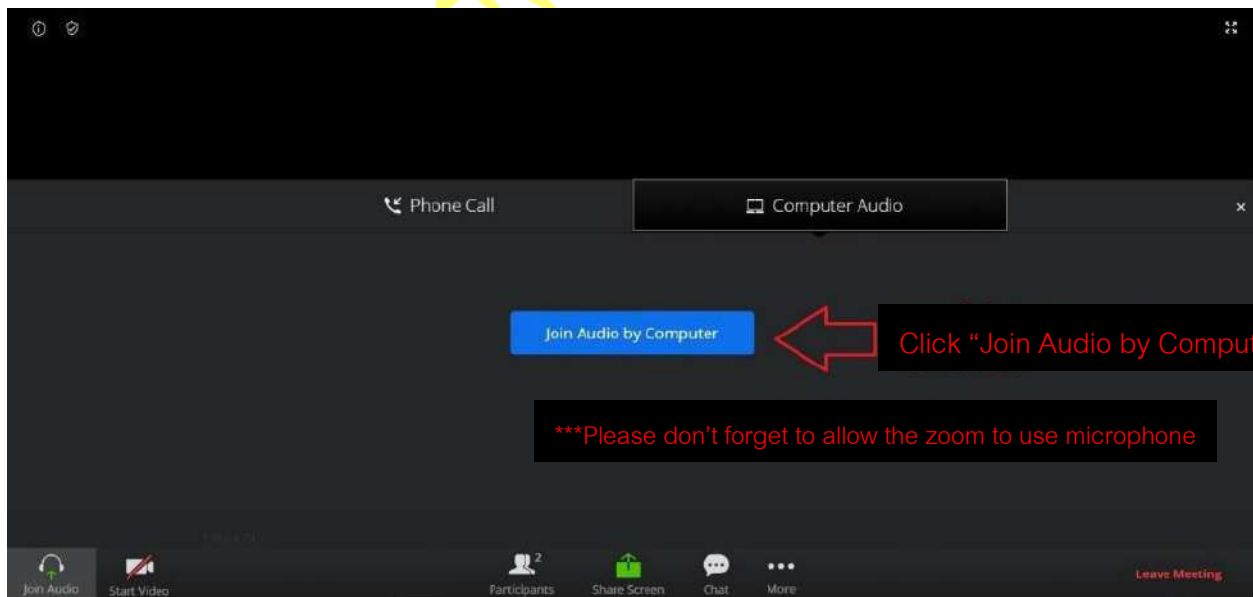
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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. 

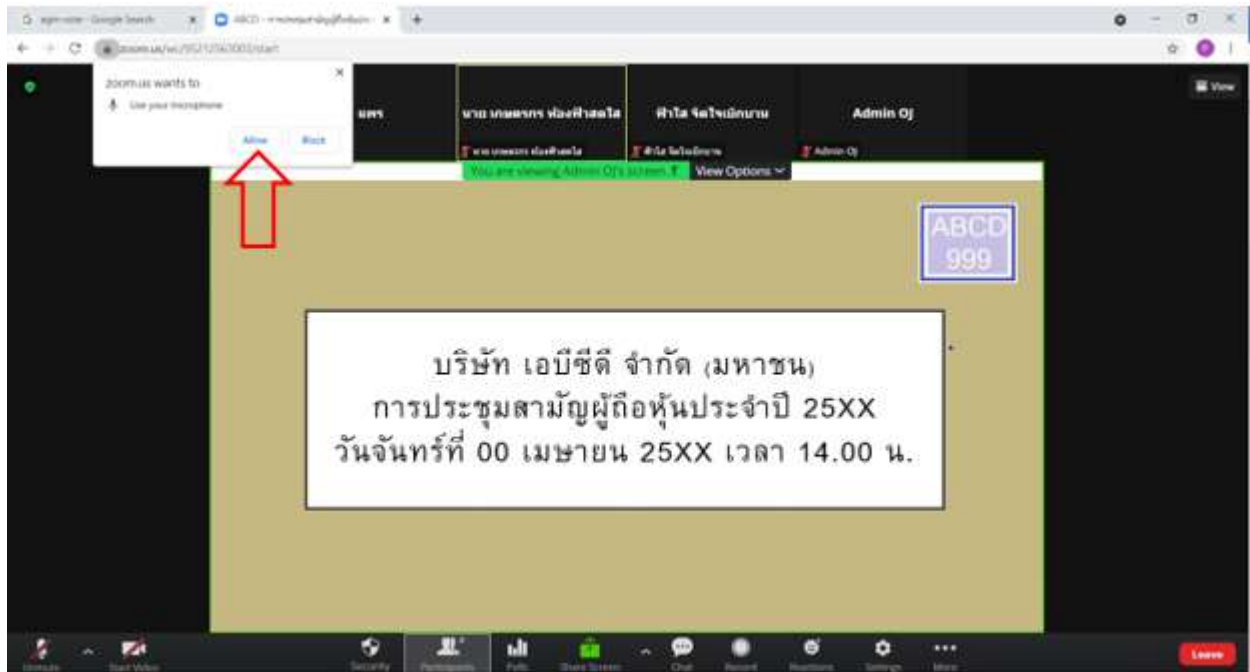
ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

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)

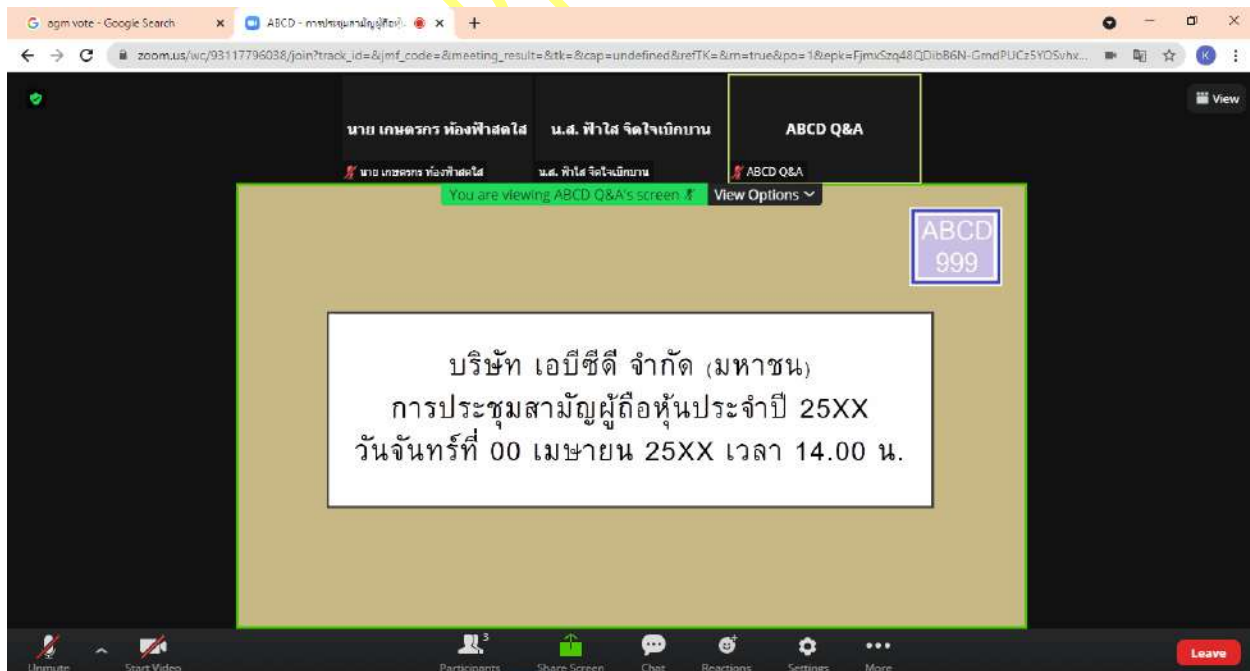


คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. Click “Allow”



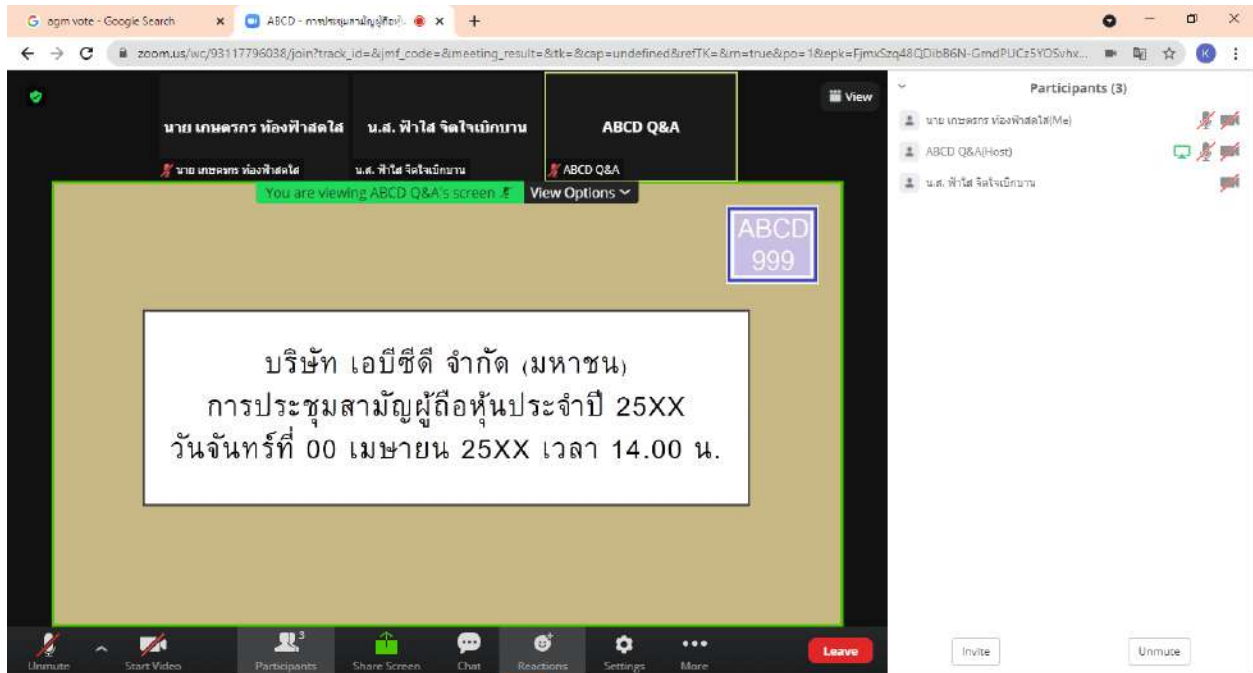
8. Once you successfully join the E-Meeting. You will see all menu as below.



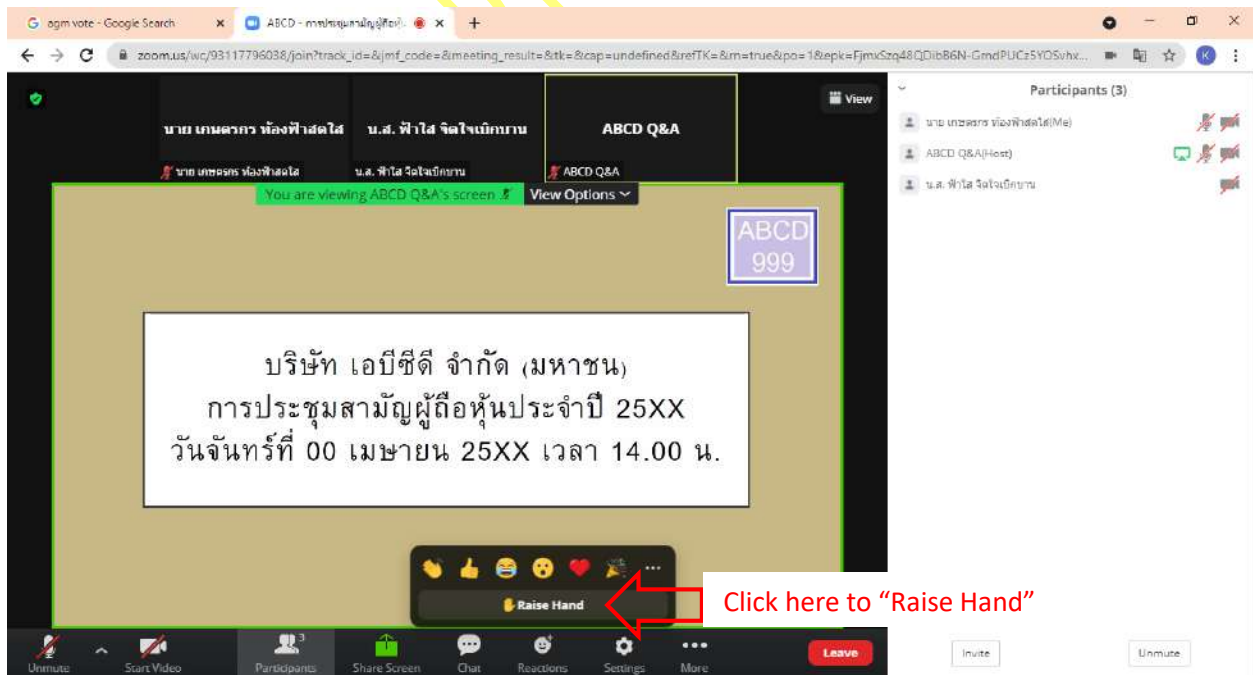
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

## How to ask question by speak through microphone

1. Click at “Reaction” as below

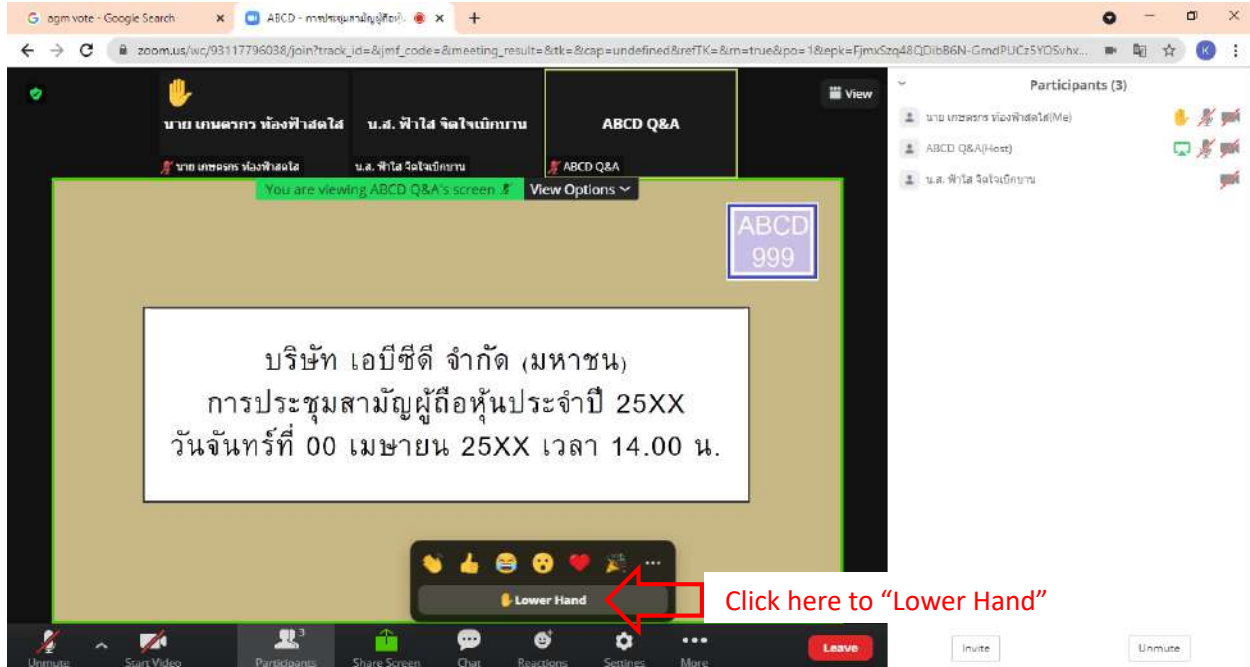


2. Click “Raise Hand” and the sign will be displayed beside your name as below



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตเนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click “Lower Hand”

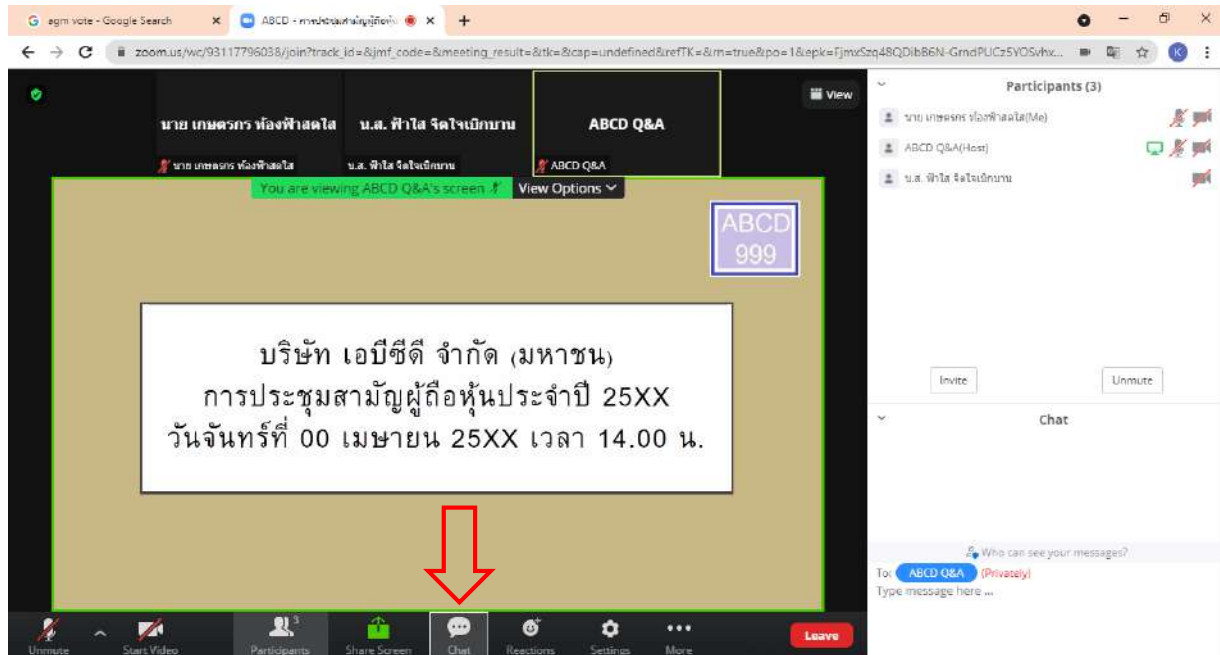


DO NOT COPY

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตในชั้นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to ask question by Chat

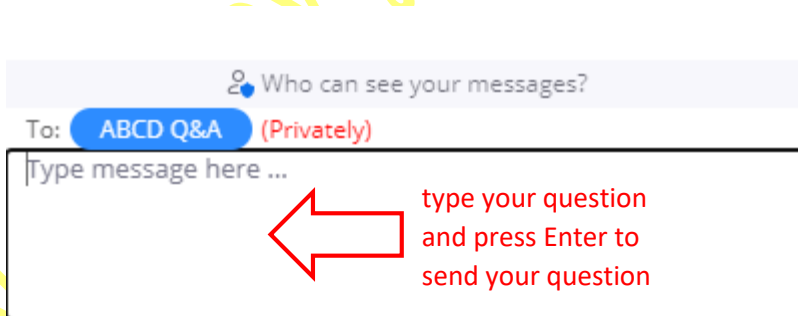
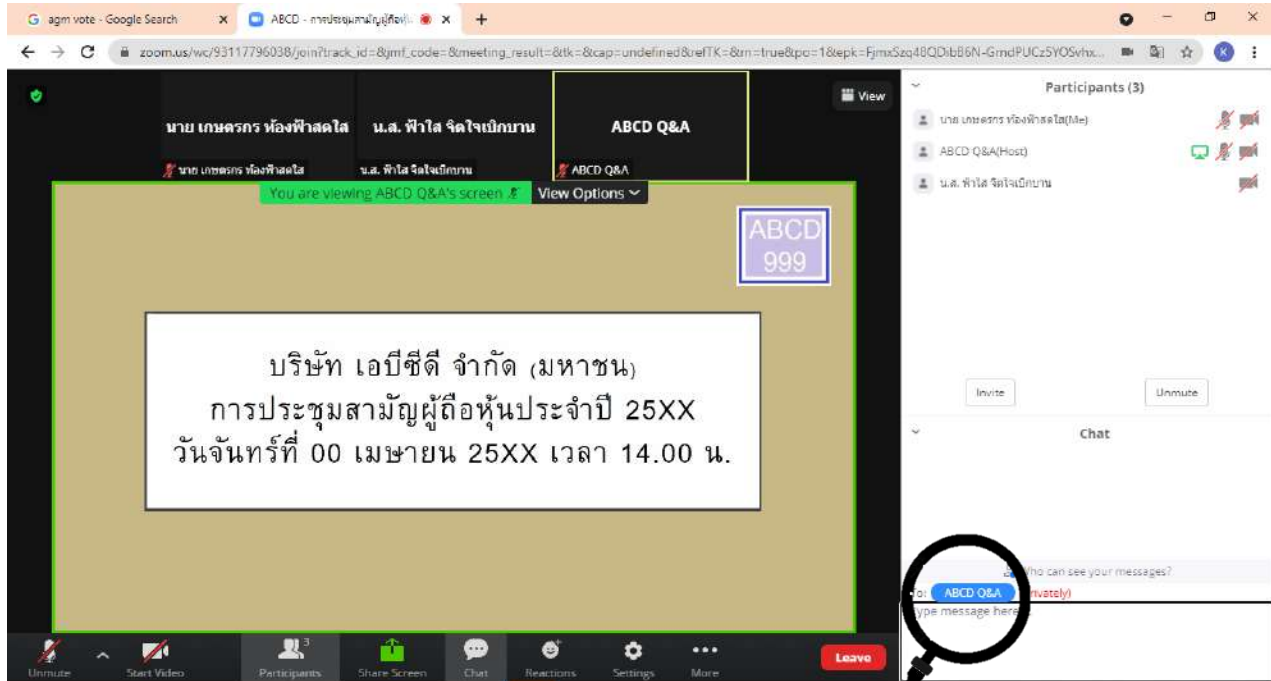
1. Click at "Chat" as below



DO NOT COPY

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

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

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเทอร์เน็ตชั้นนำ

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### How to case your vote by E-Voting

1. 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: พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 25XX**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

**วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัท เกี่ยวกับ  
กิจกรรมของบริษัท**

แจ้งเพื่อทราบ

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

(Approve)

(Disapprove)

(Abstain)

2. 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.

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