

(Translation)

Minutes of the Annual General Meeting of Shareholders Year 2023

B-52 Capital Public Company Limited

The 2023 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) by broadcasting at the main meeting room of B-52 Capital Public Company Limited, President Tower, 7th floor, No. 973. Ploenchit Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 on April 20, 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 2023 Annual General Meeting of Shareholders by means of electronic media (E-Meeting) which was broadcasted at the main meeting room of B-52 Capital Public Company Limited, President Building. Tower, 7th Floor, 973 Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330

The shareholders and proxies attended the meeting as follows:

2 shareholder who came in person, totaling 4,572,558 shares

28 shareholders by proxy, totaling 544,003,632 shares

Total of 30 shareholders, total number of shares 548,576,190 shares

Representing 74.3986 percent of the total number of shares sold 737,347,389 shares which constitute a quorum

The meeting started at 10:02 a.m.

When a quorum has been reached by the shareholders the meeting moderator informed the meeting that at 10:02 a.m., there were 30 shareholders and proxies attending the meeting, including the total number of shares. 548,576,190 shares, representing 74.3986 percent of the issued and paid-up shares According to the Company's Articles of Association, Article 35 states that “In the shareholders' meeting There must be a number of shareholders and proxies (if any) attending the meeting of not less than twenty-five (25) persons or not less than half of the total number of shareholders and must hold shares in aggregate not less than one-third (1/3) of the total number of shares sold therefore a quorum shall be constituted.”

The company has determined the names of shareholders who have rights in the Annual General Meeting of Shareholders 2023 on March 20, 2023, with a total of 4,534 shareholders, totaling 737,347,389 shares.

With Mr. Suthep Pongphithak, Chairman of the Board of Directors (“Chairman”), acting as the Chairman of the Meeting. Opened the Annual General Meeting of Shareholders 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 Wongchariyakul is a director and chairman of the Executive Committee.
3. Ms. Narawadee Worawanitcha is a Director / Executive Director.and Chief Executive Officer
4. Ms. Araya Putthipongthron, Director / Independent Director and Audit Committee
5. Mr. Chavaphas Ongmahathamongkol is a Director / Executive Director and Chief Investment Officer
6. Mrs. Apinya Busaratrakul as Director / Executive Director
7. Ms. Oytip Cholthichanun as Director / Chief Financial Officer.

Executives attending the meeting

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

Auditor from Karin Audit Company Limited

1. Mr. Komin Linprachaya Auditor
2. Mr. Thanatit Raksathien Auditor

Legal advisor from Araya & Partners Co., Ltd.

1. Mr. Paramet Choklumlert Legal advisor

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

The meeting moderator informed the meeting that Compliance with the Company's good corporate governance policy regarding fair and equitable treatment of shareholders' rights In organizing this Annual

General Meeting of Shareholders provided an opportunity for shareholders unable to attend the meeting to appoint independent directors as proxy on behalf of shareholders which has brief information as informed in the invitation to the shareholders' meeting according to the attachment No. 7

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

Vote method

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

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

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

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders Year 2022, convened on April 21, 2022.

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 2022 held on April 21, 2022 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 2022, 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 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to certify the minutes of the Annual General Meeting of Shareholders Year 2022 held on April 21, 2022 as proposed in all respects with a unanimous vote

Agenda 2 Consider to acknowledge the Company's operating results for the year 2022.

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

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

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

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

The Board of Directors deems it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2022 and the Company's annual report, delivered to shareholders

together with the meeting invitation letter by the Thailand Securities Depository has facilitated all shareholders to prepare QR Code on the cover of the meeting invitation. Shareholders can scan the QR Code to receive information in the form of a document file via online system.

Ms. Oytip Cholthichanun, Company Director and Chief Financial Officer report on the Company's operating results for the year 2022 with the summary of the key points as follows:

For the year ended December 31, 2022, the Company has the following operating results. In the past year 2022, the company's revenue was 137.4 million baht, an increase of 67.8 million baht from the previous year, or 97.3%. In 2022, the company's revenue proportion has changed from 2021, from the former, the number 1 income will be online media 34%, number 2 media 22%, number 3, the consumer product distribution business is 13%, but in 2022, the consumer product distribution business Consumption is the number 1 is 46% followed by media 39% and online media 29%

The Company had a loss attributable to the parent company totaling 157.9 million baht, an increase of 61.5 million baht or 61% from the previous year. Including maintaining a relationship with customers to continuously buy products through the platform. which the action to reach the said goal The company therefore needs to organize promotions regularly. so that merchants are interested in joining as a member and purchasing the company's products causing the company to have a low gross profit margin In addition, the fact that the company has customers spread across the country also results in the company's high transportation costs. Therefore, the loss in this section increased. But doing so has resulted in the company's membership stores increasing significantly from 54,271 stores in 2021 to 93,643 stores in 2022, or an increase of 73%. say enabling the company to generate income from the provision of services from the fact that the company can remove the behavior of buying products from members and the member's interactions that occur with the Company for the benefit of conducting financial business and other services with many partners Customers who may want the company to market Assisting in the sale of financial products such as lending, insurance sales, etc. In addition, in the online advertising business Still affected by the COVID situation continuously The customer has reduced the advertising budget. causing revenue from advertising business to decrease While the company has tried to reduce costs. But it takes time for the expenses to be gradually reduced. resulting in increased losses (It also results in the impairment of goodwill that occurred when buying a subsidiary as well. But this loss is only an accounting loss. Because the performance was lower than what was estimated when buying the company. Because the COVID situation lasts longer than expected. and resulting in losses beyond expectations as well)

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

The meeting resolution : The meeting acknowledged the Company's operating results for the year 2022 and the Company's annual report since this agenda is for acknowledgment therefore, no resolution is required.

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2022, which have been audited by a certified public accountant.

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

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

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements. For the year ended December 31, 2022, which has been audited by a certified public accountant and has been approved by the Audit Committee and the Board of Directors. According to the details submitted with the attachment No. 2

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

The Company's financial statements For the year ended December 31, 2022 has been audited by a certified public accountant. The auditor expressed the opinion that the Company's financial statements show financial position performance and cash flow It was materially correct as it should be in accordance with financial reporting standards, whereby

The company had total assets as of 31 December 2022 in the amount of 300.7 million baht, a decrease of 63.1 million baht from 2021, representing 17%.

The company has liabilities as of 31 December 2022 in the amount of 106.3 million baht, a decrease from 2021 in the amount of 11.2 million baht, representing 11%.

The Company had shareholders' equity as of December 31, 2022 in the amount of 205.6 million baht, a decrease from 2021 in the amount of 51.9 million baht.

Income Statement For the year 2022, the company had a net loss of 157.9 million baht, an increase from 2021 of 61.5 million baht, representing 64%.

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 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the Company's financial statements. For the year ended December 31, 2022, which has been audited by the Certified Public Accountant as proposed in all respects with a unanimous vote

Agenda 4 To consider and approve the omission of dividend payment and refrain from allocating the annual net profit as a legal reserve for the year 2022.

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

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

And because the financial statements for the year ended December 31, 2022 of the Company which have been audited by the certified public accountant show that The company has accumulated loss in the separate financial statements which has not yet been appropriated amounting to 165,951,242 baht, therefore the company cannot pay dividends. In addition, in 2022 the company has a net loss in the separate financial statements of 67,534,752 baht, which according to section 116 of the Public Limited Companies Act. 1992 and Article 48 of the Company's Articles of Association stipulates that part of the annual net profit must be allocated as a reserve of not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital. Therefore, the Company cannot allocate profit as a legal reserve for the year 2022.

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

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

The resolution in this agenda must be approved by the shareholders' meeting with a 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 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the suspension of dividend payment. and refrain from appropriating the annual net profit as a legal reserve for the year 2022 as proposed in all respects by unanimous vote.

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

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

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

In this Annual General Meeting of Shareholders for the year 2023, the directors who must retire by rotation has the following list

- (1) Mr.Chavapas Ongmahutmongkol Director / Executive Director

(2) Mrs. Apinya Budsararakool Director / Executive Director

(3) Ms. Araya Putthipongthorn Independent Director / Audit Committee

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

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

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

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

(5.1) Mr.Chavapas Ongmahutmongkol Director / Executive Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00

Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

(5.2) Mrs. Apinya Budsaratrakool Director / Executive Director / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

(5.3) Ms. Araya Putthipongthorn Independent Director / Audit Committee / as proposed in all respects by unanimous vote.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-

Void Ballot	0	-
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The meeting resolution : The meeting resolved to approve the election of following list (1) Mr.Chavapas Ongmahutmongkol (2) Mrs. Apinya Budsaratrakool and (3) Ms. Araya Putthipongthorn , the directors who had retired by rotation to be re-elected for another term as offered in all respects with a unanimous vote.

Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committees for the year 2023

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

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

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

Mr. Somchai Wuthisat, Legal Director and Company Secretary has reported the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2023 as follows:

The Board of Directors has considered and proposed the directors' remuneration to be at an appropriate level and in line with their obligations duties and responsibilities of Directors Therefore, it was considered and considered appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and sub-committees for the year 2023, which is the remuneration of the Company's directors. Audit Committee Nomination and Remuneration Committee Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In addition, in the past year, the Company has set annual remuneration for the Company's directors and committees 2022, which is the remuneration of the Company's directors Audit Committee Nomination and Remuneration Committee, Investment Committee and Risk Management Committee (total of 5 committees) in the total amount not exceeding 4,000,000 baht per year

In this regard, the remuneration of the Board of Directors and the Sub-Committees of the Company for the year 2023 totaling 5 committees are as follows:

Remuneration for the Board of Directors		Returns for the year 2022						Returns for the year 2023						
position	Number of directors/committee	2022		Number of directors who receive remuneration	Approximate number of meetings attended	per month	per time	Number of directors/committee	2023		Number of directors who receive remuneration	Approximate number of meetings attended	per month	per time
		per month	per time						per month	per time				
Board of Directors	11							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		-	-	0	4	-	8,000		-	8,000	-	4	-	-
director		-	-	0	4	-	5,000		-	5,000	-	4	-	-
Risk Management Committee	7							7						
chairman		-	-	0	4	-	8,000		-	8,000	-	4	-	-
director		-	-	0	4	-	5,000		-	5,000	-	4	-	-
Total meeting allowance for the year			1,996,000			1,200,000	796,000		estimate	1,996,000			1,200,000	796,000

note:

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

I would like to propose the remuneration limit for the year 2023 not exceeding 4,000,000 baht.

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	548,576,190	100.00

The meeting resolution : The meeting resolved to approve the remuneration of the Company's directors and sub-committees for the year 2023 as proposed in all respects by unanimous vote.

Agenda 7 Consider and approve the appointment of auditors and approve the auditor's remuneration for the year 2023

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

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

Audit Committee Considered the suitability in terms of qualifications, workload and performance compared to the proposed audit fee. Therefore proposed to the Board of Directors To consider and propose to the shareholders' meeting to appoint an auditor from Karin Audit Company Limited to be the auditor for the year 2023 of the Company as follows:

- 1) Mr. Komin Linprachaya Certified Public Accountant Registration number 3675 and/or
- 2) Mr. Jesada Hangsapruet, Certified Public Accountant Registration number 3759 and/or
- 3) Mr. Supoj Mahantachaisakul, Certified Public Accountant Registration number 12794 and/or
- 4) Ms. Kanwarat Saksriborworn Certified Public Accountant Registration number 13273 and/or
- 5) Ms. Kannika Wipanut 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 Company Limited or other certified public accountant assigned by Karin Audit Company Limited to be the auditor for the year 2023 of the Company and its subsidiaries.

In this regard, the auditors according to the names proposed for appointment as the auditors of the above companies Has no relationship or interest with the Company or its subsidiaries, executives, major shareholders or those related to such persons in a manner that will affect the independent performance of duties in any way

By proposing to appoint any one of the auditors as listed above to be an auditor and express an opinion on the Company's financial statements For the fiscal year ending on December 31, 2023 and the Company's specific audit fee is 800,000 baht, and the audit fee of the company and its subsidiaries (9 subsidiaries according to the names specified in the table below), totaling 10 companies, totaling 1,915,000 baht. The aforementioned audit fee does not include travel expenses and other expenses (if any), with details as follows:

Number	List of Companies	Status	Year 2022	Year 2023
1	B-52 Capital PLC	Listed Company	800,000	800,000
2	Tanjai Distribution Co.,Ltd.	Subsidiary Company	150,000	120,000
3	Tanjai D Money Service Co.,Ltd.	Subsidiary Company	90,000	130,000
4	One Digitalm Network Co.,Ltd.	Subsidiary Company	180,000	180,000
5	Solution Fly Co.,Ltd.	Subsidiary Company	165,000	165,000
6	M Quality Product Co.,Ltd.	Subsidiary Company	60,000	60,000
7	M Novation Plus Co.,Ltd.	Subsidiary Company	90,000	90,000
8	Tanjai D Money Transfer Co.,Ltd.	Subsidiary Company	90,000	60,000
9	M Med Pharma Co.,Ltd.	Subsidiary Company	100,000	115,000
10	Yets&More Co.,Ltd	Subsidiary Company	100,000	195,000
Total			1,825,000	1,915,000

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the appointment of auditors. and determine the auditor's remuneration for the year 2023 as proposed in all respects with unanimous votes.

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

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

The meeting moderator reported to the meeting that with the company plans to increase the registered capital from the number that has already been registered which will be discussed in the next agenda from this agenda, but because Section 136 of the Public Limited Companies Act B.E.2535. The criteria were established that the addition of Capital of a public limited company this can be done only when there are no unsold shares left. If proceeding to increase the company's capital. As mentioned, the registered capital must be reduced first. By cutting off registered shares that have not yet been issued. At present, the company has 193,047,872 unissued ordinary shares remain. The company therefore needs to reduce its registered capital. The company's registration amount is 96,523,936 baht from the original registered capital. 465,197,630.50 baht as registered capital in the amount of 368,673,694.50 baht by eliminating the number of unissued registered shares of the Company, which are ordinary shares 193,047,872 shares with a par value of 0.50 baht per share.

The Board of Directors considered and considered appropriate to propose to the Annual General Meeting of Shareholders. Consider and approve the capital reduction The company's registered capital amounted to 96,523,936 baht from the original registered capital of 465,197,630.50 baht as registered capital

registered in the amount of 368,673,694.50 baht by eliminating the unissued registered shares of the Company, which are the number of ordinary shares 193,047,872 shares with a par value of 0.50 baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to consistent with the reduction of the company's registered capital.

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

Divided into 737,347,389 shares

0.50 baht per share

divided into

Ordinary shares 737,347,389 shares

Preferred shares - shares ”

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

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	548,576,190	100.00

The meeting resolution : The meeting resolved to approve the reduction of the company's registered capital in the amount of 96,523,936 baht from the original registered capital of 465,197,630.50 baht as registered capital 368,673,694.50 baht by eliminating the Company's unissued registered shares, which are 193,047,872 ordinary shares, with a par value of 0.50 baht per share, and the amendment of the Memorandum of Association Clause 4. of the Company to be consistent with the reduction of the Company's registered capital as proposed in all respects by unanimous vote.

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

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

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

The Board of Directors considered and agreed to propose to the 2023 Annual General Meeting of Shareholders for consideration approved the increase in the registered capital of the company by forming a general mandate in the amount of 110,602,108 baht from original registered capital amount 368,673,694.50 baht, a new registered capital of 479,275,802.50 baht by issuing shares new ordinary shares of not more than 221,204,216 shares with a par value of 0.50 baht per share to be offered to (1) the existing shareholders

(Right Offering) in proportion to the existing shareholding and (2) Private Placement as details appear according to the capital increase report form according to Enclosure 4 and the amendment to Clause 4 of the Company's Memorandum of Association so that in line with the company's registered capital increase.

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

Divided into 958,551,605 shares

0.50 baht per share

divided into

Ordinary 958,551,605 shares

Preferred shares - shares ”

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

One shareholder there was a question to the meeting whether the Company had a business plan to use and strategies that are different from before as informed in the meeting Regarding the period and promotions, causing losses in 2022, estimating when the period will return to profit. And how much opportunity and risk are assessed in achieving the plan

Ms. Narawadee Worawanitcha Director and Chief Executive Officer He clarified to the meeting that It can be seen that the loss in 2022 came from the operations of its subsidiary (Thanjai Distribution Co., Ltd.), with most of the losses arising from transportation costs. And the expenses that such subsidiaries need to create a transaction from buying-selling with the shopkeeper who is our member. Along with accepting offline shop members to online platforms this makes the company have about 100,000 members who are grocery stores.

Executives and management view that in 2023 and the next year, the company and the aforementioned subsidiary can change the direction of operations to generate income from services. Replace income from product sales from which we can remove the buying behavior the interactions with the Company are used to conduct financial and other services with various partners who may require the Company to market to them. Or want the company to help sell financial products such as loans, insurance, etc.

Another part of that increased loss derived from the impairment record which is an accounting loss and there is a reason for the fact that the Company and its subsidiaries operating results that are less than expected However, the executives must admit that the COVID-19 situation has been in the past and is longer than expected causing the loss to be significantly greater than expected Because in addition to the customer to reduce the budget causing the company to earn less income immediately

As for estimating when and how long it will return to profit Executives and management are committed to using their utmost potential and efforts to find solutions that will benefit the business operations of the Group for better operating results and in order to generate profit in the end.

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Abstained	0	0.00
Void Ballot	0	0.00
Total	548,576,190	100.00

The meeting resolution : The meeting resolved to approve the increase of the company's registered capital

under a general power of attorney (GeneralMandate) another amount of 110,602,108 baht from the original registered capital 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 and the amendment of the Memorandum of Association Clause 4 of the Company to be consistent with the increase of the Company's registered capital as proposed in all respects by unanimous vote.

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

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

The meeting moderator reported to the meeting that The Board of Directors considered and considered appropriate to propose to the meeting. Annual General Meeting of Shareholders Year 2023 to consider and approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares with a par value of 0.50 baht per share to support the capital increase under a general mandate, with details of the allocation of shares new ordinary shares as follows:

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

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

(2) Allocation of new ordinary shares of the Company in the amount of not more than 73,734,738 shares with a par value of 0.50 baht per share or equivalent to 10 percent of the company's paid-up capital at present (the company's paid-up capital at present is 737,347,389 shares) to be offered to a specific person in a private placement (Private Placement) under a general mandate form to propose sell at once or divided into parts for sale from time to time According to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for listed companies to offer new shares to specific investors which such person must not be a connected person of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Operating Principles of Listed Companies in Connected Transactions B.E. by assigning the Board of Directors has the power to determine the offering price of shares according to market conditions during the offering of shares to investors which must not be lower than the weighted average price of shares in the Stock Exchange of the past for not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date of setting the offering price for each time. Offered for sale at a discount but not more than 10% of the said market price.

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

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

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

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

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

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

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

A total of 30 shareholders attended the meeting, totaling 548,576,190 shares.

Resolution	Votes	Percentage of the total votes of the shareholders attended at the meeting and casting their votes.
Agreed	548,576,190	100.00
Disagreed	0	0.00
Total	548,576,190	100.00
Abstained	0	-
Void Ballot	0	-

The meeting resolution : The meeting resolved to approve the allocation of new ordinary shares of the Company in the amount of not more than 221,204,216 shares. The par value of 0.50 baht per share to support the capital increase under a general mandate as proposed in all respects with a unanimous vote

Agenda 11 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 11.45 a.m.

- Signature -

(Mr. Suthep Pongpitak)

Chairman of the meeting

- Signature -

(Mr. Somchai Wuthisat)

Legal Director and Company Secretary / Meeting Recorder