

(Simplified translation)

Minutes of the The Extraordinary General Meeting of the Shareholders No.1/2021

B-52 Capital Public Company Limited

The Extraordinary General Meeting of Shareholders No.1/2021 of B-52 Capital Public Company Limited held on January 12, 2021 through electronic media (E-Meeting). The Meeting will be broadcast from the Company's meeting room located at 973 President Tower Building, 7th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330. The Extraordinary General Meeting of Shareholders No.1/2021 has approved important resolutions which summarized as follows:

Shareholder	3	shareholders	total shares	42,000	shares
Proxy	26	shareholders	total shares	1,310,550,281	shares
The Total shareholder	29	shareholders	total shares	1,310,592,281	shares

Proportion is 64.8156% of total issued and paid-up shares of 2,022,033,307 shares.

The meeting commenced at 14.00 hrs.

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

Directors present at the Meeting

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

Financial Advisor : Advisory Alliance & Partners Co.,Ltd.

1.Mr. Pornbhuda	Rijiravanich	Financial Advisor
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Legal Advisor : AAP Legal Advisory Co., Ltd.

Ms.Amalapa	Rakphan	Legal Advisor
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Agenda 1 : To consider and acknowledge the Minutes of the Annual General Meeting of Shareholders for the Year 2020 held on June 24, 2020.

The Company has prepared the minutes of the 2020 Annual General Meeting of Shareholders held on June 24, 2020 and submitted to the Stock Exchange of Thailand (the “SET”) and Ministry of Commerce within the period as required by laws (A copy of the meeting’s minutes appears in Enclosure 1).

The Board of Directors opines that the meeting’s minutes were accurate and complete and it is appropriated to propose to the Meeting to consider and acknowledge the minutes of the 2020 Annual General Meeting of Shareholders.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the Minutes of the Annual General Meeting of Shareholders for the Year 2020 held on June 24, 2020.

Agenda 2 : To consider and approve the acquisition of shares in One Digital Network Company Limited, including issuance and offering the newly issued ordinary shares by way of private placement to Thai Digital Venture Company Limited as payment for the ordinary share of One Digital Network Company Limited instead of settlement in cash.

In order to increase business potential and increase the opportunity to expand the business which will result in the Company's performance to be improved in the future. It also expands the scope of service in the media advertising service business by using computers through various systems such as the internet, telecommunication system and through other advertising media including magazines, newspapers, radio and television, as well as advertising design and production of all kinds of

advertising media through various media in order to diversify the business risks and cover the objectives of the company's capital increase as much as possible. The Board of Directors' Meeting No.8/2020 has approved Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the acquisition of all shares in One Digital Network Company Limited ("ONE") in the amount of 119,998 shares, at a par value of THB 100 each, at the price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from Thai Digital Venture Company Limited (the "Seller") with the total transaction value at THB 50,000,000 ("ordinary share of ONE"). After entering into this transaction, ONE will be the Company's subsidiary (holding 100 percent of the share).

In this regard, the Company will pay the price for the ordinary share of ONE by way of capital increase and allocation to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not exceeding THB 50,000,000 (In other words, the seller will subscribe for the newly issued shares of the company which the payment for newly issued will be made by ONE's shares which the seller has been held (Share Swap)), the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company (fractions of which will be rounded down).

This transaction is considered as an acquisition of assets under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (as amended) (the "Notifications on Asset Acquisition and Disposal"). The highest transaction size calculated based on the specification in the Notifications on Asset Acquisition and Disposal is 29.30 percent, referenced from the consolidated financial statements for the third quarter of Fiscal Year 2020 period ending 30 September 2020 which was reviewed by the Certified Public Accountant (when combined with the asset acquisition transactions occurred during in the past 6 months, the size of the total asset acquisition transaction is 31.13 percent), which the transaction size is 15 percent or higher, but lower than 50 percent. Hence, the transaction of purchasing of ONE's ordinary share is considered a class 2 transaction under the Notifications on Asset Acquisition and Disposal, and the Company has the following obligations.

To disclose the information memorandum of the aforementioned transaction to the Stock Exchange of Thailand.

To deliver a notice to shareholders in relation to the Company's Asset Acquisition and Disposal transaction within 21 days from the disclosure of information to the Stock Exchange of Thailand.

However, the Board of Directors opines that such asset acquisition transaction is the investment in the business which is material to the Company's operation. Thus, the Board of Directors has a resolution to propose to the Company's shareholder meeting for approval of the asset acquisition transaction and other relevant action for the aforesaid transaction. Moreover, the entering into the aforementioned asset acquisition transaction is considered as the purchase of or the acceptance of business of private company to be an asset of the Company pursuant to section 107 (2) (B) of the Public Company Limited Act, B. E. 2535 (as amended) and clause 39 of the Company's Articles of Association, which the Company has to seek the approval from its shareholders. The resolution must be passed by an affirmative vote of no less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote.

In this regards, the Board of Directors deems it is appropriated to propose to the Shareholders' meeting to consider and approve the authorization of the Company's Board of Directors and/or Chief Executive Officer and/or Executive Committee and/or the persons designated by Board of Directors or Chief Executive Officer or the Executive Committee to have the power to determine the criteria and conditions and other necessary details in connection with the purchase of ONE ordinary shares as necessary and appropriate under applicable law and has the power to take any action in connection with this acquisition of shares, including but is not limited to negotiating and entering into the share purchase agreement and related documents which including signing of documents and amendments of the relevant documents. The details of the transaction to purchase the ordinary shares of ONE are shown in the Information Memorandum on the Asset Acquisition. (Enclosure 2).

In this regard, the Seller does not have any relationship with any executives, directors, major shareholders and controlling person of the Company, also, is not a related person (according to Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) and is not a person with a relationship or behavior that is considered a joint act with the said person (concert party) of the said person. Therefore, entering to this transaction will not be considered as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules

on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of Listed Companies on Connected Transactions, 2003 (as amended) (the " Notifications on Connected Transaction") and the seller agrees not to assign any person to take a position as director and / or executive of the Company.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the acquisition of all shares in ONE in the amount of 119,998 shares, at a par value of THB 100 each, at the price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from Thai Digital Venture Company Limited with the total transaction value at THB 50,000,000. Therefore, after this transaction, ONE will be considered a subsidiary of the Company (the company will hold total of 100.00 percent of paid-up capital of ONE). The Company will pay the price for the ordinary share of ONE by way of capital increase and allocate to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not exceeding THB 50,000,000 (In other words, the seller will subscribe to the new capital increase ordinary shares of the company). The payment for new shares will be made by Share Swap with an exchange rate equal to 1 share of ONE per 2,083 new shares of the Company (fractions of shares shall be discarded) and the authorization according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the acquisition of shares in One Digital Network Company Limited, including issuance and offering the newly issued ordinary shares by way of private placement to Thai Digital Venture Company Limited as payment for the ordinary share of One Digital Network Company Limited instead of settlement in cash.

Agenda 3 : To consider and approve the issuance and offering of the warrant No. 3 (B52-W3) to subscribe newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)

The Company intends to issue and offer warrants to purchase ordinary shares of the Company No. 3 (“B52-W3”) to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering), to be used as working capital and reserve for current business operations of the Company and to prepare and create financial flexibility for future business expansion.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of the Warrant No. 3 (“B52-W3”) of not exceeding 252,754,163 units or 12.50 percent of Company’s paid-up capital as of the date of Board of Directors’ Meeting No.8/2020 to be allocated to existing shareholders via the Rights Offering without charge (offering price of THB 0 per unit) at a ratio of 8 ordinary share to 1 unit of warrant No. 3 (B52-W3) (fractions of which will be disregarded), with a term of warrant not more than 1 year from the issuance date, having an exercise ratio of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 0.25 per share (except for the adjustment of the rights).The details of the warrant B52-W3 are shown in the key terms of the warrants to purchase ordinary shares of B-52 Capital Public Company Limited to be issued and offered to the Rights Offering No. 3 (B52-W3) and the dilution effect (Enclosure 3).

Name list of the shareholders who are entitled to the allocation of B52-W3 will be determined on December 14, 2020 (Record Date) (In this regard, the specific person (Private Placement) who will be the Company’s shareholder from the Share Swap under the transaction as specified in Agenda 2 shall has no right to obtain B52-W3). However, the granting of the aforesaid rights is uncertain because the issuance and offering of the warrant is depend on the shareholders' meeting approval.

In this regard, the Board of Directors deems it is appropriated to propose to the Shareholders’ meeting to consider and approve the authorization of the Company's Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or the persons designated by Board of Directors or the Executive Committee or Chief Executive Officer shall have the power to take any actions and amend any criteria, conditions, and other details to the issuance and offering of the warrant No. 3 (B52-W3) in all respects as deemed appropriate and in compliance with the applicable

law such as the allocation, determination of issuance and offering date of warrant No. 3 (B52-W3), including other necessary and appropriate action related to the issuance and offering of the warrant No. 3 (B52-W3) in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and offering of warrant No. 3 (B52-W3). Also, listing of the warrant No. 3 (B52-W3) on the Stock Exchange of Thailand (“SET”), to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved the issuance and offering of the warrant No. 3 (B52-W3) to subscribe newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)

Agenda 4 : To consider and approve decrease of the Company’s registered capital

In order to comply with the Public Limited Companies Act B.E. 2535 (as amended), the Company is required to decrease its registered capital by canceling the unissued registered shares before increase its capital in another amount, therefore, the Company is required to decrease its registered capital in amount of THB 267,883,207.50 from existing registered capital of THB 1,278,899,861.00 to the registered capital of THB 1,011,016,653.50 by canceling 535,766,415 unissued registered ordinary shares with a par value of THB 0.50, which is the remainder of the shares allocated for the exercise of warrants to issue the Company’s ordinary shares which are expired.

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the decrease of the Company’s registered capital of THB 267,883,207.50 from existing registered capital of THB 1,278,899,861.00 to the registered capital of THB 1,011,016,653.50 by canceling 535,766,415 unissued registered ordinary shares with a par value of THB 0.50, which is the remainder of the shares allocated for the exercise of warrants

to issue the Company's ordinary shares which are expired according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approved decrease of the Company's registered capital

Agenda 5 : To consider and approve amendment of clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

In order to comply with the law, the Company is required to make amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital as follows:

"Clause 4. Registered capital THB 1,011,016,653.50 (One Billion Eleven Million Sixteen Thousand Six Hundred Fifty Three Baht Fifty Satang)

Divided into shares 2,022,033,307 (Two Billion Twenty Two Million Thirty Three Thousand Three Hundred and Seven shares)

Par value per share THB 0.50 (Fifty Satang)

Categorized into

Ordinary shares shares 2,022,033,307 (Two Billion Twenty Two Million Thirty Three Thousand Three Hundred and Seven shares)

Preferred shares - shares (-shares)"

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital according to the proposed details, including it is appropriated to propose to the Shareholders' meeting to consider and approve the authorization of the Company's authorized directors or the

persons designated by the Company's authorized directors to has the power to sign the applications or any documents in relation to the registration for the amendment of the Company's Memorandum of Association and to submit the application for registration for the amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce, as well as to amend or change the application or information in any documents related to the registration for amendment of the Company's Memorandum of Association, which is filed to the Department of Business Development, the Ministry of Commerce, including any necessary action related to such procedure as it deems appropriate, and to be in line with the applicable laws and regulations, and also the interpretation of relevant government authority and the registrar and the officer's suggestion or instruction.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

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

Agenda 6 : To consider and approve increase of the Company's registered capital.

For using as compensation for entering into the asset acquisition transaction to Thai Digital Ventures Company Limited (the "Seller") in purchasing 119,998 ordinary shares of One Digital Network Company Limited ("ONE"), par value of THB 100 per share at the purchase price of THB 416.67 per share, equivalent to 100 percent of ONE's registered capital from the Seller with the total transaction value at THB 50,000,000 ("ordinary share of ONE"). After entering into this transaction, ONE will be the Company's subsidiary (holding 100 percent of the share). In this regard, the Company will pay the price for the ordinary share of ONE by way of capital increasing and allocation to specific person (Private Placement) to the Seller instead of settlement in cash (Payment in Kind), in the total amount of not exceeding 250,000,000 shares, at a par value of THB 0.50 each, at the offering price of THB 0.20 per share, having the total value of offering of not exceeding THB 50,000,000 (In other words, the seller will subscribe for the newly issued shares of the

company which the payment for newly issued will be made by share swap on ONE's shares which the Seller has been held (Share Swap), the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company (fractions of which will be rounded down)). The details of capital increase are shown in the Information Memorandum on the Private Placement of the Newly Issued Shares (Enclosure 4) and the Capital increase reporting form (F53-4) (Enclosure 5).

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital of THB 251,377,081.50 from the existing registered capital THB 1,011,016,653.50 to the registered capital of THB 1,262,393,735 by issuing ordinary shares not exceeding 502,754,163 shares with a par value of THB 0.50 each for (1) offering to specific person (Private Placement) which is Thai Digital Venture Company Limited and (2) to support the exercise of warrant for the warrant No. 3 (B52-W3) to be allocated to the existing shareholders in the Rights Offering according to the proposed details in all respects.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approve increase of the Company's registered capital.

Agenda 7 : To consider and approve amendment of clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

In order to comply with the law, the Company is required to make amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital as follows:

“Clause 4.	Registered capital	THB 1,262,393,735 (One Billion Two Hundred Sixty-Two Million Three Hundred Ninety-Three Thousand Seven Hundred Thirty-Five Baht)
	Divided into	shares 2,524,787,470 (Two Billion Five Hundred Twenty-Four Million Seven Hundred Eighty-Seven Thousand Four Hundred Seventy shares)
	Par value per share	THB 0.50 (Fifty Satang)
	Categorized into	
	Ordinary shares	shares 2,524,787,470 (Two Billion Five Hundred Twenty-Four Million Seven Hundred Eighty-Seven Thousand Four Hundred Seventy shares)
	Preferred shares	- shares (-shares)”

The Board of Directors deems it is appropriated to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital according to the proposed details, including it is appropriated to propose to the Shareholders’ meeting to consider and approve the authorization of the Company’s authorized directors or the persons designated by the Company’s authorized directors to has the power to sign the applications or any documents in relation to the registration for the amendment of the Company’s Memorandum of Association and to submit the application for registration for the amendment of the Company’s Memorandum of Association to the Department of Business Development, the Ministry of Commerce, as well as to amend or change the application or information in any documents related to the registration for amendment of the Company’s Memorandum of Association, which is filed to the Department of Business Development, the Ministry of Commerce, including any necessary action related to such procedure as it deems appropriate and to be in line with the applicable laws and regulations, and also the interpretation of relevant government authority and the registrar and the officer’s suggestion or instruction.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

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

Agenda 8 : To consider and approve the allocation of newly issued ordinary shares of the Company (1) for offering to specific person (Private Placement) and (2) to support the exercise of warrant to be allocated to the existing shareholders in the Rights Offering.

According to the Agenda 5 in which the Company wishes to increase the Company's registered capital and in order to comply with the law, it is required the approval from the Shareholders' meeting to allocate the newly issued ordinary shares.

The Board of Directors resolved that it is appropriated to propose to the Extraordinary General Meeting of Shareholders no. 1/2021 to consider and approve the allocation of newly issued ordinary shares of not exceeding 502,754,163 shares with par value of THB 0.50 with the details are as follow;

- (1) The allocation of newly issued ordinary shares of not exceeding 250,000,000 shares with par value of THB 0.50, the offering price THB 0.20, the value shall not exceed THB 50,000,000 which will be offered to the specific person (Private Placement), which is Thai Digital Venture Company Limited (the "Seller") for the payment of 119,998 shares of ONE's ordinary share at the price of THB 416.67 per share with the total value of THB 50,000,000 instead of settlement in cash (Payment in Kind) (the swap ratio is 1 share of ONE equal to 2,083 newly issued share of the Company any fractions will be rounded down). The Seller is not a connected person of the Company according to the Notifications on Connected Transaction and the Seller has no relationship with the executives, directors, majority shareholders or the controlled person of the Company. Moreover, the Seller is not the related person (according to section 258 of the Securities and Exchange Act B.E. 2535 (as amended)) and has no relationship or done any acts as deemed connected to the concert party. Furthermore, the Seller agrees not to assign any person to take a position as director and/or executive of the Company.

The offering of new ordinary share of the Company to the Seller by way of Private Placement and the issuance of such newly issued ordinary shares is a share offering where Shareholders' Meeting passed a resolution to clearly specify the offering price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval for the Listed Companies to Issue the Newly-issued Shares by way of Private Placement dated 28 October 2015 (as amended) ("**Notification No. TorChor. 72/2558**"). Therefore, apart from receipt of the resolution from Shareholders' Meeting to offer newly issued ordinary shares to the Seller, the approval from the Office of the Securities and Exchange Commission must be granted according to the Notification No. TorChor. 72/2558 before such offering of the newly issued shares.

In this regard, the offering of the newly issued ordinary shares to the Seller at the rate of THB 0.20 is compared to the market price of the Company's shares, which is calculated from the weighted average price of the Company's shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors' meeting No. 8/2020 held on November 9, 2020. The Board of Directors has its resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance of the newly issued ordinary shares by way of private placement (during the period from October 16, 2020 to November 6, 2020) is equal to THB 0.1369 per share (Source: SETSMART from SET) which is deemed the offering of the newly issued ordinary shares with a discount of not over 10 percent of the market price according to the Notification No. TorChor. 72/2558. The "Market Price" means weighted average price of the shares listed on the SET for the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date the Board of Directors passed its resolution to propose the Shareholders' Meeting of the Company to consider approving the issuance and allocation of the Company's newly issued ordinary shares. The weight average price shall be the average price of the sale of share at each day. In case the Board of Directors sees it appropriate and consider to the best benefit of the Company, the Board of Directors may determine the discount on the offering price, which shall not be more than 10 percent of such calculated price and shall determine the market condition during the offering period subject to the Notification No. TorChor. 72/2558.

After the issuance and allocation of newly issued ordinary shares to the Seller, the Seller will hold 119,998 shares of the Company's share or approximately 100 percent of Company's total number of issued shares after the registration of the increase of the Company's registered capital after the issuance and allocation of newly issued ordinary shares through Private Placement as mentioned above is completed.

In addition, the Board of Directors deems it is appropriated to propose to the shareholders' meeting to consider on the approval of the authorization to the Board of Directors and/or the authorized directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or the authorized directors or the Chief Executive Officer to have the powers to proceed with the determination of any details which related to the allocation of the newly issued ordinary shares to the specific person e.g. (1) the determination and amendment of the subscription and offering date of the newly issued ordinary share, the payment and any conditions and relevant details which related to the subscription and offering of the newly issued ordinary share, (2) entering into the negotiation, make an agreement, amend and execute in any related agreement or document including having power to proceed with any action in relation to the issuance, offering and allocation of the above newly issued ordinary shares which includes without the limitation to the preparation, execution, submission of the application and relevant documents which related to requesting for permission of the issuance and offering of the newly issued share to the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant authorities (if any), amendment or change the wording in such application or relevant document, listing the newly issued ordinary shares on the Stock Exchange of Thailand and having the power to proceed with any other necessary actions relating to and/or associating with the issuance and allocation of the newly issued ordinary share and to offer to the specific person to be in accordance with any related regulations.

- (2) The allocation of newly issued ordinary shares of not exceeding 252,754,163 shares with par value of THB 0.50, the value shall not exceed THB 126,377,081.50 to support the exercise of the warrant No. 3 (B52-W3) to be allocated to the existing shareholders via the Rights Offering without charge (offering price of THB 0 per unit) in a ratio of 8 ordinary share to 1 unit of warrant No. 3 (B52-W3) (fractions of which will be disregarded), with a term of not more than 1 year from the warrant's issuance date, having an exercise ratio of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 0.25 per share (except for the adjustment of the rights).

The details of issuance and allocation of newly issued ordinary shares and the Board or Directors' opinion are shown in the Information Memorandum on the Private Placement of the Newly Issued Shares (Enclosure 4) and the Capital increase reporting form (F53-4) (Enclosure 5).

However, if the shareholders' meeting votes disapproves on the Agenda No. 2 re: the acquisition of ordinary shares in ONE, the Company shall not propose to the shareholders' meeting to consider and approve the capital increase and the allocation of the newly issued ordinary shares by way of the Private Placement as a compensation for purchasing the ordinary shares of ONE instead of settlement in cash (collectively referred as "**the increase of registered capital by way of PP**"). Moreover, if the

shareholders' meeting votes disapproves of the increase of registered capital by way of PP, the Agenda No. 2 re: the acquisition of shares in ONE shall be cancelled as it is related matters. In addition, the resolution of the shareholders' meeting on such matter shall not affect the consideration and approval of the issuance and offering of warrant No.3 (B52-W3) and the increase of registered capital as well as the allocation of the newly issued shares which related to the exercise of the warrant No. 3 (B52-W3) since they are not the related matters.

The total shareholders 29 shareholders, total shares 1,310,592,281 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	1,310,592,281	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
Total	1,310,592,281	100.00

Vote Result: Approve the allocation of newly issued ordinary shares of the Company (1) for offering to specific person (Private Placement) and (2) to support the exercise of warrant to be allocated to the existing shareholders in the Rights Offering.

Agenda 9 Other matter (if any)

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

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

The EGM has resolution as follows.

Present Shareholders	3	shareholders	total shares	42,000	shares
Proxy	26	shareholders	total shares	1,310,550,281	shares
The Total shareholders	29	shareholders	total shares	1,310,592,281	shares

Proportion is 64.8156% of total issued and paid-up shares of 2,022,033,307 shares.

The meeting was adjourned at 15.22 hrs.

By the resolution of the Board of Directors

Yours Sincerely

-Suthep Pongpitak-

(Mr. Suthep Pongpitak)

Chairman of the Board of Director

-Oytip Choltichanun-

(Ms. Oytip Choltichanun)

Company Secretary