

## Minutes of Annual General Meeting of Shareholders 2022 of Beyond Securities Public Company Limited

### Date, Time and Place

The General Meeting of Shareholders for the year 2022 via Electronic (the “E-AGM”) was broadcast on Friday, April 29, 2022 at 14.00 P.M. from Beyond Securities Public Company Limited (“the Company”) at 46/7 Rungrojthanakul, 12<sup>th</sup> Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang, Bangkok 10310.

### Name list of directors present

- |  |  |
|--|--|
| 1. Asst.Prof.Dr. Pattanant Petchchedchoo | Vice Chairman<br><br>Independent Director<br><br>Chairman of Audit Committee   |
| 2. Dr.Premvadee Fongsiri                 | Independent Director<br><br>Member of Audit Committee<br><br>Chairman of Nomination and Remuneration Committee   |
| 3. Asst.Prof.Dr. Siridech Kumsuprom      | Independent Director<br><br>Member of Audit Committee<br><br>Chairman of Risk Management Committee<br><br>Member of Nomination and Remuneration Committee<br><br>Member of Corporate Governance and Risk Management Committee                              |
| 4. Mr. Panya Chanyarungrojn              | Independent Director<br><br>Chairman of the Corporate Governance and Risk Management Committee   |
| 5. Miss Omsin Siri                       | Director (Authorized Director)<br><br>Chief Executive Officer<br><br>Executive Director<br><br>Member of Nomination and Remuneration Committee<br><br>Member of Corporate Governance and Risk Management Committee<br><br>Chief Operating Officer (Acting) |
| 6. Miss Phone Soonsawad                  | Director   |
| 7. Miss Pathita Milindhajinda            | Director (Authorized Director)<br><br>Chief Operating Officer  |

**Name list of directors absent**

1. Mom Rajawongse Somlabh Kitiyakara Chairman of the Board and Independent Director

The Board of Directors consists of 8 directors and there are 7 directors attended to the meeting amounts 87.50 percent of the total directors attending the meeting which is follows.

**Attendee**

1. Mr. Netchanok Anawan Chief Financial Officer
2. Miss Puchanika Thammasarn Assistant Company Secretary
3. Mr. Surapak Khampleumjit Vice President of Legal Department
4. Mr. Sumrit Aunjitttham Company Secretary and the E-AGM Secretary

**External Auditor from Marzars Company Limited**

1. Mr. Boonlert Kaewphanpurk
2. Miss Piyanuch Kasemsupakorn

**Legal Consultant for the Increase of Capital from Hunton Andrews Kurth (Thailand) Company Limited**

1. Miss Phatamol Phisitbuntoon

**Independent Legal Advisor Sooksompong Law Office Company Limited**

1. Mr. Saichon Sooksompong

**Member of Thai Investors Association**

1. Miss. Ladda Thitikiatpong

**Stock Exchange of Thailand**

1. Mr. Anuwat Kruesapthavorn
2. Mrs. Rattana Prukmaswong

**Introductory Proceedings at 14.00 PM.**

Mr. Sumrit Aunjitttham, Company Secretary and the E-AGM Secretary ( "The meeting moderator") welcomed the shareholders to Annual General Meeting year 2022 ( "The meeting") of Beyond Securities Public Company Limited ("the Company") and explained why the Board of Director decided to held on the Annual General Meeting year 2021 by Electronic (E-AGM).

**Quorum Announcement**

The meeting moderator informed that there were 6 shareholders attending in person in the amount of 13,006,807 shares and 46 proxies with the amount of 724,509,501 shares. The total number of shareholders attending the meeting was 52, totaling 737,516,308 shares or equal to 51.23 which were more than one-third of all the issued shares of the Company which totaled 1,439,671,222 shares. The quorum was full according to Section 31 of the Articles of Association which states that "In order to hold the meeting of shareholders, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 persons or not

less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of issued shares of the company”.

The meeting moderator introduced members of the Board of Directors and informed that Mom Rajawongse Somlabh Kitiyakara, Chairman of the Board and Independent Director, was unable to attend due to take care of his health. According to the section 104 of the Public Limited Companies Act. B.E. 2535 (as amended) (“the PLC Act”), chapter 7, Meetings of Shareholders state that “The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting.” The company would like to informed to the meeting that Asst.prof. Pattanant Petchchedchoo, Vice Chairman shall preside over the Annual General Meeting year 2022 (“Chairman”)

After that the meeting moderator introduced Executive Director, Auditor, Legal Consultant for the Increase Capital, Legal Advisor, Member of Thai Investors Association and observer from SET and clarified the guidelines for E-AGM 2022 by clarifying details and procedure of electronic meeting and voting as follows;

**Guidelines for vote casting, vote counting, and notification of voting results**

1. One (1) share shall be entitled to one (1) vote. The allocation of voting is not allowed
2. A voting would be one that is not more than voting right of the business, except for the voting of the Custodian, which is allowed to allocate of voting and may less than voting right of the business.
3. The E-AGM system would be one of channels to make shareholder meeting more convenient by allowing to access documents and company multimedia presentation, voting on each agenda and accommodate to shareholder for question to directors in the meeting or any other opinion and the voting would be conducted in accordance with regulations.

**Voting Procedure by the Company E-AGM**

When the shareholders want to vote, click on the voting menu in the menu bar on the left. There will be a button to choose voting in each agenda by clicking on one of the buttons, approved, disapproved or abstain, when the vote has been sent. The shareholders will receive a pop-up notification message after vote sent successfully, if the shareholders enter the system and did not click on any button on the voting menu. The system will automatically pour the votes to the approve vote.

However, the shareholders can vote, change or amending your votes in each agenda until the meeting announces the closure of the voting for that agenda.

- 4) The stakeholder has no right to vote on that agenda but able to vote for the election of directors.
- 5) In case of equal votes, the Chairman shall cast a deciding vote.
- 6) The proxy who is not state to vote by proxy form from shareholder, the proxy please vote as per above process.
- 7) If the shareholder already cast their votes in the proxy form, the company will be recorded and the proxy can attend the meeting without voting again.

- 8) In counting the votes, the system will deduct “Disapproved” and “Abstained” out of all votes, and the remaining votes will be regarded as “Approving” votes in the agenda without opposition or abstentions, the meeting will be considered resolution unanimously. However, if any agenda takes a long time for vote counting, the chairman will ask the meeting to consider the next agenda to continue the meeting. When the staff has finished counting the votes, they will inform results.
- 9) When completion of the consideration of each agenda, the Chairman will allow the shareholders to ask related to that agenda and ask the meeting to vote. And then, the secretary of the meeting will inform the summary of the voting results for each agenda.
- 10) For the continuity and speed of considering each agenda, the shareholders or proxies are asked to type questions or suggestions related to the agenda being considered by press the menu button to type messages in the chat and send the message. For any questions, please attendees to type their name and present that they are attending in person or proxy before typing questions for the meeting recorded are accurate and complete. The Company will continue the meeting if there are no attendees Inquiries within 2 minutes. If shareholders have any questions can be typed via Chat. The question will be read by the staff later.
- 11) Voting result would be all voting which is voting from Shareholder and proxy. **There** will count the latest number of shareholders attending the meeting on each agenda.

The Company had provided the shareholder an opportunity to question for voting or any question however, there was no question. The meeting moderator has invited Asst.Prof.Dr. Pattanant Petchchedchoo, Chairman of the Annual General Meeting year 2021 to open the meeting.

The Chairman greeting the shareholder, proxies, member of Thai Investors Association to the Annual General Meeting of Shareholders 2022 of Beyond Securities Public Company Limited and assigned to Mr. Sumrit Aunjitham, Company Secretary, represent for conducting the meeting.

**Agenda 1:** To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on July 23, 2021.

The meeting moderator had proposed the meeting to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on July 23, 2021. The copy of mentioned meeting was sent to the shareholders in advance with the notification of this meeting.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by majority vote of the shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on July 23, 2021, by unanimous vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

### Voting Results

Approved	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

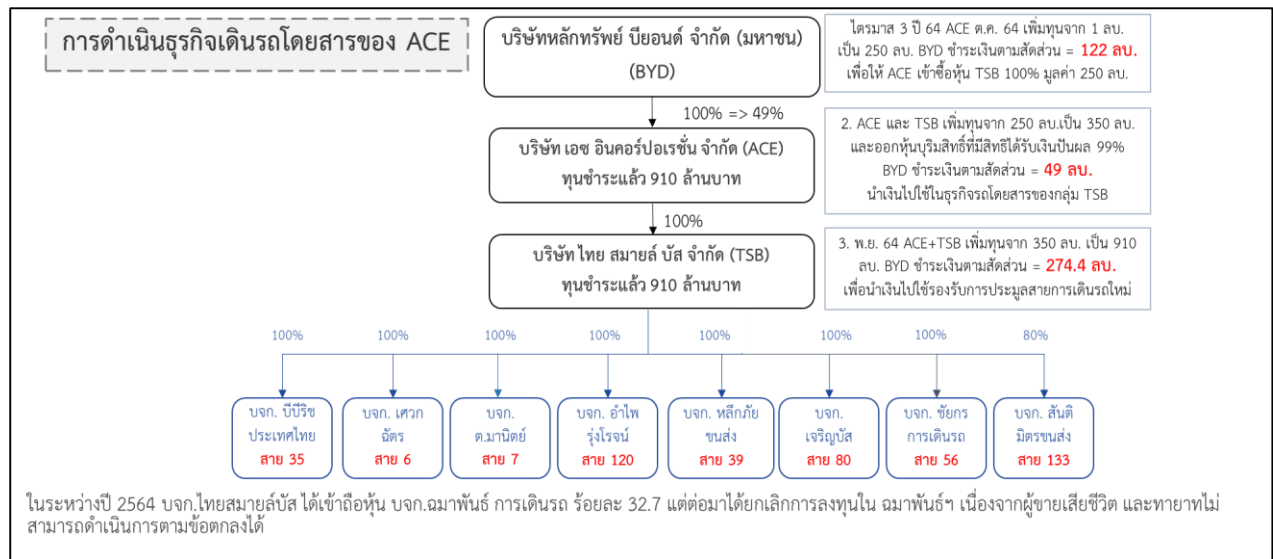
**Note:** In this agenda, there were additional 4 shareholders attending the Meeting, with a total of 16,318,740 shares/votes; the total attending shareholders were 56 persons, representing the total shares of 753,835,048 shares/votes.

**Agenda 2:** To acknowledge the Company's performance for the year 2021 ended December 31, 2021 and report on the progress of the operating bus business of Associate Company.

The meeting moderator invited Ms. Omsin Siri, Director and Chief Executive Officer, to report the Company's annual performance for the year 2021 and report on the progress of the operating bus business of Associate Company to the Meeting of shareholders.

### Important events of the Company and associated company

- Since March 2021, there has been a change in directors executive management and personnel of the Company.
- Apr 2021, reduce the shareholding in ACE Incorporation Company Limited (ACE) from 100% to 49%
- Jun 2021, increase the capital offered to the existing shareholders at the rate of 3 existing shares per 2 new shares at a price of 0.35 Baht per share, receiving a total amount of 999.78 million Baht to invest in the bus operation business through This Smile Bus Company Limited (TSB). The rest is used for the Company's operations.
- Jul 2021, change the share value to 5 Baht.
- September 1, 2021 The Stock Exchange of Thailand lifted C sign.
- October – November 2021, use the money received from the capital increase to invest in the bus operation business, totaling 445.4 million Baht.
- Dec 2021, TSB bid on the bus route that the Department of Land Transport. opens to interested bidders for 77 lines (BYD received the results on March 31, 2022)



The value of investment in bus business through ACE and TSB totaling 445.4 million Baht.

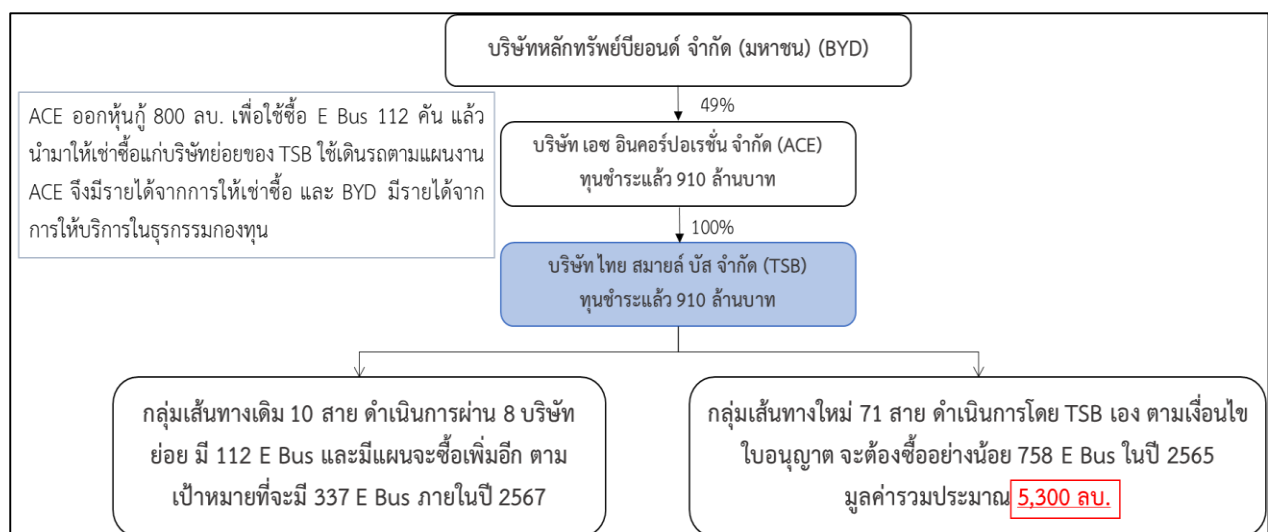
#### 1. Original plan 11 routes

Previously, BYD's shareholders approved the capital increase to invest in TSB's bus operation through ACE. TSB will bring 337 electric buses to service. BYD estimated investment budget for the acquisition of TSB shares through ACE amounting to 350 million baht, of which 171.5 million baht has been invested according to this plan.


#### 2. New plan 71 routes

TSB has expanded bus business, when in December 2021 TSB to bid for the right to operate 77 new bus routes, so TSB has to increase capital by 560 million Baht to invest in at least 800 more electric buses. ACE had to increase capital by 560 million Baht, causing BYD to increase capital in proportion to its holdings in ACE, totaling 274.4 million Baht.

#### The progress of the bus business of the associated company



Compare services with electric buses in Bangkok and perimeter areas.

				ผู้เสนอรายอื่นๆ
จำนวนสายการเดินรถ	10 สาย => + 71 สายใหม่	37 สาย	137 สาย	8 สาย
ค่าบริการ (บาท)	15 - 20 - 25 บาท	15 - 20 - 25 บาท	12 - 20 บาท	N/A
ภาพลักษณ์ของรถ				N/A
การเข้าถึงทางตลาด	<ul style="list-style-type: none"> <li>✓ การเดินรถที่สม่ำเสมอ</li> <li>✓ แอปพลิเคชัน Thai Smile Bus</li> </ul>	<ul style="list-style-type: none"> <li>✓ การเดินรถที่สม่ำเสมอ</li> <li>✓ แอปพลิเคชัน Via Bus</li> <li>✓ ประชาสัมพันธ์จุดเชื่อมต่อ</li> </ul>	<ul style="list-style-type: none"> <li>✓ การเดินรถที่สม่ำเสมอ</li> <li>✓ แอปพลิเคชัน Via Bus</li> </ul>	N/A
ฟังก์ชันการใช้งานภายในรถ	<ul style="list-style-type: none"> <li>✓ GPS</li> <li>✓ eTicket</li> <li>✓ CCTV</li> <li>✓ Wifi</li> </ul>	<ul style="list-style-type: none"> <li>✓ GPS</li> <li>✓ Rabbit Card</li> <li>✓ CCTV</li> </ul>	<ul style="list-style-type: none"> <li>✓ GPS</li> </ul>	N/A
ช่องทางการรับความเห็น				N/A

Source: Travel Demand Survey, Office of Transport and Traffic Policy and Planning (2017)

**การพัฒนาด้านการสื่อสารการตลาดทั้งโลกออฟไลน์/ออนไลน์**

**มีการประชาสัมพันธ์ เกี่ยวกับเส้นทางเดินรถให้กับผู้ใช้บริการ**



**และเพิ่มการรับรู้จาก Influencer ที่ให้ความสนใจมาช่วยโปรโมท**






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การแสดงศักยภาพการให้บริการคนพิการ  
โดยมีผู้อำนวยการสมาคมพิการเป็นพยาน

และยังมีกรณีใช้งานจริง ซึ่งสร้างความประทับใจ  
ให้กับผู้ใช้บริการและสังคมโลกออนไลน์



In addition, the meeting moderator reported an update on the Company's anti-corruption. After the Company had implement an anti-corruption policies in a part of the business ethics manual by 2021, the company had published for all workers to acknowledge and follow. Including risk assessments for corruption and bribery. And assigns the Audit Committee to monitor and supervise the internal control system in order to avoid the possibility of corruption and bribery and report the performance to the Board of Directors.

Without any additional questions, the Moderator requested the Meeting to vote.

**Resolution:** The Meeting has acknowledged the Company's Annual Performance for the year 2021.



**Agenda 3:** To consider and approve of the financial statements for the year ended December 31, 2021.

The meeting moderator reported to the meeting that, According compliance with the section 112 of the Public Companies Act B.E. 2535 and the Articles of Association of the Company, clause 34(2) stipulate that the Board of Directors have been prepared for the financial statements for the year ended of the Company to proposed the Annual General Meeting of Shareholders considered and approved, which were audited and certified by the auditor of the Company.

The Board of Directors deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders approves the financial statement for the year ended on 31 December 2021 audited by the certified public accountant, being reviewed by the Audit Committee, and approved by the Board of Directors, as details shown in the annual report for the year 2021 in the topic of financial statements on page no. 116-204 , which as shown in the form of QR Code printed on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 2021 Annual Report by using its mobile or other devices to scan such QR Code.

**Importance financial information**

(Million Baht)	2021 (Financial in which the equity method is applied)	2020 (Restated)	2021 (Separate Financial Statement)	2021 (Separate Financial Statement Restated)
Total Assets	1,599.43	691.22	1,599.43	704.65
Total Liabilities	142.20	105.20	142.20	105.02
Total Owner's equity	1,457.23	586.02	1,457.23	599.63
Total Revenues	126.03	41.25	112.66	44.00
Net Loss	(135.00)	(344.09)	(148.23)	(339.49)
Basic Loss/share (B./share)	(0.12)	(0.76)	(0.13)	(0.75)

The details of the statement of financial position Comprehensive profit and loss account and the auditor's report show in the annual report 2021.

For the auditor's report, the auditor disclaimer of opinion on the Company's financial statements with details as follows:

<p>The Company has investments in Bond and Equity, loan to other businesses and loans to ACE. ACE loaned to other companies totaling 387.9 million Baht, which occurred during the year 2018-2020 that might have inappropriate management because the information for transaction approval was irrational.</p> <p>In this regard, in December 2011, the SEC has reported to the executives in accordance with the observation of normal operations dated December 21, 2021 about asset management for investment lending to ACE and other company. It is an indication that may show suspicious behavior. The managing director or a person responsible for the operation of the company during that period has committed an offense under Section 89/25.</p>	<ul style="list-style-type: none"> <li>During the year 2021 to March 31, 2022, the current management has tracked the debt until it has been repaid 143.55 million Baht.</li> <li>The residual occurred in 2018-2019 and follow-up process and prosecute in court.</li> <li>The Company and ACE have set full allowance for expected credit losses on all transactions.</li> <li>For additional investigation of facts as a special audit, the Company has engaged DIA Audit Company Limited ("DIA"). It is expected to be completed by April 29, 2022.</li> </ul>
<p>The Company didn't record its equity from the investment in ACE. Cost price as of December 31, 2021 amount 445.4 million because the auditing of ACE's financial statement wasn't finished</p>	<p>In 2021, ACE had purchased TSB shares 100%. ACE's financial statement to be consolidating with TSB group and in 2021, TSB invested in 8 subsidiaries companies for 80-100% ratio so TSB must provide financial statement following TFRS for PAEs for the first time and cause TSB group to be unable to finish the financial statement on time.</p>

**Questions from Miss. Ladda Thitikiatpong, Member of Thai Investors Association:** Let the Company clarify that in case the auditor disclaimer of opinion on the Company's financial statements which in 2018-2020 the Company has invested and loan, may be managed inappropriate and the SEC has questions asset management for investment, loans and the inability to manage risks effectively as follows: 1. Internal control system regarding investment and loans approval. 2. Preparation of financial statements for 2021 of ACE, which is an associate company.

**Answers from Ms. Omsin Siri, Director and Chief Executive Officer :**

- Approval of investment and loan in question. It's happened in the past. The current Board of Directors and executives have been aware of the problems and arranged for improvements to the internal control system by setting a policy operating procedures and more stringent supervision. As a result, during the year 2021 to March 31, 2022, the company has tracked the debt back to 143.55 million Baht. As for new loan or new investments the company has provided an investment

policy by clearly defining the framework of powers and procedures for consideration and approval and there is a strict supervision to follow the policy. The preparation of special audit reports (Special Audit). The Company has engaged DIA Audit Company Limited ("the Auditor") to perform the special audit. The report was scheduled to be delivered on April 29, 2022. The auditor informed that would like to postpone the special audit report, due to the auditor needs time to collect evidence to prepare a complete auditor report and to send the special audit report within May 13, 2022. The Company will inform the extension for sending a special audit report through the news of the SET.

2. The preparation of ACE's 2021 financial statements has been delayed due October 1, 2021 ACE had purchased TSB shares 100% due to ACE's financial statement to be consolidating with TSB. TBS and 8 subsidiaries companies had provided financial statement as TFRS for NPAE's. TSB and 8 subsidiaries must provide financial statement following TFRS for PAEs for the first time and cause TSB group to be unable to finish the financial statement on time.

**Questions from Miss. Ladda Thitikiatpong, Member of Thai Investors Association:** The schedule to consolidate the financial statements.

**Answers from Ms. Omsin Siri, Director and Chief Executive Officer:** The preparation of consolidated financial statements is ACE, which is an associate company. The TSB Group have prepared consolidate financial statements to be completed first. ACE will be able to consolidate the financial statements. At present, the preparation of separate financial statements for each company has been completed and is in the process of reviewing the details before consolidated the financial statements. It is expected not long time and the Company will monitor the progress. The preparation of consolidate the financial statements of ACE has not significant impact on the Company due to the transaction occurred in 2021 and the Company will recognize under the equity method only.

Without any additional questions, the Moderator requested the Meeting to vote. For this agenda shall be passed by majority vote of the shareholders attending the meeting and entitled to vote.

**Resolution** The Meeting resolved to approve the Financial Statements for the year ending on 31 December 2021; the resolution was passed by the majority of votes of the shareholders attending the Meeting and casting their votes as follows:

**Voting Results**

Approved	751,266,228	votes	equivalent to 99.6592 % of the shareholders attending the meeting and casting vote.
Disapproved	2,078,800	votes	equivalent to 0.2758 % of the shareholders attending the meeting and casting vote.

Abstained	490,020	votes	equivalent to 0.0650 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 4: To consider and approve non-appropriation of profit of the year of 2021 and the non-payment of the dividend**

The meeting moderator reported to the meeting that, The allocation of profits for the year under the Articles of Association of the Company, clause 34(3) stipulate that the Annual General Meeting of the Shareholders consider the allocation of profits and the Articles of Association of the Company, clause 39 stipulate that the Company cannot pay dividends other than from profits of the Company and in case the Company has accumulated loss, no dividends shall be paid. Furthermore, the Company has a policy of dividend payments at 50 % of net profits each year. Also, Section 116 of the Public Companies Act B.E. 2535 and the Article of Association of the Company, clause 40 stipulate that the Company must allocate not less than 5% of its annual net profits as reserve capital, deducting any accumulated loss (if any) until such reserve capital has an amount of not less than 10% of the registered capital of the Company.

For operating results of the year 2021, loss of the Company amount to Baht 148,231,947, the Board of Director considered and approved to propose to the Annual General Meeting of Shareholders to approve omits dividend payment for the operating results of the year 2021.

	2021	2020
Net loss (Baht)	(148,231,947)	(339,487,283)
Deduct : appropriated - statutory reserve (Baht)	-	-
Net loss after appropriated - statutory reserve (Baht)	(148,231,947)	(339,487,283)
Number of shares as 31 December (Shares)	1,436,172,145	4,284,871,528
Weighted average number of shares*	1,169,279,582	450,563,774
Loss per share (Baht)	(0.13)	(0.75)

\* Weighted average number of common shares outstanding in 2020 were adjusted based on the change of par value of Baht 1.00 per share to Baht 5.00 per share for comparative purpose

**Questions from Miss. Ladda Thitikiatpong, Member of Thai Investors Association:** What year the bus business is expected to be profit.

**Answers from Ms. Omsin Siri, Director and Chief Executive Officer:** The bus business is divided into 2 projects. The first project is operated 10 bus routes, starting to service since October 2021 onwards. From the situation of the covid-19 virus is getting better after the beginning of 2022, the operating results in March 2022 began to make profits on certain routes. The estimate performance of TSB Group in the first project will be profit from the third year or 2025. The second project 71 bus routes, the concession has been granted. TSB will take the buses to service around October 2022 and expect to profit in year 4 to 5.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by vote of at least three-fourths (3/4) of total votes of shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to approve non-appropriation of profit of the year of 2021 and the non-payment of the dividend. The resolution was passed by the majority of votes of the shareholders attending the Meeting and casting their votes as follows:

**Voting Results**

Approved	751,955,048	votes	equivalent to 99.7506 % of the shareholders attending the meeting and casting vote.
Disapproved	1,880,000	votes	equivalent to 0.2494 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 5: To consider and approve the election of directors replacing those retired by rotation.**

The meeting moderator reported to the meeting that, to consideration accordance with the Good Corporate Governance and Rule of Procedure. The directors who are candidate on this agenda would be leaved the meeting.

According to the Article of Association of the Company, clause 15, which provides that at every Annual General Meeting of Shareholders, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. A retiring Director is eligible to stand for re-election. Under Article 34 (4), the Annual General Meeting of the Shareholders shall consider the election to replace retiring directors by rotation.



For the year 2022, there are three (3) directors who shall retire by rotation as follows;

- |    |                                   |  |
|----|-----------------------------------|--|
| 1. | Mom Rajawongse Somlabh Kitiyakara | Chairman of the Board and Independent Director |
| 2. | Miss Phone Soonsawad              | Director                                       |
| 3. | Asst.Prof.Dr. Siridech Kumsuprom  | Independent Director and Audit Committee       |

#### **Criteria and Process for Nomination Director**

In considering the nomination of directors, the Board of Directors will consider the opinion of the Nominations and Remuneration Committee (“the Nominations Committee”), which is thoroughly considered qualified, experiences, and expertise which shall be beneficial to the Company’s business operation.

The Nominations Committee shall be thoroughly considered and screened qualifications of directors who are due to retire by rotation to the Board of Director to consider and approves, Thus, the Board of Directors deem it appropriate to propose the Annual General Meeting of Shareholders with under the criteria and screened process as follows;

1. There are the qualifications according to the Public Limited Company Act, Securities and Exchange Commission Act and the principle of good corporate governance for listed companies.
2. Knowledgeable, capable, dedicated with suitable age and ability to perform director’s duties with care and loyalty.
3. There are the skills of industry knowledge, accounting & finance, business judgment, management, business strategy, corporate governance and legal or others.

In order to, the Nominations Committee has thoroughly considered and screened qualifications of the directors who are due to retire by rotation and reviewed that these three (3) directors are equipped according the Public Limited Company Act and the regulations of the Securities and Exchange Commission with knowledge, expertise and experience for the Company’s business operation, thus, it is appropriate to propose that the 2022 Annual General Meeting of Shareholders considers and approves the re-election of these three (3) directors.

However, Mom Rajawongse Somlarp Kitiyakara, Chairman of the Board and Independent Director not requesting to be a director after the expiration of the term in order to take care of his health according to the opinion of a doctor.

The details on the profile of two (2) directors who retiring by rotation and proposed for re-election to the Board are provided here in Enclosure 5.

In this regard, the Company has provided the opportunity to the shareholders to propose the list of persons for consideration to be elected as directors of the Company at the 2021 Annual General Meeting of Shareholders via the Company’s website from 1 October 2021 – 31 December 2021 according to the principle of good corporate governance for listed companies; however, there was no shareholders proposing the list of persons for consideration to be elected as directors of the Company.

The Board of Directors (excluding the directors who retire by rotation) deemed it appropriate to propose that the 2021 Annual General Meeting of Shareholders considers and approves for the two (2) directors who are due to retire by rotation to be reelected as directors for another term

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by majority vote of the shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to approve the election of two (2) directors who are due to retire by rotation to be reelected by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as;

#### **Voting Results**

##### **5.1 Miss Phone Soonsawad Director reelected with voting as;**

Approved	751,955,048	votes	equivalent to 99.7506 % of the shareholders attending the meeting and casting vote.
Disapproved	1,390,000	votes	equivalent to 0.1844 % of the shareholders attending the meeting and casting vote.
Abstained	490,000	votes	equivalent to 0.0650 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

##### **5.2 Asst.Prof.Dr. Siridech Kumsuprom Independent Director and Audit Committee reelected with voting as;**

Approved	753,146,248	votes	equivalent to 99.9086 % of the shareholders attending the meeting and casting vote.
Disapproved	688,800	votes	equivalent to 0.0914 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 6: To consider and approve the Directors' remuneration for the year 2022.**

The meeting moderator, reported to the meeting that in compliance with the Public Limited Companies Act B.E. 2535 Section 90, the Company shall not pay cash or other assets to directors except by remuneration in accordance to the articles of the Company and in case the articles re silent on the issue, the payment of directors' remuneration shall be in accordance with the resolution of the shareholder meeting supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The Nominations and Remuneration Committee ("the Nominations Committee") conducted a survey on the remuneration of the Board of Directors and subcommittees for the year 2022 by taking into account the responsibilities and performance of the Board of Directors and each subcommittee, business expansion, and business operation of the Company comparing to the applicable rates of other companies in the same industry which are similar in size and nature of business. As a result, the Nominations Committee deemed appropriate that the Board of Directors propose the 2022 Annual General Meeting of Shareholders to approve the remuneration of the Boards of directors and subcommittee for the year 2022, totaling no more than 7,000,000 Baht at the same rate as approved by the 2021 Annual General Meeting of Shareholders.

The Board of Directors deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders approve the remuneration of the Board of directors for the year 2022, totaling no more than 7,000,000 Baht according to the rate proposed by the Nominations Committee at the same rate as approved by the 2021 Annual General Meeting of Shareholders.

In this regard, the remuneration of the Board of Directors, the Executive Director will not receive any remuneration as director and member of other sub-committee. The meeting allowance is paid only to non-executive directors and attendance.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by vote of no less than two-thirds of the votes cast by the shareholders attending the meeting.

**Resolution** The meeting resolved to approve the Directors' remuneration for the year 2022, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as;

**Voting Results**

Approved	753,345,028	votes	equivalent to 99.9350 % of the shareholders attending the meeting and casting vote.
Disapproved	20	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	490,000	votes	equivalent to 0.0650 % of the shareholders attending the meeting and casting vote.

Total 753,835,048 votes equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 7: To consider and approve the appointment of the Auditors and determine their audit fees for the year 2022.**

The meeting moderator, reported to the meeting that, in order to comply with the Article of Association of the Company, clause 34(5) and Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), which provides that the Annual General Meeting of Shareholders is required to appoint auditor(s) and determine the audit fee of the company annually. In appointing the auditor, the former auditor may be reappointed.

The Audit Committed had reviewed and considered the qualification, knowledge, experience, reliability and working record of each auditor including the appropriate audit fee then resolved to propose to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company for the year 2021 ended on 31 December 2022 as listed below;

1. Miss Ratana Jala CPA license No. 3734 and/or
2. Miss Saranya Pludsri CPA license No. 6768 and/or
3. Miss Bongkot Kriangphanamorn CPA license No. 6777

From EY Office Limited, to be the Company's auditor for the year 2022 ended of 31 December 2022. The audit fee for the year of 2022 including each quarter will be 3,700,000 Baht. The non-audit fee is not included.

The three auditors have fully qualified and no relationship with or any vested interest in the Company, its subsidiaries, executives, major shareholders, or any related persons and therefore; are independent in the audit and provision of opinion on the Company's financial statements. In addition, none of above auditors has acts as the auditor of the Company for more than 5 consecutive fiscal years.

Unit: Baht

Audit Fee	2022 (Proposed Year)	2021 (The Past Year)
Beyond Securities Public Company Limited	2,900,000	3,440,000
Initial Audit Engagements – Opening Balances (one-time charge)	800,000	None
Other Fee (Non-audit fee)	None	None
<b>Total</b>	<b>3,700,000</b>	<b>3,440,000</b>

The Board of Directors deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders approves the appointment of Miss Ratana Jala CPA license No. 3734 and/or Miss Saranya Pludsri CPA license No. 6768 and/or Miss Bongkot Kriangphanamorn CPA license No.6777, from EY Office Limited as the auditor

of the Company for the year 2022 by having any one of the two persons to audit and provide an opinion on the financial statement of the Company and subsidiaries and set the audit fee for the year 2022 in the total amount of 3,700,000 Baht, with the Company's auditors performing their duties in this accounting period for the first year.

And proposed that the meeting consider authorizing the Board of Directors EY Office Limited is required to recruit another certified auditor in the In the event that such certified auditors are unable to perform their duties, including authorizing the Board of Directors to approve expenses.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

**Resolution** the meeting resolved to approve the appointment of the Auditors and determine their audit fees for the year 2022 by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follow:

#### **Voting Results**

Approved	753,835,028	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Abstained	20	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 8:** To consider and approve the decrease of the registered capital of the Company in the amount of 73,405 Baht, from the registered capital of 9,171,763,810 Baht to 9,171,690,405 Baht by cancelling the unsold ordinary shares in the amount of 14,681 shares with the par value of 5 Baht and the amendment of the Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the registered capital of the Company

The meeting moderator, reported to the meeting that, currently, the Company has 394,681,540 unsold ordinary shares at par value Baht 5 per share divided into

- (1) The ordinary shares to accommodate the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of the Company No. 6 (the "Warrants W6") in the amount of 394,666,859 shares with the par value of 5 Baht and
- (2) The shares remaining from the issuance and offer to the existing shareholders according to the resolutions of the annual general shareholders' meeting of year 2021 (the "Remaining Shares



from the issuance and offer to the existing shareholders”) in the amount of 14,681 shares with the par value of 5 Baht.

Therefore, in accordance with Section 136 of the Public Companies Act B.E. 2535 (including those as amended), the issuance of new shares may be made when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants. In this regard, the Company proposed to approve the decrease of the Company's registered capital of 73,405 Baht from the registered capital of 9,171,763,810 Baht to 9,171,690,405 Baht by cancelling the unsold ordinary shares in the amount of 14,681 shares with a par value of 5 Baht, which is the remaining shares from the issuance and offering to the existing shareholders.

In addition, in order to be in line with the decrease of the registered capital of the Company, the Company required to amend the Clause 4 of the Memorandum of Association of the Company by using the following wordings instead, whereby the persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be authorized to amend and include wordings as per orders of the registrar.

“Clause 4.	Registered Capital	9,171,690,405	baht	(Nine thousand one hundred seventy-one million, six hundred ninety thousand four hundred five baht)
	Divided into	1,834,338,081	shares	(One thousand eight hundred thirty-four million, three hundred thirty-eight thousand eighty-one shares)
	Par Value	5.00	baht	(Five baht)
Separated into				
	Ordinary Shares	1,834,338,081	shares	(One thousand eight hundred thirty-four million, three hundred thirty-eight thousand eighty-one shares)
	Preferred Shares	-0-	shares	(-)

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting for approval of the decrease of the registered capital of the Company in the amount of 73,405 Baht, from the registered capital of 9,171,763,810 Baht to 9,171,690,405 Baht by cancelling the unsold ordinary shares in the amount of 14,681 shares with the par value of 5 Baht, and the amendments of the Company's Memorandum of Association No. 4. to be in

line with the decrease of the registered capital of the Company, including the relevant authorization detailed as propose above.

**Questions from Mr.Piyapong Prasaththong**, a shareholder who attended the meeting in person via electronic media: Will the Company use the proceeds from the capital increase to buy new shares of Smart Bus Company Limited related to the BMTA buses?

**Answers from Ms. Omsin Siri**, Director and Chief Executive Officer: The Company did not use the capital increase to buy new shares of Smart Bus Company Limited. The objective of the Company's capital increase, informed through the SET, has already stated that the company expects to receive money from the capital increase of 1,440 million Baht to invest in the current business of a securities business company and, if necessary, will be invested in an associate company that operates a bus business

Without any additional questions, the moderator requested the meeting to vote. For this agenda be passed by affirmative vote of not less than two-thirds of total number of votes of the shareholders present at the meeting

**Resolution:** The meeting resolved to approve the decrease of the registered capital of the Company in the amount of 73,405 Baht, from the registered capital of 9,171,763,810 Baht to 9,171,690,405 Baht by cancelling the unsold ordinary shares in the amount of 14,681 shares with the par value of 5 Baht and the amendment of the Clause 4 of the Memorandum of Association of the Company to be in line with the decrease of the registered capital of the Company, by unanimous vote of the total votes of shareholders attending the meeting and eligible to vote as;

#### **Voting Results**

Approved	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 9:** To consider and approve the increase of registered capital of the Company in the amount of 9,025,021,815 Baht, from the registered capital of 9,171,690,405 Baht to 18,196,712,220 Baht via the issue of 1,805,004,363 newly issued ordinary shares, with the par value of 5 Baht and the amendment of the Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company

The meeting moderator reported to the meeting that, the Company desired to increase the registered capital of the Company in the amount of 9,025,021,815 Baht, from the registered capital of 9,171,690,405 Baht to 18,196,712,220 Baht via the issue of 1,805,004,363 newly issued ordinary shares, with the par value of 5 Baht, to accommodate the issuing and offering of the newly issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the amount of 1,439,671,222 shares, with the par value of 5 Baht and to accommodate the adjustment of right of the Warrants W6 in the amount of 365,333,141 shares, with the par value of 5 Baht. Please see the details in the Capital Increase Report Form (F53-4) (Enclosure 6).

In addition, in order to be in line with the increase of the registered capital of the Company, the Company required to amend the Clause 4 of the Memorandum of Association of the Company by using the following wordings instead, whereby the persons authorized by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, shall be authorized to amend and include wordings as per orders of the registrar.

“Clause 4.	Registered Capital	18,196,712,220	baht	(Eighteen thousand, one hundred ninety-six million, seven hundred and twelve thousand, two hundred twenty baht)
	Divided into	3,639,342,444	shares	(Three thousand six hundred thirty-nine million, three hundred forty-two thousand four hundred and forty-four shares)
	Par Value	5.00	baht	(Five baht)
Separated into				
	Ordinary Shares	3,639,342,444	shares	(Three thousand six hundred thirty-nine million, three hundred forty-two thousand four hundred and forty-four shares)
	Preferred Shares	-0-	shares	(-)

The Board of Directors deemed it appropriate to propose that the Shareholders' Meeting for approval of the decrease increase of registered capital of the Company in the amount of 9,025,021,815 Baht, from the registered capital of 9,171,690,405 Baht to 18,196,712,220 Baht via the issue of 1,805,004,363 newly issued ordinary shares, with the par value of 5 Baht and the amendment of the Clause 4 of the Memorandum of

Association of the Company to be in line with the increase of the registered capital of the Company, including the relevant authorization detailed as proposed above.

Without any additional questions, the moderator requested the meeting to vote. For this agenda be passed by affirmative vote of not less than two-thirds of total number of votes of the shareholders present at the meeting

**Resolution:** The meeting resolved to approve the increase of registered capital of the Company in the amount of 9,025,021,815 Baht, from the registered capital of 9,171,690,405 Baht to 18,196,712,220 Baht via the issue of 1,805,004,363 newly issued ordinary shares, with the par value of 5 Baht and the amendment of the Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, by vote of at least three-fourths (3/4) of total votes of shareholders attending the meeting and entitled to vote as;

#### **Voting Results**

Approved	753,146,248	votes	equivalent to 99.9086 % of the shareholders attending the meeting and casting vote.
Disapproved	688,800	votes	equivalent to 0.0914 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 10:** To consider and approve the allocation of not exceeding 1,805,004,363 newly issued ordinary shares of the Company, with the par value of 5 Baht, to accommodate the issuing and offering of the newly issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the adjustment of right of the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of the Company No. 6

The meeting moderator reported to the meeting that The Company desired to allocate the newly issued ordinary shares of the Company in the amount of not exceeding 1,805,004,363 shares, with the par value of 5 Baht, as follows:

1. Allocation of 1,439,671,222 shares, with the par value of 5 Baht, to the existing shareholders proportionate to their respective shareholdings (Rights Offering). The details of which are as follows:
  - 1.1 The offering is at the ratio of 1 existing ordinary share to 1 newly issued ordinary share, at the offering price of 1 Baht per share, totaling not more than 1,439,671,222 Baht and the subscription

date for newly issued shares ranges between May 17-23, 2022 (totaling 5 business days) or any other date as otherwise determined by the Board of Directors.

In this regard, the offering price of 1 Baht is a price lower than the par value of the Company's share. The Company is required to obtain an approval from the 2022 Annual General Meeting of the Shareholders, pursuant to Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof). The Company is able to offer the ordinary shares at the price lower than the par value of the Company's shares since the Company has retained losses according to the separate financial statements of the Company ended December 31, 2021, which had been audited by the certified auditor of the Company.

- 1.2 In case where there are the newly issued ordinary shares remaining after the first allotment to all existing shareholders proportionate to their respective shareholdings, the Company will allot the remaining unallotted shares to the shareholders who express their intention to subscribe for additional newly issued ordinary shares in excess to their share allotment proportionate to their shareholding (Oversubscription) at the same offering price. The Company will proceed with the allotment of shares until there are no remaining newly issued ordinary shares left for further allotment or until no more shareholders express the intention to subscribe for the newly issued ordinary shares. However, if there are remaining shares left from the allotment to the shareholders, the Company will proceed with the capital decrease by cancelling such unallotted shares and will not offer such shares to specific investors (or private placement).
- 1.3 In case where there are shareholders expressing their intention to oversubscribe for the newly issued ordinary shares in excess to their respective shareholdings and the result of which is that there is an increase in shareholding in the Company of the shareholder and the persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof) of such shareholder such that reaches or exceeds any trigger point to make a tender, such shareholder is required to make a tender offer for all securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (2011) Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (the "Notification on the Acquisition of Securities for Business Takeovers"), except for the case that such shareholder is exempted from making the tender offer for all securities of the Company according to the Notification on the Acquisition of Securities for Business Takeovers.
- 1.4 In the allotment of the newly issued ordinary shares, the Company reserves the right to not allocate shares to any subscriber if such allotment violates or may result in the violation of foreign shareholding restriction set out in the Articles of Association of the Company which currently allows the foreign shareholders to hold shares in the Company in the amount not exceeding 49 percent of the total number of sold shares of the Company.



- 1.5 The Company determines the date for determining the list of shareholders entitled to subscribe and be allocated with the newly issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on April 5, 2022 or any other date as otherwise specified by the Board of Directors. The issuance and offering of the newly issued ordinary shares to the existing shareholders is still uncertain until the Company obtains the approval from the 2022 Annual General Meeting of Shareholders.
2. Allocation of 365,333,141 shares of the Company, with par value of 5 Baht, to accommodate the adjustment of right of the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of Beyond Securities Public Company Limited No. 6 (BYD-W6) as the Company has issued and offering of the shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company has a duty to adjust the right under the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of Beyond Securities Public Company Limited No. 6 (BYD-W6) when the Company offers newly issued shares to the existing shareholders and/or a general public and/or a private placement, at the price lower than 90% of the market price of the Company's ordinary shares.

Furthermore, the Board of Directors of the Company resolved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the authorization to the Board of Directors or the Executive Committee or persons authorized by the Board of Directors or the Executive Committee to have the power to contact, negotiate, amend, agree, execute, and deliver all relevant documents, and/or instruments, including but not limited to contacting, organizing and submitting any application forms for permission, waivers (if any), and necessary and relevant evidences to the relevant government agencies or relevant authorities, including Thailand Securities Depository Company Limited, the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand (SET), and the Ministry of Commerce as well as amending the relevant information memorandum to be disclosed, disclosing relevant information, making statement and information to relevant authorities, and determining and/or amending conditions and details in relation to the issuance and allocation and other processes in relation to the issuance and allocation of the newly issued ordinary shares, subject to the relevant rules and laws, which shall include but not be limited:

- 1) Single or sequential offerings of the newly issued shares, the subscription period, subscription price, the share payment, allocation method including other conditions and details related thereto;
- 2) Appointing the financial advisor, legal advisor, enter into the negotiation and agreement and execute any documents and agreements in relation to such allocation of the newly issued ordinary shares, including to take any actions in connection with such allocation of the newly issued ordinary shares;

- 3) Signing any application forms for permission, waivers (if any), and necessary and relevant evidences in relation to the allocation and the offering of the newly issued ordinary shares, including to certify other relevant documents, contact, including organizing and submitting any applications forms for permission, waivers (if any) and necessary evidences to the relevant government agencies or relevant authorities; and
- 4) Listing the newly issued ordinary shares of the Company on the Stock Exchange of Thailand (SET) and taking any actions necessary and relevant for the entering into such transaction in all respects until completion of the transaction, and to appoint and/or remove substitute to take the foregoing actions.

Other details can be found in the Capital Increase Report Form (F53-4) (Enclosure 6) and the Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to the Existing Shareholders Proportionate to their Respective Shareholdings (Rights Offering) (Enclosure 7).

The Board of Directors has considered that it is appropriate to present to the Shareholders' Meeting for approval of the allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 1,805,004,363 shares, with the par value of 5 Baht, to accommodate the issuing and offering of the newly issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the adjustment of right of the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of the Company No. 6, including the relevant authorization detailed as proposed above.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by majority vote of the shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to approve the allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 1,805,004,363 shares, with the par value of 5 Baht, to accommodate the issuing and offering of the newly issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to accommodate the adjustment of right of the Warrant Representing the Right to Purchase Newly Issued Ordinary Shares of the Company No. 6, including the relevant authorization detailed as proposed above, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

**Voting Results**

Approved	753,146,248	votes	equivalent to 99.9086 % of the shareholders attending the meeting and casting vote.
Disapproved	688,800	votes	equivalent to 0.0914 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.

Voided	0	votes	equivalent to 0.0000 % of the shareholders attending the meeting and casting vote.
Total	753,835,048	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 11: Others (if any)**

- None -

The Company had provided the shareholder an opportunity to propose an agenda in advance for the 2022 Annual General Meeting of Shareholders via the Company's website from 1 October 2021 – 31 December 2021 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2022 Annual General Meeting of Shareholders.

Due to no shareholder proposing an agenda to be considered. For this agenda had provided the shareholder an opportunity to asking a question or provided an additional suggestion without any vote.

After that, the company had provides the opportunity to shareholders to raise questions. The summary as follow;

**Questions from Mr.Kumpol Uepanit**, a shareholder who attended the meeting in person via electronic media: The Company will increase investment in Ace Incorporation Company Limited (ACE) to become a subsidiary after the restructuring to be a Holding Company or not?

**Answers from Ms. Omsin Siri**, Director and Chief Executive Officer: The Company has plans to restructure to be Holding Company due to create profitable opportunities in investing in other businesses in accordance with legal framework. Because the Securities Act stipulates the securities companies can invest in other businesses in the proportion of not more than 50 percent of their shareholding. During the restructuring of the Company to be a Holding Company, the Company must invest in other businesses through ACE Company in the proportion of not more than 50 percent of the shares. In the future the Company's operation on target, the Company has the opportunity to adjust its stake in ACE after the company's restructuring to be a Holding Company.

**Questions from Mr.Piyapong Prasaththong**, a shareholder who attended the meeting in person via electronic media: The progress of the bus operation of Smart Bus Company Limited, which join the bus operation with the BMTA.

**Answers from Ms. Omsin Siri**, Director and Chief Executive Officer: The bus business in the group of the Company is Thai Smile Bus Company Limited. Smart Bus Company Limited is another company where the names of the operators are similar as it appears in the news Energy Absolute Public Company Limited has acquired shares in Smart Bus Company Limited.

Without any additional questions, the chairman gave thanks to the shareholders for giving time to attend this meeting and for all questions. The company would bring an advantage comment to improve the management to get most of benefit for all stakeholders and would like to close Annual General Meeting of Shareholders 2021.

The chairman closed the meeting approximately at 13.07 hours

*-Signature-*

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(Asst.prof. Pattanant Petchchedchoo)

Chairman of the Meeting

*-Signature-*

.....

(Mr. Sumrit Aunjitham)

Company Secretary and the E-AGM Secretary