

**Invitation to the Annual General Meeting of
Shareholders for the Year 2023
Beyond Securities Public Company Limited**

Wednesday, 26 April 2023 at 10.00 a.m.



BEYOND SECURITIES
PUBLIC COMPANY LIMITED

Through electronic media (E-AGM) Only

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Ref.No. BYD 0301/2023

13 March 2023

Subject: Invitation to Annual General Meeting of Shareholders for the year 2023

To: The Company's Shareholders

Enclosures:

1. The Company's Articles of Association concerning the General Meeting of Shareholders
2. Documents and evidences required for attending the Meeting and Procedures for attending of the Annual General Meeting of Shareholders
3. List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders
4. A Copy of Minutes of Extraordinary General Meeting of Shareholders No. 1/2022
5. Profile of directors retiring by rotation and proposed for re-election to the Board and the Definition of Independent Director
6. Manual for E-Shareholders' meeting (E-AGM)
7. Proxy Form, Form A, Form B and Form C (Form B is recommended)

The Board of Directors of Beyond Securities Public Company Limited ("**the Company**") invites you to attend the Annual General Meeting of Shareholders for the year 2023 ("**the AGM**") which will be held on Wednesday 26 April 2023 at 10.00 a.m. through an electronic meeting (E-AGM) ("**the Meeting**") only, according to the Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations, with live broadcasting from the Company's office located at 46/7 Rungrojthanakul, Ratchadaphisek Road, Huai Khwang, Huai Khwang, Bangkok to consider the following agenda;

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 11 August 2022

Facts and Reasons: The Company held the Extraordinary General Meeting of Shareholders No. 1/2022, held on 11 August 2022 and submitted the minutes of the meeting to the Stock Exchange of Thailand ("SET") within 14 days of the meeting and to the Ministry of Commerce as required by law. Moreover, the said minutes have already been uploaded on the Company's website at www.beyondsecurities.co.th for acknowledgement and examination of their accuracy by the shareholders within a reasonable period of time. Nobody raised any objection or requested an amendment to the minutes, as details in Enclosure 4.

Opinion of the Board of Directors: The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 11 August 2022 were correctly and accurately recorded. The Board of Directors deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders adopt the Minutes.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 2 **To acknowledge the Company's performance for the year 2022 ended December 31, 2022**

Facts and Reasons: According the Articles of Association of the Company, clause 34(1) stipulates that the Board of Directors of the Company to propose that the Annual General Meeting of Shareholders acknowledge the operating results of the Company for the previous year.

Opinion of the Board of Directors: The Board of Directors proposes that the Annual General Meeting of Shareholders acknowledge the operating results of the Company, including companies within the group, for the year 2022, ended on 31 December 2022, as details shown in the annual report for the year 2022, as shown in the form of a QR Code printed on the same document as the shareholder's barcode, by which the shareholder is allowed to access and receive the 2022 Annual Report by using a mobile phone or other devices to scan the QR Code.

Remark: This agenda item is only for acknowledgement; therefore, no vote is required.

Agenda 3 **To consider and approve the financial statements for the year ended December 31, 2022**

Facts and Reasons: According to compliance with section 112 of the Public Companies Act, B.E. 2535 and the Articles of Association of the Company, clause 34(2) stipulates that the Board of Directors has prepared the financial statements for the year ended of the Company to propose to the Annual General Meeting of Shareholders to consider and approve, which have been audited and certified by the auditor of the Company.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders approves the financial statement for the year ended on December 31, 2022 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 2022 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 2022 Annual Report by using a mobile phone or other devices to scan such QR Code.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 4 **To consider and approve the non-appropriation of profit for the year 2022 and omission dividend payment**

Facts and Reasons: The allocation of profits for the year under the Articles of Association of the Company, clause 34(3) stipulates 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 and in case the Company has accumulated losses, no dividends shall be paid.

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 Articles 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.

Opinion of the Board of Directors: For its operating results of 2022, the Company recorded a net profit of 155.51 million Baht. However, due to retained earnings losses of 870.55 million Baht, the Company was unable to allocate net profits and pay dividends. The Board of Directors has considered and approved a proposal to the Annual General Meeting of Shareholders to approve the non-appropriation of profit for the year 2022 and the omission dividend payment.

Item	2022	2021
Net loss (Baht)	155,508,792	(148,231,947)
Retained earnings (deficit) (Baht)	(870,545,591)	(1,026,054,383)

Remark: The resolution on this agenda item will be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

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

Facts and Reasons: According to the Articles 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, 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 2023, there are two (2) directors who shall retire by rotation as follows:

1. Asst.Prof.Dr. Pattanant Petchchedchoo Chairman of the Board of Directors / Independent Director / Chairman of Nomination and Remuneration Committee
2. Ms. Pathita Milindhajinda Director (Authorized Director) / Executive Director / Chief Executive Officer (Brokerage Business)

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 and has experiences and expertise that shall be beneficial to the Company's business operation.

The Nominations Committee shall thoroughly consider and screen the qualifications of directors who are due to retire by rotation and report their findings to the Board of Director for consideration and approval, Thus, the Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders under the criteria and screening process as follows:

1. There are the qualifications according to the Public Limited Company Act, the Securities and Exchange Commission Act and the principle of good corporate governance for listed companies.

2. Knowledgeable, capable and dedicated with suitable age and ability to perform the director's duties with care and loyalty.
3. There are the skills of industry knowledge, such as knowledge of securities business, accounting and finance, business judgment, management, business strategy, corporate governance, law and other relevant areas.

In this regard, the Nominations Committee has thoroughly considered and screened the qualifications of the directors who are due to retire by rotation and reviewed that these two (2) directors are equipped, according to 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 2023 Annual General Meeting of Shareholders consider and approve the re-election of these two (2) directors.

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

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 2023 Annual General Meeting of Shareholders via the Company's website from 12 October 2022 – 31 January 2023, according to the principles of good corporate governance for listed companies; however, there was no shareholders have proposed the list of persons for consideration to be elected as directors of the Company.

Opinion of the Board of Directors: The Board of Directors (excluding the directors who retire by rotation) deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the nomination of the two (2) directors who are due to retire by rotation to be reelected as directors for another term, namely as below:

- | | |
|--|--|
| 1. Asst.Prof.Dr. Pattanant Petchchedchoo | Chairman of the Board of Directors /
Independent Director / Chairman of
Nomination and Remuneration
Committee |
| 2. Ms. Pathita Milindhajinda | Director (Authorized Director) / Executive
Director / Chief Executive Officer
(Brokerage Business) |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 6 To consider and approve the directors' remuneration for the year 2023

Facts and Reasons: 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 as remuneration in accordance with the articles of the Company. In cases where the Company's articles of association do not specify the remuneration, the payment of remuneration shall be in accordance with the resolution of the shareholders' meeting, consisting of votes of not less than two-thirds of the total number of votes of shareholders attending 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 2023, taking into account the responsibilities and performance of the Board of Directors and each subcommittee, business expansion, and business operations of the Company, and comparing them to the applicable rates of other companies in the same industry that are similar in size and nature of business. As a result, the Nominations Committee deemed it appropriate that the Board of Directors propose to the 2023 Annual General Meeting of Shareholders that they approve the remuneration of the Board of Directors and subcommittee for the year 2023, totaling no more than 7,000,000 Baht at the same rate as approved by the 2022 Annual General Meeting of Shareholders, by reducing the remuneration for certain director positions to a necessary and appropriate, as follows:

The Committee	2023 (Proposed Year)		2022 (The Past Year)	
	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)
The Board of Directors				
• Chairman	80,000	20,000	80,000	20,000
• Directors	40,000	10,000	40,000	10,000
The Audit Committee				
• Chairman	-	30,000	-	30,000
• Member	-	10,000	-	10,000
The Nomination Remuneration Committee				
• Chairman	-	10,000	-	10,000
• Member	-	7,500	-	7,500
The Corporate Governance Risk Management Committee				
• Chairman	-	10,000	-	10,000
• Member	-	7,500	-	7,500
The Compliance Committee				
• Chairman	-	10,000	-	10,000
• Member	-	7,500	-	7,500
Sub – Committee				
• Chairman	-	10,000	-	10,000
• Member	-	7,500	-	7,500
Bonus of the Board	Bonus payment for director based on 2023 operational results at the rate of not more than 5 percentage of net profit. The Board will determine the appropriate amount of bonus payment which shall not exceed the rate set forth above and such bonus will be allocated among directors at the Board's discretion.		Bonus payment for director based on 2022 operational results at the rate of not more than 5 percentage of net profit. The Board will determine the appropriate amount of bonus payment which shall not exceed the rate set forth above and such bonus will be allocated among directors at the Board's discretion. (However, there is no bonus for operating results in 2022.)	

The Committee	2023 (Proposed Year)		2022 (The Past Year)	
	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)
Other remunerations and benefits in addition to the annual remuneration and meeting allowance	None		None	

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders approve the remuneration of the Board of Directors for the year 2023, 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 2022 Annual General Meeting of Shareholders. In this regard, under the remuneration of the Board of Directors, the Executive Director will not receive any remuneration as a director and member of other subcommittees. The meeting allowance is paid only to non-executive directors for attendance. In this regard, there is a proposal to reduce the remuneration for certain director positions to a necessary and appropriate.

Remark: The resolution on this agenda item shall be passed by a vote of no less than two-thirds of the votes cast by the shareholders attending the meeting.

Agenda 7 **To consider and approve the appointment of the auditors and determine the audit fee for the year 2023**

Facts and Reasons: In order to comply with the Articles 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 provide 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 Committee reviewed and assessed the qualifications, knowledge, experience, reliability and working record of each auditor, along with their appropriate audit fees then resolved to propose to the Board of Directors that they consider and concur with the appointment of the auditor as follows:

1. Ms. Amornrat Pearmpoonvatanasuk CPA license No. 4599 and/or
2. Mr. Boonrueng Lerdwisewit CPA license No. 6552 and/or
3. Ms. Rodjanart Banyatananusard CPA license No. 8435

Any one of PricewaterhouseCoopers ABAS Limited, to be the Company's auditor for the year 2023 ended on December 31, 2023. The audit fee for 2023 is 3,150,000 Baht. The non-audit fee is not included.

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

Unit: Baht

Audit Fee	2023 (Proposed Year)	2022 (The Past Year)
Beyond Securities Public Company Limited	3,150,000	2,900,000
Initial Audit Engagements – Opening Balances (one-time charge)	None	800,000
Other Fee (Non-audit fee)	None	None
Total	3,150,000	3,700,000

Opinion of the Board of Directors: As proposed by the Audit Committee, the Board of Directors deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders approve the appointment of Ms. Amornrat Pearmpoonvatanasuk Certified Public Accountant No. 4599 and/or Mr. Boonrueng Lerdwiseswit Certified Public Accountant No. 6552 and/or Ms. Rodjanart Banyatananusard Certified Public Accountant No. 8435 of PricewaterhouseCoopers ABAS Limited as the Company's auditors, each of whom is authorized to conduct the audit and express an opinion on the financial statements. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work and set the audit fee for the year 2023 in the total amount of 3,150,000 Baht, with the Company's auditors performing their duties in this accounting period for the first year. Because it is a leading audit firm (Big Four), it is accepted and capable of thoroughly auditing the financial statements of the Companies and groups. This is in line with the business expansion plans of group of the Company. It was proposed to the meeting that it consider authorizing the Board of Directors if PricewaterhouseCoopers ABAS Limited is required to recruit another certified auditor in the event that such certified auditors are unable to perform their duties, including authorizing the Board of Directors to approve expenses.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 8 To consider and approve the adjustment of the composition of directors from 8 positions to 7 positions

Facts and Reasons: In order for the structure and composition of the Board of Directors of the Company to be appropriate for its size, responsibilities and business operations and to be in line with the current Board of Directors, which consists of 7 members, including 4 independent directors, 2 executive directors, and 1 non-executive director, this Board of Directors should be diverse in its structure, with members possessing good qualifications, experience, and knowledge. Details are as follows:

Knowledge and Experience of Directors (Board Skill Matrix)

Name	Board of Director	Finance / Capital Market	Legal / Regulation	Accounting/ Finance	Management
Asst.Prof.Dr. Pattanant Petchchedchoo	Chairman of the Board of Directors Independent Director Chairman of Nomination and Remuneration Committee	X		X	X
Dr. Premvadee Fongsiri	Independent Director Chairman of Audit Committee Member of Compliance Committee	X	X	X	
Asst.Prof.Dr. Siridech Kumsuprom	Independent Director Member of Audit Committee Chairman of Corporate Governance and Risk Management Committee	X		X	X
Mrs. Wasukarn Visansawatdi	Independent Director Chairman of Compliance Committee Member of Audit Committee	X		X	X
Ms. Omsin Siri	Director (Authorized Director) Chairman of Executive Committee Member of Corporate Governance and Risk Management Committee Member of Nomination and Remuneration Committee Member of Compliance Committee Chief Executive Officer (Corporate Service) Acting Chief Executive Officer (Operation)	X	X	X	X
Ms. Phone Soonsawad	Director Member of Corporate Governance and Risk Management Committee	X		X	X
Ms. Pathita Milindhajinda	Director (Authorized Director) Executive Director Chief Executive Officer (Brokerage Business)	X			X

Opinion of the Board of Directors: The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders that it consider and approve the adjustment of the composition of the Board of Directors from 8 positions to 7 positions as appropriate to the size, duties and business operations of the Company and in line with the existing directors at present, with a variety of qualifications, experience and knowledge as well.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote

Agenda 9 Others (if any)

The Company had provided the shareholder with an opportunity to propose an agenda in advance for the 2023 Annual General Meeting of Shareholders via the Company's website from 12 October 2022 – January 31, 2023, according to the principles of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2023 Annual General Meeting of Shareholders.

The Company has determined the list of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on 15 March 2023.

In case a shareholder is unable to attend the Meeting in person and wishes to appoint a proxy to attend the Meeting and vote on their behalf, they are requested to use either Proxy Form A or Form B as appears in Enclosure 7, while foreign shareholders who have appointed a custodian in custody of shares, are requested to use Proxy Form C, which can be downloaded from the Company's website at www.beyondsecurities.co.th. In order to facilitate the process for reviewing the documents, the shareholders' cooperation in delivering such Proxy Forms A or B and the signed copy of the identification card to the Company at the following address: 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang, Bangkok 10310, within April 21, 2023, would be highly appreciated.

The shareholders of Beyond Securities Public Company Limited are cordially invited to participate in the Meeting of the date and time stated above. In order to ensure a smooth and orderly registration process, the shareholders and their proxies are able to register for the Meeting from 09.30 a.m. on the date of the meeting onwards.

Sincerely yours,
Beyond Securities Public Company Limited

- Pattanant Petchchedchoo-

(Asst. Prof. Dr. Pattanant Petchchedchoo)
Chairman of Board of Directors

The Company's Articles of Association concerning the General Meeting of Shareholders

CHAPTER VI : BOARD OF DIRECTORS

Article 13. A company must, for the operation of its business, have a board of directors consisting of at least five directors, provided that not less than one half of the total number of directors must have a residence in the Kingdom.

Article 14. Unless otherwise provided in the articles of association, directors may be elected at a meeting of shareholders in accordance with the rules and procedures as follows:

- (1) each shareholder has the same number of votes as that of the shares held by such shareholder
- (2) each shareholder may cast the total number of votes under (1) for electing one or more persons as director or directors, and in the case of electing more persons as directors, votes may be appropriated to any person in any number at the shareholder's pleasure; and
- (3) the persons who received the highest votes in the respective order are elected as directors in accordance with the intended number of directors; and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, then the person presiding over the meeting shall have the casting vote.

Article 15. At every annual general meeting, 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.

Article 16. In addition to vacating office at the expiration of the term, a director vacates office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions under section 68 of Public Company Act Be 2535
- (4) being removed by a resolution of a meeting of shareholders under Article 19
- (5) being removed by an order of the Court.

Article 17. Any director intending to resign shall submit a resignation letter to the company. The resignation takes effect as from the date on which the resignation letter reaches the company. The director having resigned under paragraph one may also notify the Registrar of his resignation.

Article 18. In the case where the office of a director becomes vacant by any reason other than the expiration of the term, the board of directors shall elect a person possessing the qualifications and being under no prohibitions under section 68 as a replacing director at the next meeting of the board of directors, unless the remaining term of office of such director is less than two months.

The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.

Article 19. A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of the term, with the votes of not less than three-fourths of the number of shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.

Article 20. The directors can either become a shareholder or not.

Article 21. The board of directors shall elect one of the directors as chairman of the board.

In the case where the board of directors deems appropriate, the board of directors may elect one or more directors to assume vice-chairmanship. A vice chairman has the duties as specified in the articles of association in respect of the business entrusted by the chairman of the board.

Article 22. At a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the chairman of the board is not present at the meeting or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting. A decision of a meeting shall be by a majority of votes. In casting votes, each director shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.

Article 23. In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.

Article 24. Apart from the general authorities and duties stipulated law, the Board of Director has authorities and duties as following;

- A.) To supervise and manage the Company so that it is in accordance with the laws, the Company's Objects, the Articles of Association and the resolutions of the Shareholders' Meeting
- B.) To set up policies, business strategies, and business goals including annual business plan and budget in order to achieve our goals efficiently. Exceptions for the following matters, which must be approved by the shareholders Meeting priority such as Increase and Decrease of Capitals, Issue of Debt instrument, Selling or transferring the business of the company (s), Change of Memorandum and Article and Association of the Company, Merging the business with that of any other person and Payment of remuneration to directors.
- C.) The Board of Directors may appoint any directors as the Board considers appropriate to be in the Executive Committee, which has the authority to control and manage the Company according to the Board of Directors and a director from the Board of Directors shall be appointed as the Chairman of the Executive Committee.

Executive Directors shall be compensated by remuneration and allowances according to the resolutions of the Board of Directors but shall not affect the rights of such directors to receive compensation or other benefits under this Article for their position as a director of the Company"

Article 25. A director must not, undertake any business of the same nature as and competing with that of the company, become a partner in an ordinary partnership or a partner with unlimited liability in a limited partnership or become a director of a private company or

any other company undertaking any business of the same nature as and competing with that of the company, unless such fact has been notified to the meeting of shareholders prior to the resolution electing such director.

Article 26. A director shall notify to the company without delay in any of the following cases: (1) Having any direct or indirect interest in any contract made by the company (2) Changing in holding of shares or debentures in the company or an affiliated company.

Article 27. The committee shall meet at least once every three months.

Article 28. To commit and bind the company, two empowered directors are required to jointly sign with the affix of the Company's seal. The Board of Directors may designate a list of directors who are empowered to commit and bind the Company.

CHAPTER VI : MEETINGS OF SHAREHOLDERS

Article 29. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends.

The Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. Other Shareholders Meetings are called the "Extraordinary Meeting" The Board of Directors will summon any extraordinary meeting as it deems appropriate. A meeting can also be summoned by one or more shareholders holding the combined shares of not less than 10% of total shares sold. The summon is to be signed in a single notice asking the Board of Directors to arrange an extraordinary meeting. The said notice must clearly specify the purpose of the meeting requested. The Board of Directors must hold such a meeting within 45 days form the receipt date of the shareholders 'notice.

Article 30. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Article 31. Unless otherwise provided in this Act, at a meeting of shareholders, the presence of not less than twenty five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Article 32. A resolution of a meeting of shareholders requires votes as follows:

- (1) In a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:
 - (a) Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
 - (b) Purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or
 - (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;

Article 33. The secret voting can be arrange by request from five shareholders and must have majority vote from eligible shareholders.

Article 34. Activities that should take place in the Shareholders' Meeting are as followed

1. Consider and acknowledge the proposed report of the Board of Directors concerning the company's business operation in the past accounting period
2. Consider and approve the financial statements.
3. Consider and allocate profits.
4. Appoint directors to replace those who retired by rotation.
5. Appoint the external auditor.
6. Consider any other issues

CHAPTER VII : ACCOUNTS AND REPORTS

Article 35. Accounting period of the company beginning on January 1 and end on December 31 of each year

Article 36. A company must cause accounts to be made and kept and have the audit under the law on that particular matter. A Company must cause Balance Sheet and a profit and Loss account at least once every 12.

Article 37. The board of directors must cause to be made a balance-sheet and a profit and loss account as of the end of the company's accounting year to be submitted to an annual ordinary meeting of shareholders for consideration and approval. The Board of Directors can be arranged the half year of the financial statements.

Article 38. The board of directors shall send the following documents to shareholders together with a written notice summoning an annual ordinary meeting:

- (1) a copy of a balance-sheet and of a profit and loss account audited by an auditor and an audit report of the auditor;
- (2) an annual report of the board of directors.

Article 39. No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.

The board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.

- Article 40.** A company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.
- Article 41.** The auditor must not be a director, member, employee or a person holding any office of the company.
- Article 42.** The auditor has the power to examine accounts, documents and any other evidence related to revenues, expenses, assets and liabilities of the company during office hours of the company. For this purpose, the auditor shall have the power to inquire any director, member, employee or person holding any office of the company and its agents or order such persons to give explanations or furnish documents or evidence related to the operation of business of the company.
- Article 43.** The auditor has the right to prepare written explanations for submission to a meeting of shareholders and is obligated to be present at every meeting of shareholders at which a balance-sheet, a profit and loss account and any problem concerning accounts of the company is scheduled to be considered, for giving shareholders explanations on the auditing, and the company shall also furnish the auditor with the company's reports and documents which are to be received by shareholders at such meeting of shareholders.
-

**Documents and evidence required for attending the Meeting and
Procedures for attending of Beyond Securities Public Company Limited**

In order to have the meeting of shareholders of the Company performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential documents showing the status of shareholders or their representatives who are entitled to participate in the meeting examined and as the standard procedures to be followed further by them. However, the Company hereby reserves the right to make an exception in submitting such documents or evidential documents showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

Documents required to be shown before entering into the meeting

1. In case of individual shareholders

1.1 Thai national shareholders

- (a) Original copy of the shareholder's identification card ("ID card") or Government official identification card, state enterprise employee identification card or driver license (which remains valid). In the event of a change in the first name and/or family name, evidence of such a change shall be presented.
- (b) A proxy must present copy of one of document of the shareholder as specified in Item a), along with copy of the ID card of the proxy.

1.2 Foreign shareholders

- (a) The shareholder's original passport or a passport substitute (which remains valid).
- (b) A proxy must present copy of one of document of the shareholder, along with copy of the ID card or passport of the proxy.

2. Juristic shareholders

2.1 Thai Juristic shareholders registered in Thailand

- (a) Copy Affidavit of juristic person, issued by the Business Development, Ministry of Commerce for a period no longer than 6 months.
- (b) Copy of ID card or passport of the authorized director or authorized representatives, whose signature shown in the proxy form, along with the copy of the ID card or passport of the proxy.

2.2 Non - Thai Juristic person

- (a) Affidavit of juristic person, issued by the Governance Agency, where the juristic person is established.
- (b) Copy of ID card or passport of the authorized director or authorized representatives, whose signature shown in the proxy form, along with the copy of the ID card or passport of the proxy.

In case of the copy documents a certified correct copy is required and if the document is made abroad a notary public's signature and certification is required.

Proxy procedures

Type A , Type B and Type C. proxy (the form of proxy with details of items to be mandatorily authorized) as provided by Department of Business Development, Ministry of Commerce, has been delivered to the shareholders authorized to participate in the Company's meeting of shareholders, the proceedings shall be conducted as follows;

- 1) A proxy is given to any person or Company's independent director as desired by such the shareholder by indicating the name and particulars of such person (who is to act as a proxy) or making a mark in front of the independent director's name as

stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.

- 2) Twenty baht worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in affixing the duty stamps by the Company.
- 3) The proxy is requested to have the true and genuine proxy with documentation delivered by mail to the Company's address for the attention Office of Directors and Company Secretary, 46/7 Rungrojthanakul, 11th, 12th Floor, Ratchadaphisek Road, Huai Khwang, Bangkok, 10310 by 21 April 2023, or one hour prior to the commencement of the meeting to give time for the Company's officials to examine the documents in time for the meeting.

Any shareholder can hold any amount of the Company's shares but the amount of shares cannot be divided by giving mandates to several proxies in order to divide votes to give more or less votes to any person.

Registration for the meeting participation

The registration shall be started for the meeting of shareholders from 9.30 a.m. until the time when the meeting is scheduled, which shall be taking place On 26 April 2023 at 10.00 a.m. through Electronic media (E-AGM) only.

Voting

- **General Agenda:**

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. In case of proxy:
 - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
 - 2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

- **Agenda on Election of Directors:**

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 2022 Annual General Meeting of Shareholders via the Company's website from 12 October 2022 – 31 January 2023 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.

Shareholder or the proxy shall have one vote for each share and the procedures for the election of Directors shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.

2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting Procedures

The Chairman shall inform the Meeting the details of voting procedures as follows:

1. The Chairman shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hand. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. (Except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

Resolution of the Meeting

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote.
- Other case which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
 1. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
 2. A shareholder who has any special interest in a resolution, except for voting on the election of Directors cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
 3. A secret voting may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting of shareholder or proxy present at the Meeting with the right to vote. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

**List of the Independent Directors Proposed by the Company
to Serve as a Proxy for Shareholders**

If the shareholder wishes to appoint one of the Company's Independent Directors as his or her proxy to attend the 2023 Annual General Meeting of Shareholders and cast votes on his or her behalf, the Company hereby announces that the Independent Directors have no interest in this meeting. No relative of the executive or major shareholder of the Company, as well as those involved in the administration, has a professional service provider relationship and no business relationship with the Company. List of Independent Directors propose to be appointed by proxy as follows:

Name	Position	Age	Address	Interest in the agenda item
1. Asst.Prof.Dr.Siridech Kumsuprom	Independent Directors / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Corporate Governance and Risk Management Committee	50	46/7 Rungrojthanakul, 12 th Floor, Ratchadaphisek Road, Huai Khwang, Huai khwang, Bangkok 10310	- None -
2. Dr. Premvadee Fongsiri	Independent Directors / Chairman of the Audit Committee / Member of Compliance Committee	63	46/7 Rungrojthanakul, 12 th Floor, Ratchadaphisek Road, Huai Khwang, Huaikhwang, Bangkok 10310	- None -

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2022
of
Beyond Securities Public Company Limited**

Date, Time and Place

The Extraordinary General Meeting of Shareholders No. 1/2022 via Electronic (the "E-EGM") was broadcast on Thursday, August 11, 2022 at 14.00 P.M. from Beyond Securities Public Company Limited ("the Company") at 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang, Bangkok 10310.

Name list of directors present

- | | | |
|----|---------------------------------------|---|
| 1. | Asst.Prof.Dr. Pattanant Petchchedchoo | Chairman
Independent Director
Chairman of Audit Committee |
| 2. | Dr.Premvadee Fongsiri | Independent Director
Member of Audit Committee
Chairman of Nomination and Remuneration Committee
Member of Compliance Committee |
| 3. | Asst.Prof.Dr. Siridech Kumsuprom | Independent Director
Member of Audit Committee
Chairman of Compliance Committee
Member of Nomination and Remuneration Committee
Member of CG and Risk Management Committee |
| 4. | Miss Omsin Siri | Director (Authorized Director)
Chairman of Executive Committee
Chief Executive Officer (Corporate Service)
Member of Nomination and Remuneration Committee
Member of CG and Risk Management Committee
Member of Compliance Committee
Acting Chief Executive Officer (Operation) |
| 5. | Miss Phone Soonsawad | Director |
| 6. | Miss Pathita Milindhajinda | Director (Authorized Director)
Executive Director
Chief Executive Officer (Brokerage Business) |

Name list of directors absent

- | | | |
|----|--------------------------|--|
| 1. | Mr. Panya Chanyarungrojn | Independent Director
Chairman of the CG and Risk Management Committee |
|----|--------------------------|--|

The Board of Directors consists of 7 directors and there are 6 directors attended to the meeting amounts 85.71 percent of the total directors attending the meeting which is follows.

Attendee

- | | | |
|----|----------------------|--|
| 1. | Mr. Netchanok Anawan | Executive Director / Chief Financial Officer |
| 2. | Mr. Sumrit Aunjitham | Company Secretary and the E-EGM Secretary |

independent financial advisor : Siam Alpha Capital Company Limited

1. Mr. Chosit Dechwanichayanut
2. Miss Nujanee Nirattisyangkun
3. Miss. Janejira Lekwichitthada

Legal advisor from Hunton Andrews Kurth (Thailand) Company Limited

1. Miss Yaowarot Klinboon
2. Miss Phatamol Phisitbuntoon

Financial advisor from Finnex Advisory Company Limited

1. Mr. Worachart Thuaycharoen
2. Mr. Wasut Boonchalaksee
3. Mr. Tawi Thawankitdamrong

Independent Legal Advisor Sooksompong Law Office Company Limited

Inspector and witness the voting and counting of votes

1. Mr. Saichon Sooksompong

Representative from the Thai Investors Association

1. Mr. Phuwanart Na Songkhla

Introductory Proceedings at 14.00 PM.

Mr. Sumrit Aunjitham, Company Secretary and the E-EGM Secretary ("The meeting moderator") welcomed the Extraordinary General Meeting of Shareholders No. 1/2022 ("The meeting") of Beyond Securities Public Company Limited ("the Company") and explained why the Board of Director decided to held on the Extraordinary General Meeting of Shareholders No. 1/2022 (E-EGM).

Quorum Announcement

The meeting moderator informed that there were 2 shareholders attending in person with an amount of 201,640 shares and 43 proxies with an amount of 1,297,858,385 shares. The total number of shareholders attending the meeting was 45, totaling 1,298,060,025 shares or 45.08 which was more than one-third of all the issued shares of the Company, which totaled 2,879,742,195 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".

After that, the meeting moderator introduced members of the Board of Directors, Executive Director, Legal Advisor, Financial Advisor, Independent Legal Advisor, Representative of the Thai Investors Association and clarified the guidelines for E-EGM 2022 by clarifying the details and procedure of the 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 votes is not allowed.
2. A vote would be one that is not more than the voting right of the business, except for the vote of the custodian, who is allowed to allocate voting and may be less than the voting right of the business.
3. The E-EGM system would be one of the channels to make shareholder meetings more convenient by allowing access to documents and multimedia presentation by the Company, voting on each agenda item and accommodating shareholder questions for the directors in the meeting or any other opinion. The voting would be conducted in accordance with regulations.

Voting Procedure by the Company E-EGM

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 item 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 amend their votes on 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 is able to vote for the election of directors.
- 5) In case of equal votes, the Chairman shall cast the deciding vote.
- 6) The proxy who is not stating to vote by proxy form from the shareholder, the proxy, please vote as per above process.
- 7) If the shareholder already cast their vote 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 and the meeting will be considered an unanimously resolution. However, if any agenda item 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 you of the 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 provide a summary of the voting results for each item on the agenda.
- 10) For the continuity and speed of considering each item on the agenda, the shareholders or proxies are asked to type questions or suggestions related to the agenda being considered by pressing the menu button to type messages in the chat and sending the message. For any questions, please have attendees type their name and present that they are attending in person or by proxy before typing questions for the meeting recorded that are accurate and complete. The Company will continue the meeting if there are no attendees or inquiries within 2 minutes. If shareholders have any questions can be typed in via chat. The question will be read by the staff later.
- 11) The voting result would be all voting, which is voting by shareholder and proxy. There will be a count the latest number of shareholders attending the meeting on each agenda.

The Chairman welcomed shareholders, proxies, and Thai Investors Association representatives to the Extraordinary General Meeting of Shareholders No. 1/2022 of Beyond Securities Public Company Limited, which was assigned to Mr. Sumrit Aunjitttham, Company Secretary, to conduct the meeting.

Before entering the meeting agenda, the meeting moderator explained the relevance of the consideration of agenda items 2, 3, 4 and 5 as follows:

- If Agenda 2 is not approved, the Meeting does not consider Agenda 3, 4 and 5.
- If Agenda 3 is not approved, the Meeting does not consider Agenda 4 and 5.

Agenda 1: To consider and adopt the Minutes of The General Meeting of Shareholders for the year 2022, held on April 29, 2022.

The meeting moderator had proposed the meeting to consider and adopt the minutes of the General Meeting of Shareholders for the year 2022, held on April 29, 2022. 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 General Meeting of Shareholders for the year 2022, held on April 29, 2022, by unanimous vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

Voting Results

Approved	1,298,060,025	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			
Total	1,298,060,025	votes	equivalent to	100.0000 %	of the shareholders attending the meeting and casting vote.

Agenda 2: To consider and approve the increase of the registered capital of the Company by 9,315,000,000 Baht, from the existing registered capital of 18,196,712,220 Baht to the registered capital of 27,511,712,220 Baht by issuing 1,863,000,000 newly-issued ordinary shares, with a par value of 5 Baht per share to accommodate the issuing and offering of the newly-issued ordinary shares to specific investors (Private Placement) and accommodate the right adjustment in the warrants to purchase ordinary shares of the Company No.6 (BYD-W6) and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the registered capital increase of the Company

The meeting moderator reported to the meeting that, the Company wishes to increase the registered capital of the Company by 9,315,000,000 Baht, from the existing registered capital of 18,196,712,220 Baht to the registered capital of 27,511,712,220 Baht by issuing 1,863,000,000 newly-issued ordinary shares, with a par value of 5 Baht per share to accommodate the issuing and offering of the newly-issued ordinary shares to specific investors (Private Placement) and accommodate the right adjustment in the warrants to purchase ordinary shares of the Company No.6 (BYD-W6).

Please see the details in the Capital Increase Report Form (F53-4) **Enclosure 5**.

In addition, in order to be in line with the increase of the registered capital of the Company, the Company is 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.

Separated into	"Clause 4.	Registered Capital	27,511,712,220	baht	(Twenty seven thousand hundred five hundred eleven million, seven hundred twelve thousand two hundred twenty baht)
		Divided into	5,502,342,444	shares	(Five thousand five hundred two million, three hundred forty-two thousand four hundred forty four shares)
		Par Value	5.00	baht	(Five baht)
		Ordinary Shares	5,502,342,444	shares	(Five thousand five hundred two million, three hundred forty-two thousand four hundred forty four shares)
		Preferred Shares	-0-	shares	(-)"

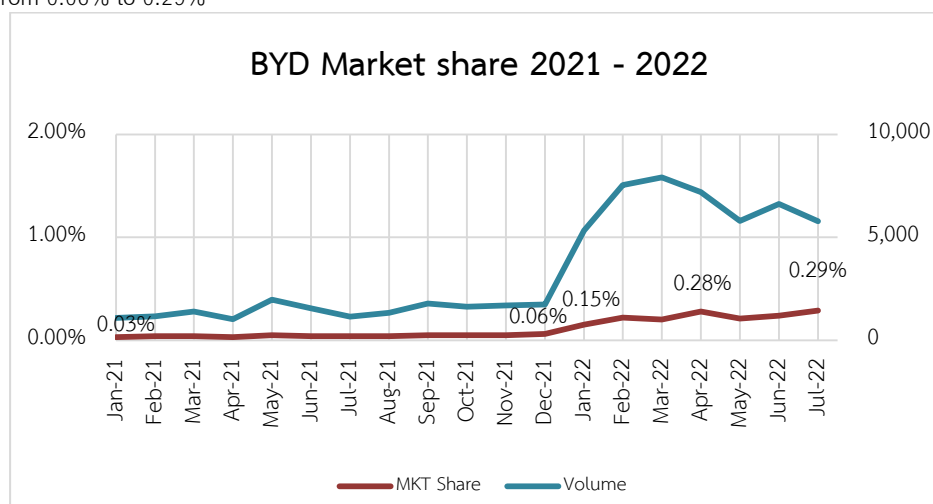
In this regard, the objectives of the capital increase are shown in Clause 2. Objective of the issuing of newly-issued ordinary shares, plan to utilize proceeds, and project detail in the Information Memorandum on the Offering of Newly-Issued Ordinary Shares to Specific Investors (Private Placement) Enclosure 6.

The Board of Directors has considered that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the registered capital of the Company by 9,315,000,000 Baht, from the existing registered capital of 18,196,712,220 Baht to the registered capital of 27,511,712,220 Baht by issuing 1,863,000,000 newly-issued ordinary shares, with a par value of 5 Baht per share and the amendment to 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.

The meeting moderator invited Ms. Omsin Siri, Director and Chairman of Executive Committee, Clarify additional information as follows:

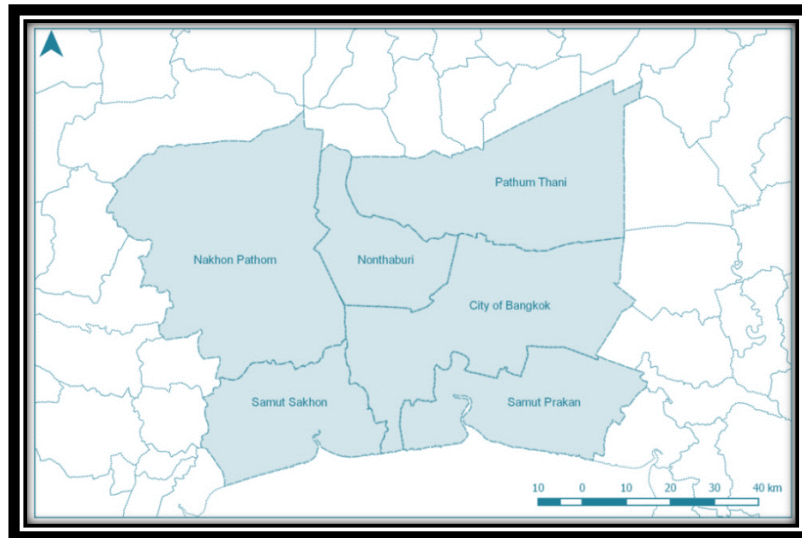
Rationale, source and direction of operations

- The securities business is highly competitive. The Company is a small player. Therefore, it is necessary to find a suitable business strategy and opportunity to generate higher returns until it can increase its market share from 0.06% to 0.29%

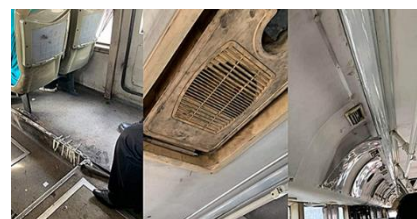


- The Company has invested in developing information technology systems, services, improving systems, increase and develop personnel to conduct securities business and find investment opportunities under the relevant regulations along with preparing the restructuring to be a Holding Company, which will take approximately 12 months.
- The Company invested since October 1, 2021, is Thai Smile Bus Company Limited (TSB) with licenses from the Department of Land Transport for 10 routes and has been selected to receive licenses for 71 additional routes, as well as negotiating acquisitions to obtain licenses for 6 additional routes.
- The business of public bus transport service, it is a business that serves a wide range of people. It is an important part of daily life, therefore have income continuously through the contract period of 7 years.
- TSB has a distinctive point in providing E-bus services which is a new, clean, safe, energy-saving and does not create pollution. The number of routes up to 80 routes, it can be planned to create a network of shared ticketing systems to reduce the burden of passengers.
- The investment in bus business of TSB will generate benefits in all aspects, including economic returns, social assistance and good for the environment (ESG).
- After restructuring to be a holding company, the Company will be able to separate its securities business with other businesses clearly separated and help to manage business and risk of the nature of the business and other rules.

According to the Office of Transport and Traffic Policy and Planning (OTP), more than 10.9 million people in Bangkok. More than 32.6 million trips (tickets) are taken per day with more than 23 million bus trips (tickets) per day.



But the overall condition of traveling by bus has chronic problems such as black smoke, PM2.5, loud noise, unsafe, terrifying, long waiting, not clean, services problems, many travel expenses affect the people and government budget

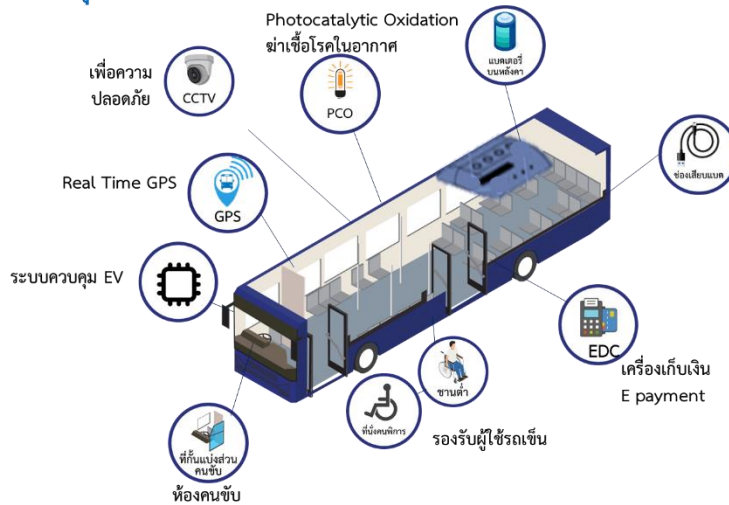


The investment in the business of public bus transport service of TSB with the following objectives:

- | | |
|---------|--|
| Vision | Impress the passengers with a safe journey
effective and standardized service |
| Mission | <ul style="list-style-type: none"> - Develop... for better quality - Connect... for a comfortable and convenient journey - Develop labor skills...to promote quality of life - Create a pollution-free environment - Develop innovation and technology...for the people |

TSB provides state-of-the-art fully-equipped electric buses.

ปัจจุบัน

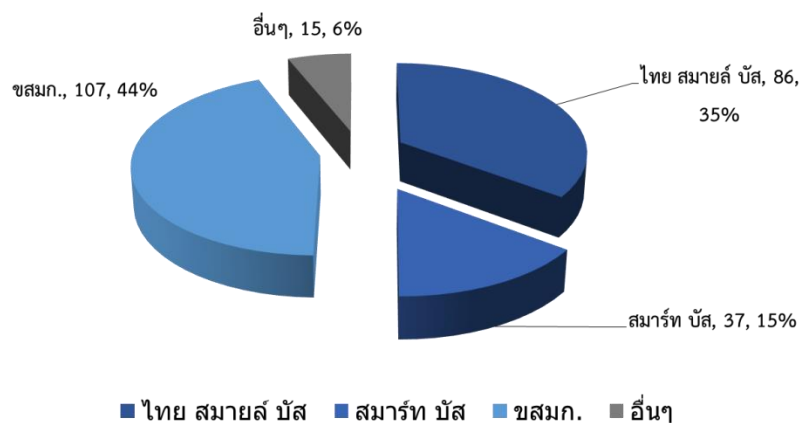


พัฒนาเพิ่มเติม

- นับจำนวนและสำรองที่นั่ง (Count seats and reserve seats)
- ใช้ AI พัฒนาคุณภาพบริการ (Use AI to improve service quality)



Market share of bus business in Bangkok and continuous area



- Department of Land Transport is an agency that controls and grants licenses and has reformed 269 routes
- In March 2022, TSB has obtained licenses for 71 additional routes and has negotiated the purchase of 6 additional routes.
- Some routes may have some segments of the route that overlap. This causes competition and passengers have a choice.
- Interconnection of networks of various lines together and using a common ticketing system. It will help passengers travel more conveniently and economically, which require the same service provider or the same group.

Plans to prepare for operate according to license conditions for 71 routes

ขั้นตอนการดำเนินงานเรื่องกับกรมขนส่งทางบก		มี.ค.	เม.ย.	พ.ค.	มิ.ย.	ก.ค.	ส.ค.	ก.ย.	ต.ค.
1	TSB ได้รับการแจ้งมติคณะกรรมการขนส่งทางบก ที่ คค 0409.2/4451 ให้เข้ารับใบอนุญาต 71 เส้นทาง (24 มีนาคม 2565)								
2	TSB เข้าไปชำระเงินและรับใบอนุญาต (4-28 เมษายน 2565)								
3	TSB รับรถทั้งหมด 71 เส้นทาง จำนวน 758 คัน เพื่อเตรียมความพร้อมในการให้บริการประชาชน (เดือนสิงหาคม – เดือนตุลาคม 2565)								
4	TSB ทยอยนำรถโดยสารประจำทางไฟฟ้า เพื่อให้บริการประชาชนตามเส้นทางที่ได้รับใบอนุญาต (เดือนสิงหาคม – กลางเดือนพฤศจิกายน 2565)								
5	วันสิ้นสุดการระยะเวลาการเตรียมความพร้อม (5-28 ตุลาคม 2565)								

From the growth opportunity of the business of public bus transport service of TSB, the Board of Directors considered and approved to support TSB by using the capital received from the offering of capital increase shares to specific investors (Private Placement) this time.

After that, the Company provided the opportunity to shareholders to raise questions. The summary as follow:

Questions from Mr.Piyapong Prasaththong, a shareholder who attended the meeting in person via electronic media: The increase of registered capital and offering of the newly-issued ordinary shares to specific investors (Private Placement) to purchase preferred shares in ACE and use them as collateral for the purchase of TSB's ordinary shares to be used for the purchase of E-Bus and bidding for the bus concession of the Bangkok Mass Transit Authority (BMTA) as asked in AGM 2022?

Answers from Ms. Omsin Siri Director and Chairman of Executive Committee: Part of the objective of the capital increase for the private placement is to purchase additional preferred shares of ACE; currently, the Company owns 49.0 percent of ACE's common shares and preference shares, and ACE owns 100 percent of TSB. TSB is undergoing significant investment in the expansion of its mass public transportation service, E-Bus. Since 2021, TSB has received 10 bus routes, and as of March 24, 2022, 71 additional bus routes have been licensed. In addition, TSB has expanded its investment by acquiring business from E Transport Holding Company Limited (ETH), which holds shares in Smart Bus Company Limited, enabling TSB to possess a network of public bus services and increase the potential of TSB Group to generate more returns. Therefore, the company is interested in acquiring additional shares of ACE by using part of the proceeds from the capital increase to purchase additional ACE's preferred shares. The shares of ACE that will be used as a guarantee of assistance to TSB belong to ACE's co-shareholder, Ms. Kulpornpath Wongmajarapinya, and are not related to the shares of the company holding or the purchase of additional preferred shares. The consideration for the purchase of additional ACE's preferred shares is in Agenda 4, and the financial assistance to TSB is in Agenda 5.

Questions from Mr. Phuwanart Na Songkhla, representative from the Thai Investors Association:

1. The company has continually increased its capital, and this time there is a large capital increase of about 51% of the original registered capital, and this capital increase is for the private placement, which affects the existing shareholders, especially retail investors. How does the company have guidelines for the care of rights and recompense for retail investors affected by the dilution effect?

2. Independent Director's opinion which is the Chairman of the Company and the Chairman of the Audit Committee, on such a large capital increase for the private placement and the Board of Directors meeting have opinions or comments or not?
3. After this capital increase, does the company have plans to increase such a large amount of capital?

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee:

1. Each time the capital is increased, the number of shares is increased, which affects dilution. The compensation from the dilution is a good performance. From using the proceeds from the capital increase to benefit, resulting in profits, returns as dividends, and returns to the share price, shareholders benefit. The company has used the money from the capital increase to operate its objectives and plans for the use of funds that have been studied carefully and have been informed to shareholders. The company may face risks if the income and performance of TSB are not as expected. The Company will manage the tightening of the internal control system by controlling operating costs and expenses so that TSB's performance is as expected and the Company's best interests are maintained.
3. Currently, the company has no plans to raise additional capital like this. There is only a plan to restructure the Company to be a holding company so that the company's structure will be appropriate and it will be able to manage the risks more clearly by separating the securities business from other businesses in which the company has invested.

Answers from the Chairman:

2. Last year, the Company's shareholders approved a capital increase to invest in TSB's electric public bus business. At that time, only 10 routes were licensed. After that, in 2022, TSB received 71 additional route licenses. The Board of Directors considers that this investment is large and requires a lot of money. Therefore, we need to find business partners to invest with. Based on the consideration of the executive, the group with expertise in clean energy or electric power was selected as the Board of Directors has determined that it is beneficial for the investment strategy and generates good returns in the long term. In addition to this project, it benefits the public and society. It can increase the quality of life for society and the environment in Bangkok. Based on the aforementioned reasons, the Board of Directors deems it appropriate to support the investment project. However, there are risks in investing. The Board of Directors is primarily aware of risks to ensure that the advantages and disadvantages of the investment have been carefully and completely considered. Therefore, the Board of Directors has engaged advisors in various fields, including an independent financial advisor, an advisor in auditing accounting, and a financial and legal advisor. Each advisor is free to express their opinions as well as provide advice on hedging various risks that may arise. The Board of Directors met with the advisory team to manage risks. In addition, discussions were held with ACE's venture capitalists to establish a governance structure for TSB similar to a public company's governance structure, such as recruiting an auditor approved by the SEC, independent directors, an audit committee, and independent internal auditors to supervise the use of investment funds and operations as well as to continuously report quarterly earnings reports. The Board of Directors is aware that they have a duty to supervise and protect the interests of all shareholders. Including minority shareholders in a securities business that can generate returns from investing in other businesses without breaking the rules set by the government is a good thing and deserves support.

Without any additional questions, the moderator requested that the meeting vote. This agenda must be passed by the affirmative vote of not less than three-quarters (3/4) of the total number of shareholders who attend the meeting and have the right to vote. In this regard, Mr. Luchai Phukhan-Anan, a shareholder of the Company with 149,749,604 shares, will not have the right to vote on this agenda.

Resolution: The meeting resolved to approve the increase of the registered capital of the Company by 9,315,000,000 Baht, from the existing registered capital of 18,196,712,220 Baht to the registered capital of 27,511,712,220 Baht by issuing 1,863,000,000 newly-issued ordinary shares, with a par value of 5 Baht per share to accommodate the issuing and offering of the newly-issued ordinary shares to specific investors (Private Placement) and accommodate the right adjustment in the warrants to purchase ordinary shares of the Company No.6 (BYD-W6) and approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the registered capital increase of the Company, by vote of at least three-quarters (3/4) of total votes of shareholders attending the meeting and entitled to vote as;

Voting Results

Approved	1,137,521,121	votes	equivalent to	99.0604	of the shareholders attending the meeting and casting vote.
Disapproved	10,789,300	votes	equivalent to	0.9396	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			
Total	1,148,310,421	votes	equivalent to	100.0000	of the shareholders attending the meeting and casting vote.

Agenda 3: To consider and approve the allocation of 1,863,000,000 newly-issued ordinary shares of the Company, with a par value of 5 Baht per share

The meeting moderator reported to the meeting that, the Company wishes to allocate the 1,863,000,000 newly-issued ordinary shares of the Company, with a par value of 5 Baht per share, as follows:

1. Allocation of not exceeding 1,313,000,000 newly-issued ordinary shares of the Company with a par value of 5 Baht per share or equivalent to 31.32 percent of the Company's paid-up capital after the increase in the paid-up capital to interested investors who can support current business businesses and future projects of the Company, ACE Incorporation Company Limited ("ACE"), the associate company in which the Company holds 49 percent of shares and Thai Smile Bus Company Limited ("TSB") (in which ACE holds 100 percent of shares) whereby those interested investors will become business partners with the Company and play a role in supporting the operation of the Company and mass public transport business of TSB to be able to connect the public transit services to become a network that covers the broader range of services and reduce competition and for TSB to achieve the goals according to the workplan. The number of offering shares to each investor will not result in the shareholding of any investor equal to or more than 25 percent of the paid-up capital of the Company after the increase of the paid-up capital. The Company may allocate the shares at one or multiple occasions and the price of the newly-issued ordinary shares is determined at 7.062 Baht per share, or equivalent to not exceeding 9,272,406,000 Baht in total. The Company is able to determine the list of the interested investors for the newly-issued ordinary shares of the Company who will play an important role in business development and investment projects, enhance operational capability and competitiveness as well as providing technology and personnel support and business relationship. This will help the Company and its group companies to have stronger growth potential. Please see more detail as follows:

Name of the Specific Investor	Number of shares to be subscribed*	Percent of this allotment*
1. EA Mobility Holding Co., Ltd.	990,800,000	75.46%
2. Mr. Parin Lojanagosin	70,770,000	5.39%
3. Mr. Luchai Phukhan-Anan	251,430,000	19.15%
total	1,313,000,000	100.00%

*Note: Details of the number of shares to be allocated and the proportion of the allocation of shares to each specific investor may be different from the above. However, the Company will not allocate shares to person other than the 3 specific investors and the number of shares to be allocated will not be more than 1,313,000,000 shares and it will not result in the shareholding of any investor equal to or more than 25 percent of the paid-up capital of the Company after the increase of the paid-up capital.

The 3 specific investors are not related to one another and not the connected persons and the offering of the newly-issued ordinary shares of the Company is not considered a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (as amended) 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 Connected Transactions B.E. 2546 (2003) (as amended) ("**Notifications on Connected Transactions**") because all 3 specific investors will not be appointed as nor will nominate representatives of the three Specific Investors to become directors or executives or persons with controlling power over the business, and all three Specific Investors are not individuals under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), nor individuals whose relationships or behaviours are considered as acting in concert with other party resulting in the number of shares must be combined for calculation.

The Company intends to use the proceeds in amount of 9,272.4 million Baht, partly used to support the investment project for TSB's business expansion by providing financial assistance by lending to TSB, an indirect associate of the Company, whereby the Company hold shares in ACE as common shares and preference shares in a total proportion of 49 percent (and will increase to 49.39% after the purchase of additional 357,000 preferred shares from Ms. Kulpornpath Wongmajarapinya) which ACE holds 100% of shares in TSB. The Company will lend to TSB in the amount of 8,550,000,000 baht and use for other parts as follows:

Detail of the investment projects of TSB	Unit: million Baht	Parties
1. The provision of financial assistance to TSB, TSB will utilize the proceeds received from loan as follows:	8,550	BYD and TSB
1.1 Acquire entire business of ETH from EMH under an EBT (Entire Business Transfer) arrangement, which will enable TSB to expand service for 37 routes and to add service for electric ferry service	6,000	TSB and ETH
1.2 Acquire all shares in EXA and RUR which will enable TSB to expand for 6 routes	200	TSB and K Connect Logistics (Miss.Kulpornpath)
1.3 Partially pay for E Bus which have to be procured within October 2022 to meet the minimum number required by the Department of Land Transport and to use as working capital	2,000	TSB and NEX
1.4 To build parking garage, office and invest in tools and equipment for maintenance*	100	TSB and a third party
1.5 To invest in single network bus-ferry	200	TSB and a third party
1.6 Reserve	50	
2. The purchase of additional preferred shares in ACE from Miss. Kulpornpath	700	BYD and Miss. Kulpornpath
3. Expenses related to capital increase and engage independent experts and others	22.4	BYD and a third party
รวม	9,272.4	

However, after the allocation of the ordinary shares in this time the shareholding proportion of investors will be as follows:

Name of the Specific Investor	Number of shares	Percent of paid-up capital after the capital increase
1. EA Mobility Holding Co., Ltd.	990,800,000	23.631%
2. Mr. Parin Lojanagosin	70,770,000	1.688%
3. Mr. Luchai Phukhan-Anan	251,430,000	5.997 %*

* As of July 14, 2022, Mr. Luchai Phukhan-Anan holds 149,749,604 shares, when combined with the shares allocated at the time, will total 401,179,604 shares, or 9.568 percent of the paid-up capital. After the capital increase

The offering of the newly-issued ordinary shares of the Company is the offering of newly-issued ordinary shares at the price of 7.062 Baht per share, which is the offering of the newly-issued ordinary shares at the price with a discount not exceeding 10 percent of the market price (which the Board of Directors considered that such discount is to give an incentive for interested person to make an investment) pursuant to the Notification of the Capital Market Supervisory Board Tor Jor. 72/2558 re: Approval for a Listed Company to Offer Newly-Issued Shares to Specific Investor (Private Placement) (as amended) ("Notification Tor Jor. 72/2558"). Therefore, besides the approval from the meeting of the shareholders of the Company with the votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote that the Company is required to obtain, the Company is also required to obtain the approval for the offering of the newly-issued ordinary shares to specific investors (Private Placement) from the Office of the Securities and Exchange Commission as specified in Notification Tor Jor. 72/2558. Market price refers to the weighted average price of the Company's share dating back 7 consecutive business days prior to the date that the Board of Directors No.5/2022 held on 23 May 2022 passed the resolution to propose the Extraordinary

General Meeting of Shareholders No. 1/2022, covering the period from 11 to 20 May 2022, which is equal to 7.847 Baht, according to Company's stocks trading information as appeared on SETSMART (www.setsmart.com) of the SET.

Pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015), if the offering price of the newly-issued ordinary shares is less than 90 percent of the market price dating back 7 – 15 days prior to the first date of offering the newly-issued ordinary shares to specific investors, such specific investors must not sell all of the newly-issued ordinary shares received within 1 year from the date that the shares of the Company start to be traded in the SET (Silent Period). After 6 months of the first trading day of such newly-issued shares in the SET, the specific investors will be able to sell up to 25 percent of the locked up shares. However, all specific investors will not sell the capital increase shares that will be allocated this time for a period of not less than 1 year from the date that the capital increase shares begin trading on the stock exchange, which the Company will negotiate and determine as an agreement in the Shareholders Agreement.

Please see details in Information Memorandum on the Offering of Newly-Issued Ordinary Shares to Specific Investors (Private Placement) Enclosure 6.

2. Allocation of 550,000,000 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 the newly-issued shares to specific investors (Private Placement), 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.

The Company is not able to calculate the adjustment ratio of the BYD-W6 at the moment as the calculation of the price and the ratio requires the market price of the Company's ordinary shares set as equal to the Company's weighted average share price over the last 7 consecutive trading days on the SET prior to the first date of the offering of the newly-issued ordinary shares to the specific investors (Private Placement) which the Company cannot calculate at the present time. In this regard, the Company has estimated the newly-issued ordinary shares to support the adjustment of rights under the BYD-W6. In this regard, the Company would be able to calculate the exercise price of the adjusted rights on the date of the agreement to sell and purchase such newly-issued ordinary shares offered to specific investors (Private Placement). The Company shall inform the right adjustment ratio of the BYD-W6 to the SET after the Company has already agreed to offer and sell the newly-issued ordinary shares to specific persons (Private Placement).

In addition, the Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chairman of Executive Committee or the authorized directors of the Company and/or the persons who are authorized by such person have the authority to consider and take all actions necessary to, relating to and/or in connection with the capital increase and the allocation of such newly-issued ordinary shares, including but not limited to the following actions:

- (1) To specify conditions and details which relate to the allocation of newly-issued ordinary shares, including but not limited to: whether the newly-issued ordinary shares shall be allocated on one occasion or many occasions, the offering period, offering price, subscription for shares, share

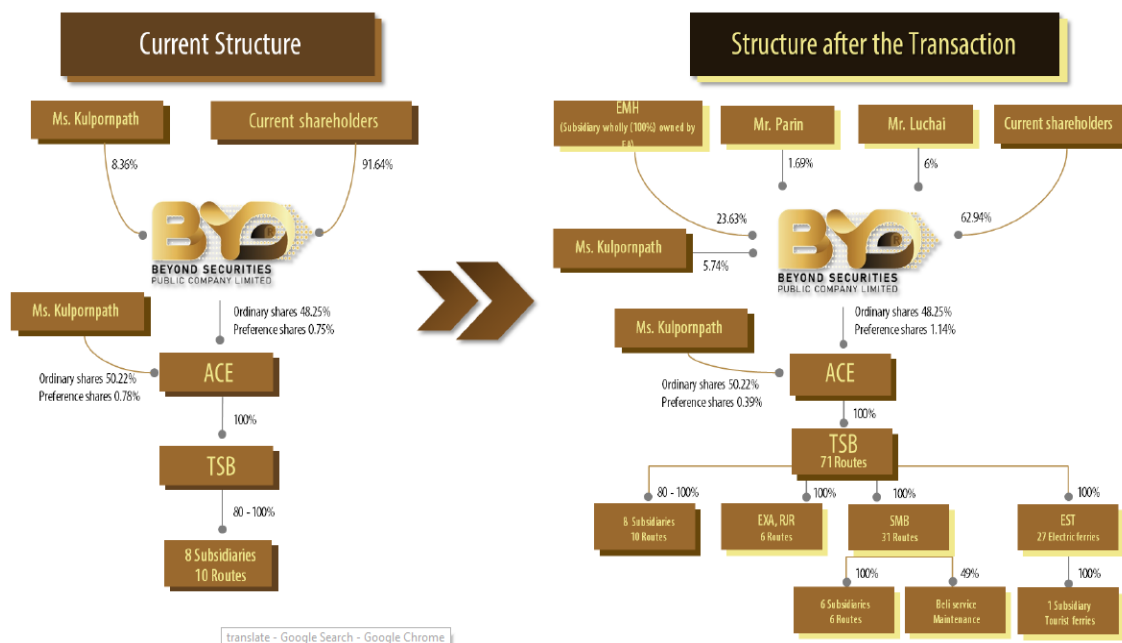
- payment method, along with determining any other conditions or details with respect to the allocation of the newly-issued ordinary shares.
- (2) To negotiate, enter into, execute and rectify relevant documents and agreements relating to and/or in connection with the capital increase of the Company and the allocation of the newly-issued ordinary shares of the Company, along with considering and appointing financial advisors, legal advisors and other service providers to undertake any action in relation to the capital increase and the allocation method of the newly-issued ordinary shares of the Company.
 - (3) To sign application forms, waiver application, notice, or any instruments or documents relating to the capital increase of the Company and the allocation of the newly-issued ordinary shares, including with certifying any relevant documents, contacting, filing and/or receiving documents to/from officers or representatives of any relevant organizations, and to list the newly-issued ordinary shares of the Company on the Stock Exchange of Thailand.
 - (4) To rectify or amend the details of the procedures and/or amount of shares for the allocation of the newly-issued ordinary shares of the Company, including any documents relating to such allocation of the newly-issued ordinary shares of the Company.
 - (5) To undertake other necessary actions relating to and/or in connection with the capital increase and the allocation of the newly-issued ordinary shares of the Company in order to be in compliance with the laws and/or relevant regulations.

Other details can be found in the Capital Increase Report Form (F53-4) Enclosure 5 and Information Memorandum on the Offering of Newly-Issued Ordinary Shares to Specific Investors (Private Placement) Enclosure 6.

The Board of Directors has considered that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of 1,863,000,000 newly-issued ordinary shares of the Company, with a par value of 5 Baht per share to accommodate the issuing and offering of the newly-issued ordinary shares to specific investors (Private Placement) and accommodate the right adjustment in the warrants to purchase ordinary shares of the Company No.6 (BYD-W6), including the relevant authorization detailed as proposed above.

In this regard, the Board of Directors has considered that the allocation of ordinary shares to interested investors is beneficial to the Company and its shareholders and it is good for the Company's business operation in the future as it is a building of business allies. The offering price of 1,313,000,000 newly-issued ordinary shares of the Company at the price of 7.062 Baht per share is appropriate as the price is higher than the par value even though the Company still has accumulated losses. In addition, the method used for determining the price is referenced to the market price. Moreover, it is an offering for sale of newly issued ordinary shares at a price with a discount of not exceeding 10 percent of the market price.

The meeting moderator invited Ms. Omsin Siri, Director and Chairman of Executive Committee, Clarify additional information as follows:

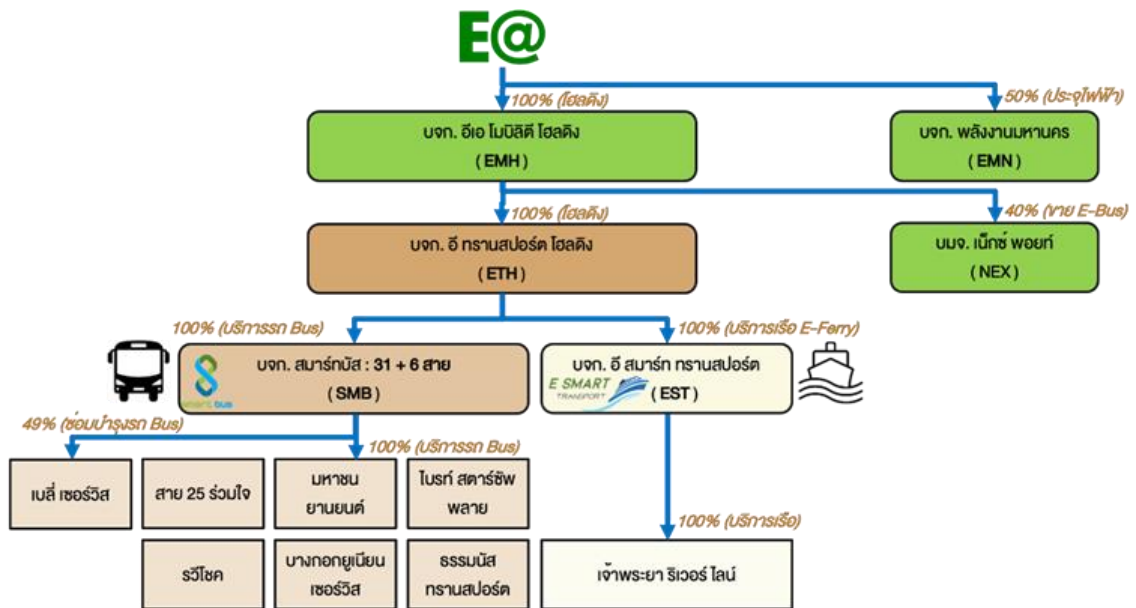


There are information about specific investors who will hold shares in the Company as follows:

1. EA Mobility Holding Co., Ltd. ("EMH") is a subsidiary which Energy Absolute Public Company Limited holds 100 percent of the shares, EMH as a subsidiary of EA, which is person who can support and accommodate the business of the Company and mass public transportation service of TSB and subsidiaries because EMH is in the company in the group of energy and electric vehicles business operator with readiness in term of capital, technology, personnel to support the business operation of TSB Group to have the capacity to invest in business expansion to grow and generate more returns for shareholders. In addition, EMH's holding shares in the Company and the selling of the entire business of E Transport Holding Co., Ltd. ("ETH") to TSB also enable TSB to be the owner of the bus operations of Smart Bus Co., Ltd. ("SMB") and the passenger ferry business of E Smart Transport Co., Ltd. ("EST") Total value of 6,151.76 million baht (Agenda 5) consists of the value of each business as follows:

Some of The Part - Base Case (unit : million Baht)				
Company	% of shareholding	Value	- Investment	Net Value
ETH – Standalone financial statement	100.00%	(3.96)	-	(3.96)
SMB – Consolidated financial statement	100.00%	7,890.30	(1,054.67)	6,835.63
BS - Standalone financial statement	49.00%	470.19	(26.86)	443.33
EST - Consolidated financial statement	100.00%	1,200.47	(273.12)	927.35
Total Value				8,202.35
DLOM* 25%				(2,050.59)
Net after deduction of DLOM*				6,151.76
Number of shares as of 31 March 2022 (shares)				10,000
Price per share				0.615176

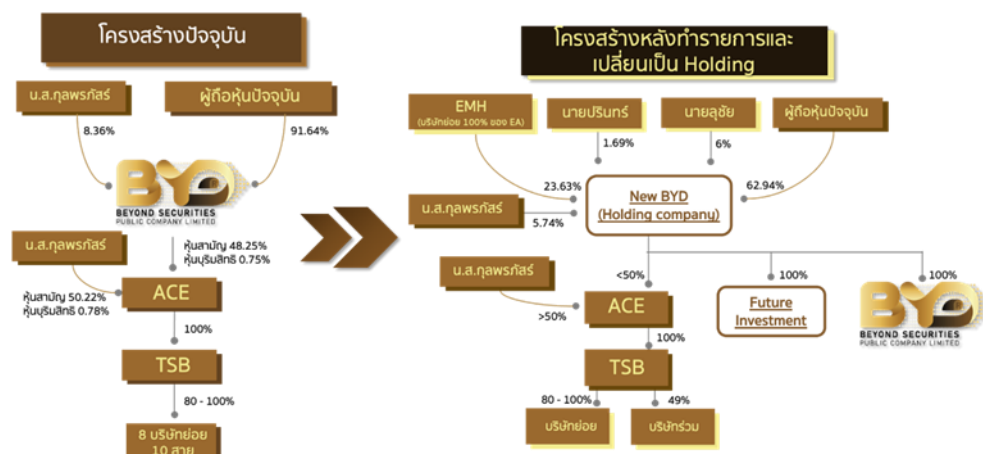
*DLOM = Discount for lack of marketability



2. Mr. Palin Lojanagosin is a businessman with high experience in the field of advertising and has business relationships with a wide range of entrepreneurs. This will be an important factor to generate incomes from advertising on the space of vehicles of TSB Group. Therefore, he is the person who can support and accommodate the business of the Company and mass public transportation service of TSB and subsidiaries Because it will contribute to the revenue from the sale of advertising space on vehicles of the TSB Group of Companies, which is another source of income.

3. Mr. Luchai Phukhan-Anan is a business man with high experienced in business relationships and has the potential to support the capital by being a shareholder who acquired new shares when the Company lacked the financial liquidity in 2020 and continues to support the generation of income of both securities by being a major customer, including inviting individuals to become the Company's customers (with the trading condition and service rate which are the same as other normal larger customer, without providing any additional privilege discount than the discount the Company charges from other normal large customers) and consistently provides support to TSB Group businesses. Currently, Mr. Luchai Phukhan-Anan holds 5.20 percent of shares in the Company (after the increase in the paid-up capital to shareholders according to their shareholding proportion) and when combined with the shares to be subscribed, will result in the shareholding of 9.75 percent of the paid-up capital after PP allocation. Therefore, he is the person who can support and accommodate the business of the Company and mass public transportation service of TSB and subsidiaries.

The chart of the Company's structure after the transaction and restructuring to be a holding company, it will be as follows:



Opinion of the IFA about the transaction of issuing and offering new ordinary shares for private Placement

Ms. Omsin Siri, provided additional information to the meeting that the Company hired an independent financial advisor to give opinions on the issuance and offering of PP shares. The IFA has thought about it and believes that engaging in the transaction of issuing and offering newly issued ordinary shares to a specific person (Private Placement) ("PP Capital Increase") at this time has the goal of purchasing ACE's preferred shares and providing financial assistance to TSB, a partner of BYD, in the form of long-term loans and to support investments in projects in accordance with the investment plan and for working capital. As a result, the financial advisor believes that it is reasonable to engage the transaction for the following reasons:

- Increase competitiveness with other public bus service providers in Bangkok and provinces with continuous routes through business alliance
- Get the desired amount of money in the given time frame
- BYD has the opportunity to earn interest on loan to TSB, receive dividends and the return on investment in ACE as a result of TSB's business expansion
- BYD's Capital Structure improved

In the meantime, there are drawbacks that shareholders should consider about before engaging in the PP capital increase transaction.

- Effect of the PP capital increase on the existing shareholders after PP Capital Increase
- There is a potential future conflict of interest between BYD and TSB and EA and its related companies
- BYD has a default risk from lending to TSB

The IFA has considered the advantages and disadvantages of engaging into the PP capital increase transaction. In addition, the IFA also considers the advantages, disadvantages, and risks. If you do not engage the transaction, which is found to compare the advantages and disadvantages that the company will receive from engaging into the PP capital increase transaction,

Advantages of not entering "PP Capital Increase" transaction

- No Dilution Effect on existing shareholders
- No default risk from TSB lending
- Reduces the risk of conflicts of interest between TSB and BYD shareholders

Disadvantages of not entering "PP Capital Increase" transaction

- TSB lost an opportunity to increase competitiveness
- Other methods of raising capital may have an impact on the financial plan
- BYD's capital structure and maintenance of BYD's net liquid fund (NC) would be impacted

Risks of entering the “PP Capital Increase” transaction

- Risk of a failed PP capital increase
- Risk from holding shares in ACE is considered to be another business of a Securities Company.

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

Questions from Mr. Phuwanart Na Songkhla - Representative from the Thai Investors Association has inquired: EA Mobility Holding Company Limited, a major shareholder of the Company with a share of 23.63%, how they can help in supporting the Company's business. Because according to the database, EA Mobility Holding Company Limited is a company that generates electricity from wind power and distributes electricity, which is not related to the Company's securities business.

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee: EA Mobility Holding Company Limited (EMH) is a company in the group of Energy Absolute Public Company Limited (EA), which owns 100% of EMH. EMH is a Holding Company that oversees EA Group's investments with a focus on electric vehicle related businesses. When the Company is already a customer of a company in the EMH group, if there will be more relationships than being a regular customer, it is best to invite EMH to take shares in the company As a result, the Company benefits such as the purchase and maintenance of electric buses that will be procured approximately 2,100 units, receiving technology transfers, staff training. In addition, EA, the parent company of EMH, has strong capital, making it able to help the company in case it needs to increase capital or seek financial assistance in the future, according to the official rules. However, if the Company does not cooperate with the EMH Company, they will be a competitor in electric bus operation; EMH is a competitor that is ready in every aspect and the opportunity for our company will be more difficult to generate a return according to the plan and to turning competitors into business alliances and jointly building a public bus network to cover the entire Bangkok and provinces with nearby areas. It will be beneficial to all parties, including the people who use public buses. For this reason, it is the origin of the Company's joint venture with EMH.

Without any additional questions, the moderator requested that the meeting vote. This agenda must be passed by the affirmative vote of not less than three-quarters (3/4) of the total number of shareholders who attend the meeting and have the right to vote. In this regard, Mr. Luchai Phukhan-Anan, a shareholder of the company with 149,749,604 shares, will not have the right to vote on this agenda.

Resolution: The meeting resolved to approve the allocation of 1,863,000,000 newly-issued ordinary shares of the Company, with a par value of 5 Baht per share, by vote of at least third-quarters (3/4) of total votes of shareholders attending the meeting and entitled to vote as;

Voting Results

Approved	1,137,521,121	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	
Total	1,148,310,421	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

Agenda 4: To consider and approve the purchase of additional preferred shares in ACE from Ms. Kulpornpath Wongmajarapinya in total of 357,000 shares, or equivalent to 0.3901 percent of the registered paid-up capital of ACE

The meeting moderator reported to the meeting that, the Company wishes to purchase additional preferred shares in ACE from Ms. Kulpornpath Wongmajarapinya in total of 357,000 shares, or equivalent to 0.3901 percent of the registered paid-up capital of ACE at the purchase price of 1,960.78 Baht per share, amount totaling 700,000,000 Baht. As ACE owns 100 percent of TSB, it is undergoing significant investment expansion. Based on business valuation and return on investment by independent financial advisors, ACE has the potential to generate profits and pay higher dividends from the existing amount of 49.99 percent to 74.25 percent. Therefore, it is interesting to invest in order to generate returns for the shareholders of the Company.

Please see further details of the Purchase of Preferred Shares in ACE in Information Memorandum on the Acquisition of Assets, Schedule (1) Enclosure 8.

The determination of the consideration value is due to negotiation and agreement between the Company and the seller, which the Company considers on the basis of the fair value valuation of ACE's ordinary shares, as valued by Finnex Advisory Company Limited ("Financial Advisor") with the Dividend Discount Model (DDM) method that the shareholders of ACE's preferred will receive in the future at the rate of 99 percent of the dividends paid each time, whereas ACE has a policy to pay dividends to all shareholders as required by law.

In this regard, the Financial Advisor considers the valuation of ACE's investment in other businesses. ACE's profits are mainly derived from dividend income from TSB and interest income from invested companies. The core business that ACE is investing in is TSB, a public transit operator that focuses on electric bus services to reduce energy costs and expand additional investments to build a network of services in a manner that connects both land and sea travel, including plans to generate revenue from advertising through the system and channels of

the TSB group and business alliance. This valuation still does not include the value of TSB's business that will arise from the business acquisition transactions of E Transport Holding Company Limited (ETH) EXA Logistic Company Limited (EXA) Raja Road Company Limited (RJR).

วิธีการประเมิน	มูลค่ายุติธรรมของหุ้นบุริมสิทธิ	
	ล้านบาท	บาทต่อหุ้น
วิธีมูลค่าทางบัญชี	14.00	10.00
วิธีปรับปรุงมูลค่าทางบัญชี	14.00	10.00
วิธีคิดลดเงินปันผล	2,871.50	2,051.07

After the purchase of preferred shares in ACE, the shareholding structure of ACE will be as follows:

Shareholders		Number of shares before the transaction		Percent	Number of shares after the transaction		Percent
		Ordinary shares	Preferred shares		Ordinary shares	Preferred shares	
1.	The Company	43,903,950	686,000	48.9999	43,903,950	1,043,000	49.39
2.	Mr. Wirawong Mahakun*	50	-	0.0001	50	-	0.0001
3.	Ms. Kulpornpath Wongmajarapinya**	45,696,000	714,000	51.0000	45,696,000	357,000	50.61
Total		89,600,000	1,400,000	100	89,600,000	1,400,000	100

* Mr. Wirawong Mahakun is an employee of the Company who holds shares in place of the former employee who held shares for the registration of ACE and has resigned.

** Ms. Kulpompath Wongmajarapinya, become a shareholder of ACE by purchasing ordinary shares of 51,000 Baht at a price of 510,000 Baht on 16 April 2021. Later, when ACE has increased its capital, Ms. Kulpompath Wongmajarapinya has consistently subscribed for the increased capital in proportion to her shareholding. This includes an increase in capital to purchase preferred shares, and the Company no longer sell shares in ACE to Ms. Kulpompath Wongmajarapinya.

The Company's shareholding in ACE will remain in accordance with the guidelines of SEC on Other Businesses of Securities Companies, i.e. not more than 50%. The company still maintains a management system to monitor and supervise the management and operations to avoid any risks or have adequate risk control systems to take care the client's assets, the Company's position or system for settlement and settlement of securities and is also a business that does not cause conflicts of interest with the Company's Securities Business Operations or customers of the Company.

In addition, as of the date the Board of Directors of the Company has resolved to approve the purchase of preferred shares in ACE as stated above, the Office of the Securities and Exchange Commission (the "Office of the SEC") is in the process of hearing, for being used for the consideration of the amendment of the rules for operating other business of the securities companies. The draft rule which is under consideration has disclosed the policy to limit the shareholding in other businesses both in terms of shareholding proportion and investment value, by presenting in the draft that securities companies may hold shares in any company, whether directly or indirectly, not more than 20 percent of the company's paid-up capital (At present, holding not more than 50 percent of shares) and also, the investment value must not exceed 1,000 million Baht and not more than 50 percent of the capital of securities companies. (At present, no prescription for such criteria). If such criteria are announced to be effective, the Company has to comply with the transitional provisions which is to submit an application for approval to the Office of the SEC in accordance with the regulations to be prescribed. Therefore, there may be a risk that the Office the SEC will consider and order the Company to take some action to have the qualification as per the revised rules

In this regard, the Company has consulted with the Company's Legal Advisor with careful consideration and considers that the Company's investment in ACE is in line with the current regulations for operating other businesses of securities companies of the Office of the SEC and the amendments to rules for operating other businesses of securities companies are for hearing the opinions for being used for the consideration of the amendment of the rules by the Office of the SEC, which are not in effect as a rule and are unenforceable. However, in order to prepare for the case if there is an amendment to rule for operating other businesses of securities companies of the Office of the SEC as specified in the hearing documents, the Company has prepared to restructure the Company as a Holding Company and will transfer the investment in ACE from a securities company to a new company established as a Holding Company. If the Company's structure is a Holding Company, the rules for the operating other businesses of securities companies as specified in the hearing documents will not have any effect to the Company's shareholding in ACE. In this regard, the Company has preliminarily discussed with the Office of the SEC and SET the criteria and procedures for proceeding to lead to the planning and implementation as soon as possible to be presented to the Board of Directors and the shareholders' meetings of the Company for further approval, which is expected to take a total period of not more than 12 months or is expected to be completed within August 2023. Therefore, the Company expects that the entering into the investment in the purchase of additional ACE's preferred shares at this time does not affect the Company's securities business in any respect.

The rights and benefits of the preferred shares continue to be as specified in the Articles of Association of ACE, i.e.,

- Voting right: 1 preferred share has 1 voting right
- Right to receive dividend: In every dividend payment, the preferred share shall obtain the dividend before shareholders holding ordinary shares and the proportion of dividend obtained shall be not less than 99 percent of the dividend paid in each time.
- Right to obtain the part of capital in return: holders of the preferred shares have priority right to obtain the proportion of assets in return to their investment before the holders of ordinary shares.

ACE issued preferred shares pursuant to the special resolution of the Extraordinary General Meeting of Shareholders No. 1/2021, held on 18 August 2021, specifying the details of the preferred shares in the Articles of Association of ACE. The important preferred right is the right to receive dividends of not less than 99 percent of the dividends paid. As a result, all ordinary shares will receive not more than 1 percent of the dividend payment, even though ordinary shares and preferred shares have the same par value, the Company will receive a 74.25 percent dividend if ACE pays a dividend.

In this regard, the Financial Advisor considers the valuation of ACE's investment in other businesses. ACE's profits are mainly derived from dividend income from TSB and interest income from invested companies. The core business that ACE is investing in is TSB, a public transit operator that focuses on electric bus services to reduce energy costs and expand additional investments to build a network of services in a manner that connects both land and sea travel, including plans to generate revenue from advertising through the system and channels of the TSB group and business alliance. This valuation still does not include the value of TSB's business that will arise from the business acquisition transactions of E Transport Holding Company Limited (ETH) EXA Logistic Company Limited (EXA) Raja Road Company Limited (RJR).

The Purchase of Preferred Shares in ACE is considered an acquisition transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset (as amended) 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 or Disposal of Asset B.E. 2547 (2004) (as amended) ("**Notifications on Acquisition or Disposal of Assets**"). The transaction size calculated is equal to 45.07 percent based on the total value of consideration criterion, which is the criterion used for the calculation and results in the highest transaction value from the consolidated financial statements of the Company ended as of 31 March 2022 reviewed by the certified public accountants of the Company.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets including having the obligations to perform the following:

- 1) Disclosing information memorandum relating to the transaction to the SET pursuant to schedule (1) of the Notifications on Acquisition or Disposal of Assets
- 2) Delivering a notification to the Shareholders of the Company within 21 days from the date of date of providing such Information Memorandum regarding the transaction to the SET. Such notification to the Shareholders shall have item pursuant to schedule (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets.

However, as the Purchase of Preferred Shares in ACE is a strategic investment and in a significant amount, for the transparency purpose, the Company will propose such transaction to the meeting of the shareholders for their further consideration and approval. Therefore, the Company delivered the information memorandum with items pursuant to schedule (2) 1, 2, 3, 5 (3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets together with the notice to the Extraordinary General Meeting of Shareholders No. 1/2022.

In this regard, the Purchase of Preferred Shares in ACE is not considered a connected transaction of the Company pursuant to the Notifications on Connected Transactions.

In addition, the Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chairman of Executive Committee or the authorized directors of the Company and/or the persons who are authorized by such person have the authority to negotiate to achieve the completion of the Purchase of Preferred Shares in ACE as well as the entering into agreements and other documents in relation to the Purchase of Preferred Shares in ACE as well as other actions in relation the Purchase of Preferred Shares in ACE.

Please see further details of the Purchase of Preferred Shares in ACE in Information Information Memorandum on the Acquisition of Assets, Schedule (1) **Enclosure 8**.

The Board of Directors has considered that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the purchase of additional preferred shares in ACE from Ms. Kulpompath Wongmajarapinya in total of 357,000 shares, or equivalent to 0.3901 percent of the registered paid-up capital of ACE, including the relevant authorization detailed as proposed above, by clearly disclosing details for consideration.

In this regard, the Board of Directors has carefully considered the appropriateness, rationale, necessity, risk, and reward, with an emphasis on operating for the best benefit of the Company and its shareholders. The Board of Directors considered that if business operation of ACE and TSB succeed as anticipated under various key assumptions, the Company, as an indirect shareholder of TSB, will be able to recognize revenue and benefit from TSB's performance through ACE in proportion to its shareholding as well as considering the characteristic of preferred shares that "in every dividend payment, the preferred share shall obtain the dividend before shareholders holding ordinary shares and the proportion of dividend obtained shall be not less than 99 percent of the dividend paid in each time" and that the valuation is based on ACE's future dividend projection will be able to appropriately reflect the fair value of ACE's preference shares.

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

Questions from Mr. Phuwanart Na Songkhla, representative from the Thai Investors Association, has inquired that in April 2021, the Company will have reduced its shareholding in ACE from 100% to 49%. Then why would you want to buy another preferred share in ACE?

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee: The reduction of shareholding in ACE from 100% to 49% in April 2021 was done in order to comply with the official statute of limitations. Securities business companies can invest in or hold shares in other businesses, not exceeding 50% of the registered capital of other businesses. In the past, the company had 100% shareholding in ACE and therefore had to reduce its shareholding and find new investors to buy an excessive share of the specified criteria. At that time, there had been a change in the company's executive team. TSB has inquired to the company whether it is still interested in investing in TSB as the former executive has negotiated since 2020, so the possibility was discussed, and the executive of TSB, Ms. Kulpompath Wongmajarapinya, has expressed interest in the acquisition of 51% of ACE's shareholding and proposed that ACE invest in 100% of TSB. It was the origin of the first restructuring of ACE. Later, ACE has been restructured with amendments to the regulations and memorandum because previously it had borrowed money from the company and given loans to other businesses. ACE has risk for both borrowing and lending. The new co-investor in ACE is not responsible for both existing assets and liabilities. Therefore, a new structure has been organized by increasing the capital in ordinary shares and preferred shares in proportion to their shareholding, which determines the benefits of the preferred shares as the right to receive dividends from ACE to pay dividends every time, allowing preferred shares to receive dividends before ordinary shares in the proportion of not less than 99%. Answer the question why the company wants to buy more preferred shares because TSB is in the process of expanding its investment in the public bus business, including the acquisition of EA Mobility Holding Company Limited (EMH), which holds shares in Smart Bus Company Limited, which operates public buses, and E Smart Transport Co., Ltd., enabling the expansion of 37 more bus routes and maritime routes. According to the study plans, TSB will purchase all shares of EXA Logistics Company Limited (EXA) and Raja Road Company Limited (RJR), expand 6 bus routes, and generate more returns. At the same time, there may be a risk that the performance will not go as planned. The valuation of ACE's shares, which own 100% of TSB, is based on the results of TSB's dividend payout return to ACE before TSB's acquisition of EMH and all shares of EXA and RJR. The advisor has already assessed the value as an attractive share price if the company invests after TSB has implemented the business expansion plan. The share price will change according to the operating results. Therefore, if the shareholders approve the capital increase and offer shares to specific investors, the company will use some of the money from the capital increase to invest in the purchase of additional ACE's preferred shares. If the company waits for the restructuring to become a holding company, which takes a period of not less than 1 year, the acquisition of additional preferred shares in ACE may not be at the current appraisal value.

For the valuation of ACE's shares, the company has engaged a financial advisor and an independent financial advisor to carefully study and value the shares, considering various factors that may affect TSB's future operations. The advisor has commented that investing in ACE is an interesting, reasonable, and profitable investment. Concerning compliance with the rules for investing in other businesses of securities companies, the SEC Office is currently improving the rules, which may have an impact on the Company in the future if the proportional shareholding in ACE does not meet the revised criteria. It is the reason for the restructuring of the company to be a holding company. The consideration of criteria for the acquisition of assets or related transactions, the size of the transaction from the purchase of additional preferred shares of ACE in the amount of not more than 700 million Baht, the transaction size is approximately 45%, which does not exceed the criteria set by the official and should be considered in the Board of Directors meeting. The Board of Directors has opinions that this investment is an important issue for the company in the future, and for transparency, the Board of Directors recommends the purchase of additional ACE's preferred shares to be presented to the shareholders for consideration in this extraordinary general meeting and discloses information fully and transparently, both in matters of origin, reasons, various risks, and the opinion of an independent financial advisor.

Without any additional questions, the moderator requested that the meeting vote. This agenda shall be passed by a majority vote of the shareholders attending the meeting and entitled to vote. In this regard, Ms. Kulpornpath Wongmajarapinya, who is the holder of 240,788,655 shares of the company, shall not be entitled to vote.

Resolution: The meeting resolved to approve the purchase of additional preferred shares in ACE from Ms. Kulpornpath Wongmajarapinya in total of 357,000 shares, or equivalent to 0.3901 percent of the registered paid-up capital of ACE, by the majority of votes of the total votes of shareholders attending the meeting and eligible to vote as follows:

Voting Results

Approved	1,049,143,070	votes	equivalent to	99.2312	of the shareholders attending the meeting and casting vote.
Disapproved	8,128,300	votes	equivalent to	0.7688	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			
Total	1,057,271,370	votes	equivalent to	100.0000	of the shareholders attending the meeting and casting vote.

Agenda 5: To consider and approve the provision of financial assistance to Thai Smile Bus Company Limited ("TSB") in the amount of 8,550 million Baht, for which the total of ordinary shares and preferred shares of ACE held by Ms. Kulpornpath Wongmajarapinya are placed as the collateral.

The meeting moderator reported to the meeting that, the Company wishes to provide a support to expand the business of TSB, by providing the financial assistance by lending the money to TSB, which is an indirect associate company of the Company. The Company holds ordinary shares and preferred shares in ACE in a total proportion of 49 percent (and will increase to 49.39 percent after the additional purchase of 357,000 preferred shares from Ms. Kulpornpath Wongmajarapinya) whereby ACE holds 100 percent of the total number of shares in TSB. In this regard, the Company will lend money of 8,550,000,000 Baht to TSB.

Although the transaction of lending money is the case where the Company lends money to TSB which is an associated company which is not proportionate to the shareholding. From the discussion with relevant authorities and independent legal advisor, both parties viewed that TSB is not a connected person of the Company since TSB does not have the major shareholder or controlling person as the major shareholder, executive, controlling person or the person who will be nominated to be an executive or controlling person of the Company or any person related to such person. However, as such transaction is the loan in the significant amount, the Company, for the transparency purpose, thus proposes such

transaction, together with the report on the opinion of the independent financial advisor to the meeting of the shareholders for their further consideration and approval. The Board of Directors agreed that the following actions should be taken:

- 1) Disclosing the information memorandum relating to the transaction to the SET
- 2) Appointing an independent financial advisor to perform any relevant duties, whereby the report on the opinion of the independent financial advisor shall be delivered to the shareholders for their consideration at the same time as the invitation to the shareholders' meeting.
- 3) Propose the agenda to the meeting of the shareholders to obtain the approval for entering into the transaction which shall be approved with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

In addition, the Board of Directors deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the Chairman of Executive Committee or the authorized directors of the Company and/or the persons who are authorized by such person have the authority to negotiate to achieve the completion of the Transaction of Lending Money as well as the entering into agreements and other documents in relation to the Purchase of Preferred Shares in ACE as well as other actions in relation the Transaction of Lending Money.

Please see further details of the Transaction of Lending Money to TSB in Information Memorandum of the Company on the Provision of Financial Assistance Enclosure 7.

Summarizing the objectives and reasons in this agenda.

- The Company will use the proceeds from the PP capital increase to loan to TSB in the amount of 8,550 million baht to support the business of TSB and TSB's subsidiaries, both in terms of purchasing assets for use in TSB's operations such as Buses, other acquisitions to expand additional investment
- The provision of financial assistance to TSB is not in proportion to its shareholding (indirectly), which the Company has considered that the Company will benefit from being an indirect shareholder in TSB as expected that TSB will be able to start paying dividends from 2025 onwards and receive a return on interest income as a lender at an interest rate based on the MLR + interest rate not exceeding 1.50%. The total amount will not exceed 7.00 percent per year (effective rate) with an estimated value of interest income not exceeding 2,718.19 million Baht.
- For another shareholder of ACE, i.e., Ms. Kulpornpath Wongmajarapinya, who does not provide financial assistance in proportionate to her shareholding in ACE, expresses her will to pledge all shares in ACE held by her, i.e., 45,696,000 ordinary shares and 357,000 preferred shares as a collateral for the Company.
- The Company to use the certain part of the proceeds from the offering of shares to specific investors to provide support an investment projects to expand the business of TSB, by providing the financial assistance by lending the money to TSB, which is an indirect associate company of the Company. The Company holds ordinary shares and preferred shares in ACE total proportion of 49 percent (and will increase to 49.39 percent after the additional purchase of 357,000 preferred shares from Ms. Kulpornpath Wongmajarapinya), whereby ACE holds 100 percent of the total number of shares in TSB. In this regard, the Company will lend money of 8,550,000,000 Baht to TSB. TSB will utilise the proceeds received from loan for investment and expansion as follows:

The objective of using funds of TSB	Unit: million Baht)	Counterparties
Acquiring the entire business (Entire Business Transfer) of ETH from EMH in which EMH owns 100 percent of ETH and EMH is a subsidiary of EA in which EA holds 100 percent	6,000	TSB VS ETH
Acquiring all ordinary shares of EXA Logistics Company Limited ("EXA") and Racha Road Company Limited ("RJR"), who are licensed to operate 6 other routes	200	TSB VS K Connect Logistics (Ms. Kulpornpath)
Purchasing some of the E-Bus according to the transport licensed for TSB and its subsidiaries	2,000	TSB VS NEX
Investing in building garages, offices, and maintenance work	100	TSB VS outsider
Investing in e-Ticket Project (Single Network – Single Price – Single Management Project)	200	TSB VE outsider
For working capital reserve	50	
Total	8,550	

The Board of Directors has considered that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the provision of financial assistance to TSB in the amount of 8,550 million Baht, for which the total of ordinary shares and preferred shares of ACE held by Ms. Kulpornpath Wongmajarapinya are placed as the collateral, including the relevant authorization detailed as proposed above.

The Board of Directors considered that the entering into this transaction will benefit the business operations of TSB, which is an associated company of the Company, because TSB needs to use the money for investment in 1) procurement of E Bus to provide services under the license granted and 2) acquires the business of E Transport Holding Company Limited ("ETH") which is a company that holds shares in SMB and EST, which expands investment and will help connect the Single network as planned as well as reduce competitors from the acquisitions of competitors, which, if successful as anticipated under a various assumptions, the Company, as an indirect shareholder of TSB, will be able to recognize revenue and benefit from TSB's performance through ACE in proportion to its shareholding.

In addition, in providing such loans, the Company considered TSB's ability to repay debt, by requiring Ms. Kulpornpath Wongmajarapinya to pledged all of ACE's shares, i.e. 45,696,000 ordinary shares and 357,000 preferred shares, as collateral and there will also be a mechanism to closely monitor the operations to ensure that operations and spending from this loan will be in line with plans and forecast.

In this regard, the Corporate Governance and Risk Management Committee No. 3/2022 on 27 June 2022, approved to propose to the Board of Directors No. 6/2022 with the following comment:

1. The Company must have a good mechanism to monitor operations and return on investment (Tracking system).
2. Provision of loan to TSB by having Ms. Kulpornpath agreeing to provide all ACE shares as collateral will be considered as self-referencing, which does not reduce the risk.
3. In the preparation of financial projections and valuation of the return on investment, shall take into account all risk factors. It should add more consideration to the risks related to the war, epidemic that affects the overall economy, such as high oil prices, higher cost of living, expensive and scarce goods, deficits in current account balance, higher interest rates, rising wages, etc., as they are factors that affect return on investment.
4. For the making of forecast and valuation of the business of ACE, the financial advisor may use any assumptions and factors that can make the required number. The management shall inspect to ensure the appropriateness and ability to be used for proper consideration and shall assess how and how much the purchase of more preference shares in ACE will have an effect on the value of BYD's business.

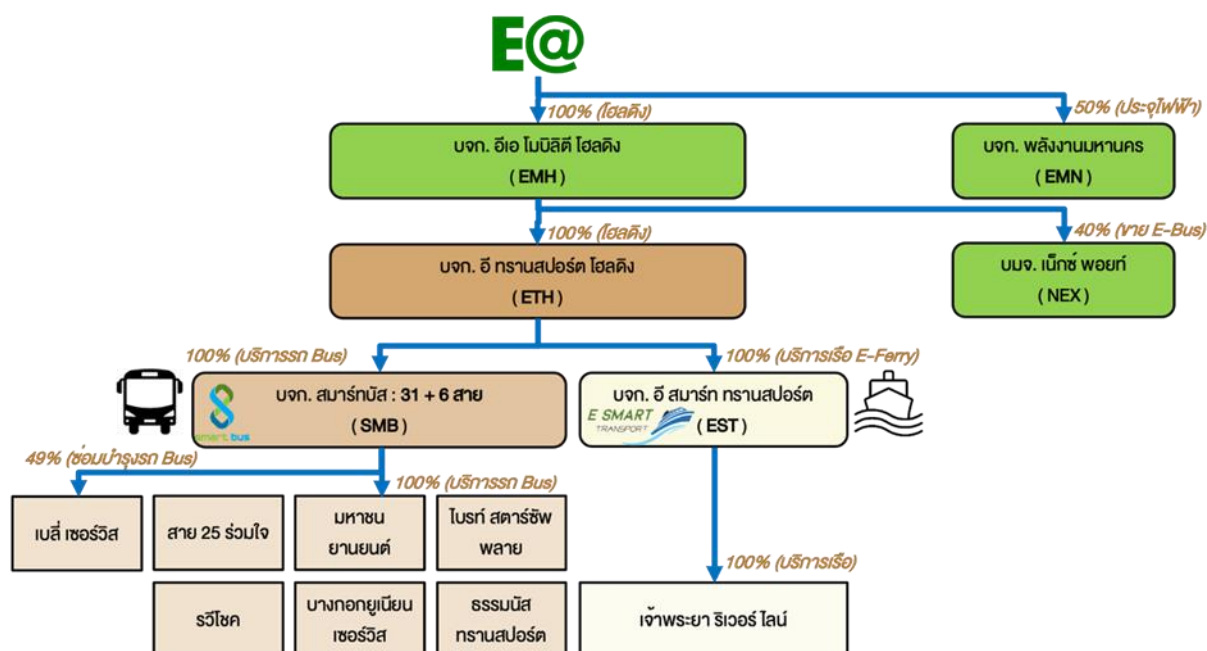
In addition, the Office of the Securities and Exchange Commission (the “Office of the SEC”) is in the process of hearing, for being used for the consideration of the amendment of the rules for operating other business of the securities companies. The draft rule which is under consideration has disclosed the policy to limit the shareholding in other businesses both in terms of shareholding proportion and investment value, by presenting in the draft that securities companies may hold shares in any company, whether directly or indirectly, not more than 20 percent of the company's paid-up capital (At present, holding not more than 50 percent of shares) and also, the investment value must not exceed 1,000 million Baht and not more than 50 percent of the capital of securities companies. (At present, no prescription for such criteria). If such criteria are announced to be effective, the Company has to comply with the transitional provisions which is to submit an application for approval to the Office of the SEC in accordance with the regulations to be prescribed. Therefore, there may be a risk that the Office the SEC will consider and order the Company to take some action to have the qualification as per the revised rules.

In this regard, the Company has consulted with the Company's Legal Advisor with careful consideration and considers that the Company's investment in ACE is in line with the current regulations for operating other businesses of securities companies of the Office of the SEC and the amendments to rules for operating other businesses of securities companies are for hearing the opinions for being used for the consideration of the amendment of the rules by the Office of the SEC, which are not in effect as a rule and are unenforceable. However, the Company has prepared to restructure the Company as a Holding Company. If the Company's structure is a Holding Company, the rules for the operating other businesses of securities companies as specified in the hearing documents will not have any effect to the Company's shareholding in ACE. In this regard, the Company has preliminarily discussed with the Office of the SEC and SET the criteria and procedures for proceeding to lead to the planning and implementation as soon as possible, which is expected to take a total period of not more than 12 months.

The meeting moderator invited Ms. Omsin Siri, Director and Chairman of Executive Committee, Clarify additional information as follows:

Key information of the draft loan agreement between BYD and TSB as follows:

หลักประกัน	หุ้นสามัญ จำนวน 45.70 ล้านหุ้น และหุ้นบุริมสิทธิ์ 0.36 ล้านหุ้น ของ ACE ที่นางสาวกุลพรภัสร์ วงศ์มาจารภิญญา ถืออยู่
ระยะเวลาการกู้ยืม	8 ปี โดยในปีแรกยังไม่ต้องชำระคืนเงินต้น (มี grace period ในปีแรก) โดยยังคงต้องจ่ายดอกเบี้ยตั้งแต่ปีแรก หลังจากนั้น มีระยะเวลาที่ต้องชำระหนี้รวม 7 ปี (84 เดือน) โดยบริษัทจะให้กู้หลังจากที่ได้รับชำระเงินจากผู้ลงทุนเฉพาะราย (PP) เท่านั้น
อัตราดอกเบี้ย	อ้างอิงตามอัตราดอกเบี้ยลูกค้ารายใหญ่ชั้นดี ประเภทเงินกู้แบบมีระยะเวลาของธนาคารกรุงเทพ จำกัด (มหาชน) (Minimum Loan Rate : MLR) + ไม่เกิน ร้อยละ 1.50* ทั้งนี้อัตราดอกเบี้ยรวมทั้งสิ้นจะไม่เกิน ร้อยละ 7.00 ต่อปี
เงื่อนไขการใช้เงินกู้ยืม	<ol style="list-style-type: none"> กำหนดชำระดอกเบี้ยทุกเดือน (ลดต้นลดดอก) ให้นำเงินไปใช้ตามวัตถุประสงค์ที่ตกลงกันเท่านั้น ให้มีการรายงานผลการดำเนินงานเปรียบเทียบกับแผนการลงทุนตามโครงการที่ขอกู้ยืม ให้ BYD ทราบทุกเดือน ร่วมกับ BYD จัดให้มีระบบการควบคุมภายใน และมีการตรวจสอบภายในโดยผู้เชี่ยวชาญอิสระตามแผนการตรวจสอบที่คณะกรรมการ TSB เห็นชอบ TSB จะจัดให้มีผู้สอบบัญชีที่ได้รับความเห็นชอบจากสำนักงาน ก.ล.ต.เป็นผู้ตรวจสอบงบการเงิน และจัดทำงบการเงินตามมาตรฐาน PAEs TSB จะจัดโครงสร้างการจัดการให้มีการตรวจสอบและถ่วงดุลได้ โดยจะเสนอที่ประชุมผู้ถือหุ้นในการพิจารณาแต่งตั้งกรรมการที่เป็นอิสระเป็นจำนวนไม่น้อยกว่า 3 ราย เพื่อทำหน้าที่ในการกำกับดูแลกิจการในระดับมาตรฐานที่เทียบเคียงได้กับบริษัทที่จดทะเบียนในตลาดหลักทรัพย์ การทำรายการระหว่างกันกับกิจการหรือบุคคลที่เกี่ยวข้องหรืออาจมีความขัดแย้งทางผลประโยชน์ จะอยู่บนพื้นฐานของ Arm's length basis ที่จะไม่ก่อให้เกิดการถ่ายเทผลประโยชน์ที่ไม่สมควรและไม่สมเหตุสมผล และเปิดเผยรายการที่เกิดขึ้นในการเงินของ TSB ทุกไตรมาส



TSB will use some of the proceeds from the loan amount of 6,000 million Baht for the acquisition of E Transport Holding Company Limited (ETH), which has information about ETH as follows:

Nature of business operation

ETH operates the business of holding shares in Smart Bus Co.,Ltd. (SMB) and E Smart Transport Co.,Ltd. (EST). The details of which are as follows:

SMB operates the business of passenger transportation with fixed route public buses in Bangkok Metropolis and vicinity whereby SMB obtains the licenses to operate fixed route bus business from the Department of Land Transport for 31 routes. 6 subsidiaries of SMB also obtain the licenses to operate fixed route bus business from the Department of Land Transport for 6 routes and one associate company operating the maintenance of the bus of the group with modern technology for the NGV buses which can expand the maintenance services to electric buses in the future.

EST operates the business of fixed route passenger boat transportation in Chao Phraya River whereby EST obtains the licenses from the Marine Department for 2 routes in total of 20 licenses, and in the process of applying for the license for 1 route, which EST will obtain another 3 licenses. EST has one subsidiary which operate the ferry business with internal combustion engine.

Although the Department of Land Transport will grant the license for each route only one operator per 1 route. However, the nature of service provided by SMB and EST may be considered competitors of TSB because passengers can choose to travel by bus or passenger ship in some parts of the same route for replacement. Future, the Department of Land Transport may allocate a new route for the private sector to bid in order to manage the route. It is possible for SMB will participate in the auction when SMB is an indirect subsidiary of Energy Absolute Public Company Limited (EA). SMB is very ready in terms of technology, support budget and personnel.

The valuation of fair value of the ordinary shares of ETH by sum-of-the-part method has the median of 6,151.76 million Baht estimated by Finnex Advisory Company Limited (Financial Advisor)

fair value of the ordinary shares of ETH		Growth Rate of cash flow after the last year of the valuation increase (decrease) from the base case				
		(0.50%)	(0.25%)	-	0.25%	0.50%
Discount rate added (reduced) from the base case	(0.50%)	6,578.56	6,828.78	7,095.82	7,381.44	7,687.65
	(0.25%)	6,132.61	6,362.82	6,607.99	6,869.65	7,149.52
	-	5,713.96	5,926.18	6,151.76	6,392.01	6,648.41
	0.25%	5,320.26	5,516.26	5,724.23	5,945.28	6,180.72
	0.50%	4,949.41	5,130.75	5,322.83	5,526.64	5,743.27

The Company should be considered as follows:

- The partnership between TSB and EMH, a subsidiary of the EA Group, will be a key factor in TSB's expansion success with the goal of developing a mass public transport network. (Single network-single price-single management Project) to connect transport system all over Bangkok and connecting provinces to be one system and expand to a wider area both land and water with the strategy to determine the fare rates that are not too burdensome for the customers such as specifying a one day package fare what can use an electronic card as mutual ticket that can be used with all routes operated by TSB Group without limiting the number of rides per day, a plan to upgrade the transport service quality and increase the confidence in the safety, together with generating additional income from the advertising and other extra revenues which will increase and result in higher return on investment.
- Reduce competitors by switching to business partners.
- From the due diligence of ETH in the financial and accounting (by KPMG) and legal (by Hunton Andrews Kurt (Thailand) Co., Ltd.), the Company has brought the issues let's negotiate and set condition for TSB to acquire ETH in order to reduce risks and maintain the best interests of shareholders.
- The Company expects to receive a return on investment in TSB (IRR) at a rate of 20.31% as a result of the expansion of 71 additional routes, the acquisition of ETH and the acquisition of all shares of EXA and RJR with payback period within 10.6 years (excluding interest income from the Company's lending)

Ms. Omsin Siri Director and Chairman of Executive Committee has invited Legal Advisor, Hunton Andrews Kurt (Thailand) Co., Ltd., clarified additional information from the due diligence of EST and SMB, including important litigation as follows:

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
1	ใบอนุญาตให้เรือกลเดินประจำทาง EST อยู่ระหว่างขอรับใบอนุญาตให้เรือกลเดินประจำทาง สำหรับเรือ MSF18, MSF19 และ MSF20 สำหรับเส้นทาง City Line โปรดพิจารณารายละเอียดเกี่ยวกับใบอนุญาตเพิ่มเติมในส่วนที่ 3 ของรายงานฉบับนี้	ควรกำหนดเป็นเงื่อนไขบังคับก่อนหรือเงื่อนไขบังคับหลังในสัญญาซื้อขายหุ้นให้ผู้ขายดำเนินการให้ EST ได้รับใบอนุญาตให้เรือกลเดินประจำทาง สำหรับ เรือ MSF18, MSF19 และ MSF20 สำหรับเส้นทาง City Line
2	ใบอนุญาตประกอบธุรกิจนำเที่ยว สำนักงานฯ ยังไม่ได้รับใบอนุญาตประกอบธุรกิจนำเที่ยวสำหรับ เรือนำเที่ยว MSF24, MSF25 และ MSF26	ควรกำหนดเป็นเงื่อนไขบังคับก่อนหรือเงื่อนไขบังคับหลังในสัญญาซื้อขายหุ้นให้ผู้ขายดำเนินการให้ EST ได้รับใบอนุญาตประกอบธุรกิจนำเที่ยว สำหรับ เรือ MSF24, MSF25 และ MSF26

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
3	<p>การอนุญาตให้ปักเสาสำหรับผูกจอดเรือ</p> <p>EST ได้รับอนุญาตจากสำนักงานเจ้าท่าภูมิภาคสาขานนทบุรี ให้ปักเสาสำหรับผูกจอดเรือ เป็นระยะเวลา 12 เดือนนับตั้งแต่วันที่ออกหนังสืออนุญาต เพื่อใช้วางทุ่นและเครื่องสำหรับผูกจอดเรือ ดังนี้</p> <ul style="list-style-type: none"> • บริเวณริมแม่น้ำเจ้าพระยา หน้าวัดศาลาลี้ โฉนดที่ดินเลขที่ 154908 ตำบลบางไผ่ อำเภอเมืองนนทบุรี จังหวัดนนทบุรี ซึ่งครบกำหนดวันที่ 9 มีนาคม 2565 • หน้าโฉนดที่ดินเลขที่ 4016 ตำบลท่าทราย อำเภอเมืองนนทบุรี จังหวัดนนทบุรีซึ่งครบกำหนดวันที่ 23 สิงหาคม 2565 • หน้าโฉนดที่ดินเลขที่ 8826 ตำบลไทรมา อำเภอนนทบุรี จังหวัดนนทบุรี ซึ่งครบกำหนดวันที่ 4 มกราคม 2566 • หน้าโฉนดที่ดินเลขที่ 234799 และ 234800 ตำบลไทรมา อำเภอนนทบุรี จังหวัดนนทบุรี ซึ่งครบกำหนดวันที่ 7 เมษายน 2566 	<p>ควรกำหนดเป็นเงื่อนไขบังคับก่อนในสัญญาซื้อขายให้ผู้ขายดำเนินการให้ EST ส่งมอบเอกสารการต่ออายุให้ปักเสาสำหรับผูกจอดเรือสำหรับรายการทั้งหมดอายุ</p>

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
	<p>นอกจากได้รับอนุญาตจากสำนักงานเจ้าท่าภูมิภาคสาขานนทบุรี ให้ปักเสาสำหรับผูกจอดเรือแล้ว EST ยังได้รับอนุญาตจากกลุ่มตรวจการเดินเรือ สำนักความปลอดภัยสิ่งแวดล้อมทางน้ำ กรมเจ้าท่า เป็นระยะเวลา 12 เดือนนับตั้งแต่วันที่ออกหนังสืออนุญาต เพื่อใช้วางทุ่นและเครื่องสำหรับผูกจอดเรือ สำหรับบริเวณริมฝั่งตะวันออกของแม่น้ำเจ้าพระยา หน้าที่ดินโฉนดเลขที่ 4167 แขวงวัดพระยาไกร เขตบางคอแหลม กรุงเทพมหานคร ซึ่งครบกำหนดวันที่ 23 มกราคม 2566</p> <p>ซึ่งจากรายการต่าง ๆ ข้างต้น จะมีการอนุญาตให้ปักเสาสำหรับผูกจอดเรือสำหรับบริเวณริมแม่น้ำเจ้าพระยา หน้าวัดศาลาลี้ โฉนดที่ดินเลขที่ 154908 ตำบลบางไผ่ อำเภอเมืองนนทบุรี จังหวัดนนทบุรี ซึ่งหมดอายุการอนุญาต โดยที่สำนักงานฯ ยังไม่ได้เอกสารการต่ออายุให้ปักเสาสำหรับผูกจอดเรือสำหรับสถานที่ดังกล่าว อีกทั้งการอนุญาตให้ปักเสาสำหรับผูกจอดเรือสำหรับหน้าโฉนดที่ดินเลขที่ 4016 ตำบลท่าทราย อำเภอเมืองนนทบุรี จังหวัดนนทบุรีจะหมดอายุไปอีก 2 เดือนข้างหน้าในวันที่ 23 สิงหาคม 2565</p>	

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
4	หนังสืออนุญาตให้ใช้ท่าจอดเรือ สำนักงานฯ ได้รับเอกสารอนุญาตให้ใช้ท่าจอดเรือกลประจำทาง ท่าจอดพิมาน ท่าวัดอรุณ เท่านั้น อย่างไรก็ตาม สำนักงานฯ ยังไม่ได้เอกสารอนุญาตให้ใช้ท่าจอดเรือกลประจำทางท่าอื่น	ควรกำหนดเป็นเงื่อนไขบังคับก่อนหรือเงื่อนไขบังคับหลังในสัญญาซื้อขายหุ้นให้ผู้ขายดำเนินการให้ EST ส่งมอบหนังสืออนุญาตให้ใช้ท่าจอดเรือท่าอื่น ๆ ตลอดเส้นทางที่ได้รับอนุญาต
5	สัญญากู้ยืมเงิน EST ได้เข้าลงนามในสัญญากู้ยืมเงิน ดังนี้ 1. ADB Facility Agreement โดยมีคู่สัญญา คือ Asian Development Bank วงเงิน 160,000,000 บาท (วงเงินของ Asian Development Bank) และ USD 3,600,000 (วงเงินของ Clean Technology Fund) 2. TEXIM Facility Agreement โดยมีคู่สัญญา คือ Export-Import Bank of Thailand วงเงิน 160,000,000 บาท	เพื่อทราบ และเพื่อพิจารณาเจรจาแก้ไขสัญญา ให้สอดคล้องกับการเข้าทำธุรกรรมในครั้งนี้และ การเปลี่ยน Sponsor

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
	3. JICA Facility Agreement โดยมีคู่สัญญา คือ Japan International Cooperation Agency วงเงิน USD 4,900,000 4. Common Terms Agreement โดยมีคู่สัญญา คือ Asian Development Bank, Japan International Cooperation Agency และ Export-Import Bank of Thailand (ในฐานะผู้ให้กู้, Intercreditor Agent และ Security Agent) 5. Equity Support Deed โดยมีคู่สัญญา คือ EA (ในฐานะ Sponsor) ETH (ในฐานะ Corporate Shareholder) และ Export-Import Bank of Thailand (ในฐานะผู้ให้กู้, Intercreditor Agent และ Security Agent) โดยสัญญาทางการเงินอยู่ภายใต้บังคับของกฎหมายอังกฤษ สำนักงานฯ ได้รับแจ้งว่าปัจจุบัน EST ยังไม่ได้เบิกใช้วงเงินตามสัญญาข้างต้น ทั้งนี้ ในข้อสัญญาทางการเงินมีข้อกำหนดที่จะกระทบต่อการเข้าทำธุรกรรมในครั้งนี้ เช่น	

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
	<ol style="list-style-type: none"> 1. คำรับรองและคำรับประกัน ที่กำหนดให้หุ้นจำนวน 27,999,997 หุ้น หรือคิดเป็นร้อยละ 99.99 ของ ETH ต้องถือโดย EMH 2. ตามสัญญา Equity Support Deed กำหนดให้ EA เป็น Sponsor ซึ่งมีหน้าที่ที่สำคัญ เช่น <ul style="list-style-type: none"> • การชำระหรือจัดให้ ETH ชำระค่า Equity Contribution • การชำระหรือจัดให้ ETH ชำระค่า Battery Replacement Contribution เมื่อการส่งมอบเรือครบกำหนด 5 ปี หลังส่งมอบ หรือ เมื่อครบกำหนดรับประกัน Battery System แล้วแต่เหตุการณ์ใดจะมาถึงก่อน • การค้ำประกันในวงเงิน USD 10,600,000 สำหรับวงเงิน USD และ THB 400,000,000 สำหรับวงเงินบาท • การมีข้อจำกัดการโอนหุ้น อำนาจควบคุม ใน EST ไม่ว่าทางตรง หรือทางอ้อม 	

1. ประเด็นสำคัญ

EST

ที่	ประเด็น	ข้อเสนอแนะ
	<p>นอกจากนี้ มีข้อสังเกต เพิ่มเติม ดังนี้</p> <ol style="list-style-type: none"> 1. ADB Facility Agreement, TEXIM Facility Agreement และ JICA Facility Agreement มีการกำหนดให้จ่ายเงิน Front End Fee ภายในวันที่มีการเบิกถอนครั้งแรก หรือ 60 วันนับจากวันที่ลงนามในสัญญา (วันที่ลงนามในสัญญา 27 เมษายน 2565) แล้วแต่เหตุการณ์ใดจะมาถึงก่อน <p>โดยสำนักงานฯ อยู่ระหว่างสอบถามว่ามีการจ่ายเงิน Front End Fee แล้วหรือไม่แต่ยังไม่ได้รับข้อมูล</p> <ol style="list-style-type: none"> 2. Common Terms Agreement กำหนดให้มี P&L Insurance กรณี เสียชีวิตหรือทุพพลภาพถาวร คนละ 300,000 บาท และ ค่ารักษาพยาบาล คนละ 50,000 บาท ในขณะที่ประกันภัยของ EST เป็นไปตามข้อกำหนดขั้นต่ำของกฎหมาย คือ เสียชีวิตหรือทุพพลภาพถาวร คนละ 100,000 บาท และ ค่ารักษาพยาบาล คนละ 15,000 บาท 	

1. ประเด็นสำคัญ

CRL

ที่	ประเด็น	ข้อเสนอแนะ
6	ใบอนุญาต หรือประกันภัยสินอายุ เจ้าพระยา ริเวอร์ไลน์ 2, 3, 4 และเจ้าพระยาเฟอรี่ มีใบอนุญาตใช้เรือ ใบสำคัญรับรองการตรวจเรือ และประกันสินอายุ นอกจากนี้ สำนักงานฯ ไม่ได้รับใบอนุญาตให้เรือกลเดินประจำทาง เพื่อตรวจสอบ	เพื่อทราบ
7	สัญญาให้บริการเรือรับส่งผู้โดยสาร (เรือข้ามฟาก) จำนวน 2 สัญญา ที่ทำกับบริษัท ไอคอนสยาม จำกัด CRL ได้เข้าทำสัญญาให้บริการเรือรับส่งผู้โดยสาร (เรือข้ามฟาก) จำนวน 2 สัญญา กับบริษัท ไอคอนสยาม จำกัด เพื่อรับจ้างให้บริการเรือขนส่งผู้โดยสาร (สำหรับเส้นทางท่าเรือไอคอนสยาม - ท่าเรือสาทร และเส้นทางท่าเรือไอคอนสยาม - ท่าเรืออาคาร กสท บางรัก ทั้งขาไปและขากลับ) โดยที่ในบันทึกแนบท้ายของสัญญาดังกล่าว บริษัท ไอคอนสยาม จำกัด ได้ยินยอมให้ CRL สามารถโอนสิทธิตามสัญญาฉบับนี้ให้กับ EST ได้หากในวันที่โอนสิทธินั้น EMH ยังคงเป็นผู้ถือหุ้นรายใหญ่ออย่างน้อย 3 ใน 4 ของจำนวนหุ้นทั้งหมดของ EST โดย	เพื่อทราบ (ว่าบริษัท ไอคอนสยาม จำกัด ให้ความสำคัญกับการถือหุ้นของ EMH ถึงขั้นกำหนดให้เป็นเหตุเลิกสัญญา ดังนั้น ในอนาคตหลังการซื้อขายหุ้นเสร็จสมบูรณ์ หากผู้ซื้อต้องการให้ EST รับโอนสิทธิในสัญญาทั้งสองจาก CRL อาจจำเป็นต้องหารือกับบริษัท ไอคอนสยาม จำกัด ต่อไป) และพิจารณากำหนดเงื่อนไขบังคับก่อนในสัญญาซื้อขายหุ้น
	ภายหลังการโอนสิทธิหาก EST มีการเปลี่ยนแปลงผู้ถือหุ้นทำให้ EMH ถือหุ้นน้อยกว่า 3 ใน 4 ของจำนวนหุ้นทั้งหมดของ EMH บริษัท ไอคอนสยาม จำกัด มีสิทธิบอกเลิกสัญญาได้	ให้ผู้ขายดำเนินการให้ CRL ขอความยินยอมจากบริษัท ไอคอนสยาม จำกัด

1. ประเด็นสำคัญ

SMB

ที่	ประเด็น	ข้อเสนอแนะ
8	สัญญาเช่าบางฉบับไม่ได้ติดอากรแสตมป์ จาก Legal Key Issues Report ที่ได้รับ พบว่าสัญญาเช่าจำนวน 5 ฉบับไม่ติดอากรแสตมป์	ควรกำหนดเป็นเงื่อนไขบังคับก่อนในสัญญาซื้อขายหุ้นให้ผู้ขายดำเนินการให้ SMB ดำเนินการให้มีการติดอากรแสตมป์ให้ครบถ้วน และกำหนด

1. ประเด็นสำคัญ

SMB

ที่	ประเด็น	ข้อเสนอแนะ
9	<p>ค่าใช้จ่ายเพื่อการรับรอง</p> <p>จาก Legal Key Issues Report ที่ได้รับ พบว่า มีการทำจดหมายลงวันที่ 1 พฤศจิกายน 2562 เพื่อขอเบิกค่าใช้จ่ายจำนวน 600,000 บาท เพื่อการรับรองเพื่ออำนวยความสะดวกแก่องค์การขนส่งมวลชนกรุงเทพ ในการดำเนินการทำ assignment agreement และออก right certification</p> <p>สำนักงานฯ ได้สอบถามรายละเอียดของการเบิกค่าใช้จ่ายเพื่อการรับรองดังกล่าว และยังไม่ได้รับแจ้งความคืบหน้าใดๆ จากผู้ขาย</p>	<p>เพื่อทราบ / ควรกำหนดในสัญญาซื้อขายให้ผู้ขายให้คำรับรองและรับประกันว่าการเข้าทำสัญญาใดๆ รวมถึงการออกใบอนุญาตของ SMB ถูกต้องและชอบด้วยกฎหมาย รวมถึงให้ผู้ขายต้องขอใช้และรับผิดชอบหาก SBM ได้รับความเสียหายหรือถูกลงโทษจากการที่การเข้าทำสัญญาใดๆ รวมถึงการออกใบอนุญาตของ SMB ไม่ถูกต้องหรือไม่ชอบด้วยกฎหมาย</p>

1. ประเด็นสำคัญ

SMB

ที่	ประเด็น	ข้อเสนอแนะ
10	<p>คดีความ</p> <p>จาก Legal Key Issues Report ที่ได้รับ พบว่า SMB มีคดีความเป็นจำนวนมาก โดยแบ่งเป็น</p> <ol style="list-style-type: none"> คดีที่ SBM ฟ้ององค์การขนส่งมวลชนกรุงเทพ จำนวน 1 คดี คดีที่องค์การขนส่งมวลชนกรุงเทพ ฟ้อง SBM จำนวน 24 คดี (ค่าเสียหายประมาณ 264,400,000 บาท) คดีที่ผู้ประกอบการรายอื่นฟ้อง SMB จำนวน 3 คดี (ค่าเสียหายประมาณ 52,176,885.27 บาท) คดีละเมิดที่ผู้เสียหายฟ้อง SMB จำนวน 1 คดี <p>ทั้งนี้ คดีทั้งหมดไม่กระทบต่อใบอนุญาตในการประกอบธุรกิจของ SMB</p>	<p>ควรกำหนดในสัญญาซื้อขายให้ผู้ขายต้องขอใช้และรับผิดชอบหาก SBM ได้รับความเสียหายหรือถูกลงโทษจากคดีกลุ่มที่ 2 และ 3</p>

Ms. Omsin Siri Director and Chairman of Executive Committee clarified additional information regarding TSB will use the proceeds from the loan to acquire all shares of EXA and RJR with a total value of not exceeding 200 million baht as follows:

Information about the acquisition all shares in EXA and RJR

หน่วย : ล้านบาท	ทุนชำระแล้ว	จำนวนรถ ขั้นต่ำ	จำนวนรถ ขั้นสูง	ราคา DCF	ส่วนลด 40%	ส่วนลด 30%	ส่วนลด 25%	ราคาประเมิน โดย IFA
เอ็กซา โลจิสติกส์ (EXA) 2 เส้นทาง	13	19	53	117.36	70.42	82.15	88.02	40.97 – 50.29
ราชาไรต์ (RJR) 4 เส้นทาง	16	23	64	129.79	77.87	90.85	97.34	121.90 – 141.63
รวม	29	42	117	247.15	148.29	173.01	185.36	162.87 – 191.92

Important assumptions

- 1) Estimated return on the minimum number of licensed of 19 EXA and 23 RJR
- 2) The average fare is estimated at 18.50 baht throughout the projection period (not include the fare increase rate)
- 3) Number of passengers in the year 2022 = 180 passengers / year 2023 = 250 passengers / year 2024 onwards 350 people per car per day
- 4) Advertising income 500 Baht per day, beginning from 2023 onwards, with 50% occupancy and increasing to 75% and 95% in the following year.
- 5) Electricity charge = 5 Baht per unit
- 6) Electricity consumption rate 0.70 Kwh: 1 KM

TSB acquire all shares of EXA and RJR from K. Connect Logistics Company Limited ("KC") or a juristic designated by KC with a value not exceeding 200 million Baht. In this regard, Ms. Kulpornphat is a shareholder of KC in the proportion of 82.85% of KC's paid-up capital

In addition, TSB will use the proceeds from the loan of 2,000 million Baht to partially pay E Bus and working capital.

Information about procurement of E Bus

In this regard, in 2022, TSB has a necessity to make an investment to procure E Bus to meet the minimum number required by the Department of Land Transport as follows: (SMB still does not have a plan to purchase buses in 2022)

Necessity to procure E Bus	Minimum number	Total value
8 existing routes of TSB Group	96	662,400,000
71 new routes of TSB	758	5,230,200,000
2 routes of EXA	19	131,100,000
4 routes of RJR	23	158,700,000
Total	896	6,182,400,000

(by using information as of 31 March 2022 the approximate price per bus of 6,900,000 Baht)

TSB will use funds from loans from the Company amount of 2,000 million Baht and loans from suppliers (supplier credit), as well as loans from financial institutions, which are under discussion in details.

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

Questions from Mr. Phuwanart Na Songkhla, representative from the Thai Investors Association has inquired 1) In agenda 4, the Company purchased ACE's preferred shares from Ms. Kulpornpath Wongmajarapinya. In Agenda 5, the provision of financial assistance to TSB is described, for which the total of ordinary shares and preferred shares of ACE held by Ms. Kulpornpath Wongmajarapinya are placed as collateral. Since Ms. Kulpornpath Wongmajarapinya is also a shareholder in the company, this makes investors wonder how they are related. In addition, the provision of financial

assistance is up to 8,550 million Baht, which is almost equal to the capital increase of 9,315 million Baht; therefore, the amount remaining for the company to use in the business is only 765 million Baht. 2) The Board of Directors is confident that the provision of financial assistance to TSB will be without risk and will affect the company later.

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee: TSB Company is an associate of the Company. It is not another company that is not related. The Company indirectly holds shares in TSB. TSB has an interesting investment project and is in the process of expanding the business to use the money for investment and expanding investments in various projects that have already been presented above. If the Company does not provide financial support to TSB due to various restrictions, what will happen is 1) TSB will have to cancel all projects, due to not receiving financial support from the Company. 2) In case TSB borrows funds from other sources, TSB has to pay interest to the creditor. When the Company receives fund from the specific capital increase, the Company will lend to TSB. The interest received from the loan will be the Company's income. Therefore, if the Company receives funds from this specific capital increase, the Company will lend them to TSB. The interest received from the loan will be the Company's income. The Company will receive interest as income. It is an investment in which the Company will receive interest on loans and dividends as indirect shareholders or 3) If TSB finds another co-investor, some shares must be sold.

The investments involve both visible risks and invisible risks, which are both manageable and uncontrollable risks. The management has always presented the matter to the Board of Directors and received recommendations from all committees of the Company that constitute an offer or a condition for negotiating an agreement for financial assistance to TSB. For the operational risks of TSB, the Company has established a supervisory system for auditing with independent internal auditors and the auditors listed in the SEC Office, including the structure of directors, independent directors or executives, by providing the management of the Company to be a director and executive in TSB as agreed.

Without any additional questions, the moderator requested that the meeting vote. This agenda must be passed by the affirmative vote of not less than three-quarters (3/4) of the total number of shareholders who attend the meeting and have the right to vote. In this regard, Ms. Kulpornpath Wongmajarapinya, who is the holder of 240,788,655 shares of the company, shall not be entitled to vote.

Resolution: The meeting resolved to approve the provision of financial assistance to Thai Smile Bus Company Limited ("TSB") in the amount of 8,550 million Baht, for which the total of ordinary shares and preferred shares of ACE held by Ms. Kulpornpath Wongmajarapinya are placed as the collateral, by vote of at least three-quarters (3/4) of total votes of shareholders attending the meeting and entitled to vote as;

Voting Results

Approved	1,049,143,070	votes	equivalent to	99.2312	of the shareholders attending the meeting and casting vote.
Disapproved	8,128,300	votes	equivalent to	0.7688	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			
Total	1,057,271,370	votes	equivalent to	100.0000	of the shareholders attending the meeting and casting vote.

Agenda 6: Others (if any)

- None -

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. Phuwanart Na Songkhla, representative from the Thai Investors Association: How long will it take to restructure to be a Holding Company and investors have inquired at the Thai Investors Association that the Company is a securities company but has a lot of investment in other businesses. What is the core business of the company?

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee: The Company inquired at the SEC Office and the Thai Stock Exchange about the time frame for restructuring to become a holding company, which is approximately 12 months. The restructuring plan to become a holding company can be done in two ways: 1) Establishing a new company by bringing the new BYD to be listed on SET along with removing the former BYD from SET at the same time and the transfer of shareholders from the existing BYD to the new company took approximately 12 months. 2) Forming a new subsidiary company to apply for an SEC securities business license. Once approved, it will return the former license along with moving personnel, systems, customers, and transactions to the newly established subsidiary company. This method may take more than 12 months, but not more than a year and a half in total. The core business is still the securities business, but most of the investment is in the TSB's public transportation business.

Questions from Mr.Piyapong Prasaththong, a shareholder who attended the meeting in person via electronic media: The Company's restructuring to be a holding Company is the same as Country Group Company or not.

Answers from Ms. Omsin Siri, Director and Chairman of Executive Committee: I don't know in what form the Country Group has been restructured to be a holding company but the Company will be restructured to be a Holding Company which has 2 main businesses, the securities business as the core business and investing in other businesses that are of interest and benefit. The restructuring of the Company's holding company is not necessarily the same as other companies.

Without any additional questions, the chairman gave thanks to the shareholders for giving time to attend this meeting and thanks for all questions and comments that are beneficial to the operations of the Company. The Board of Directors and executives would bring an advantage comment to improve the management to get most of benefit for create growth and sustainability for the Company and would like to close the Extraordinary General Meeting of Shareholders No. 1/2022.

The meeting was closed at 4:55 p.m.

-Signature-

.....
(Asst.prof. Pattanant Petchchedchoo)

Chairman of the Meeting

-Signature-

.....
(Mr. Sumrit Aunjitham)

Company Secretary and the E-AGM Secretary

Section 1. Credentials and Backgrounds of the Nominated Person

Profile of directors retiring by rotation and proposed for re-election



1.1 Asst.Prof.Dr. Pattanant Petchchedchoo	: Appointment to <u>Independent Director</u>
Age (Year)	: 51
Education	: <ul style="list-style-type: none"> • Ph.D. (Accounting): University of Manchester, United Kingdom • Master of Accountancy: Ohio State University, USA • Master of Science in Information Technology in Business : Chulalongkorn University • Master of Business Administration : Assumption University • Bachelor of Accounting : Thammasat University
Training from Thai Institute of Directors (IOD)	: <ul style="list-style-type: none"> • Strategy Formulation and Execution (SFE 27/2016) • Advanced Audit Committee Program (AACP 19/2015) • Risk Management for Corporate Leader (RCL 16/2015) • Director Certification Program (DCP 19/2014)
Appointment as a Director	: 11 November 2019
Number of the year as Director	: 3 Years 6 Months (as of April 2023)
Work Experience in Listed Companies	: <ul style="list-style-type: none"> 2019 – Present Chairman of the Board of Directors / Independent Director / Chairman of the Nomination and Remuneration Committee: Beyond Securities PCL. 2016 – Present Independent Director/Chairman of Audit Committee / Member of Risk Management Committee: Selic Corp PCL. 2020 – Present Chairman of the Board / Independent Director / Member of Audit Committee: Star Sitthi Solution PCL.
The number of companies listed at the director present:	3 Company
Work Experience in Non-Listed Companies / Other entities	: <ul style="list-style-type: none"> 2018 – Present Senior Expert: Federation of Accounting Professions, Dhurakij Pundit University 2018 – Present Vice President for Strategic Alliances:

Dhurakij Pundit University
2019 – Present Director: nForce Secure Co.,Ltd.
2017 – Present Director of the Accounting Professional Committee on Auditing: Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2015 – Present Sub – Committee of Standards on Auditing: Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2013 – Present Sub – Committee of Audit: Deposit Protection Agency

The number of company Non-listed at the director present: 1 Company

Other Position that may cause a conflict of interest with the Company: None

Information of holding ordinary shares in the company : 200,465 Shares

Shareholding (%) : 0.005

Legal disputes in a criminal court case, not a misdemeanor: None

Criteria for nomination director : The Board of Directors has carefully considered the opinion of the Nomination and Remuneration Committee, which has been scrutinized carefully and cautiously, including qualifications, experience and expertise **Asst.Prof.Dr. Pattanant Petchchedchoo** is qualified, knowledgeable, capable and has experience for the Company. Therefore, it was deemed appropriate to propose that the shareholders be elected as directors of the Company.

Attendance in 2022 : Board of Directors 12/12 Times
The Audit Committee 7/7 Times

Relationship for the Nominated Independent Director (As of 31 December 2022)

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years.

- | | |
|--|--------|
| (1) Taking part in the management of being and employee, staff member, advisor who receives a regular salary | : No |
| (2) Being professional services provider | : No |
| (3) Having business relation that is material and could be barrier to independent judgment | : None |



- 1.2 Miss Pathita Milindhajinda**
- Age (Year)** : 28 Years
- Education** : • MSc International Marketing, graduated with Merit : University of Strathclyde, UK
• Bachelor of Faculty of BA in Journalism (Mass Media studies), English program with Second Class Honours : Thammasat University
- Training from** : • Director Accreditation Program (DAP) 184/2021
- Thai Institute of Directors (IOD)**
- Appointment as a Director** : 2 April 2021
- Number of the year as Director** : 2 Years 1 Month (as of April 2022)
- Work Experience in Listed Companies** : 2020 – Present Director (Authorized Director), Executive Committee, Chief Executive Officer (Brokerage Business): Beyond Securities PCL.
- The number of companies listed at the director present:** 1 Company
- Work Experience in Non-Listed Companies / :** None
- Other entities**
- The number of company Non-listed at the director present:** 2 Companies
- Other Position that may cause a conflict of interest with the Company:** None
- Information of holding ordinary shares in the company** : 2,457,830 Shares
- Shareholding (%)** : 0.059
- Legal disputes in a criminal court case, not a misdemeanor:** None
- Criteria for nomination director** : The Board of Directors has carefully considered the opinion of the Nomination and Remuneration Committee, which has been scrutinized carefully and cautiously, including qualifications, experience and expertise **Miss Pathita Milindhajinda** is qualified, knowledgeable, capable and has experience for the Company. Therefore, it was deemed appropriate to propose that the shareholders be elected as directors of the Company.
- Attendance in 2022** : Board of Directors 12/12 Time

**Section 2. Prohibited Characteristics under Notification of the Capital Market Supervisory
Board No. Tor Lor Thor. 8/2557**

Re: Rules on Personnel in the Capital Market Business Notified this 3rd day of June 2014

Prohibited Characteristics Group 1

(having deficiency in legal competency, being subject to legal action under the law governing supervision of capital market, or lacking trustworthiness)

- (1) being under receivership by court order or being a bankrupt;
- (2) being an incompetent or quasi-incompetent person;
- (3) being accused by the SEC Office or being prosecuted as a result of such accusation or

having been imprisoned by the final judgment of a court regardless of whether the infliction of punishment has been suspended, and having been acquitted of the imprisonment or discharged of the probation for less than 3 years. In this regard, the aforementioned action has been preceded only for the offences under the Securities and Exchange Act. 2535 (1992), the Derivatives Act B.E. 2546 (2003) or the Trust for Transactions in Capital Market Act B.E. 2550 (2007) as specified on the list attached hereunder;

(4) being a person whose name the SEC Office has been rejected to put in or has been withdrawn from the database as for directors and executives of securities issuing companies as a result of lacking trustworthiness for being director and executive of the companies thereof, as prescribed by the Notification of the Securities and Exchange Commission concerning Determination regarding Characteristics of Lacking Trustworthiness relevant to Directors and Executives of Companies.

Prohibited Characteristics Group 2

(being accused by the regulator of financial institution, regardless of local or foreign jurisdiction or being prosecuted as a result of such complaint)

(1) being accused by the regulator of financial institution, regardless of local or foreign jurisdiction or being prosecuted as a result of such complaint, or having been imprisoned by the final judgment of a court regardless of whether the infliction of punishment has been suspended, and having been acquitted of the imprisonment or discharged of the probation for less than 3 years. In this regard, the aforementioned action has been proceeded only on the ground resulting from management in the manner of deceit, fraud or dishonesty relating to offences against property which caused damage either to the financial institution or its clients;

(2) having been imprisoned by the final judgment of a court regardless of whether the infliction of punishment has been suspended, and having been acquitted of the imprisonment or discharged of the probation for less than 3 years. In this regard the aforementioned action has been preceded only for the non-compoundable offences about management in the manner of deceit, fraud or dishonesty¹ relating to offence against property;

(3) being a person whose properties have been forfeited by the court's judgment to vest in the State under the law on Counter Corruption, the law on Anti-Money Laundering or other laws in a similar manner, and having been acquitted for less than 3 years as from the date when the court has sentenced thereof;

(4) being considered, by the regulator of financial institution or an agency empowered by law regardless of local or foreign jurisdiction, to possess prohibited characteristics of director, general manager or person responsible for function of position under Clause 4(2) or (3), executive of a financial institution, person responsible for providing consultation on financial services, managing or receiving clients' funds. In this regard, such prohibited characteristics are only on the ground resulting from management in the manner of deceit, fraud or dishonesty relating to offence against property;

- (5) being a person under the following conditions:

(a) his obtaining approval has been suspended or revoked by the SEC Office, or he possesses a characteristic which causes the approval terminated, or he has been being proceeded regarding another matter in a similar manner which causes inability to perform duty as personnel in capital market business or as a director of the derivatives exchange or the derivatives clearing house;

(b) the ground of occurrence under sub clause (a) as a result of performing function in a position which impacts on the suitability for performing function in the position under consideration;

(c) the ground of occurrence under sub clause (a) being commission of offence under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), and the Notifications issued by virtue of such laws regarding management in the manner of deceit, fraud, dishonesty relating to offence against property, or lacking due care, loyalty or practice on code of conduct as a professional.

Prohibited Characteristics Group 3

(In case there is a reasonable ground to believe that demeanors are committed, an unfair act or exploitation of customer investors shareholders or money market or capital market)

(1) having a reasonable ground to believe that there is or was a misconduct against duty or service with reference to loyalty and fairness, lack of responsibility or deliberation as a professional, or a collusion or supporting such demeanors of other persons;

(2) having a reasonable ground to believe that there is or was an unfair act or exploitation of investors in trading capital market products or a collusion or supporting such demeanors of other persons;

(3) having a reasonable ground to believe that there is or was a demeanor of disclosing or distributing information or document which is false and may be misleading or concealing material facts which should be informed clearly and may have an impact on decision making of investors, shareholders or relevant persons, regardless of whether it is information or document submitted to the SEC Office, the Capital Market Supervisory Board, the Securities and Exchange Commission, regulators of financial institutions or investors, or a collusion or supporting such demeanors of other persons;

(4) having a reasonable ground to believe that there is or was a demeanor of negligent act relating to reasonable supervision to prevent juristic person or business under one's management or to prevent staffs under one's supervision (if any) from doing or omitting to do any act in violation or contradiction of the Securities and Exchange Act B.E. 2535 (1992), the Derivatives Act B.E.2546, the Trust for Transactions in Capital Market B.E. 2550 (2007) or the Notifications issued by virtue of such laws, which may cause untrustworthiness of securities business, derivatives business or trust business as a whole, or injury of business reputation, financial status, business operation or its clients;

(5) having a reasonable ground to believe that there is or was a demeanor of lacking practice on code of conduct or standard of conduct relating to securities business or derivatives business which is announced by associations or organizations relating to securities business or derivatives business recognized by the SEC Office, or a collusion or supporting such acts of other persons.

Section 3. Qualifications of Directors under the Public Limited Companies Act B.E. 2535 (1992)

Chapter VI Board of Directors Section 68. A director must be a natural person and:

- (1) coming of age
- (2) not be a bankrupt, an incompetent person or a quasi- incompetent person;
- (3) not have been imprisoned by a final judgment to a term of imprisonment for an offence against property committed dishonestly; and
- (4) not have been punished by an expulsion or removal from the governmental service or a State organization or agency on the ground of corrupt practices in official duties.

Section 4. AEC Definition of Independent Director

Independent Directors are directors who have independence to express their opinions, and must have the qualifications comply with the qualifications of the Company, Securities and/or Exchange Commission, and Stock Exchange Market as follows:

1. Do not hold more than 1% of the total voting share of the company, the parent company, any subsidiary company, any associated company the Company's major shareholder or controlling entity including the shares held by related persons of such independent Director.
2. Is not nor used to be a director that takes part in the management, employees, advisors who receive regular salary from or controlling entity of the Company, the parent company, any subsidiary company, any associate company, major shareholder of the Company or its controlling entity, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the appointment. However, the aforementioned restriction shall not include the case where an Independent Director used to be a government official or an advisor to any government agency which is the Company's major shareholder or controlling entity.
3. Do not have nor used to have business relationship with the company, the parent company, any subsidiary company, any associated company, major shareholder or the Company's controlling entity in such a way which could potentially interfere with his or her discretion. Is not and have never been a significant shareholder or the controlling person of any entities who has a business relationship with the Company, the parent company, any subsidiary company, any associated company, major shareholder or the company's controlling entity, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment.
4. Have not been used to provide professional service which includes legal or financial advisory service for compensation value over Baht 2 million a year to the Company, the parent company, any subsidiary company, any associated company, major shareholder or the Company's controlling entity and is not a significant shareholder, the controlling person or partner to such service provider, except in the case that he or she remains free from the abovementioned characteristics for a period not less than 2 years prior to the date of appointment.
5. Is not nor used to be an auditor of the Company, the parent company, any subsidiary company, associated company, major shareholder or the company's controlling entity and is not a significant shareholder, the controlling person or partner to such audit firm to which the auditor of the Company, the parent company, any subsidiary company, associated company, major shareholder or the company's controlling entity belongs to except in the case that he or she remains free from the abovementioned characteristics for a period of not less than 2 years prior to the appointment.
6. Is not related by blood or by legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child, of any other director, management person, major shareholder, any controlling person or the person to be nominated for a director or management position or a controlling person of the Company or any of the Company's subsidiary.
7. Is not a director appointed as a representative of the Company, a major shareholder, or the shareholder who is a related person of a major shareholder of the Company.
8. Have not been conducting any business that is similar to and significantly competing with the business of the Company or its subsidiaries nor being a significant partner in a partnership or a director that takes part in the management, an employee, an officer or an advisor who received regular pay from or holding more than 1 percent of total voting share of another company whose business is similar to and significantly competing with the business of the Company or its subsidiaries.
9. Not having any other characteristics that prevent the exertion of independent opinion with regard to the Company's business.
10. A person who is able to perform duties, express opinions or report results of performances based on his duties entrusted by the Board of Directors independently

IR PLUS AGM Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 14.5) and Google Play Store (Support since Android 8)



iOS
iOS 14.5 ขึ้นไป



Android
Android 8.0 ขึ้นไป

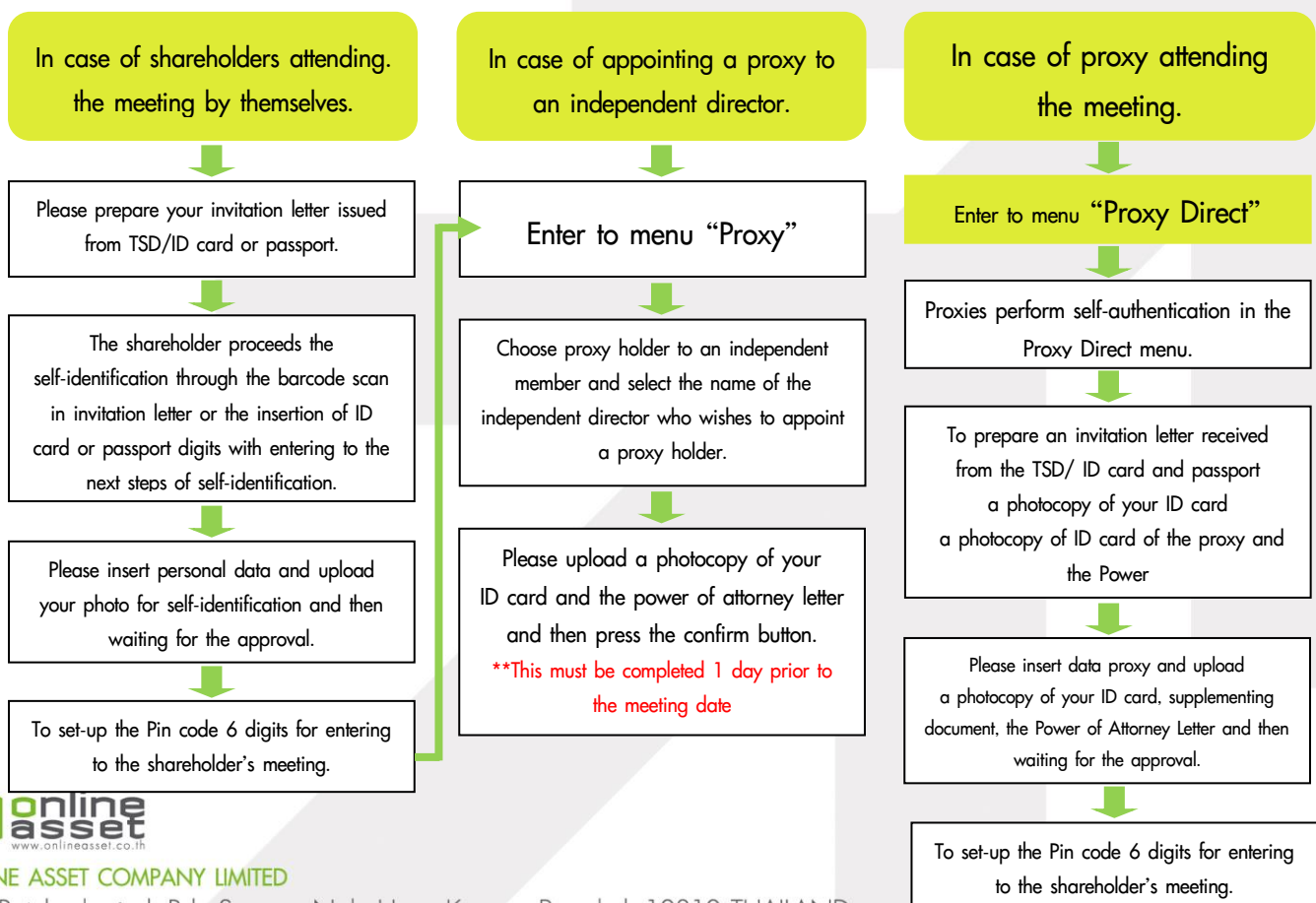


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

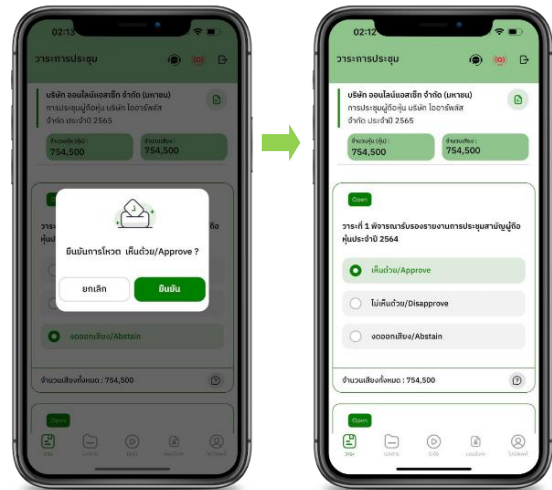
2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.

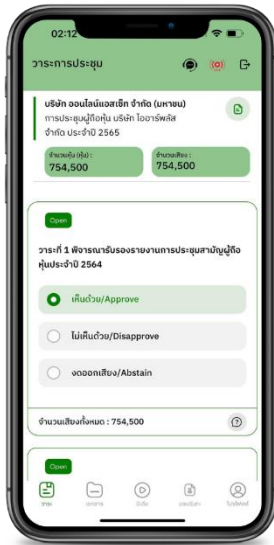






How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.









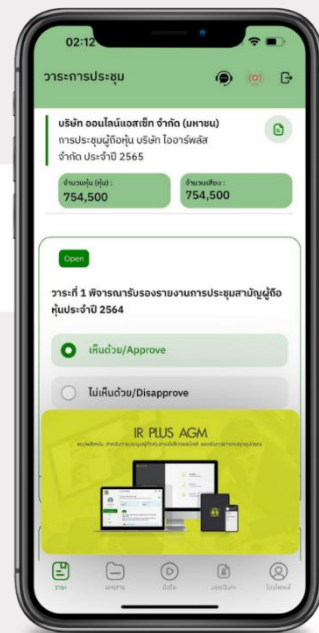
3. Asking question, Text format and VDO Call format



-  In case, Asking questions via VDO Call
Click  that shown on your screen, then type the question.
Then wait for the staff will get back to you.
-  In case, Asking questions via Text
Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

4. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.

Proxy (Form A)

ปิดอากรแสตมป์
20 บาท
Duty Stamp
Baht 20

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)
Being's shareholder Beyond Securities Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง ดังนี้
Holding the total amount of	shares, and have the rights to vote equal to	Votes as follows:
<input type="checkbox"/> หุ้นสามัญ.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Ordinary shares	shares, and have the rights to vote equal to	Votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Preference shares	shares, and have the rights to vote equal to	Votes

(3) ขอมอบฉันทะให้
Hereby appoint

☐ (1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

☐ (2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

☐ (3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

☐ (4) **ผศ.ดร.ศิริเดช คำสุพรหม** กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ ประธานกรรมการกำกับดูแลกิจการที่ดีและบริหารความเสี่ยง
อายุ 49 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 12 ถ.รัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Asst. Prof. Dr. Siridech Kumsuprom, Independent Director, Audit Committee, Nomination and Remuneration Committee and Chairman of Corporate Governance and Risk Committee
49 years old, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang Bangkok 10310

☐ (5) **ดร.เปรมวดี ฟองศิริ** กรรมการอิสระ ประธานกรรมการตรวจสอบ และ กรรมการกำกับการปฏิบัติงาน
อายุ 63 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 12 ถ.รัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Dr. Premvadee Fongsiri, Independent Director, Chairman of Audit Committee and Compliance Committee
62 years old, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang Bangkok 10310

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of these directors is unable to attend the meeting, the other director shall be appointed as a proxy instead of the director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. **ผ่านสื่ออิเล็กทรอนิกส์** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above persons may act as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder No. 1/2023 on Wednesday 26 April 2023 at 10.00 a.m. via electronic media or such other date, time and place if the meeting is rescheduled.

กิจการใดที่ผู้รับมอบฉันทะกระทำการไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed to have been carried out by myself or ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares among several proxies for splitting votes.

แบบหนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

ปิดอากรแสตมป์
20 บาท
Duty Stamp
20 Baht

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)
Being's shareholder of Beyond Securities Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares and have the rights to vote equal to Votes as follows:
☐ หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares and have the rights to vote equal to Votes
☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preference shares shares and have the rights to vote equal to Votes

(3) ขอมอบฉันทะให้บุคคลอื่น
Hereby appoint (shareholder may grant a proxy to the others)

☐ (3.1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
☐ (3.2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
☐ (3.3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

☐ (3.4) ผศ.ดร.ศิริเดช คำสุพรหม กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน
และ ประธานกรรมการกำกับดูแลกิจการที่ดีและบริหารความเสี่ยง
อายุ 49 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 12 ถ.รัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Asst. Prof. Dr. Siridech Kumsuprom, Independent Director, Audit Committee, Nomination and
Remuneration Committee and Chairman of Corporate Governance and Risk Committee
49 years, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang
Bangkok 10310

☐ (3.5) ดร.เปรมวดี ฟองศิริ กรรมการอิสระ ประธานกรรมการตรวจสอบ และ กรรมการกำกับและการปฏิบัติงาน
อายุ 63 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 12 ถ.รัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Dr. Premvadee Fongsiri, Independent Director, Chairman of Audit Committee and Compliance
Committee
62 years, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang
Bangkok 10310

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such directors is unable to attend the meeting, the other director shall be appointed as a proxy instead of the director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above person as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023 at 10:00 a.m., via electronic media, or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ซึ่งได้ประชุมเมื่อ วันที่ 11 สิงหาคม 2565

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2022, held on 11 August 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 2 To acknowledge the Company's performance for the year 2022 ended December 31, 2022

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี 2565 สิ้นสุด วันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve of the financial statements for the year ended December 31, 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 4 พิจารณานุมัติไม่จัดสรรกำไรสุทธิประจำปี 2565 และงดจ่ายเงินปันผล

Agenda 4 To consider and approve non-appropriation of profit for the year of 2022 and omission dividend payment

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) I direct my proxy to cast the vote indicated below:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- ☐ การแต่งตั้งกรรมการทั้งชุด To elect directors as a whole
- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually

5.1 ชื่อกรรมการ Name of Director ผศ.ดร.พัทธนันท์ เพชรเชิดชู (Asst.Prof.Dr. Pattanant Petchchedchoo)

- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

5.2 ชื่อกรรมการ Name of Director นางสาวปัทมา มลิณฑจินดา (Ms. Pathita Milindhajinda)

- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda 6 To consider and approve the directors' remuneration for the year 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 7 To consider and approve the appointment of the auditors and determine the audit fee for the year 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 8 พิจารณานุมัติปรับองค์ประกอบกรรมการจากจำนวน 8 ตำแหน่ง เป็นจำนวน 7 ตำแหน่ง

Agenda 8 To consider and approve the adjustment of the composition of directors from 8 positions to 7 positions

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Others (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|---|-------|--|-------|---|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> งดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้ในการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considered any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/ Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholders in the Supplemental Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)

This supplemental proxy is granted by a shareholder of Beyond Securities Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะ
พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 10.00 a.m., via
electronic media, or such other date, time and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____

Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

วาระที่ _____ เรื่อง _____

Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

วาระที่ _____ เรื่อง _____

Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certified that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/ Shareholder
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

แบบหนังสือมอบฉันทะ (แบบ ค.) (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)
Proxy (Form C) (For foreign shareholders who have custodians in Thailand only)

ปิดอากร
แสตมป์
20 บาท
Duty Stamp
20 Baht

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

- (1) ข้าพเจ้า.....
I/We
สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล / แขวง.....
Office Address Road Tambon/ Khwaeng
อำเภอ/ เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/ khet Province Postal Code
ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ (ผู้ถือหุ้น)
As a Custodian for (Shareholders 'name)
ซึ่งเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)
Being's shareholder of Beyond Securities Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding the total amount of shares and have the rights to vote equal to Votes as follows:
☐ หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares and have the rights to vote equal to Votes
☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preference shares shares and have the rights to vote equal to Votes

- (2) ขอมอบฉันทะให้
Hereby appoint
☐ (2.1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
☐ (2.2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
☐ (2.3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at
ถนน.....ตำบล / แขวง.....อำเภอ/ เขต.....
Road Tambon/ Khwaeng Amphur/ khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

- ☐ (2.4) ผศ.ดร.ศิริเดช คำสุพรหม กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน
และ ประธานกรรมการกำกับดูแลกิจการที่ดีและบริหารความเสี่ยง

อายุ 49 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนากุล ชั้น 12 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310

Asst. Prof. Dr. Siridech Kumsuprom, Independent Director, Audit Committee, Nomination and Remuneration Committee and Chairman of Corporate Governance and Risk Committee
49 years, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang Bangkok 10310

- ☐ (2.5) **ดร.เปรมวดี ฟองศิริ** กรรมการอิสระ ประธานกรรมการตรวจสอบ และ กรรมการกำกับกับการปฏิบัติงาน อายุ 63 ปี ที่อยู่ 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 12 ถ.รัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Dr. Premvadee Fongsiri, Independent Director, Chairman of Audit Committee and Compliance Committee
62 years, 46/7 Rungrojthanakul, 12th Floor, Ratchadaphisek Road, Huai Khwang, Huai Khwang
Bangkok 10310

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะ แทนกรรมการที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such directors is unable to attend the meeting, the other director shall be appointed as a proxy instead of the director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น ด้วย

Any one of the above persons may act as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023, at 10:00 a.m., via **electronic media**, or at such other date, time and place if the meeting is rescheduled.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหน่วยทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant the total amount of shareholding and having the right to vote
- ☐ มอบฉันทะบางส่วน คือ
Grant certain of my/our proxy as follows:
- ☐ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share shares and have the rights to vote equal to votes
- ☐ หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
preference share shares and have the rights to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง
Total voting right votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 11 สิงหาคม 2565

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 11 August 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 2 To acknowledge the Company's performance for the year 2022 ended December 31, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี 2565 สิ้นสุด วันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve of the financial statements for the year ended December 31, 2022.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | Votes | Disapprove | Votes | Abstain | Votes |

วาระที่ 4 พิจารณานุมัติไม่จัดสรรกำไรสุทธิประจำปี 2565 และงดจ่ายเงินปันผล

Agenda 4 To consider and approve non-appropriation of profit for the year of 2022 and omission dividend payment

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | Votes | Disapprove | Votes | Abstain | Votes |

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- ☐ การแต่งตั้งกรรมการทั้งชุด To elect directors as a whole
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล To elect each director individually

5.1 ชื่อกรรมการ Name of Director ผศ.ดร.พัทธนันท์ เพชรเชิดชู (Asst.Prof.Dr. Pattanant Petchchedchoo)

- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

5.2 ชื่อกรรมการ Name of Director นางสาวปัทมา มลิณทจินดา (Ms. Pathita Milindhajinda)

- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 6 To consider and approve the directors' remuneration for the year 2023

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | | | | |
|-----------------------------------|-------|--------------------------------------|-------|-------------------------------------|-------|
| <input type="checkbox"/> เห็นด้วย | เสียง | <input type="checkbox"/> ไม่เห็นด้วย | เสียง | <input type="checkbox"/> จดออกเสียง | เสียง |
| Approve | votes | Disapprove | votes | Abstain | votes |

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 7 To consider and approve the appointment of the auditors and determine the audit fee for the year 2023

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้

(b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐ งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณานุมัติปรับปรุงองค์ประกอบกรรมการจากจำนวน 8 ตำแหน่ง เป็นจำนวน 7 ตำแหน่ง

Agenda 8 To consider and approve the adjustment of the composition of directors from 8 positions to 7 positions

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้

(b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐ งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Others (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้

(b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐ งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considered any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Shareholder
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following documents shall be attached with the Proxy Form:
 - a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholders in the Supplemental Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

Supplemental Proxy Form C

(For foreign shareholders who have custodians in Thailand Only)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)

This supplemental proxy is granted by a shareholder of Beyond Securities Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะ
เปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 10.00 a.m., via electronic media, or such other date, time and place if the meeting is rescheduled.

วาระที่ _____ เรื่อง _____
Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

วาระที่ _____ เรื่อง _____
Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

วาระที่ _____ เรื่อง _____
Agenda _____ Re: _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) I direct my proxy to cast the vote indicated below:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve | Votes | Disapprove |
| | Votes | Abstain |
| | Votes | Votes |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certified that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signed ผู้มอบฉันทะ/ Shareholder
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่/ Date

Privacy Notice

for the Annual General Meeting of Shareholders for the Year 2023

Beyond Securities Public Company Limited (“the Company”) inform the shareholders, proxy holders and referred persons of our compliance with the Personal Data Protection Act B.E. 2562 (the “PDPA”) as follows.

1. Personal Data Collected

It is necessary for the Company to collect your personal data i.e. name, surname, address, telephone number, photo, identification number, shareholder registration number and information related to the use of electronic systems such as email and IP Address in case of online meeting.

For the purpose of identity verification, we may request copy of your identification document such as identification card or other document which may contain sensitive personal data such as religion. We, therefore, request you to redact such sensitive personal data. Otherwise, you authorize us to redact such sensitive personal data. In any case, the relevant personal identification document remains in full force and effect. In the event that we are unable to redact such sensitive personal data due to restrictions, the Company confirms that the aforementioned operation is solely for the purpose of identity verification, and the company has no intention to collect, gather, or use any sensitive personal information.

2. Collection of Personal Data

In the direct collection of your personal data, we will use the personal data only as necessary and in accordance with the specified purposes. In addition, we may, only as necessary and in accordance with law, collect your personal data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD).

3. Purposes for the Collection

Use and Disclosure of Personal Data The Company collect, use, and disclose your personal data for the purposes of calling and convening the Annual General Meeting of Shareholders for the Year 2023 only as required by law. Therefore, we will collect, use, and disclose your personal data and the referred person such as director without your consent as authorized by the PDPA, for the legitimate interests of the Company or any other persons or juristic persons and for compliance with law to which we are subjected.

4. Personal Data Retention Period

The Company will retain your personal data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. In the case that it is not possible to specify the personal data retention period, the Company will retain the personal data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Your Rights as a Data Subject

You have the rights as stipulated in the PDPA i.e. right to withdraw your consent; right to access, copy and disclosure of how we collect your personal data; right to correct, delete, destroy or anonymize personal data; right to request suspension of the processing of personal data; right to transfer personal data; right to complaint non-compliance with law, right to dissent to the processing or disclosing of personal data and right to be informed of changes to this Privacy Notice.



6. Disclosure of Personal Data to Third Party

The Company may be required to disclose personal data to other persons or juristic persons or regulatory authorities as necessary in connection with the purposes contained herein such as technology service provider, regulators or government agencies or by the order of regulatory officials. The Company may also disclose your personal data to the public as required by law or by good corporate governance principles, such as in the Minutes of Annual General Meeting of Shareholders.

7. Contact channels

Enquiries or questions on the personal data protection can be addressed to the following channels:

Beyond Securities Public Company Limited
46/7 Rungrojthanakul, 11th, 12th Floor, Ratchadaphisek Road,
Huai Khwang, Huai Khwang, Bangkok 10310

e-mail: ir@beyondsecurities.co.th

Data Protection Officer (DPO) at: DPO@beyondsecurities.co.th