

**Invitation to the Extraordinary General Meeting of  
Shareholders No. 1/2021**

**AEC Securities Public Company Limited**

Friday 23 July 2021 at 14.00 a.m.



**Via teleconference through electronic meeting (E-EGM)**



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Ref. No. AEC 168/2021

9 July 2021

**Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021**

**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 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 Annual General Meeting of Shareholders for the year 2021
5. The details and guidelines for attending the E-EGM
6. Registration form for attending the E-EGM through Electronics Meeting
7. Proxy Form A
8. Proxy Form B (Form B is recommended)
9. Proxy Form C

The Board of Directors of AEC Securities Public Company Limited ("**the Company**") invites you to attend the Extraordinary General Meeting of Shareholders No. 1/2021 ("**the EGM**") will be held on Friday 23 July 2021 at 14.00 hrs. via teleconference through electronic meeting (E-EGM) to consider agenda as follows agenda;

**Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2021, held on 20 May 2021.**

**Fact and Reasons:** The Company held the Annual General Meeting of Shareholders for the year 2021, held on Thursday 20 May 2021 and submitted the minutes of the meeting to the Stock Exchange of Thailand ("SET") within 14 days and to the Ministry of Commerce as required by laws. Moreover, the said minutes has already been uploaded on the Company's website at [www.aecs.com](http://www.aecs.com) for acknowledgement and examination of its 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 Annual General Meeting of Shareholders for the year 2021, held on Thursday 20 May 2021 were correctly and accurately recorded in accordance with the resolutions of the 2021 Annual General Meeting of Shareholders, thus, the Board of Directors deemed it appropriate to propose that the EGM adopts the Minutes of the 2021 Annual General Meeting of Shareholders.

**Resolution:** 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 consider and approve the cancellation of the resolution of the Annual General Meeting of Shareholders regarding the capital reduction by reducing the par value.**

**Facts and reasons** : As the Company has been approved by the 2021 Annual General Meeting of Shareholders on 20 May 2021 to reduce the registered capital and paid-up capital of the Company by reducing the par value of the Company's shares (par value reduction) from the existing par value of 5 Baht per share to the par value of 1 Baht per share to compensate for the share discount of 4,526,110,249.35 Baht and the accumulated loss of the Company of 855,897,658 Baht ,by reducing the registered capital in the amount of 7,337,411,048 Baht from the amount of 9,171,763,810 Baht to the amount of 1,834,352,762 Baht and reducing the paid-up capital in the amount of 5,713,162,040 Baht from the amount of 7,141,452,550 Baht to the amount of 1,428,290,510 Baht ("**Reduction of Registered Capital and Paid-Up Capital of the Company**").

The Company deems appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 ("**Shareholders' Meeting**") to consider and approve the cancellation of the reduction of registered capital and paid-up capital of the Company as approved by the 2021 Annual General Meeting of Shareholders with the following reasons:

1. The impact on debt repayment or procuring collateral for such debts and the protection of the rights and interests of the Company under the law from the fact that the judgment creditors' exercise their rights to object to the Reduction of Registered Capital and Paid-Up Capital of the Company.

After obtaining the resolution of the 2021 Annual General Meeting of Shareholders, the Company has proceeded with the capital reduction by delivering the notice to notify a resolution on the capital reduction by a registered mail to all creditors who the Company acknowledged, including the judgement creditors, so that the creditors can exercise the right to object to the reduction of capital within 2 months from the date of receiving that letter from the Company according to Section 141 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments) ("**Public Company Limited Act**"). As such, it is found that during the capital reduction objection period, many creditors of the Company who are plaintiffs in the lawsuits that are still on trial by the court have submitted letters objecting the capital reduction to the Company. In this regard, if the Company continues to reduce its registered capital and paid-up capital, the Company must negotiate with the objecting creditors to perform debt repayment or procure collateral for such debt in accordance with the terms of Section 141 of the Public Limited Companies Act. The Company has considered that negotiating with the objecting creditors to settle debt or procure collateral may negatively affect the Company's litigation as the lawsuits are not yet final and may cause the Company to utilize working capital or assets for debt repayment or procuring

collateral instead of for business benefits, which will have a negative impact on the Company and its shareholders as a whole rather than the benefits from the reduction of the company's registered capital and paid-up capital. In addition, in the event that negotiations with the objecting creditors are unsuccessful, the Company will not be able to register the capital reduction with the Department of Business Development, Ministry of Commerce as a result of the provisions of the law mentioned above.

2. The impact on receiving tax privileges from accumulated losses

In tax perspective, the retained losses of the Company can benefit the company. In other words, the Company shall be exempted from the corporate income tax for not exceeding 5 accounting periods, in the case that the Company can generate profit.

Since the reduction of the registered capital and paid-up capital of the Company is only offsetting the numbers in accounting, the Company will still be able to receive such tax benefits even though the company did not reduce its registered capital and paid-up capital. However, according to the Company's separate financial statements for the three-month period ended 31 March 2021, which have been reviewed by the Company's certified public accountant, it appears that the company has accumulated accounting loss of 920.29 million Baht.

However, the cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company will prevent the Company from paying dividends to shareholders until the Company can wipe out the accumulated losses and have profits sufficient to pay dividends to shareholders.

3. The impact on the benefits of the holders of the Warrant Representing the Rights to Subscribe for the Ordinary Shares of AEC Securities Public Company Limited No. 6 (AEC-W6) (the "**AEC-W6 Warrants**")

The cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company will prevent risks that may affect the benefits of the holders of the AEC-W6 Warrant. In other words, If the Company has proceeded to reduce the registered capital and paid-up capital of the Company and compensate for all accumulated losses then the holders of the AEC-W6 Warrants exercise their right to subscribe for the ordinary shares at the exercise price derived from calculation specified in Terms and Conditions Governing the Rights and Obligations of the Issuer and the Holders of the Warrants to Purchase the Ordinary Shares of the AEC Securities Public Company Limited No.6 (AEC-W6) (the "**Terms and Conditions**"), which is lower than the par value. This may result in the Company being unable to register an increase in paid-up capital for the newly issued

ordinary shares that accommodate the exercise of the AEC-W6 Warrants. In other words, the holders of AEC-W6 Warrants will not receive newly issued ordinary shares from the exercise of the AEC-W6 Warrants in the event that the exercise price calculated as specified in the Terms and Conditions lower than the par value at the time of exercise. However, the Company still has a duty to comply with the Terms and Conditions throughout the term of the AEC-W6 Warrants to adjust the price and exercise ratio upon any event as stipulated in the Terms and Conditions, in order to maintain the benefits of the holders of the AEC-W6 Warrants not to be inferior. If the Company is unable to register the increase in paid-up capital for the newly issued ordinary shares in accordance with the exercise of the holders of the AEC-W6 Warrants, the Company will be violating the Terms and Conditions and may incur damages incurred to the holders of the AEC-W6 Warrants.

However, the Company is still in the process of formally discussing the aforementioned issues with the Department of Business Development, Ministry of Commerce to obtain a clear and written conclusion because the company wants to prevent risks that may arise from the inability to register the increase in paid-up capital in such cases.

#### 4. The impact on shareholders' equity

The cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company only affects the accumulated loss, share discount, and surplus from the par value reduction, as detailed in the comparison table below, but doesn't affect the value of the shareholders' equity in any respect. This is because the Reduction of Registered Capital and Paid-Up Capital of the Company is only a deduction of accounting numbers.

However, the Company's issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) during 11 to 17 June 2021 (5 business days in total) of 2,856,507,613 shares at the offering price of 0.35 Baht per share. As a result, the shareholders' equity is more than 50 percent of the paid-up capital. This is not considered an event that may affect the financial status and business operations of the Company as stipulated in the Regulations of the Stock Exchange of Thailand Re: Measures to Take Action in Case of Listed companies Encountering Events that may Affect Their Financial Status and Business Operations B.E. 2561 (including any amendments). The company will coordinate with the Stock Exchange of Thailand in order to continue to qualify for the relevant criteria considering the release of the C mark.



The cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company will finally result in the par value of the Company's shares equivalent to 5 Baht per share (which is the latest par value after registration for the change in the par value of the company's shares by means of reverse stock split (share consolidation) as approved by the 2021 Annual General Meeting of Shareholders) from the past that the par value of the company's shares had to reduce to the value of 1 Baht per share, which will affect in accounting only and does not have any negative impact on the actual financial status of the Company. In addition, the cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company does not affect the number of shares of the Company and isn't related to the liquidity or price of the securities of the Company that are traded on the SET in any respect because such liquidity or price of the securities of the Company is according to the mechanism of the SET, which is a secondary market for trading and other factors.

In this regard, the comparison table of the amount of capital and the number of shares of the Company between the case of the Reduction of Registered Capital and Paid-Up Capital of the Company and the cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company will be as follows:

Details	<b><u>Reduction</u> of Registered Capital and Paid-Up Capital of the Company</b>		<b><u>Cancellation</u> of Reduction of Registered Capital and Paid-Up Capital of the Company</b>
	<b>Information as Proposed and Approved by the 2021 Annual General Meeting of Shareholders</b>	<b>Information After Registration with the Ministry of Commerce*</b>	
Registered capital	1,834,352,762 Baht	1,834,352,762 Baht	9,171,763,810 Baht
Paid-up capital	1,428,290,510 Baht	1,436,172,145 Baht	1,436,172,145 Baht
Par value (Per Share)	5 Baht	5 Baht	5 Baht
Number of Registered Shares	1,834,352,762 shares	1,834,352,762 shares	1,834,352,762 shares
Number of Paid-Up Capital	1,428,290,510 shares	1,436,172,145 Baht	1,436,172,145 shares
Share Surplus (Discount)	0 Baht	(33,519,862.27) Baht	(4,559,582,397.72) Baht
Surplus from Share Devaluation	311,154,132.65 Baht	331,201,846.55 Baht	-
Accumulated loss	0 Baht	0 Baht	855,897,658 Baht
Legal reserve	0 Baht	0 Baht	0 Baht
Total Shareholders' Equity	1,759,444,643 Baht	1,685,784,368.28 Baht	1,685,784,368.28 Baht



**Remark:** Based on the information from the Company's separate financial statements ending 31 December 2020 that have been audited by the Company's certified public accountant in conjunction with the information that has been registered with the Department of Business Development Ministry of Commerce as of 12 July 2021, which is the information after the following registration, respectively:

1. The increase in paid-up capital of 2,856,507,613 Baht from the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) during 11 to 17 June 2021 (total 5 business days) of 2,856,507,613 shares at a par value of 1 Baht at the offering price of 0.35 Baht per share (equivalent to 73,406 newly issued ordinary shares remaining after the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) with a par value of 1 Baht per share);
2. The increase in paid-up capital of 39,481,581 Baht, for 39,481,581 newly issued ordinary shares with a par value of 1 Baht per share from the exercise of rights under the AEC-W6 Warrants on 30 June 2021 at the exercise price of 0.151 Baht per share; and
3. The change in the par value of the Company's shares by combining the par value (par consolidation) from the original par value of 1 Baht per share to a par value of 5 Baht per share.

**The Board of Directors' opinion:** After due consideration of the above reasons for the utmost benefits of the Company and its shareholders, the Board of Directors' meeting deems appropriate to propose to the Shareholders' Meeting to consider and approve the cancellation of the Reduction of Registered Capital and Paid-Up Capital of the Company.

**Resolution:** The resolution in this agenda requires the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 3** **To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name.**

**Fact and Reasons:** In Conforming with the business plan of the Company, was proposed that the EGM consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name as follows:

	<b><u>Name in Thai</u></b>	<b><u>Name in English</u></b>	<b><u>Name of Securities *</u></b>
<b>Former name</b>	บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน)	AEC Securities Public Company Limited	AEC
<b><u>New name</u></b>	บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)	<b>Beyond Securities Public Company Limited</b>	<b>BYD</b>

**Remark:** \* The Company would like to inform the resolutions of the Board of Director's meeting no. 8/2021 held on 16 June 2021 has considered and approved the change of the Name of Securities symbol from "AEC" to "BYD" to be in line with the change of the Company name.



In addition, to reflect the change of the Company name was proposed that the EGM consider and approve the amendment to Clause 1 of the Company's Memorandum of Association to reflect the change of Company's name, by cancelling the former wording and adopting the following wordings in replacement thereof:

**"Clause 1. Name of the Company "บริษัทหลักทรัพย์ บียอนด์ จำกัด (มหาชน)"**

**And name in English      Beyond Securities Public Company Limited"**

In addition, to reflect the change of the Company name was proposed that the EGM consider and approve the Amendment to the Company's Articles of Association in Article 1. and 2. In chapter 1 – General concerning the Company's name, and in Article 44. In Chapter 8 – Miscellaneous concerning the company's seal, by adopting the following wordings in replacement of former ones:

<b>The Company's Articles of Association</b>	
<b>Existing wording</b>	<b>Proposed amendment</b>
<b>Chapter 1. General</b>	
Article 1. These articles of Association shall be called the Articles of Association of AEC Securities Public Company Limited	Article 1. These articles of Association shall be called the Articles of Association of Beyond Securities Public Company Limited
Article 2. The Term "Company" under these articles of Association shall mean AEC Securities Public Company Limited	Article 2. The Term "Company" under these articles of Association shall mean Beyond Securities Public Company Limited

The Company's Articles of Association	
Existing wording	Proposed amendment
Chapter 1. General	
Chapter 8. Miscellaneous	
<p>Article 44. The company's seal shall be as affixed below</p> 	<p>Article 44. The company's seal shall be as affixed below*</p> 

In this regard, the Board of Director was proposed the EGM consider and approve delegation of the authority to the Chief Executive Officer and / or persons assigned by the Chief Executive Officer to registration of the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association with Department of Business Development, Ministry of Commerce, to sign statements in documents application in order to effectuate and to amend or add wording, contact, provide information and take any necessary actions as instructed by the registrar.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the EGM approves the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name, including the delegation of relevant powers as proposed in all respects.

**Resolution:** 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 amendment and review of the Company's Dividend Payment Policy**

**Objectives and Reason** : The Company would like to inform the resolutions of the Board of Director's meeting no. 8/2021 held on 16 June 2021, which has considered and reviewed the dividend payment policy of the Company and resolved to propose to the EGM to consider and approve the amendment and review of the Company's dividend payment policy. The details are as follows:

<b><u>The Company's dividend payment policy</u></b> <b>(Current)</b>	<b><u>The dividend payment policy</u></b> <b>(Proposed)</b>
The Company has a policy of paying dividends to shareholders at 75 percent of the net profit for each year. The Board of Directors has the authority to waive this policy or change the policy at their discretion. However, such actions must be for the maximum benefit of the shareholders, such as the necessary use of capital to service any remaining debt, the use of capital to expand the Company's business or to prepare for any changes in the economy and the market that can have an effect on the liquidity of the Company.	The Company has a policy of paying dividends to shareholders at 50 percent of the net profit for each year and to deduct all types of reserves as specified in the Company's Articles of Association as required by law.  However, such dividend payment is subject to change. This will depend on cash flows, investment plans, conditions and contractual terms to which the Company is bound, including any future legal limitations, necessity and suitability.

**Opinion of the Board of Directors:** The Board of Directors has considered and deemed appropriate to propose to the EGM to consider and approve the amendment and review of the Company's Dividend Payment Policy.

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

**Agenda 5 To consider other matters (if any)**

In addition, the Board of Directors resolved to approve to delegation of authority to the Executive Committee to perform any acts including issuance of a notice of meeting, change of date, time, venue, method and/or other details in relation to convening the Extraordinary General Meeting of Shareholders No. 1/2021, including to amend the agenda of the Extraordinary General Meeting of Shareholders No. 1/2021 as deemed necessary as permitted by laws.



The Company determined the shareholders' name who will have the rights to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on 5 July 2021. (Record Date).

Due to the situation of the Coronavirus 2019 (Covid-19) epidemic, the Company is aware and cares about the health and safety of shareholders and attendees. Including those who are extremely involved in the meeting via teleconference through electronic meeting (E-EGM). The Electronic Conference and Voting Manual (E-EGM) appears in Enclosure 5 and the registration form for Electronic Conferencing. (E-EGM) appears in Enclosure 6, however, the company apologizes for any inconvenience caused on this occasion.

In the event that a shareholders who are unable to attend the Meeting in person and wish to appoint a proxy to attend the Meeting and vote on their behalf, are requested to use either Proxy Form A or Form B as appear in Enclosure 7, 8 and 9, while the 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.aecs.com](http://www.aecs.com). 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 as address 63 Athenee Tower, 17th Fl., Unit No. 1701, 1705-1707, Wireless Road, Lumpini, Pathumwan, Bangkok 10330) within 20 July 2021, would be highly appreciated.

The shareholders of AEC Securities Public Company Limited are cordially invited to participate in the Meeting of the date and time stated above.

Sincerely yours,

A handwritten signature in black ink, appearing to be 'M.R. Somlabh Kitiyakara', written in a cursive style.

(M.R. Somlabh Kitiyakara)  
Chairman of the 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 from 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 arranged 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.

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**Documents and evidences required for attending the Meeting and  
Procedures for attending of the Meeting of Shareholders  
AEC 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 for making the exception in submitting such documents or evidential documents showing the status of each shareholders 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 or 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 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 a for the attention Office of Directors and Company Secretary, 63 Athenee Tower 17<sup>th</sup> Floor, Unit No. 1701, 1705-1707 Wireless Rd., Lumpini, Pathumwan, Bangkok, 10330 by 14 July 2021 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 12.00 a.m. until the time when the meeting is scheduled at 14.00 a.m. via teleconference through electronic meeting (E-EGM).

#### **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 2021 Annual General Meeting of Shareholders via the Company's website from 16 November 2020 - 15 January 2021 according to the principle of good corporate governance for listed companies; however, there was no shareholders proposing the list of persons for consideration to be elected as directors of the Company.

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.

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

If the shareholders wishes to appoint one of the Company's Independent Directors as his or her proxy to attend the Meeting and cast votes on his or her behalf. The Company hereby announces that the Independent Directors which has no interest in this meeting. Nor relative of the executive or major shareholder of the Company as well as those involved in the administration is a professional service provider and no business relationship with the Company. List of Independent Directors propose to be appointed as proxy as follows:

<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Address</b>	<b>Interest in the agenda item</b>
1. Ms. PATTANANT PETCHCHEDCHOO	<ul style="list-style-type: none"> <li>▪ Independent Directors</li> <li>▪ Vice Chairman of the Board of Directors</li> <li>▪ Chairman of the Audit Committee</li> <li>▪ Member of the Risk Management Committee</li> </ul>	50	17 <sup>th</sup> Floor Room 1701, 1705-1707, Athenee Tower, 63 Wireless Rd., Lumpini, Pathumwan Bangkok 10330	- None -
2. Mr. SIRIDECH KUMSUPROM	<ul style="list-style-type: none"> <li>▪ Independent Directors</li> <li>▪ Member of the Audit Committee</li> <li>▪ Member of the Nomination, Remuneration and Corporate Governance Committee</li> </ul>	48	17 <sup>th</sup> Floor Room 1701, 1705-1707, Athenee Tower, 63 Wireless Rd., Lumpini, Pathumwan Bangkok 10330	- None -
3. Ms. PREMVADEE FONGSIRI	<ul style="list-style-type: none"> <li>▪ Independent Directors</li> <li>▪ Member of the Audit Committee</li> <li>▪ Member of the Nomination, Remuneration and Corporate Governance Committee</li> </ul>	61	17 <sup>th</sup> Floor Room 1701, 1705-1707, Athenee Tower, 63 Wireless Rd., Lumpini, Pathumwan Bangkok 10330	- None -

Minutes of Annual General Meeting of Shareholders 2021  
of  
AEC Securities Public Company Limited

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**Date, Time and Place**

The General Meeting of Shareholders for the year 2021 via Electronic (the “E-AGM”) was broadcast on Thursday, May 20, 2021 at 10.00 A.M. from AEC Securities Public Company Limited (“Company”) at 63 Athenee Tower 17th Floor, Unit Room 1701, 1705 – 1707 Wireless Road, Lumpini, Pathumwan, Bangkok.

**Name list of directors present**

- |    |                                    |  |
|----|------------------------------------|--|
| 1. | Asst.prof. Pattanant Petchchedchoo | Independent Director<br>Vice Chairman<br>Chairman of Audit Committee<br>Member of Risk Management Committee  |
| 2. | Dr.Premvadee Fongsiri              | Independent Director<br>Member of Audit Committee<br>Chairman of Nomination Remuneration and Corporate Government Committee  |
| 3. | Asst.prof. Siridech Kumsuprom      | Independent Director<br>Member of Audit Committee<br>Chairman of Risk Management Committee<br>Member of Nomination Remuneration and Corporate Government Committee |
| 4. | Ms.Omsin Siri                      | Director and Chief Executive Officer<br>Member of Nomination Remuneration and Corporate Government Committee<br>Member of Risk Management Committee                |
| 5. | Ms.Phone Soonsawad                 | Director and Executive Director<br>Member of Risk Management Committee   |
| 6. | Ms. Pathita Milindhajinda          | Director and Chief Operating Officer   |

**Name list of directors absent**

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

The Board of Directors consists of 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. Paisit Keanchan        | Chief Executive Officer                   |
| 2. Ms. Rachaya Kantamaturapod | Executive Director                        |
| 3. Mr. Saisamorn Duangmanee   | Chief Financial Officer                   |
| 4. Mr. Netchanok Anawan       | Vice President of Financial Department    |
| 5. Ms. Chorpaka Thammasarn    | Assistant Company Secretary               |
| 6. Mr. Surapak Khampleumjit   | Vice President of Legal Department        |
| 7. Ms. Sasivimol Thesaphu     | Company Secretary and the E-AGM Secretary |

**External Auditor from Marzars Company Limited**

1. Ms. Wannawat Hermacharat
2. Ms. Jiraporn Pinitnorachai
3. Ms. Supitsara Jitpalo

**Legal Consultant for Capital Restructuring from Hunton Andrews Kurth (Thailand) Company Limited**

1. Ms. Yaowaroj klinboon
2. Mr. Teerasak petpaiboon
3. Ms. Pasine Jirawitwat

**Independent Legal Advisor from Tinnakit Company Limited**

1. Mr. Wichan Kittirattanapan

**Member of Thai Investors Association**

1. Mr. Apisit ruengsamanmaitree

**Introductory Proceedings at 10.00 AM.**

Ms. Sasivimol Thesaphu, Company Secretary and the E-AGM Secretary ("The meeting moderator") welcomed the shareholders to Annual General Meeting year 2021 ("The meeting") of AEC Securities Public Company Limited ("Company") and explained why the board of director decided to held on the Annual General Meeting year 2021 by Electronic (E-AGM).

**Quorum Announcement**

The meeting moderator informed that there were 3 shareholders attending in person in the amount of 1,688,900 shares and 22 proxies with the amount of 3,507,922 shares. The total number of shareholders attending the meeting was 25, totaling 3,508,746,822 shares or equal to 81.89 which were more than one-third of all the issued shares of the Company which totaled 1,224,249,008 shares. The quorum was full according to Section 31 of the Articles of Association which states that "In order to hold the meeting of shareholders, there shall be

shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of issued shares of the company”.

The meeting moderator introduced members of board of directors and informed that Mom Rajawongse Somlabh Kitiyakara, Chairman of the Board and Independent Director, was unable to attend due to illness. According to the section 104 of the Public Limited Companies Act. B.E. 2535 (as amended) (“the PLC Act”), chapter 7, Meetings of Shareholders state that “The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting.” The company would like to informed to the meeting that Asst.prof. Pattanant Petchchedchoo, Vice Chairman shall preside over the Annual General Meeting year 2021 (“Chairman”)

After that the meeting moderator introduced Executive Director, Auditor, Legal Consultant for Capital Restructuring, Legal Advisor and Member of Thai Investors Association and clarified the guidelines for E-AGM 2021 by clarifying details and procedure of electronic meeting and voting as follows;

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

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

**Voting Procedure by company E-AGM**

- 3.1) The E-Voting windows tap would show for voting in limit time for each agenda.  
(1 Minute) when shareholder click to vote there will show pop-up to confirm voting. Please select OK to confirm the vote.
- 3.2) Changing vote, shareholder must click to voting again. However, if the agenda has been closed for voting, shareholders will not be able to vote or change their vote.  
Shareholder, who are join the meeting via mobile or Tablet. Please switch a program from Zoom to Chrome for voting in E-Voting Manu.
- 3.3) When the shareholder completely voted, please
- 3.4) Back to E – meeting windows (Zoom) for continue meeting.
- 3.5) The votes are collected by counting from E-Voting system and a voting who voted in advance via proxy form.

- 4) The stakeholder has no right to vote on that agenda but able to vote for the election of directors.
- 5) In case of equal votes, the Chairman shall cast a deciding vote.
- 6) The proxy who is not state to vote by proxy form from shareholder, the proxy please vote as per above process.
- 7) If the shareholder already cast their votes in the proxy form, the company will be recorded and the proxy can attend the meeting without voting again.
- 8) In counting the votes, the system will deduct "Disapproved" and "Abstained" out of all votes, and the remaining votes will be regarded as "Approving" votes in the agenda without opposition or abstentions, the meeting will be considered resolution unanimously. However, if any agenda takes a long time for vote counting, the chairman will ask the meeting to consider the next agenda to continue the meeting. When the staff has finished counting the votes, they will inform results.
- 9) When completion of the consideration of each agenda, the Chairman will allow the shareholders to ask related to that agenda and ask the meeting to vote. And then, the secretary of the meeting will inform the summary of the voting results for each agenda.
- 10) For the continuity and speed of considering each agenda, shareholders or proxies are asked to type questions or suggestions related to the agenda being considered by typing messages in the chat with the following steps:
  - 10.1) Go to the Chat in Zoom program to type a message
  - 10.2) Press Enter to send the message
  - 10.3) For any questions, please attendees to type their name and present that they are attending in person or proxy before typing questions for the meeting recorded are accurate and complete.
  - 10.4) The Company will continue the meeting if there are no attendees Inquiries within 2 minutes. If shareholders have any questions can be typed via Chat. The question will be read by the staff later.

The Company had provided the shareholder and proxy can raise hand by select the bottom and open microphone to proposing in agenda 14 (Other (if any))

- 11) Voting result would be all voting which is voting from Shareholder and proxy. **There** will count the latest number of shareholders attending the meeting on each agenda.

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

The Chairman greeting the Shareholder, Proxies, Member of Thai Investors Association to the Annual General Meeting of Shareholders 2021 of AEC Securities Public Company Limited and assigned to Ms. Sasivimol Thesaphu, Company Secretary, represent for conducting the meeting.

**Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2020, held on Monday 20 July 2020.**

The meeting moderator had proposed the meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2020 held on July 20, 2020. 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 Annual General Meeting of Shareholders for the year 2020 held on July 20, 2020, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

**Voting Results**

Approved	3,508,746,822	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,746,822	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

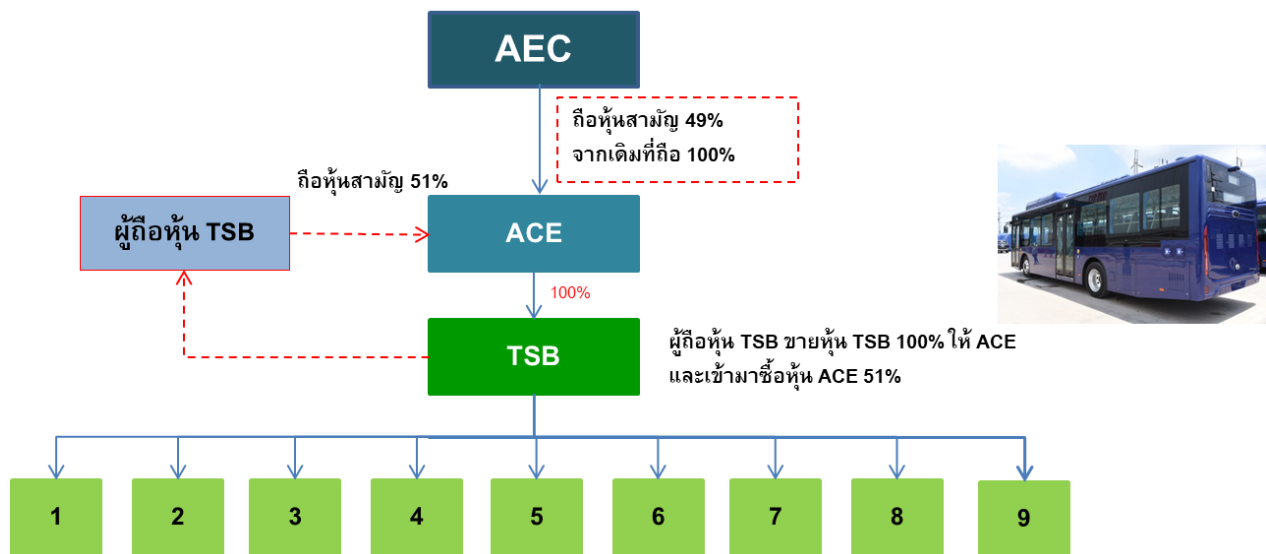
**Agenda 2: To acknowledge the Company's Annual Performance for the year 2020**

The meeting moderator invited Ms. Omsin Siri, Director and Chief Executive Officer ("Ms.Omsin"), to report the Company's annual performance for 2020 to the Meeting of shareholders.

Ms. Omsin summarized the Company's annual performance as shown in the 2020 Annual Report on Page No. 102-111 which was sent to the shareholders; the summary is as follows:

On 31 December 2020, the Company and subsidiaries' operating performance were loss 317.60 million baht, as loss increasing by 49.56 million or 18.49% QoQ. For year 2020, there were net loss amounting to 268.04 million baht. Brokerage fees, Interest on margin loans and Gain and return on financial instruments were the cause of company revenues decreasing.

Ms. Omsin had reported the business plan for the year 2020 that there had a Capital Restructuring plan for the Company and subsidiaries which is ACE Incorporation Company Limited (ACE) by planning to invest in Thai Smile Bus Company Limited (TSB). Following is the AEC Business Structure after investment;



- The concession's owner, which is Company No. 1-9. There were operating and processing to apply for a Bank loan to purchase an E Bus
- AEC had increasing capital (RO) to use for capital increase in ACE, then ACE uses money to buy 100 percent of TSB shares from existing shareholders, total value not exceeding 350 million baht, and then TSB may increase capital to purchase electric bus according to the financial institution's conditions and used in operations. The capital increase is estimated to be under 350 million.

In addition, the meeting moderator reported an update on the Company's anti-corruption. after the Company had implement an anti-corruption policies in a part of the business ethics manual by 2020, the company had published for all workers to acknowledge and follow. Including risk assessments for corruption and bribery. And assigns the Audit Committee to monitor and supervise the internal control system in order to avoid the possibility of corruption and bribery. And report the performance to the Board of Directors.

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

**Resolution:** The Meeting has acknowledged the Company's Annual Performance for the year 2020.

**Agenda 3:** To consider and approve of the Company's financial statements for the year ended on 31 December 2020.

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

The Board of Directors deemed it appropriate to propose that the 2021 Annual General Meeting of Shareholders approves the financial statement for the year ended on 31 December 2020 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 2020 in the topic of financial statements on page no. 119-126 , which as shown in the form of QR Code printed on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 2020 Annual Report by using its mobile or other devices to scan such QR Code.

Questions from Mr. Apisit Ruengsamanmaitree, Member of Thai Investors Association: As a result of the ongoing loss of operating performance. The shareholders may suspect about their investment. How does the business plan for future profits?

Answers from Ms. Omsin Siri, Director and Chief executive officer: In the year 2020, the Company found an internal and external issue, as well as an accounting entry, such as an investment reserves and backing up the litigation, which included reserves for the impact of private loan instruments or bills of exchange. The Company received debt repayment from the debtor in 2021 and companies had a good collaboration from business partners also investments participated has better performed. This is a positive sign. In addition, the Board of Directors' meeting approved to invest in new businesses. However, to reduce the risk, there decided to invest in a form of affiliate by joint venture with partners in proportion to their shareholding with a financial advisor to assist with the details.

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

**Resolution** The Meeting resolved to approve the Financial Statements for the year ending on 31 December 2020; the resolution was passed by the majority of votes of the shareholders attending the Meeting and casting their votes as follows:

#### **Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Note:** In this agenda, there were additional 1 shareholder attending the Meeting after the third agenda, with a total of 82,800 shares/votes; the total attending shareholders were 26 persons, representing the total shares of 3,508,829,622 shares/votes.

**Agenda 4: To consider and approve the appropriation of profit of the year of 2020 and the omission of Annual Dividend payment of the year 2020.**

The meeting moderator, reported to the meeting that, The allocation of profits for the year under the Articles of Association of the Company, clause 34(3) stipulate that the Annual General Meeting of the Shareholders consider the allocation of profits and the Articles of Association of the Company, clause 39 stipulate that the Company cannot pay dividends other than from profits of the Company and in case the Company has accumulated loss, no dividends shall be paid. Furthermore, the Company has a policy of dividend payments at 75% of net profits each year. Also, Section 116 of the Public Companies Act B.E. 2535 and the Article of Association of the Company, clause 40 stipulate that the Company must allocate not less than 5% of its annual net profits as reserve capital, deducting any accumulated loss (if any) until such reserve capital has an amount of not less than 10% of the registered capital of the Company.

For operating results of the year 2020, loss of the Company amount to Baht 299,071,156, the Board of Director considered and approved to propose to the Annual General Meeting of Shareholders to approve omits dividend payment for the operating results of the year 2020.

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

**Resolution** The meeting resolved to approve the appropriation of profit of the year of 2020 and the omission of Annual Dividend payment of the year 2020. The resolution was passed by the majority of votes of the shareholders attending the Meeting and casting their votes as follows:

**Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 5: To consider and approve the appointment of the Auditors and determine their audit fees for the year 2021.**

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

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

- Mr. Boonlert Kaewphanpurk      CPA license No. 4165      and/or
- Ms. Piyanuch Kasemsupakorn      CPA license No. 6303      and/or
- Ms. Rungtawan Bunsakchalem      CPA license No. 6031

From BPR Audit and Advisory Company Limited, to be the Company's auditor for the year 2021 ended of 31 December 2021. The audit fee for the year of 2021 including each quarter will be Baht 3,890,000 (Three Million Eight Hundred Ninety Thousand Baht). The non-audit fee is not included.

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

Unit: Baht

Audit Fee	2021 (Proposed Year)
AEC Securities Public Company Limited	3,640,000
<i>Subsidiaries Company :</i> ACE Incorporation Company Limited	250,000
Other Fee (Non-audit fee)	None
<b>Total</b>	<b>3,890,000</b>

In addition, the Board of Directors' meeting resolved to appoint an auditor from BPR Audit and Advisory Company Limited to be the auditor of the Company and subsidiaries for the year 2021, in accordance with the resolution of The Capital Market Supervisory Board (CMSB) No. 5/21, on April 27, 2021, which resolved to allow companies to postpone the shareholders' meeting and cannot appoint auditors for the year 2021 within April 2021. They can appoint an auditor that approved by the SEC to review the financial statements for the first quarter

of 2021, so that the company can disclose the financial statements to the SEC. However, the company has proposed to appoint an auditor to the shareholders' meeting for consideration and appointment in the meeting that will be held within this year.

As proposed by the Audit Committee, the Board of Directors deemed it appropriate to propose that the 2021 Annual General Meeting of Shareholders approves the appointment of Mr. Boonlert Kaewphanpurk CPA license No. 4165 and/or Ms. Piyanuch Kasemsupakorn CPA license No. 6303 and/or Ms. Rungtawan Bunsakchalerm CPA license No. 6031 of BPR Audit and Advisory Company Limited as the auditor of the Company and subsidiaries for the year 2021 by having any one of the two persons to audit and provide an opinion on the financial statement of the Company and subsidiaries and set the audit fee for the year 2021 in the total amount of 3,890,000 baht, with the Company's auditors performing their duties in this accounting period for the first year.

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

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

**Resolution** the meeting resolved to approve the appointment of the Auditors and determine their audit fees for the year 2020. by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follow:

#### **Voting Results**

Approved	2,900,242,871	votes	equivalent to 82.6556 % of the shareholders attending the meeting and casting vote.
Disapproved	20,000	votes	equivalent to 0.0006 % of the shareholders attending the meeting and casting vote.
Abstained	608,566,751	votes	equivalent to 17.3439 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

#### **Agenda 6: To consider and approve the election of directors replacing those retired by rotation.**

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

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

For the year 2021, there are two (2) directors who shall retire by rotation as follows;

1. Dr. Premvadee Fongsiri Independent Director and Member of Audit Committee
2. Miss Omsin Siri Directors (Authorized Director)

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

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

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

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

In order to, the Nominations Committee has thoroughly considered and screened qualifications of the directors who are due to retire by rotation and reviewed that these three (3) directors are equipped according the Public Limited Company Act and the regulations of the Securities and Exchange Commission with knowledge, expertise and experience for the Company's business operation, thus, it is appropriate to propose that the 2021 Annual General Meeting of Shareholders considers and approves the re-election of these two (2) directors.

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

In this regard, the Company has provided the opportunity to the shareholders to propose the list of persons for consideration to be elected as directors of the Company at the 2021 Annual General Meeting of Shareholders via the Company's website from 16 November 2020 – 15 January 2021 according to the principle of

good corporate governance for listed companies; however, there was no shareholders proposing the list of persons for consideration to be elected as directors of the Company.

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

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

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

#### Voting Results

##### **6.1 Dr. Premvadee Fongsiri Independent Director and Member of Audit Committee reelected with voting as;**

Approved	3,508,829,622	votes	equivalent to 99.2200 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.7800 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

##### **6.2 Miss Omsin Siri Directors (Authorized Director) reelected with voting as;**

Approved	3,508,829,622	votes	equivalent to 99.2200 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.7800 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 7: To consider and approve the Directors' remuneration for the year 2021.**

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

The Nominations Remuneration and Corporate Governance Committee ("the Nominations Committee") conducted a survey on the remuneration of the Board of Directors and subcommittees for the year 2021 by taking into account the responsibilities and performance of the Board of Directors and each subcommittee, business expansion, and business operation of the Company comparing to the applicable rates of other companies in the same industry which are similar in size and nature of business. As a result, the Nominations Committee deemed appropriate that the Board of Directors propose the 2021 Annual General Meeting of Shareholders to approve the remuneration of the Boards of directors and subcommittee for the year 2021 at the same rate as approved by the 2021 Annual General Meeting of Shareholders.

The Board of Directors deemed it appropriate to propose that the 2021 Annual General Meeting of Shareholders approve the remuneration of the Board of directors for the year 2021 according to the rate proposed by the Nominations Committee at the same rate as approved by the 2021 Annual General Meeting of Shareholders. In this regard, the remuneration of the Board of Directors, the Executive Director will not receive any remuneration as director and member of other sub-committee. The attendant fee is paid only to non-executive directors and attendance.

The Committee	2021 (Proposed Year)		2020 (The Past Year)	
	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)
<b>The Board of Directors</b>				
• Chairman	80,000	20,000	80,000	20,000
• Vice Chairman	60,000	10,000	60,000	10,000
• Directors	40,000	10,000	40,000	10,000
<b>The Executive Committee</b>				
• Chairman	300,000	-	300,000	-
• Member	250,000	-	250,000	-
<b>The Audit Committee</b>				
• Chairman	-	30,000	-	30,000
• Member	-	10,000	-	10,000

The Committee	2021 (Proposed Year)		2020 (The Past Year)	
	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)	Monthly (Baht/Month)	Meeting Allowance (Baht/Time)
The Nomination Remuneration Corporate Governance Committee*				
• Chairman	-	10,000	-	10,000
• Member	-	7,500	-	7,500
The Risk Management 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 2021 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		Bonus payment for director based on 2020 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	
Other remunerations and benefits in addition to the annual remuneration and meeting allowance	None		None	

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

**Resolution** The meeting resolved to approve the Directors' remuneration for the year 2021, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as;

#### Voting Results

Approved      3,508,809,622    votes    equivalent to 99.9994 % of the shareholders attending the meeting and casting vote.

Disapproved      20,000    votes    equivalent to 00.0006 % of the shareholders attending the meeting and casting vote.

Abstained      0    votes    equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.

Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 8: To consider and approve the increase in number of board members from 7 members to 9 members**

The meeting moderator, reported to the meeting that in order to the number of directors, structure and composition of the Board of Directors is appropriate with the size, type and business operation of the company. The Nominations Remuneration and Corporate Governance Committee appropriate to propose to the Board of Directors for approval to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the number of directors from 7 to 9 persons.

The Nominations Remuneration and Corporate Governance Committee ("the Nominations Committee") will consider knowledgeable, competent, experienced and suitable individuals. Including having full qualifications as stipulated by the Public Company Limited Act and the Securities and Exchange Law to propose to the Board of Directors for further approval and appointment as the Company's directors.

Additional report from moderator that the Nominations Committee No. 4/2021 on 17 May 2021 has considered knowledgeable, competent, experienced and suitable individuals. Including having full qualifications as stipulated by the Public Company Limited Act and the Securities and Exchange Law to propose to the Board of Directors for approval and appointment as the Company's directors which is new members as follow;

1. Mr.Panya Chanyarungrojn Age 63 Years
2. Mr.Pathnasook Chamonchant Age 62 Years

On May 17, 2021, the Board of Directors No.5/2564 approved and appointed two members as Company directors, as proposed by the Nominations Committee, and effective after the Annual General Meeting of Shareholders approves the increase in the number of directors from 7 to 9.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the number of directors from 7 to 9 persons to be in line with the size, type and business operation of the company. After that, the company provides the opportunity to shareholders to raise questions. The summary as follow;

Questions from Mr. Apisit Ruengsamanmaitree, Member of Thai Investors Association: increasing the number of board members will have an impact on costs. How the company plans to increase the number of board members with negative performance?

Answer from Asst.prof. Pattanant Petchchedchoo, Chairman of the meeting: For increasing the number of directors to be independent directors. The two new directors have knowledge, abilities and expertise in finance, which is the main business. As a result, the Company believes that the benefit will outweigh the remuneration.

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

**Resolution:** The meeting resolved to approve the increase in number of board members from 7 members to 9 members, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as;

**Voting Results**

Approved	3,505,142,879	votes	equivalent to 99.8948 % of the shareholders attending the meeting and casting vote.
Disapproved	3,686,743	votes	equivalent to 00.1051 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

The Chairman of the meeting assigned to Ms.Omsin Siri, Director and Chief Executive Officer, inform the information to the meeting.

Ms.Omsin Siri reported to the meeting that since the Company would like to 1) restructure its capital by adjusting the par value of the Company's shares by means of share reverse split (share consolidation) and decreasing the registered capital and the paid-up capital by decreasing the par value of the Company's shares (par value reduction) in order to write off share discount and reduce the accumulated losses. The Company's accumulated losses equal to Baht 873,105,544, according to the Company's separated financial statements ended 31 December 2020, which had been audited by the certified public accountant of the Company. An aim is that the financial position of the Company as showed in the financial statements reflects the true financial status. As a result, the Company will be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow and the Board of Directors deems appropriate to propose to the shareholders' meeting for consideration, according to the dividend payment policy of the Company in accordance with the relevant laws and rules. Moreover, the Company would like to 2) increase the capital in order to raise fund and utilize certain proceeds for investment and operating business with Thai Smile Bus Company Limited (TSB) (the "Investment in TSB") and working capital for business operation of the Company.

In this regard, the details of the Investment in TSB are appeared in the Information Memorandum in relation to Investment in Thai Smile Bus Company Limited (Enclosure 9).

Therefore, in order that the Company is able to proceed according to the capital restructuring plan and the Investment in TSB plan as well as the utilization for business operation of the Company, the Board of Directors has deemed appropriate to propose to the Shareholders' Meeting to consider and approve related matters in Agenda 9 to Agenda 13 in turn as follows:

**Agenda 9: To consider and approve the increase in the registered capital of the Company and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in the registered capital of the Company**

The meeting moderator reported to the meeting that this increases in the registered capital of the Company is to 1) avoid a fraction of shares arising out of the Company's capital restructuring by adjusting the par value of the Company's shares by means of reverse stock split (share consolidation), which will be clarified later, 2) capitalize for the Investment in TSB, including the Company's operation, which will be clarified later, and 3) accommodate the right adjustments of the Warrants Representing the Rights to Purchase the Ordinary Shares of the Company No. 6 (AEC-W6) ("AEC-W6") due to the adjustment of the par value of the Company's ordinary shares as a result of share consolidation according to Clause 4.2 1) (a) of the Terms and Conditions Governing Rights and Obligations of the Warrant Issuer and Holders of the Warrants Representing the Rights to Purchase Ordinary Shares of AEC Securities Public Company Limited No.6 (AEC-W6) (the "Terms and Conditions") and/or the offering of the Company's newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the price lower than 90 percent of the calculated share price under Clause 4.2 1) (b) of the Terms and Conditions. Therefore, the Company is required to increase in the registered capital of Baht 3,356,581,022 from the existing registered capital of Baht 5,815,182,788 to the new registered capital of Baht 9,171,763,810 by issuing 3,356,581,022 newly issued ordinary shares, at the par value of Baht 1 per share.

In this regards, the Company can increase the above registered capital without a decrease in the capital by cancelling the registered shares which have not yet been sold since all of the remaining 1,530,311,260 shares are issued to accommodate the exercise of right under the AEC-W6, pursuant to Section 136 of the PLC Act.

In addition, in order to be in accordance with the said increase in the Company's registered capital, the Company is required to amend Clause 4 of the Memorandum of Association of the Company, by applying the content as follows:

"Clause 4. Registered capital is	9,171,763,810	Baht	(Nine thousand one hundred and seventy one million seven hundred sixty three thousand eight hundred ten Baht)
Distributed into	9,171,763,810	Shares	(Nine thousand one hundred and seventy one million seven hundred

sixty three thousand eight hundred  
ten shares)

Par value per share      1.00      Baht      (One Baht)

**Divided into**

Ordinary shares      9,171,763,810      Shares      (Nine thousand one hundred and  
seventy one million seven hundred  
sixty three thousand eight hundred  
ten shares)

Preference shares      - 0 -      Share      ( - )"

In addition, the Board of Directors has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the authorization to a person, authorized by the Board of Directors to register the increase in the Company's capital and the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, to amend and provide statements to comply with the registrar's orders.

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the increase in the Company's registered capital of Baht 3,356,581,022 from the existing registered capital of Baht 5,815,182,788 to the new registered capital of Baht 9,171,763,810 by issuing 3,356,581,022 newly issued ordinary shares, at the par value of Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in the Company's registered capital, including the relevant authorization, as per details proposed above in all respects.

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

Questions from Mr. Pribool Arunprasobsuk, Shareholder: As Agenda 9 to increasing in the registered capital, Agenda 10 to allocation of the newly issued ordinary shares and Agenda 12 to adjustment of the par value. So, the AEC-W6 rights will be affected by share consolidation in both agendas. Please the board of director and Executive director explain before allowing the shareholders to vote on each agenda because the result of the approval will affect to the warrant holders' rights. There will make inferior to the original rights? If affected, please explain how to be inferior to support the decision to vote in each agenda.

Answer from Ms.Omsin Siri, Director and Executive director: According to Terms and Conditions governing the Rights and Obligations of the Issuer and the Holders of Warrants that the company has issue and filed to the Securities and Exchange Commission. In the part of the condition to adjust the right. When something occurs during the warrant period, the company must adjust the exercise price and ratio. The purpose of the adjustment to preserve the benefits of the warrant holders not to be inferior. Therefore, the capital increasing to

offering of the newly shares to the existing shareholders at a price lower than 90% of the market price and 2 events of stock splits will affect the conditions that require the right adjustment. Whether to adjust the rate or the price it depends on the circumstance. In Agenda 10, the management has prepared information to present to the meeting. Therefore, preliminary notice to the shareholders in this agenda which is the Company will adjust according to the formula by disclosed in the terms. Based on the principles stated as above.

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

**Resolution:** The Meeting resolved to approve the increase in the Company's registered capital of Baht 3,356,581,022 from the existing registered capital of Baht 5,815,182,788 to the new registered capital of Baht 9,171,763,810 by issuing 3,356,581,022 newly issued ordinary shares, at the par value of Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in the Company's registered capital , including the relevant authorization, by vote of at least three-fourths (3/4) of total votes of shareholders attending the meeting and entitled to vote as;

**Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 10: To consider and approve the allocation of the newly issued ordinary shares.**

The meeting moderator reported to the meeting that further to the increase in the Company's registered capital of Baht 3,356,581,022 by issuing 3,356,581,022 newly issued ordinary shares, at the par value of Baht 1 per share as per details in Agenda 9 above, the Company would like to allocate the 3,356,581,022 newly issued ordinary shares, at the par value of Baht 1 per share. Details of which are as follows:

(1) To allocate 500,000,000 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the right adjustments of the AEC-W6 due to (1) the change of par value of the Company's ordinary shares as a result of the share consolidation, according to Clause 4.2 1) (a) of the Terms and Conditions

and/or (2) the offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the price lower than 90 percent of the calculated share price, according to Clause 4.2 1) (b) of the Terms and Conditions.

(2) To allocate 2,856,581,019 newly issued ordinary shares, at the par value of Baht 1 per share, which is equivalent to 40 percent of the paid-up capital of the Company after the increase in the paid-up capital to offer singly or sequentially to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the ratio of 3 existing ordinary shares to 2 newly issued ordinary shares (totaling 2,856,581,019 shares to be allotted). Any fraction of shares after calculation shall be discarded. The offering price is Baht 0.35 per share, totaling not exceeding Baht 999,803,356.65. The subscription period for the newly issued ordinary shares of the Company is determined to be from 11, 14 to 17 June 2021 (5 business days).

In case where there are the newly issued ordinary shares remaining after the first allotment to all existing shareholders proportionate to their respective shareholdings, the Company will allot the remaining unallotted shares to the shareholders who express their intention to subscribe for additional newly issued ordinary shares in excess to their share allotment proportionate to their shareholding (Oversubscription) at the same offering price. The Company will proceed with the allotment of shares until there are no remaining newly issued ordinary shares left for further allotment or until no more shareholders expresses the intention to subscribe for the newly issued ordinary shares. However, if there are remaining shares left from the allotment to the shareholders, the Company will proceed with the capital decrease by canceling such unallotted shares and will not offer such shares to specific investors.

In case where there are shareholders expressing their intention to oversubscribe for the newly issued ordinary shares in excess to their respective shareholdings and the result of which is that there is an increase in shareholding in the Company of the shareholder and the persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof) (the "**Securities and Exchange Act**") of such shareholder such that reaches or exceeds any trigger point to make a tender, such shareholder is required to make a tender offer for all securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 (2011) Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (the "**Notification on the Acquisition of Securities for Business Takeovers**"), except for the case that such shareholder is exempted from making the tender offer for all securities of the Company according to the Notification on the Acquisition of Securities for Business Takeovers.

In the allotment of the newly issued ordinary shares, the Company reserves the right to not allocate shares to any subscriber if such allotment violates or may result in the violation of foreign shareholding restriction set out in the Articles of Association of the Company which currently allows the foreign shareholders to hold shares in the Company in the amount not exceeding 49 percent of the total number of sold shares of the Company.

Moreover, in case where there are shareholders expressing their intention to oversubscribe for the newly issued ordinary shares in excess to their respective shareholdings and the result of which is that there is an increase in direct or indirect shareholding in the Company of the shareholder such that exceeds any 10 percent of the total number of voting rights of the Company after the increase in the paid-up capital, such shareholder is required to collaborate and provide a support to the Company to file an application to obtain an approval of being a major shareholder to the Office of the Securities and Exchange Commission (the "SEC Office"), including to take any action to comply with the notification of the Ministry of Finance re: Determination of Conditions to the Securities Company to Obtain an Approval of Being a Major Shareholder (including the amendments thereof).

In this regard, the offering price of Baht 0.35 is a price lower than the par value of the Company's shares. The Company is required to obtain an approval from the Shareholders' Meeting, pursuant to Section 52 of the PLC Act. The Company is able to offer the ordinary shares at the price lower than the par value of the Company's shares since the Company's accumulated losses equal to Baht 873,105,544, according to the separated statement of financial position of the Company ended 31 December 2020, which had been audited by the certified public accountant of the Company.

The Company determines the date for determining the list of shareholders entitled to subscribe and be allocated with the newly issued ordinary shares proportionate to their respective shareholdings (Record Date) to be on 27 May 2021. In this regard, the issuance and offering of the newly issued ordinary shares to the existing shareholders is still uncertain until the Company obtains the approval from the 2021 Annual General Meeting of Shareholders of the Company.

(3) To allocate 3 newly issued ordinary shares, at the par value of Baht 1 per share to a specific person (Private Placement), i.e. Miss Sutthapit Boonrakcharoen, an employee of the Company. Miss Sutthapit Boonrakcharoen is not a connected person of the Company pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions (including the amendments thereof) 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) (including the amendments thereof). In this regard, the purpose is to avoid a fraction of shares after the capital restructuring of the Company by adjusting the par value of the Company's shares by means of reverse stock split (share consolidation).

This allocation of the newly issued ordinary shares to a specific person (Private Placement) is an offering to a specific person in the case where the shareholders pass a resolution to authorize the Board of Directors to offer shares at the market price during the subscription period, as prescribed in Chapter 1 of Section 2 of the Notification of the Capital Market Supervisory Board TorChor. 72/2558 (2015) Re: Approval for a Listed Company to Offer Newly Issued Shares to Specific Investors (including the amendments thereof) (the "Notification No. TorChor 72/2558"). This aims at avoiding a fraction of shares after the capital restructuring of the Company by

adjusting the par value of the Company's shares by means of reverse stock split (share consolidation). The Board of Directors or a person authorized by the Board of Directors shall determine the best offering price of shares as per an approval from the 2021 Annual General Meeting of Shareholders, based on the market situation during a period of offering such shares to a specific person and the purpose of protecting the utmost benefits of the Company and shareholders. Such offering price shall not be lower than the **market price** of the Company's ordinary shares without a discount as of the date on which the offering price is determined by the Board of Directors pursuant to the Notification No. TorChor 72/2558 and the Notification of the Office of the Securities and Exchange Commission SorChor. 39/2551 (2008) Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of Offering of Newly Issued Shares with Discount. Moreover, such offering price shall not be lower than the par value (i.e. Baht 1 per share).

In this regard, "**market price**" means the weighted average price of the Company's ordinary shares listed on the SET during the past period of at least 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date on which the Board of Directors determines the offering price. The date for determining the offering price must be no longer than 3 business days prior to the first day on which the shares are offered to a specific person pursuant to the Notification No. TorChor 72/2558.

In respect of the allocation of newly issued ordinary shares as mentioned, the Company will allocate the newly issued ordinary shares in order, i.e. (1) allocating to a specific person; (2) allocating to accommodate the right adjustment of AEC-W6 as a result of the offering of the Company's newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the price lower than 90 percent of the calculated share price under Clause 4.2 1) (b) of the Terms and Conditions, which shall be immediately effective since the first day on which the ordinary shareholders shall not be entitled to subscribe the newly issued ordinary shares (the first day of posting XR mark); (3) allocating to the existing shareholders proportionate to their respective shareholdings (Rights Offering); and (4) allocating to accommodate the right adjustment of the AEC-W6 due to the change of par value of the Company's ordinary shares as a result of the share consolidation, according to Clause 4.2 1) (a) of the Terms and Conditions, which shall be effective when the par value is effective as disclosed via the electronic publication system of the SET (SET Link).

In addition, the Board of Directors resolved an approval to propose to the 2021 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors and/or the Executive Committee and/or persons authorized by the Board of Directors and/or the Executive Committee to contact, negotiate, amend, make an agreement, sign and submit the document, instrument and/or other agreements relevant to the parties and/or persons relevant to the said allocation of the newly issued ordinary shares, as well as to provide statements and information to the relevant government agencies, including to amend and alter conditions and details related to such allocation of newly issued ordinary shares under the relevant rules and laws; including but not limited to:

- (1) single or sequential offerings of the newly issued ordinary shares, the subscription period, the adjustment of the lists of allocated investors, the offering price, the share payment, including other conditions and details related thereto;
- (2) to enter into a negotiation, make an agreement and execute relevant documents and agreements, as well as to take any necessary and appropriate action in connection with the allocation of the newly issued ordinary shares;
- (3) to sign applications for permission, other waiver (if any) and evidences necessary for and relevant to the allocation and offering of the newly issued ordinary shares, including to contact, manage, and file other applications for permission, other waiver (if any) and evidences necessary for and relevant to such issuance and offering of the newly issued ordinary shares, including but not limited to, to provide any information and evidence to the SEC Office, the SET, Thailand Securities Depository Company Limited for Depositors ("TSD"), the Ministry of Commerce or other relevant authorities or agencies;
- (4) to list the newly issued ordinary shares of the Company on the SET, including to take any necessary action relevant thereto in all respects until it is completed, to have a power to appoint and/or remove the sub-appointee to take above action; and
- (5) to take any other action necessary for and relevant to such issuance and offering of the newly issued shares.

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve (1) the allocation of 500,000,000 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the right adjustments of the AEC-W6; (2) the allocation of 2,856,581,019 newly issued ordinary shares, at the par value of Baht 1 per share to offer singly or sequentially to the existing shareholders proportionate to their respective shareholdings (Rights Offering); and (3) the allocation of 3 newly issued ordinary shares, at the par value of Baht 1 per share to a specific person, i.e. Miss Sutthatip Boonrakcharoen, including the relevant authorization, as per details proposed above in all respects.

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

**Resolution** The meeting resolved to approve (1) the allocation of 500,000,000 newly issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the right adjustments of the AEC-W6; (2) the allocation of 2,856,581,019 newly issued ordinary shares, at the par value of Baht 1 per share to offer singly or sequentially to the existing shareholders proportionate to their respective shareholdings (Rights Offering); and (3)

the allocation of 3 newly issued ordinary shares, at the par value of Baht 1 per share to a specific person, i.e. Miss Sutthatip Boonrakcharoen, including the relevant authorization, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

**Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 11: To consider and approve the transfer of legal reserve and share premium to compensate for the accumulated losses of the Company**

The meeting moderator reported to the meeting that to comply with section 119 of the PLC Act, which stipulates that obtaining an approval from the shareholders' meeting, the Company may transfer reserve fund under Section 51 (share premium reserve), reserve fund under Section 116 (legal reserve) or other reserve fund to compensate for the accumulated losses of the Company.

Furthermore, the Company would like to restructure its capital by adjusting the par value of the Company's shares by means of reverse stock split (share consolidation) and decreasing the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par value reduction), as per the details to be proposed in Agenda 12 and Agenda 13, respectively, in order to write off share discount and reduce the accumulated losses. An aim is that the financial position of the Company as showed in the financial statements reflects the true financial status. As a result, the Company would be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow and the Board of Directors deems appropriate to the shareholders' meeting for consideration, according to the dividend payment policy of the Company.

According to the said capital restructuring of the Company, the Company would like to decrease its registered capital and paid-up capital to an amount lower than one-fourth of the total capital of the Company, as per the details to be proposed in Agenda 13. This is to comply with Section 139 of the PLC Act, which stipulates that in the case where the Company has suffered from the accumulated losses and has already proceed with the

compensation for the accumulated losses pursuant to Section 119 of the PLC Act, but there is still the remaining accumulated losses, the Company may decrease the capital to an amount lower than one-fourth of the total capital. Therefore, the Company is required to transfer the legal reserve of Baht 17,207,886 for compensation of the Company's accumulated losses of Baht 873,105,544 according the Company's separated financial statements ended 31 December 2020, which had been audited by the certified public accountant of the Company, provided that the Company has no share premium and any other reserve funds. After the transfer of the legal reserve of Baht 17,207,886 to compensate for the Company's accumulated losses, the remaining accumulated losses of the Company shall equal to Baht 855,897,658, according to the Company's separated financial statements. Such remaining accumulated losses can be additionally compensated by the decrease in the registered capital and paid-up capital of the Company, as per the details to be proposed in Agenda 13.

Details	Information according to the Financial Statements Ended 31 December 2020 after the adjustment according to Agenda 9 and Agenda 10 and Subject to the Condition that Rights to Subscribe the Newly Issued Ordinary Shares Issued and Offered to the Existing Shareholders Proportionate to Their Respective Shareholdings (Rights Offering) according to Agenda 10 are Fully Exercised.	
	<u>Before</u> Transfer of Legal Reserve and Share Premium for Compensation of Accumulated Losses	<u>After</u> Transfer of Legal Reserve and Share Premium for Compensation of Accumulated Losses
Registered Capital	Baht 9,171,763,810 (divided into 9,171,763,810 shares, at the par value of Baht 1 per share)	Baht 9,171,763,810 (divided into 9,171,763,810 shares, at the par value of Baht 1 per share)
Paid-up Capital (After Subscription of Shares by Specific Person and the Existing Shareholders Proportionate to their Respective Shareholdings (Rights Offering))	Baht 7,141,452,550 (divided into 7,141,452,550 shares, at the par value of Baht 1 per share)	Baht 7,141,452,550 (divided into 7,141,452,550 shares at the par value of Baht 1 per share)
Share Premium (Discount)	Baht (4,526,110,249.35)	Baht (4,526,110,249.35)
Accumulated Losses	Baht 873,105,544	<b>Baht 855,897,658</b>
Legal Reserve	Baht 17,207,886	<b>Baht 0</b>

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the process under section 119 of the PLC Act by transferring the legal reserve of Baht 17,207,886 to compensate for the Company's accumulated losses. As a result, the remaining accumulated losses of the Company shall equal to Baht 855,897,658, according to the separated financial statements of the Company, as per details proposed above in all respects.

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

**Resolution** The meeting resolved to approve by transferring the legal reserve of Baht 17,207,886 to compensate for the Company's accumulated losses. As a result, the remaining accumulated losses of the Company shall equal to Baht 855,897,658, by a simple majority vote of the total votes of shareholders attending the meeting and eligible to vote as follows:

**Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 12: To consider and approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation)**

The meeting moderator reported to the meeting that the Company would like to adjust the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 5 per share, resulting in the reduction of 7,337,411,048 shares of the Company, from the existing 9,171,763,810 shares, with the par value of Baht 1 per share, to 1,834,352,762 shares, with the par value of Baht 5 per share. The said adjustment of the par value of the Company's shares shall decrease a number of shares held by each shareholder at the ratio of 5 existing shares to 1 new share with details as follows:

Details	Before Adjustment of Par Value (After Capital Increase in Agenda 9)  (Par Value of Baht 1 per Share)	After Adjustment of Par Value (Par Value of Baht 5 per Share)
Number of Registered Shares	9,171,763,810 shares	1,834,352,762 shares
Number of Paid-up Shares (After Subscription of Shares by Specific Person and the Existing Shareholders Proportionate to their Respective Shareholdings (Rights Offering))	7,141,452,550 shares	1,428,290,510 shares
Number of Shares Allocated to Accommodate the Exercise of Rights under the AEC-W6 (After Capital Increase to Accommodate Right Adjustment)	2,030,311,260 shares	406,062,252 shares

The calculation for the adjustment of the par value of the Company's shares from Baht 1 per share to Baht 5 per share will cause a fraction of the existing shares held by certain shareholders, which is not enough to be converted to a new share. The fraction of the existing shares shall be discarded. In calculation of the adjustment of the par value and the discarding of the fraction of the existing shares, TSD, as the share registrar of the Company, shall be a person responsible for the calculation according to the work system of TSD. In this regard, in order to protect right of some shareholders being affected from discarding the fraction of the existing shares, the shareholders may purchase or sell the fraction of shares (odd lot) on the SET to acquire the shares in the whole number enough for the purpose of the calculation before the date on which the adjustment of the par value of the Company's shares is effective which is when the Company successfully registers the adjustment of the par value of the Company's shares with the Department of Business Development, the Ministry of Commerce.

However, the Company is willing to compensate the shareholders, whose a fraction of the existing shares is not enough to be consolidated to a new share and is discarded after the calculation, for such discarded fraction of the existing shares in cash. The amount of compensation per share is a weighted average closing price of the Company's shares on the SET during the past period of 7 consecutive business days prior to the date of the 2021 Annual General Meeting of Shareholders, by means of money transfer to a bank account of the shareholders, which is informed to the Company according to the below specified procedures.

Every shareholder, whose a fraction of the existing shares is discarded can request for a compensation for a fraction of shares by (1) contacting the Company in person at the office of the Company at No. 63 Athenee Tower, 17<sup>th</sup> Floor, Room No. 1701, 1705 – 1707, Wireless Road, Lumpini Sub-district, Pathumwan District Bangkok and prepare the identification documents of the shareholder, which is still value as of the date of requesting for a compensation, (such as a copy of identity card (ID card), a copy of identity card of official, a copy of identity card of public enterprise's official, a copy of passport or a copy of affidavit, which is certified as a true copy by the shareholder), together with a certified copy of bank account book, in which the shareholder would like the Company to transfer money, whereby name of the owner of such bank account book must be the name of the shareholder, or (2) delivering all mentioned identification documents of the shareholder, which are still valid as of the date of requesting for a compensation and is certified as a true copy by the shareholder, together with a certified copy of bank account book, in which the shareholder would like the Company to transfer money, whereby name of the owner of such bank account book must be the name of the shareholder to the office of the Company. In this regard, the Company shall transfer a compensation for a fraction of shares to the shareholders when the Company completely verifies a correctness and completeness of the provided information and documents.

According to the abovementioned request for a compensation for a fraction of shares, the shareholders must proceed within 1 month after the date on which the Company completely register the amendment to the adjustment of the par value of the Company's shares with the Department of Business Development, the Ministry of Commerce, which is expected to be completely proceeded by July 2021 because the Company must successfully proceed with the issuance and offering of the newly issued ordinary shares to a specific person and the existing shareholders proportionate to their respective shareholdings (Rights Offering) in pursuant to Agenda 10. In this regard, the Company shall further publish the details for acknowledgement via a publication system of the SET. In the case where the shareholder does not express his intention to request for a compensation for a fraction of shares within such specified period, the Company shall deem that the said shareholder give up his right to receive such compensation for a fraction of shares.

In this regard, the Board of Directors has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of the Board of Directors and/or the Executive Committee and/or persons authorized by Board of Directors and/or the Executive Committee are authorized to take any action necessary for and appropriate to the adjustment of the par value by means of reverse stock split (share consolidation) in all respects, including but not limited to, to determine the conditions and other details, to notify or to ask for a permission with other relevant authorities or agencies in compliance with the laws and/or relevant regulations.

In addition, in order to be in accordance with the said adjustment of the par value of the Company's shares, the Company is required to amend Clause 4 of the Memorandum of Association, by applying the content as follows:

"Clause 4. Registered capital is	9,171,763,810	Baht	(Nine thousand one hundred and seventy one million seven hundred sixty three thousand eight hundred ten Baht)
Distributed into	1,834,352,762	Shares	(One thousand eight hundred and thirty four million three hundred fifty two thousand seven hundred sixty two shares)
Par value per share	5.00	Baht	(Five Baht)
Divided into			
Ordinary shares	1,834,352,762	Shares	(One thousand eight hundred thirty and four million three hundred fifty two thousand seven hundred sixty two shares)
Preference shares	- 0 -	Share	( - )"

Furthermore, the Board of Directors has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the authorization to a person authorized by the Board of Directors to register the change to the Company's par value by reverse stock split (share consolidation) and the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce shall have a power to amend and provide statements to comply with the registrar's orders.

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 5 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation), including the relevant authorization, as per details proposed above in all respects.

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

Questions from Mr. Chayawat Chanthathepthimakul, Shareholder: Does Agenda 12 has an impact on AEC-W6? Will a par consolidation occur after a capital increase at the ratio of 3 existing ordinary shares to 2 newly shares? When will the exercise price for the AEC-W6 be known?

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer, the par consolidation would be effective as presented following the formula of AEC-W6 adjustment conditions, which the company will announce when the par consolidation becomes effective. Therefore, there will be two rounds of adjustment using the price before the XR date to calculation. After the shareholder approves the capital increase, the date to determine the list of shareholders to subscription will be on May 27, 2021; therefore, the calculation of the price to adjust the rights will be on 14, 17, 18, 19, 20, 21 and 24 May 2021, a total of 7 working days after the calculation is completed, will be announced in the SET immediately. The result of the capital increase at the rate of 3 existing shares per 2 new shares at 0.35 baht per share will affect the exercise of rights at the end of June 2021. Subsequently, the results of par consolidation will affect the exercise price and ratio again according to the formula. The principle of the right adjustment for the AEC-W6 holders not inferior to the rights. The results after the impact calculations under (A) and (B) revert to the principle that the change in price and exercise ratio resulting from the calculation shall not cause an increase in the exercise price or decrease the exercise ratio down and affect AEC-W6 holders. The exercise cycle of AEC-W6 at the end of June 2021 can be calculated by using the new ratio immediately.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to approve the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation) from the existing par value of Baht 1 per share to the par value of Baht 5 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the adjustment of the par value of the Company's shares by means of reverse stock split (share consolidation), including the relevant authorization, as per details proposed above in all respects., by the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote as follows:

#### **Voting Results**

Approved	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.
Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

Agenda 13: To consider and approve the decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par value reduction) and to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the registered capital and the paid-up capital of the Company (par value reduction)

The meeting moderator reported that To comply with section 115 of the PLC Act, which stipulates that in the case where the Company has suffered from the accumulated losses, the Company is prohibited to pay the dividend and to prepare for the Company to be able to pay the dividend in the future when the Company has an adequate amount of net profit and cash flow and the Board of Directors deems appropriate, according to the dividend payment policy of the Company.

Therefore, the Company would like to decrease its registered capital and paid-up capital by decreasing the par value of the Company's shares from the existing par value of Baht 5 per share to Baht 1 per share to compensate for:

1. share discount of Baht 4,526,110,249.35 (which is a sum of (a) share discount of Baht 2,669,332,587 according to the Company's separated financial statements ended 31 December 2020, which had been audited by the certified public accountant of the Company, and (b) share discount of Baht 1,856,777,662.35 after the rights to subscribe the newly issued ordinary shares are fully exercised as per the details in agenda 10 above); and
2. The Company's accumulated losses of Baht 855,897,658, remaining after the process in such agenda 11 above.

In this regard, the above decrease in the registered capital and the paid-up capital of the Company by decreasing the par value of the Company's shares (par value reduction) will result in none of the accumulated losses and share discount and there will be the capital surplus from decrease in par value amounting to Baht 331,154,132.65. The registered capital shall decrease by Baht 7,337,411,048, from the existing registered capital of Baht 9,171,763,810 to the new registered capital of Baht 1,834,352,762 and the paid-up capital shall decrease by Baht 5,713,162,040 from Baht 7,141,452,550 to Baht 1,428,290,510.

Nevertheless, such capital decrease will not affect a value of the shareholders' equity in any respect, since it is only the set-off of the accounting number. Information of the shareholders' equity is as follows:

Details	Information according to the Financial Statements Ended 31 December 2020	
	Current  (After Transfer of Legal Reserve and Share Premium to Compensate for Accumulated Losses according to Agenda 11 and Adjustment of Par Value according to Agenda 12 and Subject to the Condition that Rights to Subscribe the Newly Issued Ordinary Shares Issued and Offered to the Existing Shareholders Proportionate to Their Respective Shareholdings (Rights Offering) are Fully Exercised.) (Par Value of Baht 5 per Share)	After Capital Decrease by Decreasing Par Value to Compensate for Share Discount and Accumulated Losses (Par Value of Baht 1 per Share)
Registered Capital	Baht 9,171,763,810 (divided into 1,834,352,762 shares at the par value of Baht 5 per share)	Baht 1,834,352,762 (divided into 1,834,352,762 shares at the par value of Baht 1 per share)
Paid-up Capital (After Subscription of Shares by Specific Person and the Existing Shareholders Proportionate to their Respective Shareholdings (Rights Offering))	Baht 7,141,452,550 (divided into 1,428,290,510 shares at the par value of Baht 5 per share)	Baht 1,428,290,510 (divided into 1,428,290,510 shares at the par value of Baht 1 per share)
Share Premium (Discount)	Baht (4,526,110,249.35)	Baht 0
Capital Surplus from Decrease in Par Value	-	Baht 331,154,132.65
Accumulated Losses	Baht 855,897,658	-
Legal Reserve	Baht 0	-

Details	Information according to the Financial Statements Ended 31 December 2020	
	Current  (After Transfer of Legal Reserve and Share Premium to Compensate for Accumulated Losses according to Agenda 11 and Adjustment of Par Value according to Agenda 12 and Subject to the Condition that Rights to Subscribe the Newly Issued Ordinary Shares Issued and Offered to the Existing Shareholders Proportionate to Their Respective Shareholdings (Rights Offering) are Fully Exercised.) (Par Value of Baht 5 per Share)	After Capital Decrease by Decreasing Par Value to Compensate for Share Discount and Accumulated Losses (Par Value of Baht 1 per Share)
Total Amount of Shareholders' Equity	Baht 1,759,444,643	Baht 1,759,444,643

Furthermore, this capital decrease of the Company is the decrease in the registered capital to an amount lower than one-fourth of the total capital of the Company. Section 139 of the of the PLC Act stipulates that a company may reduce its registered capital to an amount lower than one-fourth of its total capital only when such company has transferred its reserve fund of share premium and legal reserve to compensate for the accumulated losses and there are still remaining accumulated losses. In this regard, the Company has already proceeded, according to agenda 11 above.

In addition, the Board of Directors resolved an approval to propose to the Shareholders' Meeting to consider and approve the authorization for the Board of Directors and/or the Executive Committee and/or persons authorized by the Board of Directors and/or the Executive Committee to take any action necessary for and appropriate to the decrease in the Company's registered capital and the paid-up capital, including but not limited to, (1) to determine other conditions and details of the decrease in the registered capital and the paid-up capital by decreasing par value of shares; (2) to enter into a negotiation, make an agreement and sign applications for a permission in connection with such decrease in the registered capital and the paid-up capital by decreasing par value of shares, including to submit the applications, documents and any evidence to the relevant government authorities or agencies, as well as to take any other necessary and appropriate action in relation to such decrease in the registered capital and the paid-up capital by decreasing par value of shares, as deemed appropriate in compliance with the laws and/or relevant regulations.

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the decrease in the registered capital by Baht 7,337,411,048, from Baht 9,171,763,810 to Baht 11,834,352,762 and the paid-up capital by Baht 5,713,162,040 from Baht 7,141,452,550 to Baht 1,428,290,510, by decreasing the par value of the Company's shares (par value reduction) from the existing par value of Baht 5 per share to Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with decrease in the Company's registered capital, including the relevant authorization, as per details proposed above in all respects.

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

Questions from Mr. Chayawat Chanthathepthimakul, Shareholder: Will the final capital reduction on August 6, 2021, to clear accumulated losses affect the share price on the board? Including net par, the stock value on the board is 5 baht. After the final capital reduction on August 6, 2021, to clear accumulated losses, how will affect the stocks on the board at the price of 5 baht, even if the book value decreases?

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer, the registration is to confirm what the par value is according to the theory. However, trading in the stock exchange is theoretically ineffective because the number of stocks is the same, and there are no other factors. Therefore, as the books registered with the Ministry of Commerce decreased due to the amount of par value and the memorandum of association, it must be consistent.

Without any additional questions, the moderator requested the meeting to vote. For this agenda shall be passed by vote not less than three-fourths of the votes cast by the shareholders attending the meeting and entitled to vote.

**Resolution** The meeting resolved to approve the decrease in the registered capital by Baht 7,337,411,048, from Baht 9,171,763,810 to Baht 11,834,352,762 and the paid-up capital by Baht 5,713,162,040 from Baht 7,141,452,550 to Baht 1,428,290,510, by decreasing the par value of the Company's shares (par value reduction) from the existing par value of Baht 5 per share to Baht 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company in order to be in accordance with decrease in the Company's registered capital, including the relevant authorization, as per details proposed above in all respects by vote not less than three-fourths of the votes cast by the shareholders attending the meeting and entitled to vote as follows:

#### **Voting Results**

Approved	3,508,776,622	votes	equivalent to 99.9985 % of the shareholders attending the meeting and casting vote.
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Disapproved	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Abstained	53,000	votes	equivalent to 00.0015 % of the shareholders attending the meeting and casting vote.
Voided	0	votes	equivalent to 00.0000 % of the shareholders attending the meeting and casting vote.
Total	3,508,829,622	votes	equivalent to 100.0000 % of the shareholders attending the meeting and casting vote.

**Agenda 14: Others (if any)**

- None -

The Company had provided the shareholder an opportunity to propose an agenda in advance for the 2021 Annual General Meeting of Shareholders via the Company's website from 16 November 2020 – 15 January 2021 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2020 Annual General Meeting of Shareholders.

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

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

Questions from Mr. Prapol Milintachinda, Shareholder: What XR date for capital increase rights as the proposed and said that the Board of Directors and senior executives of the company could good clarify their observations and business plans.

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer: XR within May 24, 2021.

Questions from Mr. Abhisit Ruangsamanmaitree, Thai Investors Association:

1.) Will the capital increase and joint venture with TSB have income that can be profitable and reduce the company loss by sustainable? Because the cars operation must have depreciation and maintenance costs also the number of extensions of the route can be increased?

2.) How will COVID-19 affect the company? At present, the company has continuously accumulated losses. (To make investors' confidence to investing in the company.)

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer:

1.) Thai Smile Bus Company Limited or TSB is a holding company. The company invests in a business that has received a concession license from the Department of Transport directly to provide bus services

currently operated by license. The license is valid for 7 years and can be renewed every 7 years without the prohibition of renewal but without damage. Each subsidiary that TSB holds has the right to operate on each route, which may be that some companies have more than one route that generates income for the company. Each license has its own rules for driving from one point to another, defining the distance, the number of vehicles, and doing business that will generate income; there is potential. However, the main obstacle in recent times is the cost of maintenance; therefore, switching to electric trains, resulting in energy savings. From the information obtained to audit the business, The cost of using fuel from oil to electricity is reduced by 75%, changing paper tickets to E-tickets, reducing the number of employees, only the operator and inspectors, gain more income from advertising inside and outside the car, add GPS installation, improve the quality of the car to be modern. All are in a plan to develop together in the future for good results.

2.) The company will improve the organization, which takes time, technology, and personnel for better performance.

Questions from Mr. Kamphon Uaphanit, Shareholder: Question to Ms. Aomsin to explain about the bus business. How this business can grow because the number of passengers will not fluctuate, revenue may not fluctuate. So, what strategies make the company's revenue grow continuously?

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer: TSB is a holding company as a base for generating revenue and able to expand the route by applying for a license to increase the route, which is a future policy and expanding revenue from increasing the number of passengers by creating incentives for using the service such as routes near the BTS MRT connecting, guaranteed ride tickets, selling advertising spaces, and other products.

Questions from Mr. Chayawat Chanthepthimakul, Shareholder: The investments policy. Apart from businesses that raised capital funds, working capital, and the direction of excess reserve funds in the future is expected to receive the debt repayment that had invested in 2021, how much percent is it if the future situation is not good?

Answer from Ms. Aomsin Siri, Director and Chief Executive Officer: If this capital increase go on as planned, there will receive capital for 1,000 million baht, of which 350 million baht will be invested in TSB. The remaining 650 million baht will pay off outstanding liabilities, improve technology systems, and develop trading that supports modern systems to increasing convenience for customers. Changing tools and equipment is about 50 million baht, considering risks and returns as the main and used for other investments. As for debt collection from debtors this year, it is expected to be around 130 million baht.

Without any additional questions, the chairman gave thanks to the shareholders for giving time to attend this meeting and for all questions. The company would bring an advantage comment to improve the

management to get most of benefit for all stakeholders and would like to close Annual General Meeting of Shareholders 2021.

The chairman closed the meeting approximately at 13.07 hours

*-Signature-*

.....

(Asst.prof. Pattanant Petchchedchoo)

Chairman of the Meeting

*-Signature-*

.....

(Ms. Sasivimol Thesaphu)

Company Secretary and the E-AGM Secretary

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทแล้ว ผู้ถือหุ้นจะได้รับอีเมลจาก E-AGM Service ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด ([e-agm@ojconsultinggroup.com](mailto:e-agm@ojconsultinggroup.com))
2. ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ และนามสกุล และวันและเวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม
3. เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ "กดที่ Link นี้" เพื่อเปิด Web Browser ระบบจะให้กรอก เลขบัญชีผู้ถือหุ้น และ หมายเลขอ้างอิง (หมายเลขบัตรประชาชน ของผู้ถือหุ้น) และกดปุ่ม "ลงทะเบียนเข้าร่วมประชุม"

#### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX

วันอังคาร ที่ 00 กุมภาพันธ์ 25XX เวลา 12.00 น.

กรณารับข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุมแบบ online

บัญชีผู้ถือหุ้น

หมายเลขอ้างอิง

ลงทะเบียนเข้าร่วมประชุม

กรณีที่ผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า **"ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online"**

4. กดปุ่ม "ยืนยันเข้าร่วมประชุม"

#### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX

วันอังคาร ที่ 00 กุมภาพันธ์ 25XX เวลา 12.00 น.

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ

ถือหุ้นจำนวน 300,000,000 หุ้น

ยืนยันเข้าร่วมประชุม

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

5. เมื่อเข้าร่วมประชุมแล้ว จะมีปุ่มให้เลือก 2 ปุ่มคือ E-Meeting และ E-Voting (ตามรูปด้านล่าง)

### E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX

วันอังคาร ที่ 00 กุมภาพันธ์ 25XX เวลา 12.00 น.

ยินดีต้อนรับ นาย โอเจ มีหุ้นเยอะ

จำนวนหุ้น 300,000,000 หุ้น

E-Meeting

E-Voting

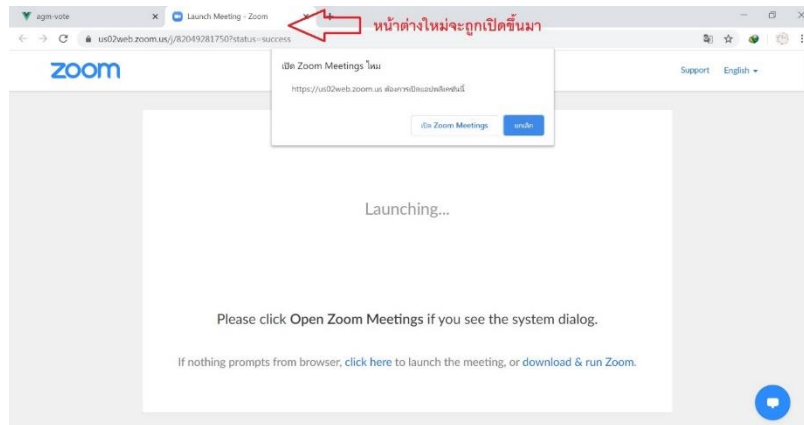
6. กดปุ่ม “E-Meeting” เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

7. กดปุ่ม “E-Voting” เพื่อลงคะแนนในแต่ละวาระการประชุม

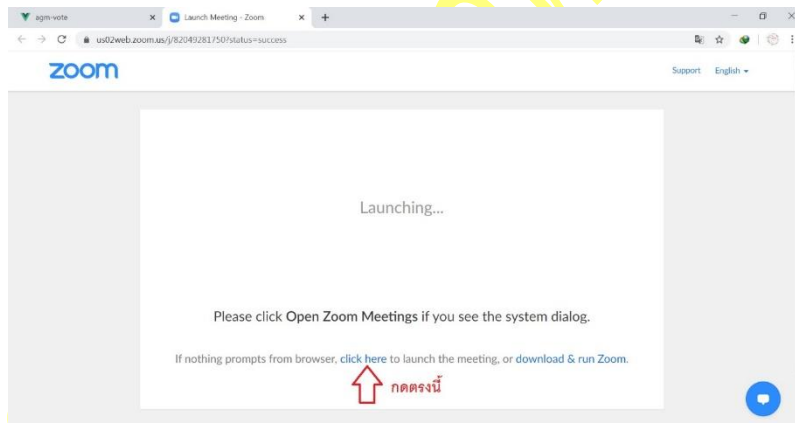
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

## การใช้งาน E-Meeting

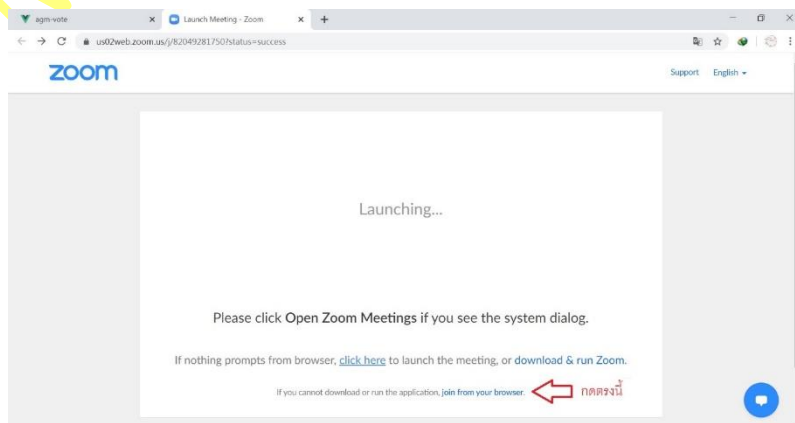
1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม “E-Meeting” กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป



2. ให้กดปุ่ม “ยกเลิก” และกดปุ่มตามรูปด้านล่าง



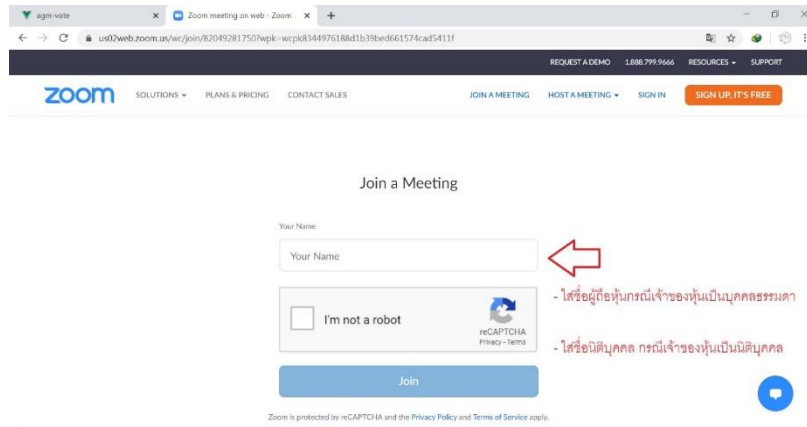
3. ให้กดปุ่ม “ยกเลิก” อีกครั้งหนึ่ง และกดปุ่มตามรูปด้านล่าง



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

#### 4. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อนามสกุล ของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



Join a Meeting

Your Name

Your Name

☐ I'm not a robot

reCAPTCHA

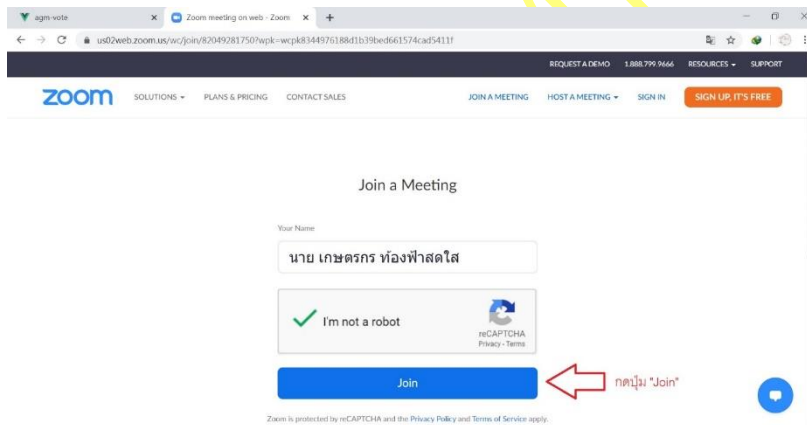
Join

Zoom is protected by reCAPTCHA and the Privacy Policy and Terms of Service apply.

- ใส่ชื่อผู้ถือหุ้นกรณีเจ้าของหุ้นเป็นบุคคลธรรมดา

- ใส่ชื่อนิติบุคคล กรณีเจ้าของหุ้นเป็นนิติบุคคล

#### 5. เมื่อกรอกชื่อแล้วให้ คลิกที่ I'm not a robot และปุ่ม Join



Join a Meeting

Your Name

นาย เกษตรกร ทองฟาสดใส

☒ I'm not a robot

reCAPTCHA

Join

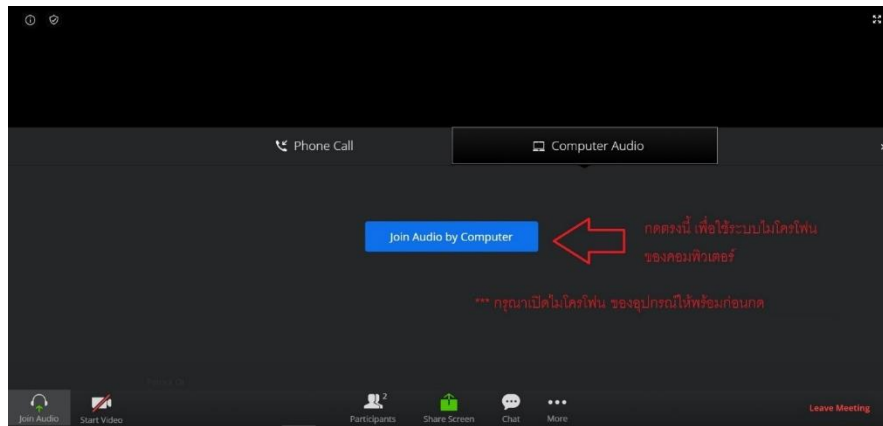
Zoom is protected by reCAPTCHA and the Privacy Policy and Terms of Service apply.

กดปุ่ม "Join"

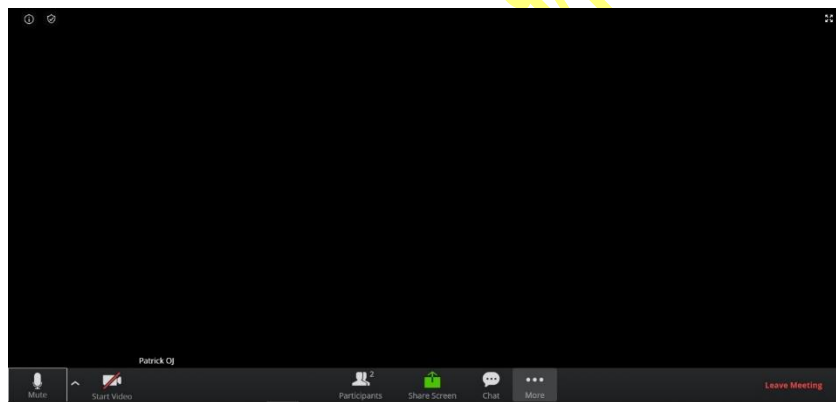
#### 6. จะมีข้อความ "Please wait, the meeting host will let you in soon." ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

7. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม **E-Meeting** เพื่อชมภาพและเสียงได้ เมื่อเข้ามาแล้ว จะต้องเปิดไมโครโฟนของเครื่องคอมพิวเตอร์ตนเองก่อน และจึงกดตามรูปด้านล่าง



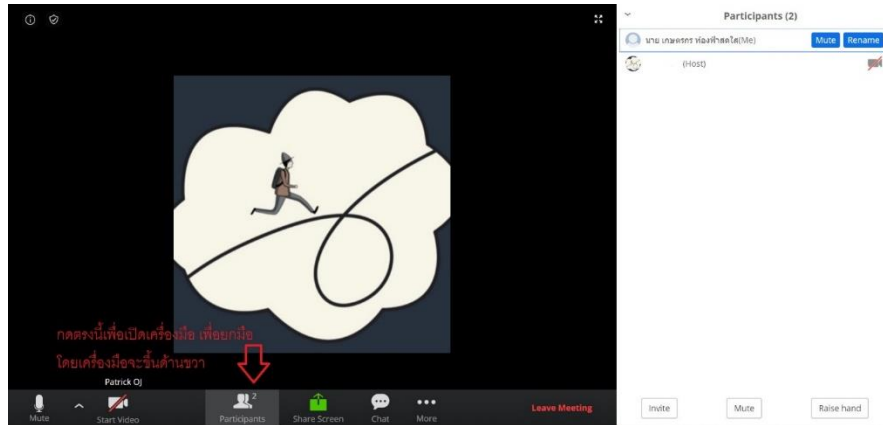
8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง



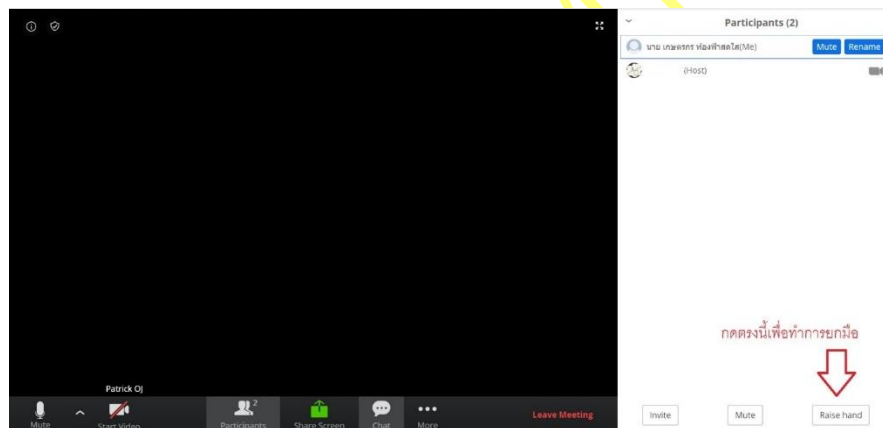
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้

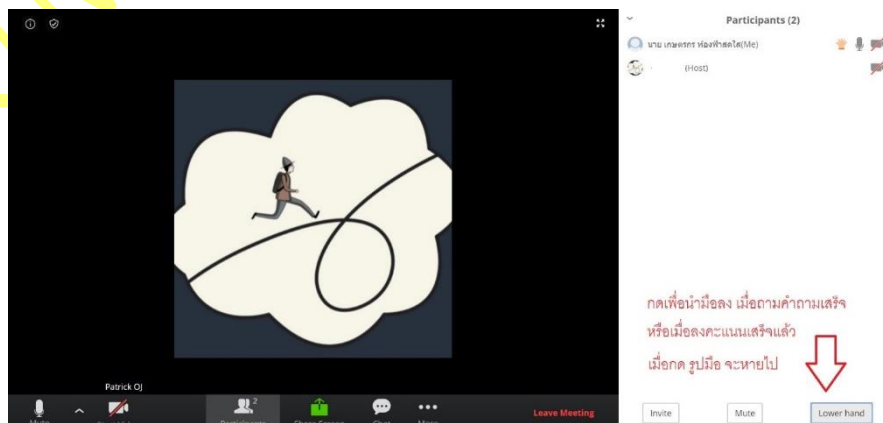
1. กดไปที่ปุ่ม “Participants” ตามรูปด้านล่าง



2. กดปุ่ม “Raise Hand” จะมีสัญลักษณ์รูปมือปรากฏข้างชื่อของผู้เข้าร่วมประชุม



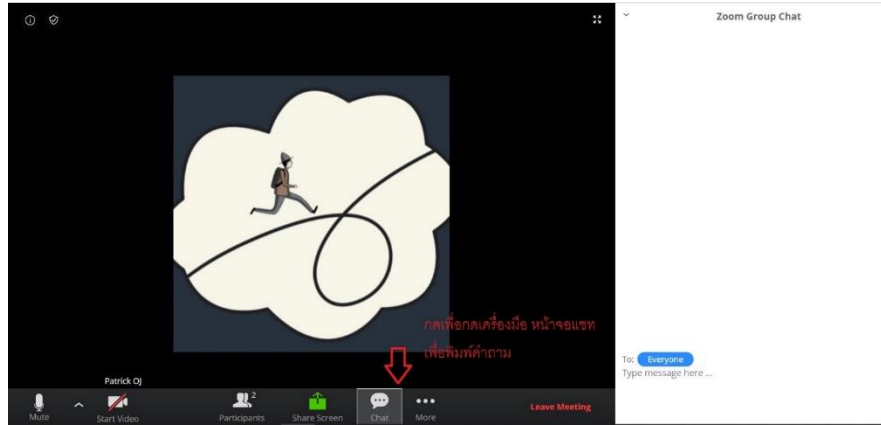
3. เมื่อสอบถามเสร็จเรียบร้อยแล้ว ให้กดปุ่ม “Lower Hand” เพื่อเป็นการเอามือลง



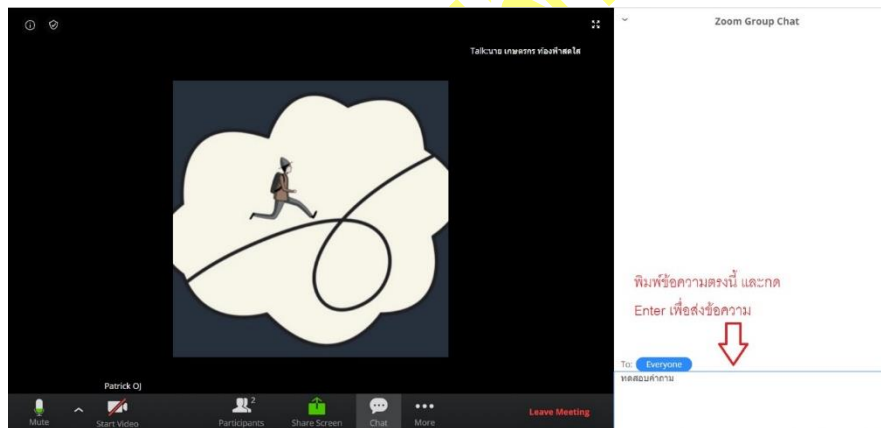
คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้

1. คลิกที่ปุ่ม “Chat” ตามรูปด้านล่างนี้

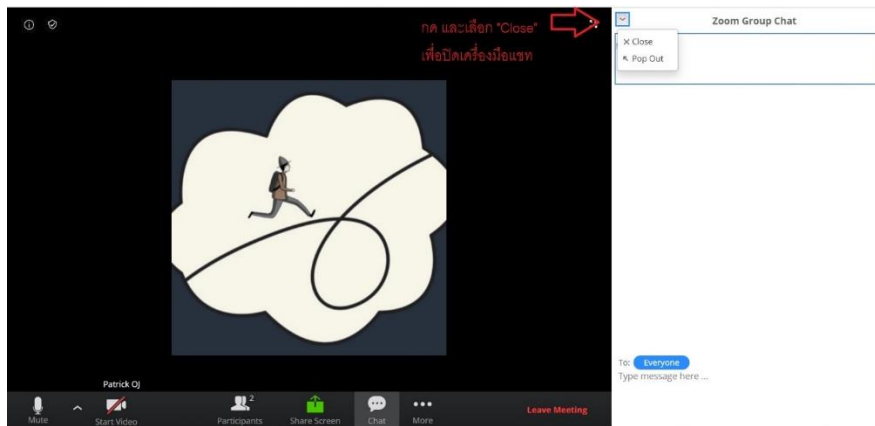


2. เมื่อกดปุ่มเครื่องมือแชทแล้ว จะมีเครื่องมือขึ้นตามตามรูป ให้ผ่านผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูปด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล  
ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

3. เมื่อพิมพ์ข้อความเรียบร้อยแล้ว สามารถปิดเมนู Chat ได้ตามรูปด้านล่าง



คู่มือนี้จัดทำโดย บริษัท โอเจ อินเตอร์เนชั่นแนล

ห้ามมิให้นำไปใช้ต่อโดยไม่ได้รับอนุญาต

### การใช้งาน E-Voting

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

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้

วาระที่ 1: พิจารณารับรองรายงานการประชุมใหญ่สามัญของผู้ถือหุ้น ครั้งที่ xx  
ที่ได้ประชุมเมื่อวันที่ xx เมษายน 25xx

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

วาระที่ 2: พิจารณารับทราบรายงานประจำปีของคณะกรรมการบริษัทเกี่ยวกับ  
กิจกรรมของบริษัท

แจ้งเพื่อทราบ

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

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

3. เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมายังหน้าต่าง E – meeting (Zoom) เพื่อรับชมภาพและเสียงของการประชุมต่อ โดยเจ้าหน้าที่จะทำการรวบรวมคะแนนทั้งหมดจากในระบบลงคะแนน

\*\*\* กรณีที่วาระได้ถูกปิดวาระไปแล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้

**Registration form for attending the E-EGM  
AEC Securities Public Company Limited**

Write at.....

Date.....

Name : ..... ID card/passport number : .....

Nationality : ..... Address : .....

.....Postal code : .....

Email : ..... Tel : .....

As a shareholder of AEC Securities Public Company Limited holding a total of ..... shares, wish to attend the meeting and vote via electronic media (E-EGM) for the Extraordinary General Meeting of Shareholders No. 1/2564, wanting to attend the meeting

☐ In person

☐ by grant a proxy to (Mr./Mrs./Ms.).....

ID card No..... to attended the meeting.

By requesting the company to send the link for attending the meeting via electronic media (E-EGM) and the method of joining to the following:

Email : .....

Tel. : .....

**Remarks:**

1. Send identification document to AEC Securities Public Company Limited, Investor Relations Department, 17th FL., Athenee Tower, Wireless Rd., Lumpini, Pathumwan, Bangkok, 10330 or email IR@aecs.com by Tuesday 20 July 2021.
2. Once you are verified, the company will send the meeting link and instructions for attending the meeting to your provided email address.
3. On the meeting date, please prepare the account number and ID card number for attending the meeting via electronic media.
4. In the event that a shareholder cannot attend the meeting in person via electronic media and wish others to attend and vote on your behalf, please fill in the details and sign in the proxy form as shown in Enclosure 3 and affix 20 stamp duty baht, with a proxy form or evidence to prove one's identity and supporting documents for attending the meeting to officer on the specified date. In case you wish to appoint an independent director to attend the meeting, please fill in the details and sign in the proxy form. You can send the proxy form and supporting documents to the company attached to this invitation letter by Tuesday, July 20, 2021.



## แบบหนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A)

สิ่งที่ส่งมาด้วย 7

(ปีค.ศ. 20 บาท)  
(Duty Stamp Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We Nationalityอยู่บ้านเลขที่.....  
Address

(2) เป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน) ("บริษัท")

Being's shareholder of AEC 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

<input type="checkbox"/>	(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
<input type="checkbox"/>	(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
<input type="checkbox"/>	(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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันศุกร์ที่ 23 กรกฎาคม 2564 เวลา 14.00 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 Extraordinary General Meeting of Shareholders no. 1/2021 on Friday 23 July 2021 at 2:00 p.m. Via teleconference through electronic meeting or such other date, time and place if the meeting is rescheduled

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/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 to 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 เออีซี จำกัด (มหาชน) ("บริษัท")  
Being's shareholder of AEC 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.พัทธนันท์ เพชรเชิดชู กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 50 ปี  
ที่อยู่ เลขที่ 63 อาคารแอทนี ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน  
กรุงเทพฯ 10330
- ☐ (3.5) ผศ.ดร.ศิริเดช คำสุพรหม กรรมการอิสระ กรรมการตรวจสอบ อายุ 48 ปี ที่อยู่ เลขที่ 63 อาคารแอทนี  
ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
- ☐ (3.6) ดร.เปรมวดี ฟองศิริ กรรมการอิสระ กรรมการตรวจสอบ และ กรรมการสรรหา กำหนดค่าตอบแทน และกำกับ  
ดูแลกิจการที่ดี อายุ 61 ปี ที่อยู่ เลขที่ 63 อาคารแอทนี ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707  
ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันศุกร์ที่ 23 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders no. 1/2021 on Friday 23 July 2021 at 2:00 p.m., via teleconference through electronic meeting (E-EGM), 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งได้ประชุมเมื่อวันที่ 20 พฤษภาคม 2564**

**Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders 2021, held on 20 May 2021**

- ☐ (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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 2 พิจารณานุมัติการยกเลิกมติที่ประชุมสามัญผู้ถือหุ้นเกี่ยวกับการลดทุนโดยการลดมูลค่าหุ้นที่ตราไว้**

**Agenda 2 To consider and approve cancelling the resolution of the 2021 Annual General Meeting of Shareholders with respect to the reduction of registered capital and paid-up capital by cancelling the reduction of the par value of the Company's shares (par value reduction).**

- ☐ (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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 3 พิจารณานุมัติการเปลี่ยนแปลงชื่อบริษัท แก้ไขบริคณห์สนธิ และแก้ไขเพิ่มเติมข้อบังคับบริษัทฯ เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อบริษัท**

**Agenda 3 To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name.**

- ☐ (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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 4 พิจารณออนุมัติการแก้ไขบททวนนโยบายการจ่ายเงินปันผลของบริษัทฯ**

**Agenda 4 To consider and approve the amendment and review of the Company's Dividend Payment Policy**

- ☐ (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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 5 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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

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

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

---

**หมายเหตุ/ Remarks**

1. 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.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 Regular Continued Proxy Form as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันศุกร์ที่ 23 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือ  
ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders no. 1/2021 on Friday 23 July 2021 at 2:00 p.m., via  
teleconference through electronic meeting (E-EGM), 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:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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:  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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)

ปิดอากรแสตมป์  
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 เออีซี จำกัด (มหาชน) ("บริษัท")

being a shareholder of AEC 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.พัทธนันท์ เพชรเชิดชู กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 50 ปี

ที่อยู่ เลขที่ 63 อาคารเอทรีนี ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน

กรุงเทพฯ 10330

- ☐ (2.5) ผศ.ดร.ศิริเดช คำสุพรหม กรรมการอิสระ กรรมการตรวจสอบ

อายุ 48 ปี ที่อยู่ เลขที่ 63 อาคารเอทนี ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707 ถนนวิทย์ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330

- ☐ (2.6) ดร.เปรมวดี พงศิริ กรรมการอิสระ กรรมการตรวจสอบ และ กรรมการสรรหา กำหนดค่าตอบแทน และกำกับดูแลกิจการที่ดี อายุ 61 ปี ที่อยู่ เลขที่ 63 อาคารเอทนี ทาวเวอร์ ชั้น 17 ห้องเลขที่ 1701, 1705-1707 ถนนวิทย์ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันศุกร์ที่ 23 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders no. 1/2021 on Friday 23 July 2021 at 2:00 p.m., via teleconference through electronic meeting (E-EGM), 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งได้ประชุมเมื่อวันที่ 20 พฤษภาคม 2564**

**Agenda 1 To adopt the minutes of the Annual General Meeting of Shareholders 2021, held on 20 May 2021**

- ☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 2 พิจารณานุมัติการยกเลิกมติที่ประชุมสามัญผู้ถือหุ้นเกี่ยวกับการลดทุนโดยการลดมูลค่าหุ้นที่ตราไว้**

**Agenda 2 To consider and approve cancelling the resolution of the 2021 Annual General Meeting of Shareholders with respect to the reduction of registered capital and paid-up capital by cancelling the reduction of the par value of the Company's shares (par value reduction).**

- ☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 3 พิจารณานุมัติการเปลี่ยนแปลงชื่อบริษัท แก้ไขบริคณห์สนธิ และแก้ไขเพิ่มเติมข้อบังคับบริษัทฯ เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อบริษัท**

**Agenda 3 To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name.**

- ☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 4 พิจารณานุมัติการแก้ไขบททวนนโยบายการจ่ายเงินปันผลของบริษัทฯ**

**Agenda 4 To consider and approve the amendment and review of the Company's Dividend Payment Policy**

- ☐ (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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 5 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 | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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

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

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ  
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholders in the Regular Continued Proxy Form as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค  
(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

Supplemental Proxy Form C

(For foreign shareholders who have custodians in Thailand Only)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัทหลักทรัพย์ เออีซี จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันศุกร์ที่ 23 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders no. 1/2021 on Friday 23 July 2021 at 2:00 p.m., via teleconference through electronic meeting (E-EGM), 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:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

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 .....