



bluebik

Notice of the 2022

Annual General Meeting of Shareholders

Via Electronic Device

(No Meeting Room to Prevent the Spread of Covid - 19)

According to the Emergency Decree on Electronic Meetings,
B.E. 2563 (2020) and other related laws and regulations.

Bluebik Group Public Company Limited

Monday 25th April 2022

At 10:00 a.m.

The registration will be started at 8.00 a.m. via Electronic Device (E-AGM)

Bluebik Group Public Company Limited kindly requests shareholders' and/or proxies' cooperation to study Measures and Guidelines for Attending the 2022 Annual General Meeting of Shareholders or give proxies to independent directors to attend the meeting instead of attending the meeting in person. For the Good Corporate Governance, please be advised that no souvenir will be provided at this Shareholders' meeting.

1 April 2022

Subject: Notice of the 2022 Annual General Meeting of Shareholders (via electronic devices)
To: All Shareholders
Bluebik Group Public Company Limited

- Enclosure:
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders, held on March 4, 2021;
 2. Annual Registration Statement/ 2021 Annual Report (Form 56-1 One Report) through QR Code comprising the Financial Statements for the fiscal period ended December 31, 2021 and the auditor's report;
 3. Brief Information of Directors Vacating Office at the End of Their Term who are Nominated for Re-election and Principles and procedures of electing Directors, Director of Auditors and Independent Directors and the regulation of qualifications of independent directors of the company;
 4. Comparison of Director Remunerations;
 5. List of Auditors, Auditing Fee, and Details and List of Subsidiary Companies Using the Same Auditor;
 6. Credentials of the independent director whom shareholders may nominate as their proxy and the qualifications of independent directors;
 7. Type A, Type B and Type C Proxy Forms;
 8. Company's Articles of Association only in relation to the shareholders' meeting;
 9. The Registration, Guidelines on how to attend the Annual General Meeting of Shareholders via Electronic Means (E-Meeting) and how to attend the Meeting by Proxy
 10. Request form for physical copy of Annual Registration Statement/ 2021 Annual Report (Form 56-1 One Report)
 11. Question Proposal Form

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors ("Board") of Bluebik Group Public Company Limited ("the Company"), the 2022 Annual General Meeting of Shareholders will be held via an electronic device only (no meeting room available in order to prevent the spread of Covid-19 virus) on Monday, April 25th, 2022 at 10.00 a.m., according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), to consider the following items on the agenda :

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting 2021

Objective and Rationale: For the shareholders to consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, held on March 4, 2021, which the Company prepared and submitted to the Ministry of Commerce within the timeframe prescribed by law, the details of which are enclosed hereto as Enclosure 1. (Page 13)

Opinion of the Board: The Board of Directors considers that the Minutes of the 2021 Annual General Meeting of Shareholders, held on March 4, 2021 has been made correctly and opines to propose the Minutes of the 2021 Annual General Meeting of

Shareholders to the 2022 Annual General Meeting of Shareholders to certify the said minutes.

Resolution: The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 2 To acknowledge the Board of Director’s report of the Company’s performance for the year 2021

Objective and Rationale: Pursuant to Section 113 of the Public Limited Companies Act B.E.2535, the Board of Directors shall deliver the Annual Report to the shareholders along with written notices calling for an annual general meeting. At present, the Report of the Company’s performance for the year 2021 which contains complete details as prescribed by the Public Limited Companies Act B.E. 2535 and the regulations of the Securities and Exchange Commission has been already prepared by the Company; as a consequence, the Company desires to present the said Annual Report to the shareholders for acknowledgement and certification, the details appearing in the 2021 Annual Report (Form 56-1 One Report) as delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 2. (Page 30)

Opinion of the Board: The Board of Directors opines to propose the 2021 Annual Report which summarized the operation result of the Company during the preceding year to the 2022 Annual General Meeting of Shareholders.

Resolution: The resolution in this agenda item is for acknowledgement; no voting is required.

Agenda 3: To consider and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021;

Objective and Rationale: Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Article 54 of the Articles of Association of the Company, the Board of Directors shall prepare the balance sheet and the profit and loss statement as of the last day of the accounting year of the Company (ends on 31 December of each calendar year) for submission to the meeting of shareholders for its consideration and approval. The Company, therefore, proposes the shareholders to approve the Financial Statements for the year ended December 31, 2021 which is audited by the Company’s certified public accountant and were considered and audited by the Audit Committee, the details appearing in the 2021 Annual Report (Form 56-1 One Report) as delivered to the shareholders with the Notice of this Meeting, enclosed hereto as Enclosure 2. (Page 30)

Summary of Financial Highlights for the year 2021

Details		Separate Financial Statements	Consolidated Financial Statements
Total assets	(Baht)	654,427,503	650,996,925
Total liabilities	(Baht)	115,502,249	107,108,549
Shareholders' equity	(Baht)	538,925,254	543,888,376
Total revenues	(Baht)	295,352,250	303,688,217
Net profit	(Baht)	66,052,337	66,495,345
Earnings per share	(Baht/ share)	0.89	0.89

Opinion of the Audit Committee: The Audit Committee opined that the Financial Statement for the year 2021 has been prepared in accordance with the Financial Reporting Standard, so the Committee agreed to propose the Meeting of Shareholders to approve it.

Opinion of the Board: The Board of Directors opines to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and profits and loss statement for the fiscal year ended December 31, 2021, which were audited and certified by the certified public accountant of Proud in Pro Co., Ltd., and have been approved by the Audit Committee and the Board of Directors.

Resolution: The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 4: To consider and approve the appropriation of profit as legal reserves and approve the dividend payment deriving from the operating results for the year 2021;

Objective and Rationale: Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (included amended) and Article 50 of the Articles of Association of the Company, the Company is required to appropriation not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a legal reserve until this reserve attains an amount not less than 10 percent of the registered capital. In addition, pursuant to Section 115 of the Public Limited Company Act B.E. 2535 (included amended) and Article 47 of the Articles of Association of the Company, the Board of Directors is required to consider the appropriateness of whether or not to distribute dividends from the operation result and propose its decision to the Shareholders' Meeting for consideration and approval.

Presently, the Company has its registered capital of 50,000,000 Baht and has a legal reserve amounted as per the Separate Financial Statement of 3,750,000 Baht. Therefore, for the year 2022, the Company shall appropriation the portion of annual net profit as a legal reserved in the amount of 1,250,000 Baht. As a result, the Company shall have legal reserve in the amount of 5,000,000 Baht, which is 10 percent of the registered capital of the Company.

For the dividend payment, under dividend payment policy, the Company shall declare dividend to shareholders in the amount not less than 50 percent of its net profit after deduction of all reserves required under the Company's Articles of Association and by laws from the Company's separate financial statements. However, the dividend payment will be subject to each year's economic situation, the financial position, the operational plan, and the investment plan of the Company and its affiliated companies, as well as necessity, appropriateness, and other factors as the Board of Directors may deem expedient

In the year 2021, the separate financial statement showed net profits of 66,052,337 Baht which is 0.89 earnings per share and the consolidated financial statement showed net profits of 66,495,345 Baht. After the appropriation for legal reserve, the Company has sufficient amount of retained earnings and adequate cash flows to declare dividend.

Therefore, the Company considers proposing the dividend payment for the year 2021 from operation result during July 1, 2021 to December 31, 2021, in the proposed profit derived from the Company's business, not promoted by the Board of Investment, in cash to shareholders at the rate of 0.375 Baht per share for the total shares of 100,000,000, totaling approximately Baht 37,500,000. The dividend payment is in accordance with the Company's dividend policy.

The Company paid interim dividends on 6 September 2021 for operating results from January 1, 2021 to June 30, 2021, in the proposed profit derived from the Company's business, not promoted by the Board of Investment, in cash to shareholders at the rate of 0.98 Baht per share for ordinary shares of the Company by 75,000,000 shares, totaling approximately 73,500,000 Baht.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appropriation of profit as legal reserves in the amount of 1,250,000 Baht when combining with the current legal reserves accrued in the amount of Baht 3,750,000 then the total amount of reserves requirement will be Baht 5,000,000 or 10 percent of the registered capital of the Company. And approve the dividend payment for the year 2021 from operation result during 1 July to 31 December 2021, in the proposed profit derived from the Company's business, not promoted by the Board of Investment, in cash to shareholders at the rate of 0.375 Baht per share for the total ordinary shares of 100,000,000, totaling approximately Baht 37,500,000.

However, the Company will deduct withholding tax from dividend income at the rate prescribed by law.

The historical of dividend payment are as follows.

Details		2019	2020	2021 (proposed year)
Annual net profits ^{1/}	(million baht)	32.41 ^{3/}	41.62	66.05
Dividends paid	(million baht)	20.00	18.99	111.00
Dividend payout ratios ^{2/}	(%)	61.70%	45.63%	168.05%

Notes:

^{1/} Annual net profit is the net profit in separate financial statements.

^{2/} The dividend payout ratios were calculated by dividing the dividends paid by annual net profits.

^{3/} Net profit for the year 2019 before restate according to Thai Financial Reporting Standards for Publicly Accountable Entities.

The record date to determine names of shareholders who have the right to receive dividend payment will be on 9 May, 2022 and the dividend payment date will be no later than May 24, 2022. This entitlement to receive dividends is still uncertain as this

Resolution:

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 5: To consider and approve the Election of Directors in place of those who Retired by Rotation.

Objective and Rationale:

Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 18 of the Company's Articles of Association provides that 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, must retire from office. The Directors retiring in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the Director who has been longest in office shall retire.

A retiring Director is eligible for re-election.

Directors retiring at the Annual General Meeting of Shareholders for the Year 2022 are as follows:

	Name		Position
1.	Mr. Kanchit	Bunajinda	Director/Independent Director
2.	Mr. Pakorn	Jiemskultrip	Director
3.	Ms. Sutida	Chansomboon	Director

Additionally, to comply with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for minor shareholders to nominate persons deemed qualified, knowledgeable, competent, and suitable to represent them as directors in advance from 16 November 2021 until 31

December 2021, via the Company's website. As a result, no shareholders nominated any person for election as director.

The Company has set the policy, provided that the Nomination and Remuneration Committee is responsible to consider the candidates equipped with sufficient breadth of knowledge and professional proficiency relating to the Company's business as well as the necessary skills required to fulfill the Board proficiency as defined in the Board Skill Matrix. Candidates must possess qualifications and experiences, without prejudice to gender, nationality, religion, in the fields contributable to the accomplishment of short-term and long-term business strategies; devoting their time and efforts in performing the duties; not possessing the prohibited characteristics stipulated in the law and the good governance of the listed companies. The screening of the candidates in the selection and nomination

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee has thoroughly considered and selected qualified and suitable individuals to be proposed to hold the position of the Company's directors in accordance with the qualifications, working experiences, skills, and expertise, as well as the proportion of the Board members, including the performance of the directors from previous year. The Nomination and Remuneration Committee considers that the three persons are fully qualified as directors according to Section 68 of the Public Limited Company Act B.E. 2535 and have no characteristics that are unworthy of confidence for management of a business in which the public are shareholders, as set forth by the regulations of the Securities and Exchange Commission ("SEC"). They also have qualifications working experiences and expertise which shall be beneficial to the Company's business operation. They had duly performed their duties as the members of the Company's Board of Directors and/or the Sub - Committees well and effectively throughout the time as well as being able to give opinions and recommendations for the best interest of the Company. Moreover, they are also competent with useful knowledge, skills, and extensive experience to benefit the Company's operation as well as having honesty and integrity in conducting the Company's businesses. They also have an ability to make decisions independently and they also dedicate time and pay attention to fulfilling their duties and responsibilities.

Furthermore, Mr. Kanchit Bunajinda, who is the directors retiring by rotation and be proposed to re-elect for another term, are qualified to be independent directors according to the regulation prescribed the Company. Additionally, he has performed their duties well and be able to give independent opinions and recommendations for the best interest of the Company and in compliance with the relevant regulations and laws.

Accordingly, the Nomination and Remuneration Committee, excluding the directors who are proposed for election, casted their votes individually to propose to the Board of Directors to further propose to the Annual General Meeting of Shareholders to consider the election of the three retired directors

to be the Company's director for another term. Profiles of each retired director are shown in Enclosure 3. (Page 31)

Opinion of the Board:

To create independency judgments among the directors, the Nomination and Remuneration Committee and the Board of Directors, excluding the directors who are proposed for election, conducted its review of the screened process with considerate and cautious under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors according to section 68 of the Public Limited Company Act B.E. 2535 and have no characteristics that are unworthy of confidence for management of a business in which the public are shareholders, as set forth by the regulations of the Securities and Exchange Commission ("SEC"). Furthermore, all three are qualified to be independent directors according to the regulation prescribed the Company. Moreover, they are also knowledgeable, proficient and possess needed experiences which are useful for the Company as well as being attentive and ethical. In addition, they exercise honest and independent judgments that are independent from management and other interested parties, and they also adequately devote their time to perform the directorship duties for the companies in which they serve and are responsible for their roles. In addition, they had duly performed their duties as the members of the Company's Board of Directors and/or the Sub-Committee well as well as being able to give independent opinions and recommendations for the best interest of the Company

In addition, the Board of Directors has considered that Mr. Kanchit Bunajinda, the person to be nominated as an independent director, possesses the required expertise, knowledge, competency, and experiences which contribute prosperity to all stakeholders and the Company throughout their tenure. Moreover, he has also proved to maintain the qualifications of independent director, have no conflict of interest against and/or is not considered to be an interested person of the Company, and continues possessing the required experience and knowledge which are the needed expertise for conducting the Company's business.

Accordingly, the Board of Directors has deemed necessary and agreed with the Nomination and Remuneration Committee and proposed the shareholders to approve for the election in replacement of those to be retired by rotation as directors of the Company for another the term as follows;

	Name		Position
1.	Mr. Kanchit	Bunajinda	Director/Independent Director
2.	Mr. Pakorn	Jiemskultrip	Director
3.	Ms. Sutida	Chansomboon	Director

Initial Information of persons nominated to be directors and an independent director including age, tenure, education, experiences, position in other

companies, meeting attendance, a definition of independent director are enclosed in the Enclosure 3 (Page 30)

Resolution:

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote, with the following rules and procedures:

- (1) One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
- (2) Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
- (3) Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.

To follow the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis.

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

Objective and Rationale:

Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 33 of the Articles of Association of the Company, the determination of remunerations for directors and sub-committees must be approved by the Shareholders' Meeting of the Company.

The following are the Company's policy and guidelines related to the remuneration of the Board of Directors and sub-committees:

1. The remuneration of the Board of Directors and sub-committees are subject to annual review and shall be presented to the meeting of shareholders annually for approval.
2. According to the Company's policy, the remuneration of each member of the Board of Directors and of sub-committees reflects their respective duties and responsibilities and takes into consideration the remuneration of similar positions in the same industry.
3. The Nomination and Remuneration Committee is responsible for reviewing the remuneration of the Board of Directors and sub-committees, ensuring that the remuneration is appropriate and in line with the Company's remuneration policy. In reviewing the remuneration, the Nomination and Remuneration Committee takes into account the remuneration of similar positions in the same industry in the previous

year as well as the Company's business expansion and profit growth and also appropriate enough to take care of and maintain the directors and motivate the directors to work with the Company to achieve goals and be efficient through a transparent process that is confident to the shareholders

Opinion of the Nomination and Remuneration Committee : The Nomination and Remuneration Committee considered the remuneration of the Board of Directors appropriately and discretionarily basing on the comparative rate with others in the same industry, duties, responsibilities and the meeting plans of the Board of Directors as well as each sub-committees in the year 2022 including business expansion and growth of the Company's profit, the Committee proposed to determine the 2022 remuneration of the Board of Directors shall not exceed Baht 5,000,000 (Five Million Baht).

Opinion of the Board: Having considered the performance and working plan of the board and each sub-committee, the remuneration determined by the Nomination and Remuneration Committee shall be deemed appropriate. Hence, the Board of Directors agreed to propose the Meeting of Shareholders for consideration and approval of the remuneration of the Board of Directors for the year 2022 at the rate not exceed Baht 5,000,000 (Five Million Baht) based on the comparative rate with others in the same industry, duties, responsibilities, and the meeting plans of each committee including business expansion and growth of the Company's profit. Details of the directors' remuneration for the year 2021 appear in the Annual Report in Section "Report of Important Actions on Corporate Governance" under Topic "Remuneration of Individual Directors", attachment 2. The remuneration consists of bonus and meeting allowance (there is none of other kind of Remuneration) and excluding executive directors of the Company. Enclosed hereto as Enclosure 4. (Page 41)

Resolution: The resolution in this agenda requires votes of not less than 2 / 3 of the total shareholders who are present in the Meeting.

Agenda 7 To consider and approve the appointment of the Auditors and to determine their Auditor Fee for the year 2022

Objective and Rationale: Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 58 of the Articles of Association of the Company, provided that the appointment of the auditor and the audit fee shall be considered and approved by the Annual General Meeting of Shareholders, and Article 59 of the Articles of Association of the Company, which stipulate that the Annual General Meeting of Shareholders shall determine an audit fee of the Company each year. In addition, a notification from the Capital Market Supervisory Board, TorJor. 75/2561 imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven fiscal years, therefore,

other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five fiscal years interval break.

Opinion of the Audit Committee: The Audit Committee opined that the auditors from Proud In Pro Co., Ltd., performed their all contractual assigned duties completely and satisfactorily and they also have been independent and have had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons of the said persons, so they are independent to audit and express their opinions for the Company's financial statements. The Committee agreed to propose the nomination of auditors from Proud In Pro Co., Ltd., for appointment as the Company's auditors for the year 2022. The details of proposed auditors are as follows;

1. Miss Sansanee Poolsawat, CPA Registration No. 6977

An auditor of the Company since 2021 and she has signed the Company's Financial Statements for a year starting from year 2021

2. Miss Witita Sujitranuch, CPA Registration No. 7408

Has never been approved by the shareholders' meeting as an auditor of the Company.

3. Miss Pitinun Pattaraklitdej, CPA Registration No 10467

An auditor of the Company since 2021 but she has never signed on the Company's financial statement.

In case those three auditors are not able to perform their work, Proud In Pro Co., Ltd. would appoint its proper, qualified and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place.

Qualifications and abilities of the auditor are considered from educational background, quality and efficiency of auditor's works, knowledge, proficiency, experience, support teams, output of performance auditing, and independency of auditor - an auditor has no direct or indirect benefit from, or interest in, audit duties.

In the year 2022, the determined audit fee including quarterly review fee will be fixed at the total amount of Baht 970,00. This rate is acceptable because it is in a similar range of audit fee charged by other audit firms.

In order to ensure that the financial statements were prepared in a timely manner, Proud In Pro Co., Ltd. is also an auditor of 4 subsidiaries. Other than the services of audit work on the financial statements, the Company including its subsidiaries do not use any services from Proud In Pro Co., Ltd., or from any person or business relating to the auditors or the audit firms.

Opinion of the Board:

The Board of Directors concurred with the proposal of the Audit Committee considered and deemed it appropriate to propose the Meeting of Shareholders

to appoint the auditors from Proud In Pro Co., Ltd. to act as the Company's auditors for the year 2022, details as follows:

1. Miss Sansanee Poolsawat CPA Registration No. 6977 or
2. Miss Witita Sujitranuch CPA Registration No. 7408 or
3. Miss Pitinun Pattaraklitdej CPA Registration No 10467

Either said auditor will conduct audits and comment on the financial statements of the Company. In case the auditors are not able to perform their work, Proud In Pro Co., Ltd. will appoint another of its proper qualified and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place. The remuneration for auditors for the 2022 financial statements including its quarterly financial statements will be fixed at Baht 970,000. This rate is acceptable because it is in a similar range of audit fee charged by other audit firms. Enclosed hereto as Enclosure 5. (Page 43)

Resolution:

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 8 Other Matters (if any)

Opinion of the Board : The Board of Directors considered it appropriate to set an agenda for other matters at every Shareholders' Meeting to allow shareholders to ask questions, discuss matters and/or give suggestions to the Board and/or the Management of the Company.

Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the Annual General Shareholders' Meeting 2022 in advance from 16 November 2021 until 31 December 2021, the details, criteria and procedures of which are on the Company's website <https://bluebik.com>. As a result, no shareholders proposed any agenda items for the Annual General Shareholders' Meeting 2022, thus there was no additional agenda item from shareholders.

However, according to Section 105 paragraph 2 of the Public Limited Company Act B.E.2535, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the Notice of Meeting.

In this regard, the Company has set the list of shareholders who have the right to attend the Annual General Shareholders' Meeting 2022 (Record Date) on March 11, 2022. The Company has published the invitation letter and other documents on the Company's website since 31 March 2022 to allow shareholders to consider various agendas on the meeting day.

It would be very much appreciated if you could attend the Meeting via electronic device on the date and time stated above. If the shareholders are unable to attend the Meeting, you may appoint other person or appoint the following independent directors who are **Mr. Vasit Kanjanahuttakit** or **Mr. Chalakorn Panyashom**, to attend and vote for the shareholders in the Meeting by using the proxy as enclosed. Profiles of the independent directors to act as proxy for shareholders can be found in Enclosure 6. (Page 47)

In doing so, the Company would like to ask for the cooperation of shareholders, who wish to attend the meeting or grant a proxy, kindly study the explanation of documents or evidence required for attending the meeting (via electronic device), submission of document and procedure of pre-registration identifying the shareholder, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting in Enclosure 9. (Page 70)

In order to ensure that the number of shares and the number of shareholders constitute a quorum in accordance with the Articles of Association and the Public Limited Company Act B.E. 2535, which necessitate the Shareholders' Meeting to be attended by at least 25 shareholders and their proxies (if any), or not less than one half of the total number of shareholders, holding shares, in aggregate, of not less than one-third of the total number of shares sold. For convenience and expeditiousness of the Meeting convention the Company requests your kind cooperation to please send the Proxy Form to the Company at least one day prior to the Meeting date.

In order for the shareholders to receive the most benefit from the meeting as well as to fully protect your rights, if you have any questions that need to be clarified on the issues of the proposed agenda, you can send questions in advance to the Company by using electronic mail to ir@bluebik.com.

Yours sincerely,



(Mr. Thana Thienachariya)
Chairman of the Board of Directors

Minutes of Annual General Meeting of Shareholders for the year 2021
of
Bluebik Group Company Limited

Date, Time and Place of the Meeting

Held on 4 March 2021 at 17:00 hours at the Company office meeting room, no. 51, Naradhiwas Rajanagarindra Rd., Silom, Bangrak Bangkok 10500

Proceedings:

Mr. Thana Thienachariya, Chairman of the Board of Directors, presided over the Meeting (the “Chairman”). The Chairman opened the Annual General Meeting of Shareholders for the year 2021 of Bluebik Group Company Limited (“the Company”). There were 11 shareholders and proxies attending the meeting, representing 204,080 shares or equivalent to 100 percent of 204,080 paid-up shares and therefore a quorum was formed pursuant to the Company’s Articles of Association. The Chairman declared the Meeting open and proceeded with the meeting according to the following agenda:

Agenda 1 To Adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 4/2020

The Chairman proposed that the Meeting adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 4/2020 held on 28 September 2020. The details were in a copy of the minute of such meeting attached with the invitation to the Annual General Meeting of Shareholders.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting unanimously resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 4/2020 as proposed by the Chairman.

Agenda 2 To acknowledge the Company’s Operations for the year 2020

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to present the operations of the Company and subsidiaries for the year 2020 to the meeting for acknowledgment.

The Chief Financial Officer presented the operations of the Company for the year 2020 with details as follows:

As of 31 December 2020, the Company and subsidiaries conducted 4 main businesses including,

1. Digital Delivery such as design and development of information technology systems
2. Operational Excellence such as Program Management Office
3. Management Consulting such as Strategy Consulting
4. Big Data such as development of big data management systems and data analysis

In this regard, the Company's operating results for the year 2020 were detailed in the report presented to the meeting.

In addition, in the year 2020, the Company received awards from various institutions such as Mr. Pochara Arayakarnkul, Chief Executive Officer of Bluebik Group Co., Ltd. received the award "Honorary on the path of life" as an Executive of The Year 2020 in the field of Digital Technology Management and Development for the year 2020. And Mr. Pakorn Jiemsakultrip, Chief Technology Officer of Bluebik Group Co., Ltd. was the representative to receive the honorary award "The Best Practice Awards 2020" in the field of Digital Strategy Management and Development under the project "One Million Courage to Repay Your Land for the year 2020" organized by the Thai Social Foundation.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Since it was merely for the shareholders' acknowledgement, the voting was not required for this agenda.

Resolution

The Meeting acknowledged the operations of the Company in the year 2020 as proposed.

Agenda 3 To Consider and Approve the Financial Statements for the year 2020 ended 31 December 2020 and the Auditor's report

The Chairman proposed that the Meeting consider and approve the Consolidated Financial Statements for the year ended 31 December 2020. The details were in a copy of the Financial Statements presented to the Board of Directors, which were reviewed by the Company's certified public accountant and were considered and reviewed by the Audit Committee.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting unanimously resolved to approve the Financial Statements for the year 2020 ended 31 December 2020.

Agenda 4 To consider and approve the dividend payment for the year 2020 and the appropriation of profit as legal reserves.

The Chairman explained to the Meeting that according to the Financial Statements for the year 2020 ended 31 December 2020 reviewed by the auditor, the Company had net profit from operation result. Therefore, the Chairman proposed the meeting to consider and approve dividend payment to shareholders. The name list of the shareholders being entitled to receive the dividends would be fixed on 17 March 2021 and the dividend payment date would be within 24 March 2021. The Company would pay dividend at the rate of Baht 93.057189 per share representing the total amount of Baht 18,991,111.11.

In addition, the Chairman proposed the meeting to consider and approve the appropriation of Baht 40,800 baht of profit as a legal reserve in order to comply with the Civil and Commercial Code. If added to the allocated legal reserve of Baht 2,000,000, the Company would have a legal reserve of Baht 2,040,800, which is 10 percent of the registered capital.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and resolved to approve the dividend payment at the rate of Baht 93.057189 per share to the shareholders of the Company the appropriation of Baht 40,800 baht of profit as a legal reserve according to the details proposed.

Agenda 5 The Consider and Approve the Election of Directors in place of those who Retired by Rotation and to Consider the Directors' Remuneration

The Chairman informed the meeting that, pursuant to the Civil and Commercial Code, at every annual general meeting, one-third of the directors will have to be retired by rotation. In this meeting, the directors who had to retire by rotation are as follows:

- | | |
|-----------------------------|----------|
| 1. Mr. Pochara Arayakarnkul | Director |
| 2. Mr. Pakorn Jiemsakultip | Director |
| 3. Ms. Sutida Chansomboon | Director |

The Chairman informed that since these 3 directors were knowledgeable and competent, they could provide advice for the benefit of the organization. Therefore, the Chairman proposed to the meeting to consider and approve the re-election of the above-mentioned directors who had to retire by rotation to be the Company's directors for another term.

The Chairman proposed the meeting to consider and approve the directors' remuneration for the year 2021 with details as follows:

1. Meeting Allowance for Non-executive Directors

Position	Allowance
The Board of Directors	
Chairman of the Board of Directors	Baht 30,000 per meeting
Director	Baht 20,000 per meeting
The Audit Committee	
Chairman of the Audit Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Risk Policy Committee	
Chairman of the Risk Policy Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Nomination and Remuneration Committee	
Chairman of the Nomination and Remuneration Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Executive Committee	
Chairman of the Executive Committee	-None-
Director	-None-

2. For non-executive directors, bonus would be determined from the profit of the Company and the amount of dividends paid to shareholders.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the re-election of the directors who retired by rotation to be directors for another term and unanimously resolved to approve the Directors' Remuneration for the year 2021 according to the details proposed.

Agenda 6 To consider and approve the appointment of the Auditors and to determine their Auditor Fee

The Chairman informed the Meeting that the Board of Directors' meeting no.1/2021 held on 11 February 2021 approved the proposal of the Audit Committee which considered and selected the auditors of the Company from performance, experiences, sufficient workforce and acceptable performance standard and therefore resolved to propose to the meeting to consider appointing Proud in Pro Co., Ltd. to be the Company's auditor for the year 2021 and setting the remuneration in the amount of Baht 900,000 (exclusive of Out of Pocket Expenses). The list of auditors and their corresponding practice license numbers are provided below:

1. Miss Sansanee Poolsawat Certified Public Accountant Registration No. 6977 or
2. Ms. Pitinun Pattaraklitdej Certified Public Accountant Registration No. 10467

Either of whom may audit and express an opinion on the Company's financial statement and sign the audit report. In the event that any of the above auditors was not available, Proud in Pro Co., Ltd. was authorised to nominate a qualified and competent auditor from Proud in Pro Co., Ltd. to conduct the audit and express an opinion on the financial statements of the Company.

Proud in Pro Co., Ltd. and the proposed auditors have no relationship with and/or interest in the business of the Company, subsidiaries, executives, major shareholders or related parties, and Proud in Pro Co., Ltd. and the proposed auditors are not shareholders of the Company. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the appointment of the Auditors and their remuneration according to the details proposed.

Agenda 7 To consider and approve the transformation of Bluebik Group Company Limited to Public Limited Company and Listing on the Market for Alternative Investment (mai)

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that the Company intended to expand business and raise capital by initial public offering (IPO). To do so, the Company must be a public limited company. Therefore, it is proposed to the meeting to consider and approve the transformation of the Company to a public limited company and listing on mai. In addition, it is proposed to the meeting to assign Mr. Pochara Arayakarnkul or Mr. Pakorn Jiemsakutip in preparation for registering for transformation including related document and filing for listing on mai to ensure the success of transaction.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the transformation to a public limited company and listing on the Market for Alternative Investment (mai) as proposed

Agenda 8 To consider and approve the change in par value

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that for flexibility in the distribution of the Company's shares after the Company's securities have been listed on the mai, therefore, it was proposed to the meeting to consider and approve the change in the value of the Company's ordinary shares from the original par value of Baht 100 (one hundred Baht) to a par value of 0.50 Baht (fifty satang) per share. This will cause the number of ordinary shares of the Company to change from 204,080 shares (two hundred four thousand eighty shares) to 40,816,000 shares (forty million eight hundred sixteen thousand shares).

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the change in par value from an original par value of 100 Baht (one hundred Baht) to a par value of 0.50 Baht (fifty satang) per share.

Agenda 9 To consider and approve an increase in registered capital of the Company

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer proposed to the meeting to consider and approve an increase in registered capital of the Company of 29,592,000 Baht (twenty-nine million five hundred ninety-two thousand Baht) divided into 59,184,000 ordinary shares (fifty-nine million one hundred and eighty-four thousand shares) at a par value of 0.50 baht (fifty satang) from the original registered capital amount of 20,408,000 Baht (twenty million four hundred and eight thousand Baht) to a registered capital of 50,000,000 Baht (fifty million baht), divided into 100,000,000 ordinary shares (one hundred million shares) with a par value of 0.50 Baht (fifty satang).

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve an increase in registered capital of 29,592,000 Baht (twenty-nine million five hundred ninety-two thousand Baht) divided into 59,184,000 ordinary shares (fifty-nine million one hundred and eighty-four thousand shares) at a par value of 0.50 baht (fifty satang) as proposed above.

Agenda 10 To consider and approve amendment of Memorandum of Association of the Company to be consistent with the Company's transformation into a public limited company, change of company name, objective and par value and an increase in the registered capital of the Company

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that to be consistent with the Company's transformation into a public limited company, change of company name, objective and par value and an increase in the registered capital of the Company, it is required to amend the Memorandum of Association of the Company to be in accordance with the Public Limited Companies Act. Therefore, it is proposed to the meeting to consider amending the Memorandum of Association of the Company as follows:

- No 1. Company name to be amended as “Bluebik Group Public Company Limited”
- No 2. The Company intends to offer shares to the public.
- No 3. There are 35 objectives of the Company.
- No 4. Amendment of the Memorandum of Association Clause 4 as follows:

No. 4. Registered capital	50,000,000 Baht (fifty million Baht)
divided to	100,000,000 shares (one hundred million shares)
value per share	0.50 Baht (fifty satang)
divided to	
ordinary share	100,000,000 shares (one hundred million shares)
preferred share	-None- share (- share)
- No 5. The head office will be located in Bangkok.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the amendment of Memorandum of Association of the Company as proposed above.

Agenda 11 To consider and approve the allocation of newly issued ordinary share of the Company

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that due to the increase of the registered capital of the Company therefore, it is proposed to the meeting to consider and approve the allocation of 59,184,000 new ordinary shares (fifty-nine million one hundred and eighty four thousand shares) with a par value of 0.50 Baht (fifty satang) per share, details as follows:

1. 34,184,000 new ordinary shares (thirty-four million one hundred and eighty-four thousand shares) to be offered at the same time or separately to the existing shareholders proportionately according to the list of shareholders appearing in the share register book as of 17 March 2021 at the price of 0.50 Baht (fifty satang) per share with the subscription ratio of 1.19401 existing shares to 1 new share. In case there is fraction of share, it must be discarded. And during the subscription period, the existing shareholders may express their intention to subscribe for the newly issued shares in excess of their rights (Excess Rights) that have been allocated proportionately at the same offering price. The Chief Executive Officer or the person assigned by the Chief Executive Officer is assigned to determine the timing of the offering, other conditions and details related to the offering of newly issued shares to the existing shareholders and has the power to consider the allocation of the remaining newly issued shares after the shareholders do not exercise their subscription rights to the shareholders who express their intention to purchase the newly issued shares in excess of the rights according to the shareholding proportion of each existing shareholder who oversubscribes such rights until there are no remaining shares from the allocation as the Company deems appropriate. In the event that there are enough shares remaining to be allocated to all existing shareholders who subscribe for shares in excess of their rights, shares shall be allocated to each shareholder who oversubscribes according to the number of shares they intend to purchase in excess of such rights. It also includes correcting the wording or text in the Minutes of the shareholders' meeting, memorandum and/or requests and/or taking any action in order to comply with the order of the Registrar in submitting the registration of the increase of registered capital of the Company to the Department of Business Development Ministry of Commerce
2. 25,000,000 new ordinary shares (twenty-five million shares) to be offered to the public for the first time (Initial Public Offering); The Executive Committee or the Chief Executive Officer or a person entrusted by the Executive Committee or the Chief Executive Officer are assigned to be the authorized persons to consider conditions and other details related to the offering such as offering price, offering period, conditions, amount and other details related to the allotment of shares as well as having the power to take any action necessary or in connection with the offering of shares in all respects including appointing selling agent and underwriter, preparing applications and supporting documents for filing to the Securities and Exchange Commission and other related agencies and entering into other contracts related to such operations as well as correcting the wording or text in the Minutes of the shareholders' meeting, memorandum and/or requests and/or taking any action in order to comply with the order of the Registrar in

submitting the registration of the increase of the registered capital of the Company to the Department of Business Development Ministry of Commerce.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the allocation of 59,184,000 newly issued ordinary shares (fifty-nine million one hundred and eighty-four thousand shares) to be offered to the existing shareholders proportionally and initial public offering as proposed above.

Agenda 12 To consider and approve the cancellation of the original Article of Association and consider and approve the use of the new Article of Association of the Company to be consistent with the transformation to a public limited company

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that to be consistent with the Company's transformation into a public limited company and listing on the stock exchange, therefore, it is appropriate to cancel all the original Article of Association of the company and apply the new Article of Association which has been amended to be in accordance with the Public Limited Companies Act B.E. 2535 as well as related regulations and notifications of the Securities and Exchange Commission including the Stock Exchange of Thailand.

The Chairman proposed to the meeting to consider and approve the cancellation of the original Article of Association and consider and approve the use of the new Article of Association of the Company. Details appear in the draft Article of Association which has been delivered to the shareholders of the Company together with the meeting invitation.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the cancellation of the original Article of Association and approve the use of the new Article of Association of the Company according to the details in the draft Article of Association.

Agenda 13 To consider and approve the appointment of the Board of Directors and Defining the Authority, Duties and Responsibilities of the Board of directors, Authorized Directors and the Directors' Remuneration

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that due to the transformation of the Company to a public limited company, there must be an election of new Board of Directors and determination the authorized directors whose signatures are recognized as binding on the Company. According to the new Articles of Association of the Company, the Board of Directors of the Company shall consist of not less than 5 persons and not less than half of the directors must reside in Thailand. The name lists of the directors and independent directors are as follows:

- | | |
|------------------------------|------------------------------------|
| 1. Mr. Thana Thienachariya | Chairman of the Board of Directors |
| 2. Mr. Kanchit Bunajinda | Independent Director |
| 3. Mr. Chalakorn Panyashom | Independent Director |
| 4. Mr. Vasit Kanjanahuttakit | Independent Director |
| 5. Mr. Pongsuk Hiranprueck | Independent Director |
| 6. Mr. Pochara Arayakarnkul | Director |
| 7. Mr. Pakorn Jiemskultip | Director |
| 8. Mr. Phiphat Prapapanpong | Director |
| 9. Ms. Sutida Chansomboon | Director |

The independent directors of the Company are persons who have full qualifications to hold the position of independent director according to the relevant notification of the Capital Market Supervisory Board.

The Chairman proposed the meeting to consider and approve the determination of the scope of authorities, duties and responsibilities of the Board of Directors as follows:

1. Consider and approve the appointment of persons who is qualified and possesses no prohibited attributes under the Public Limited Companies Act and the Securities and Exchange Law, including not have untrustworthy characteristics in managing the publicly held company as specified in the notification of the Securities and Exchange Commission in case of vacancies other than by rotation
2. Appoint committees in specific areas by selecting from directors and/or executives of the Company and set duties and the responsibilities of the committees
3. Consider the qualifications and prohibited attributes of independent directors and Audit Committee in accordance with the Securities and Exchange Law as well as notifications and/or relevant regulations of the Stock Exchange of Thailand before proposing to the shareholders' meeting for appointment of independent directors and the Audit Committee

4. Consider, determine and amend the authorized directors whose signatures are recognized as binding on the Company
5. Establish vision, business strategy, goals, guidelines, policies, business plans and the Company's budget as well as control and supervise management and administration to efficiently and effectively comply with the policies. This also includes annually review and change the policies as appropriated to maximize economic value for shareholders and create sustainable growth
6. Arrange a shareholders' meeting, which is an Annual General Meeting within 4 months from the end of the accounting year of the Company. The Company shall send a notice of the Board of Directors' meeting and notice of the shareholders' meeting and meeting agenda as well as related papers for consideration in advance with a reasonable period of time and not less than the period specified in the Company's Articles of Association
7. Arrange for the preparation of a balance sheet and the profit and loss statement at the end of the accounting year of the Company which the auditor has audited before presenting to the shareholders' meeting for consideration and approval
8. Be responsible to shareholders on a regular basis, operate in the interests of shareholders and disclosure of material information to investors with accuracy, completeness, standard and transparency
9. Make decisions on important matters such as policies and business plans for large investment projects, administrative authority, acquisition or disposition of property and any other matters required by law
10. Determine the authority, approval levels for transactions and various operations related to the work of the Company for a group or persons as appropriate and in accordance with the relevant laws by preparing a manual on operating authority and reviewing at least once a year
11. Determine the management structure, appoint the Chief Executive Officer and sub-committees to support the performance of the Board of Directors' responsibilities as appropriate and necessary, and regularly monitor the performance of the sub-committees
12. The Board of Directors may grant its power to one or more directors or any other person to perform any act on behalf of the Board of Directors under supervision of the Board of Directors or may grant its power to such persons to have authority within the period as the Board of Directors deems appropriate. The Board of Directors may cancel, revoke, change or amend the granting of powers as it deems appropriate.

However, in the granting of powers, the Board of Directors shall not grant power to a grantee that causes the grantee to determine and approve transactions in which the grantee or any person who may have any conflict of interest, may have a vested interest, or any other conflict of interest with the Company or its subsidiaries (if any). Unless it is a normal business transaction approval and in accordance with general trading conditions or in accordance with the policy and criteria that the Board has considered and approved under the prescribed rules, conditions and procedures related to connected transactions and acquisition or disposition of important assets of the listed companies in according to the notifications of the Capital Market Supervisory Board and/or any other notifications of the relevant authorities.

13. Supervise the Company to comply with the Securities and Exchange Act, notification of the Capital Market Supervisory Board, and regulations of the SET such as connected transactions acquisition or disposition of important assets or laws related to the company's business
14. Supervise the operations of sub-committees to be in accordance with the prescribed charters
15. Directors and executives must report to the Company about the interest of their own or of the related persons that related to the management of the Company or subsidiaries in accordance with the rules, conditions and procedures of the notifications of the Capital Market Supervisory Board
16. Consider and approve the payment of interim dividends to shareholders if it deems that the Company has sufficient accumulated profit to do so. The Board of Directors shall inform the shareholders about interim dividend payment in the next shareholders' meeting.
17. Ensure to operate in accordance with the principles of good corporate governance and encourage communication to employees at all levels in the organization to be informed and strictly adhere to
18. Arrange an accounting system, financial reporting and reliable auditing as well as ensure that there is an evaluation process for the suitability of internal control.
19. Approve the proposal to appoint an auditor and consider the annual audit fee to present to the shareholders for consideration and approval of the appointment
20. Establish an internal audit unit, internal control system and arrange efficient and effective internal audits
21. Establish policies and appropriate and efficiency risk management processes and regularly monitor and assess the risk management
22. Ensure to review and improve the policies and important plans to always be up to date and be in consistent with business conditions
23. Evaluate performance and determine the remuneration of directors and executives
24. Encourage and support the Board of Directors to have trainings to increase knowledge and experiences that benefit to the operation
25. Appoint the Company Secretary to be responsible for actions on behalf of the Company or the Board of Directors such as the director registration, notice of the Board of Directors' meeting, notice of the shareholders' meeting

The Chairman proposed the meeting to consider and approve the determination of the names of directors whose signatures are recognized as binding on the Company as follows:

“Authorized directors whose signatures are recognized as binding on the Company are Mr. Pochara Arayakarnkul, Mr. Pakorn Jiemsakultrip and Ms. Sutida Chansomboon, whereby any two of the three directors sign and affix the Company's seal.”

In addition, the Chairman proposed to the meeting to determine the remuneration of the Board of Directors of the Company, which will be paid in the form of meeting allowance for directors with details as follows:

1. Meeting Allowance for Non-executive directors

Position	Allowance
The Board of Directors	
Chairman of the Board of Directors	Baht 30,000 per meeting
Director	Baht 20,000 per meeting
The Audit Committee	
Chairman of the Audit Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Risk Policy Committee	
Chairman of the Risk Policy Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Nomination and Remuneration Committee	
Chairman of the Nomination and Remuneration Committee	Baht 20,000 per meeting
Director	Baht 10,000 per meeting
The Executive Committee	
Chairman of the Executive Committee	-None-
Director	-None-

2. For non-executive directors, bonus would be determined from the profit of the Company and the amount of dividends paid to shareholders.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to propose to the shareholders' meeting to consider and approve the appointment of the persons listed above as directors of the Company and the determination of the authority, duties and responsibilities of the Board of directors, authorized directors and the directors' remuneration as proposed.

Agenda 14 To consider and acknowledge the appointment of the Audit Committee and Defining the Authority, Duties and Responsibilities of the Audit Committee

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that according to the Board of Directors' meeting no. 10/2020 held on 8 September 2020, it was resolved to appoint 3 Audit Committee members. Since the Company will register for the public offering for the Company's shares with the Securities and Exchange Commission, therefore, it was proposed to the meeting to consider and approve the appointment of the following independent directors to be the Audit Committee of the Company after transformation to a public limited company. To ensure that the structure of the Board of Directors and management of the Company are in accordance with the rules for applying for an issuance and offering of shares prescribed by the Securities and Exchange Commission.

- | | |
|------------------------------|---------------------------------|
| 1. Mr. Vasit Kanjanahuttakit | Chairman of the Audit Committee |
| 2. Mr. Chalakorn Panyashom | Audit Committee Member |
| 3. Mr. Pongsuk Hiranprueck | Audit Committee Member |

The term of office is 3 years or equal to the term of office of the Company's director. The Chairman of the Audit Committee and the members who are retired by rotation may be re-elected.

In addition, the Chairman proposed to the meeting to consider and approve the determination of scope of authorities, duties and responsibilities of the Audit Committee as follows:

1. Review of financial statements to ensure that the financial statements of the Company are accurate, adequate and complete in accordance with the accounting standards required by law
2. Review and ensure that the Company has appropriate and effective internal control system and internal audit system and consider the independence of the internal audit unit as well as approve the appointment, transfer and dismissal of the head of the internal audit unit or any other agency responsible for internal audits and may suggest to review or examine items that are important and necessary and including providing recommendations on the improvement of the internal control system that is important and necessary to propose to the Board of Directors by reviewing with external auditors and internal audit department manager
3. Review to ensure that the Company comply with the Securities and Exchange Act, requirement of the Stock Exchange of Thailand and laws related to business of the Company and subsidiaries
4. Consider, select, and propose to appoint an independent person to act as the Company's auditor and propose the remuneration of such person as well as attend a non-management meeting with an auditor at least once a year

5. Consider connected transactions or transactions that may have conflict of interest to ensure that they are in compliance with the laws and SET regulations and that they are reasonable and for the highest benefits of the Company
6. Review accuracy of reference documents and Self-Evaluation Tool for Countering Bribery of the Private Sector Collective Action Coalition Against Corruption
7. Review the Company's internal audit plan in accordance with generally accepted methods and standards
8. Review to ensure management and compliance with risk management policies
9. Provide a report on the performance of the Audit Committee to the Board of Directors for acknowledgement at least 4 times a year and prepare a Report of the Audit Committee by disclosing it the Company's Annual Report, which must be signed by the Chairman of the Audit Committee and consist of at least the following information
 - a) Opinions on accuracy, completeness and reliability of the Company's financial reports,
 - b) Opinions on adequacy of the Company's internal control system,
 - c) Opinions on compliance with the law on securities and exchange, SET regulations or laws related to the Company's business,
 - d) Opinions on appropriateness of an auditor,
 - e) Opinions on transactions that may lead to conflict of interest,
 - f) Number of Audit Committee meetings and attendance of such meetings by each committee member,
 - g) Opinions or overall observations obtained by the Audit Committee from its performance of duties according to the Charter, and
 - h) Other matters that shall be acknowledged by the shareholders and general investors within the scope of duties and responsibilities as delegated by the Board of Directors
10. In the performance of duties of the Audit Committee, if any Audit Committee member is found or suspected of the following transactions or actions which may have significant effects on the Company's financial status and operating results, the Audit Committee shall report to the Board of Directors so that the Board of Directors or executives can carry out improvements within the time frame as deemed appropriate by the Audit Committee,
 - Transactions that have conflict of interest;
 - Significant frauds, or abnormalities, or defects in the internal control system;
 - Violation of the law on securities and exchange law, SET regulations, or laws related to the Company's business

If the Board of Directors or executives cannot carry out improvements within the timeframe as specified above, one of the Audit Committee member may report that there are such transactions or actions to SEC or SET.

11. Perform any other duties as delegated by the Board of Directors with approval of the Audit Committee

12. Chairman of the Audit Committee and the Audit Committee must attend the shareholders' meeting of the Company
13. The Audit Committee may seek independent opinions from other professional advisors or specialized experts when deemed necessary at the expense of the Company with the approval of the Board of Directors.
14. Consider, review and improve the Audit Committee Charter at least once a year and propose to Board of director for consideration and approval

Since it was merely for the shareholders' acknowledgement, the voting was not required for this agenda.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting acknowledged the appointment of the Audit Committee and Defining the Authority, Duties and Responsibilities of the Audit Committee as proposed.

Agenda 15 To consider and approve the appointment of the Auditors and to determine their Auditor Fee

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that to comply with the Public Limited Companies Act, it is required the meeting to transform into a public limited company, therefore it was proposed to the meeting to consider and approve the appointment of

1. Miss Sansanee Poolsawat Certified Public Accountant Registration No. 6977 or
2. Ms. Pitinun Pattaraklitdej Certified Public Accountant Registration No. 10467

Who are auditors from Proud in Pro Co., Ltd. and do not have interest with the Company to be the Company's auditors for the year 2021. Either of whom may audit and express an opinion on the Company's financial statement and sign the audit report. In the event that any of the above auditors was not available, Proud in Pro Co., Ltd. was authorised to nominate a qualified and competent auditor from Proud in Pro Co., Ltd. to conduct the audit and express an opinion on the financial statements of the Company and setting the remuneration in the amount of Baht 900,000 (exclusive of Out of Pocket Expenses)

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the appointment of the Auditors and their remuneration according to the details proposed.

Agenda 16 To consider and approve the authorization to make changes necessary to transform into a public limited company

The Chairman assigned Ms. Sriprae Thanathitiphan, Chief Financial Officer, to report this agenda.

The Chief Financial Officer explained to the meeting that in the process of applying for registration of transformation to a public limited company, the contents of the Memorandum of Association, objectives, articles of association and other registered documents must be amended according to the advice of the Public Company Limited Registrar. Therefore, it is proposed to the meeting to consider and approve the authorization of Mr. Pochara Arayakarnkul or Mr. Pakorn Jiemsakul to have the authority to consider amendments and changes in the memorandum of association, objectives, article of association and various registered documents as necessary according to the advice of the Registrar to complete the transformation to a public limited company.

The Chairman asked whether any shareholder had any comments or queries, and there was no shareholder proposing any comments or queries for this agenda.

Resolution

The Meeting considered and unanimously resolved to approve the authorization of Mr. Pochara Arayakarnkul or Mr. Pakorn Jiemsakul to have the authority to consider amendments and changes in the memorandum of association, objectives, article of association and various registered documents as necessary according to the advice of the Registrar to complete the transformation to a public limited company as proposed above.

Agenda 17 Other Matters (if any)

No one proposed any other business to the Meeting for consideration.

Meeting was adjourned at 18.00 hrs.



(Mr. Thana Thienachariya)
Chairman of the Board of Directors

Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) in the Form of QR Code

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as a securities registrar, has developed a system which allows SET Listed Companies to send to the shareholders the documents regarding the General Meeting of Shareholders and the annual report in the electronic form accessible through QR Code in order for the shareholders to access the information with ease. Shareholders can download the Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) through QR Code below or as appeared on the registration form.



QR Code Downloading Procedures for the Annual Registration Statement/2021 Annual Report (Form 56-1 One Report)

For iOS System (iOS 11 and above)

1. Turn on mobile phone camera
2. Scan the QR Code
3. The notification will appear on top of the screen. Click on the notification to access documents related to the meeting

Remark: If the notification does not appear on the mobile phone screen, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

For Android System

1. Open applications such as QR CODE READER, Facebook or LINE
How to scan QR Code with LINE application
 - 1.1 Open LINE application and click on "Add friend"
 - 1.2 Choose QR Code
 - 1.3 Scan QR Code
2. Scan the QR Code to access documents related to the meeting

Preliminary information of Directors who are retiring by rotation and will be proposed to be re-elected as directors of the Company for another term



Name - Surname:	Mr. Kanchit Bunajinda
Type of director proposed for appointment	Director / Independent Director
Current Position:	Independent Director / Chairman of the Risk Policy Committee / The Nomination and Remuneration Committee Member
Age :	54 years
Appointment date as a director	March 4, 2021 (The date that the Company converted to public company limited)
Address:	185/20 Ratchadamri Rd, Lumpini, Pathum Wan, Bangkok
Nationality :	Thai
Education:	<ul style="list-style-type: none"> - MBA Finance Sasin Graduate Institute of Business Administration of Chulalongkorn University. - B.S of Civil Engineering, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Monitoring the System of Internal Control and Risk Management (MIR 6/2009)
- Monitoring the Internal Audit Function (MIA 5/2009)
- Monitoring of the Quality of Financial Reporting (MFR 8/2009)
- Audit Committee Program (ACP 14/2006)
- Director Accreditation Program (DAP 35/2005)
- Director Diploma Examination (Exam 11/2003)
- Director Certification Program (DCP 30/2003)

5-year Past Experiences and/or Remarkable Positions:

- 2020 - Present Independent Director / Chairman of the Risk Policy Committee / The Nomination and Remuneration Committee Member, Bluebik Group Public Company Limited
- 2019 - Present Chairman of Risk Policy Committee / Independent Director, Central Retail Corporation Public Company Limited
- 2019 - Present Director, Kallayanamit Chucherd Company Limited
- 2016 - Present Chairman of Enterprise Risk Policy Committee / Nomination and Remuneration Committee Member / Audit Committee Member / Independent Director, KCE Electronics Public Company Limited
- 2016 - Present Director, Thai Listed Company Association
- 2014 - 2017 Director, Zen Corporation Public Company Limited
- 2009 - 2018 Director, Robinson Department Store Public Company Limited
- 2006 - 2015 Risk Committee member / Independent Director, Pruksa Real Estate Public Company

Shareholding proportion: Director : -None-
in the Company Spouse / underage child: -None-
(As of 31 December 2021)

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 1 year 1 month (from the date of conversion to a public company in March 2021 - the date of the 2022 shareholders' meeting)

Meeting Attendance in 2021:

- Board of Directors: 8/8 (100.00%)
- The Risk Policy Committee: 4/4 (100.00%)
- The Nomination and Remuneration Committee: 2/2 (100.00%)

Holding position of Directors/ Executive in other business:

Other Listed company		Other business (Non-listed businesses)		Holding a position in a competitive business/related to the Company's business.
Amount	Position	Amount	Position	
2	<ul style="list-style-type: none"> ● Chairman of Risk Policy Committee / Independent Director Central Retail Corporation Public Company Limited ● Chairman of Enterprise Risk Policy Committee / Nomination and Remuneration Committee Member / Audit Committee Member / Independent Director KCE Electronics Public Company Limited 	1	<ul style="list-style-type: none"> ● Director Kallayanamit Chucherd Company Limited 	-None-

Relationship with the Company	Status	
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-	
Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None

Information for considering the election of Independent Directors :

Having the following interest with the Company / subsidiaries / associates or any legal entities that have conflicts, at present or in the past 2 years		
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary	:	None
2. Being a professional service provider (i.e., Auditor, Legal Consultant or Financial Advisory)	:	None
3. Having business relation that is material and could be barrier to independent judgement (i.e., the purchase / sale of raw material / product / service, lending or borrowing)	:	None
4. Being a businessperson or being a director who is involved in management, employee, consultant who receives a regular salary or holding shares exceeding one percent of the total number of shares with voting rights of businesses with the same conditions and significant competition	:	None

Preliminary information of Directors who are retiring by rotation and will be proposed to be re-elected as directors of the Company for another term



Name - Surname:	Mr. Pakorn Jiemsakultrip
Type of director proposed: for appointment	Director
Current Position:	Director / The Executive Committee Member / Chief Technology Officer
Age :	35 years
Appointment date: as a director	March 4, 2021 (The date that the Company converted to public company limited)
Address:	390 Soi Charansanitwong 79, Bang Phlat, Bang Phlat, Bangkok
Nationality :	Thai
Education:	- MBA Candidate Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Engineering (Computer Engineering), Kasetsart University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 167/2019)

5-year Past Experiences and/or Remarkable Positions:

- 2013 - Present Director / The Executive Committee Member / Chief Technology Officer,
Bluebik Group Public Company Limited
- 2021 - Present Chief Executive Officer, Orbit Digital Company Limited
- 2020 - Present Director Ingenio Company Limited
Bluebik Group Holding Company Limited
Addenda Company Limited
BB Global Capital Company Limited
- 2019 - Present Director Vertue Ventures Company Limited
- 2017 - Present Director Blue Parking Company Limited
- 2018 - 2020 Director BB Global Ventures Company Limited
- 2018 - 2020 Director Think Fast Company Limited

Shareholding proportion: in the Company (As of 31 December 2021)	Director :	11,605,008 (11.61%)
	Spouse / underage child:	-None-

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 1 year 1 month (from the date of conversion to a public company in March 2021 - the date of the 2022 shareholders' meeting)

Meeting Attendance in 2021:

- Board of Directors: 8/8 (100.00%)
- The Executive Committee: 11/12 (91.67%)

Holding position of Directors/Executive in other business:

Other Listed company		Other business (Non-listed businesses)		Holding a position in a competitive business/related to the Company's business.
Amount	Position	Amount	Position	
	-None-	7	<ul style="list-style-type: none"> ● Director Ingenio Company Limited Bluebik Group Holding Company Limited Addenda Company Limited Blue Parking Company Limited Vertue Ventures Company Limited BB Global Capital Company Limited ● Chief Executive Officer Orbit Digital Company Limited 	-None-

Relationship with the Company	Status	
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-	
Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None

Preliminary information of Directors who are retiring by rotation and will be proposed to be re-elected as directors of the Company for another term



Name - Surname: Ms. Sutida Chansomboon
Type of director proposed for appointment: Director
Current Position: Director / HR Manager
Age : 30 years
Appointment date: as a director: March 4, 2021 (The date that the Company converted to public company limited)
Address: 676/1 Soi Lampru 2, Nai Mueang , Nakhon Ratchasima, Nakhon Ratchasima Province
Nationality : Thai
Education: - Bachelor of Arts Information Studies, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 180/2021)

5-year Past Experiences and/or Remarkable Positions

- 2015 - Present Director / HR Manager, Bluebik Group Public Company Limited
- 2020 - Present Director Addenda Company Limited
Vertue Ventures Company Limited

Shareholding proportion: in the Company (As of 31 December 2021) Director : -None-

Nomination Criteria and Procedure: The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability, and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 1 year 1 month (from the date of conversion to a public company in March 2021 - the date of the 2022 shareholders' meeting)

Meeting Attendance in 2021:

- Board of Directors: 8/8 (100.00%)

Holding position of Directors/Executive in other business:

Other Listed company		Other business (Non-listed businesses)		Holding a position in a competitive business/related to the Company's business.
Amount	Position	Amount	Position	
	-None-	2	<ul style="list-style-type: none"> Director Addenda Company Limited Vertue Ventures Company Limited 	-None-

Relationship with the Company	Status	
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.	-None-	
Criminal offense record during the past 10 years	Qualification	
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
2. Being adjudged bankrupt or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None
3. Being a management in the Company of partnership which is adjudged bankrupt, or a receiver is appointed.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> None

Criteria and methods for nominating directors Audit Committee and independent directors

In order for the nomination and appointment of the Company's directors to be rigorous and transparent in accordance with the principles of good corporate governance, The Board of Directors meeting no. 1/2021 held on Thursday 11 February 2021 has appointed the Nomination and Remuneration Committee. ("Nomination Committee") to consider the selection of directors when the position is vacant or vacant due to retire by rotation including recruiting executives and the person with authority to manage the Company by defining policies, rules and procedures in nominating that are transparent to propose to the Board of Directors' meeting and/or the shareholders' meeting to consider and approve

1. Nomination and Appointment of Directors and Independent Directors

1.1 Nomination and Appointment of Directors

a) New Directors

- Have qualifications in accordance with applicable laws, rules, regulations, requirements and the Articles of Association
- Have knowledge, competence, skills and a wide range of experiences in various professional fields that are beneficial to the performance of the director's duties
- Be necessary to the elements of the Board of Directors by considering the Board Skill Matrix that is beneficial to the Company and is consistent with the Company's business direction
- Have stake or conflicts of interest that may occur with the Company

b) Existing Directors

- Performance in the previous year
- Beneficial opinions and suggestions
- Devoting time to perform duties for the Company
- Participation in various activities of each director

In the election of directors to replace the vacant positions other than retiring by rotation, the Nomination and Remuneration Committee may recruit and nominate qualified candidates for the Board of Directors to elect a director in replacement of the vacant position with a vote of not less than three-fourths of the number of remaining directors. The person who replaces the vacant position will have the same term of office as the remaining term of the director he replaces.

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, must retire from office. The Directors retiring in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the Director who has been longest in office shall retire. A retiring Director is eligible for re-election. Voting for the election of directors at the annual general meeting of shareholders will use individual ballots. The criteria and methods of election according to the Company's Articles of Association are as follows:

- (a) Each shareholder shall have one vote per share in electing one (1) director
- (b) Each shareholder may cast all his/her vote(s) according to (a) to elect one or several candidates as directors, but cannot allot the votes to any candidate at any number.
- (c) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors until all of director positions are filled. In the event that the number of candidates receiving an equal number of votes, which would otherwise cause the number of directors to be exceeded, a Chairman of the meeting shall have one (1) casting vote.

1.2 Nomination and Appointment of Independent Directors

In the selection and propose to appoint independent directors, the consideration is based on the number of independent directors in the composition of the Board of Directors by

- Have full qualifications in according to notifications of the Capital Market Supervisory Board and notifications of the Stock Exchange of Thailand and in according to the regulations of the Securities and Exchange Commission (SEC)
- Be according to the definition of independent director of the Company

Qualifications of Independent Director

The principles for the appointment of Independent Director of the Company are of the same definition and in accordance with the minimum requirement for Independent Director as determined by the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand which are qualifications as follows:

- (1) An independent director holds no more than one percent of the total voting shares of the Company, parent company, subsidiary, associate, major shareholders, or controlling person of the Company including the shareholding of persons related to the independent directors.
- (2) An independent director is not currently be or never been the Company's executive director, worker, employee, salaried consultant, or controlling parties, parent company, subsidiary, associate, same-level subsidiary, major shareholders, or controlling person of the Company during the period of two preceding years. Relaxation of this requirement is in the case where the person is retired as a government official or as a consultant of a government agency which is a majority shareholder or has controlling interest for less than two years.
- (3) An independent director is not related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties of the Company or subsidiary.
- (4) An independent director does not have or never has had a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons in such a manner that may obstruct the exercise of independent discretion. Moreover, an independent director is not or was not a significant shareholder or a controlling person of any party that has a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, unless such status has ended no less than two years before the date of filing.

The business relationship under the first paragraph includes any normal business transaction, rental or lease of immovable property, the transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which results in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company, or above Baht 20 million, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

- (5) An independent director is not or was not an auditor of the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons, and is not a significant shareholder or a controlling person of the Company or a partner of auditing companies that employ auditors of the Company, its parent company, subsidiaries, associates or controlling persons, unless such status has ended no less than two years before the date of filing.
- (6) An independent director is not or was not a provider of any professional services including those as a legal consultant or a financial consultant that receives service fees of more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons of the Company, and is not a significant shareholder, a controlling person or a partner of providers of professional services, unless such status has ended no less than two years before the date of filing.
- (7) An independent director is not a director appointed as a representative of director of the Company, major shareholders or shareholders related to the major shareholders.
- (8) An independent director does not undertake any business of the same nature and in competition with the Company or its subsidiaries or is not a significant partner in a partnership or is an executive director, an employee, a staff member, a consultant with monthly salary or holds more than 1 percent of the total number of voting shares of other companies which undertake any business of the same nature and in competition with the Company or its subsidiaries.
- (9) An independent director does not have any other characteristics which can compromise the expression of free views about the Company's business operations.

To consider and approve the remuneration to the Board of Directors for the year 2022

In order for the determining the remuneration of the Company's directors to be rigorous and transparent in accordance with the principles of good corporate governance, The Board of Directors meeting no. 1/2021 held on Thursday 11 February 2021 has appointed the Nomination and Remuneration Committee. ("Nomination Committee") to consider the guidelines for determining the remuneration and other benefits of the Company's directors executive and the person with authority to manage the Company fairly and reasonably to propose to the Board of Directors' meeting and/or the shareholders' meeting for approval.

The Nomination and Remuneration Committee shall consider the appropriated structure and remuneration of the directors in accordance with duty, responsibility and motivation to drive the Company to short-term and long-term goal. The remuneration of the directors and executives shall be consistent with the long-term strategy and goal of the Company as well as experiences, obligation, scope, duty, responsibilities, and expected benefit from each director and executives. The remuneration shall be comparable with the leading ICT businesses in the same category. In this regard, the Board of Directors entrusted the Nomination and Remuneration Committee to consider and determine of the directors' remuneration and submit such determined remuneration to the Board of Directors for reviewing prior to the submission to the shareholders' meeting.

The Board of Directors agreed to propose the Meeting of Shareholders for consideration and approval of the remuneration of the Board of Directors for the year 2022 at the rate not more than Baht 5,000,000. Details are as follows:

- 1) Meeting allowance , which will be paid to non-executive directors based on their attendances at each meeting.

	2021 Baht per Meeting	2022 (Proposed year) Baht per Meeting
The Board of Directors		
- Chairman of the Board of Directors	30,000	30,000
- Director	20,000	20,000
The Audit Committee		
- Chairman of the Audit Committee	20,000	20,000
- Director	10,000	10,000
The Risk Policy Committee		
- Chairman of the Risk Policy Committee	20,000	20,000
- Director	10,000	10,000
The Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Director	10,000	10,000
The Executive Committee		
- Chairman of the Executive Committee	- None -	- None -
- Director	- None -	- None -

- 2) **Bonus** : The bonus (calculated from the remaining amount of approved remuneration budget) will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company's performance outcomes. In addition, the amount of bonus being allocated to each director is depended on the accountability, performance and the participation in the meeting. The Executive Director will not receive any director's bonus,
- 3) **Other benefits** : None

The above payment will be effective after obtaining an approval from the shareholder's meeting.

Auditor's name, Details of audit fees for the year 2022 and a list of subsidiaries that use the same auditor

Pursuant of the Public Limited Company Act B.E. 2535 (included amended) and Article 58 of the Articles of Association of the Company, provided that the appointment of the auditor and the audit fee shall be considered and approved by the Annual General Meeting of Shareholders, and Article 59 of the Articles of Association of the Company, which stipulate that the Annual General Meeting of Shareholders shall determine an audit fee of the Company each year. In addition, a notification from the Capital Market Supervisory Board, TorJor. 75/2561 imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven fiscal years, therefore, other individual external auditors from the same audit firm shall be appointed. However, the auditor shall be re-appointed after five fiscal years interval break.

The Board of Directors' Meeting No. 1/2022 held on February 23, 2022, has considered it appropriate to propose the Shareholders' Meeting to appoint the auditors from Proud In Pro Co., Ltd., which have long experience and expertise in accordance with international standards, as the auditors of the Company for the year 2022.

	<u>Name</u>	<u>License No.</u>	<u>Number of year auditing for the Company</u>
1.	Miss Sansanee Poolsawat	6977	1 year (2021)
2.	Miss Witita Sujitranuch	7408	never signed on the Company's financial statement.
3.	Miss Pitinun Pattaraklitdej	10467	never signed on the Company's financial statement.

The names of the above three certified public accountants are on the list of the auditors approved by the Office of the Securities and Exchange Commission, which are auditors from Proud In Pro Co., Ltd., who is the inspector and comment on the Company's financial statements and signing the audit report.

In addition, the meeting was requested to consider and propose to the Board of Directors' meeting. and the Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2022, at the total amount of Baht 970,000 consisting of:

Description	2022 (year proposed)	2021
● Audit Fee	970,000	900,000
● Non-audit fee	-	-
Total	970,000	900,000

However, the increase in auditing fees to support the company's growth plans including investment plans in subsidiaries, associated companies or joint venture companies that is increasing as well.

In order to ensure that the financial statements were prepared in a timely manner, Proud In Pro Co., Ltd. is also an auditor of 4 subsidiaries. Details are as follows:

1. Ingenio Company Limited
2. Addenda Company Limited
3. Bluebik Global Company Limited
4. GMVPI Company Limited

Please note that Proud In Pro Co., Ltd., and the appointed auditors for the Company and subsidiary companies do not have any relations or interests to the Company, subsidiary companies, executive, major shareholders or related persons in the way that could affect their independent implementation.

Profiles and Experience of Auditors for the year 2022



Name - Surname:	Miss Sansanee Poolsawat
Certified Public Accountant No.:	6977
Auditor Office:	Proud In Pro Co., Ltd.
Professional certificate :	<ul style="list-style-type: none">- Professional Qualifications and Memberships Certified Public Accountant (Thailand)- SEC approval to audit listed companies- ASEAN Chartered Professional Accountant

Education:

- Master of economic law : Taxation from Chulalongkorn University, Thailand
- Master of accounting from Thammasat University, Thailand
- Bachelor of management in accounting (honours) from Burapha University, Thailand

Experience :

- More than 20 years of experience working in Assurance Services in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and other limited companies both domestically and internationally. Her experience is including:
 - Auditing of public companies, initial public offering companies, non-public companies and government enterprises in Thailand under Thai and international standards
 - Internal and external training in auditing and accounting
 - Development of accounting professions under the Federation of Accounting Professions (FAP)
 - Secondment to Grant Thornton in the UK

Shareholding proportion in the Company: Yes (Amount..... shares) None (As of 31 December 2021)

Information for considering :

1. Relationship with the Company /subsidiary/associated company or legal entity with potential conflict.
-None-
2. Material business relationship preventing independent performance of duties
-None-
3. Family relationship with management or major shareholder of the Company or subsidiaries.
-None-
4. Relationship as a director and employee, staff member or holding any position of the Company or subsidiary.
-None-

Profiles and Experience of Auditors for the year 202



Name - Surname: Miss Witita Sujitranuch
Certified Public Accountant No.: 7408
Auditor Office: Proud In Pro Co., Ltd.
Professional certificate :
- Professional Qualifications and Memberships Certified Public Accountant (Thailand)
- SEC approval to audit listed companies

Education:

- Mälardalen University, Sweden School of Sustainable Development of Society and Technology Master's Degree of International Marketing
- Chulalongkorn University, Faculty of Commerce and Accounting Master's Degree of Financial Accounting
- Burapha University, Faculty of Humanities and Social Sciences Bachelor's Degree of Business Administration (Majoring in Accounting)

- Experience :**
- 11 years' experience in the assurance service and 9 years' experience in accounting in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and other limited companies both domestically and internationally. Her experience is including:
 1. Auditing of public companies, initial public offering companies, non-public companies and government enterprises in Thailand under Thai and international standards
 2. Internal and external training in auditing and accounting

Shareholding proportion in the Company: Yes (Amount..... shares) None (As of 31 December 2021)

Information for considering :

1. Relationship with the Company /subsidiary/associated company or legal entity with potential conflict.
-None-
2. Material business relationship preventing independent performance of duties
-None-
3. Family relationship with management or major shareholder of the Company or subsidiaries.
-None-
4. Relationship as a director and employee, staff member or holding any position of the Company or subsidiary.
-None-

Profiles and Experience of Auditors for the year 202



Name - Surname:	Miss Pitinun Pattaraklitdej
Certified Public Accountant No.:	10467
Auditor Office:	Proud In Pro Co., Ltd.
Professional certificate :	<ul style="list-style-type: none">- Professional Qualifications and Memberships Certified Public Accountant (Thailand)- SEC approval to audit listed companies
Education:	<ul style="list-style-type: none">- Master of Arts (Business Economic), Thammasat University, Thailand- Bachelor of Accountancy, The University of the Thai Chamber of Commerce, Thailand

Experience : - 13 years' experience in the assurance service and 7 years ' experience in accounting in providing services covering variety type of business including those listed on the Stock Exchange of Thailand and other limited companies both domestically and internationally. Her experience is including:

1. Auditing of public companies, initial public offering companies, non-public companies and government enterprises in Thailand under Thai and international standards
2. Internal and external training in auditing and accounting

Shareholding proportion in the Company: Yes (Amount..... shares) None (As of 31 December 2021)

Information for considering :

1. Relationship with the Company /subsidiary/associated company or legal entity with potential conflict.
-None-
2. Material business relationship preventing independent performance of duties
-None-
3. Family relationship with management or major shareholder of the Company or subsidiaries.
-None-
4. Relationship as a director and employee, staff member or holding any position of the Company or subsidiary.
-None-

Profile of Independent Directors for appointment of Proxy



Name - Surname: Mr. Vasit Kanjanahuttakit
Current Position: Director / Independent Director / Chairman of the Audit Committee / The Risk Policy Committee Member / The Nomination and Remuneration Committee Member
Age : 43 years
Address: 80 Soi Phatthanakan 61, Prawet, Prawet, Bangkok
Nationality : Thai
Education:

- Master of Science in Accounting, University of Virginia, Charlottesville, Virginia, USA
- Bachelor of Science in Commerce Accounting Concentration, University of Virginia, Charlottesville, Virginia, USA

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 167/2019)

5-year Past Experiences and/or Remarkable Positions (As of 31 December 2021) :

- 2020 – Present Director / Independent Director / Chairman of the Audit Committee / The Risk Policy Committee Member / The Nomination and Remuneration Committee Member , Bluebik Group Public Company Limited
- 2018 – Present Deputy Managing Director, Srisawad Finance Public Company Limited
- 2018 – Present Director, Srisawad Power 2014 Company Limited
- 2016 – Present Director, Srisawad International Holding Company Limited
- 2015 – Present Director, Srisawad Vietnam LLC
- 2015 – 2017 Deputy Managing Director, Srisawad Corporation Public Company Limited

Shareholding proportion: in the Company (As of 31 December 2021)

Director : -None-
 Spouse / underage child: -None-

Years of Directorship :

1 year 1 month (from the date of conversion to a public company in March 2021 - the date of the 2022 shareholders' meeting)

Meeting Attendance in 2021:

- Board of Directors: 8/8 (100.00%)
- The Audit Committee: 5/5 (100.00%)
- The Risk Policy Committee: 4/4 (100.00%)
- The Nomination and Remuneration Committee: 2/2 (100.00%)

Relationship with the Company	Status
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties	None
2. Having interest/ non- interest which is different from other directors in all agenda proposed at the 2022 Annual General Meeting of Shareholders	None

Profile of Independent Directors for appointment of Proxy



Name - Surname: Mr. Chalakorn Panyashom
Current Position: Director /Independent Director / Chairman of the Nomination and Remuneration Committee / The Audit Committee Member
Age : 46 years
Address: 142/58 Bang Khae, Bang Khae, Bangkok
Nationality : Thai
Education:

- Master of Economics Program (Business Economics), National Institute of Development Administration
- Bachelor of Engineering (Instrumentation Engineering), King Mongkut's Institute of Technology Ladkraban

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 133/2017)

5-year Past Experiences and/or Remarkable Positions (As of 31 December 2021) :

- 2020 - Present Director /Independent Director / Chairman of the Nomination and Remuneration Committee / The Audit Committee Member, Bluebik Group Public Company Limited
- 2021 - Present Director, TPOP Incorporation Company Limited
- 2021 - Present Director, Learn Corporation Company Limited
- 2020 - Present Director , Nanonesia Company Limited
- 2020 - Present Director , Zaap Onsale Company Limited
- 2015 - Present Director , Siamgansha Company Limited
- 2013 - Present Director / Chief Operating Officer, Workpoint Entertainment Public Company Limited
- 2013 - Present Director, Thai Broadcasting Company Limited

Shareholding proportion: in the Company (As of 31 December 2021)

Director : -None-
 Spouse / underage child: -None-

Years of Directorship :

1 year 1 month (from the date of conversion to a public company in March 2021 - the date of the 2022 shareholders' meeting)

Meeting Attendance in 2021:

- Board of Directors: 8/8 (100.00%)
- The Audit Committee: 5/5 (100.00%)
- The Nomination and Remuneration Committee: 2/2 (100.00%)

Relationship with the Company	Status
1. Related by blood or legal registration as a father, a mother, a spouse, a sibling, a son/daughter or a spouse of a son/daughter of other directors, executives, major shareholders, controlling persons, or an individual to be nominated as directors, executives, or controlling parties	None
2. Having interest/ non- interest which is different from other directors in all agenda proposed at the 2022 Annual General Meeting of Shareholders	None

Proxy Form A

Written at

Date

(1) I, Nationality

Address Road Sub-district

District Province Postal Code

(2) Shareholder of **Bluebik Group Public Company Limited (“The Company”)**

Hold the total of shares and entitled to have vote

Ordinary share shares, entitled to have vote

(3) Giving a proxy to:

(3.1) Independent directors

 Mr. Vasit Kanjanahuttakit (Independent directors) Age 43 years,
Address : No. 80 Soi Phatthanakan 61, Prawet, Prawet, Bangkok, 10250 or, **Mr. Chalakorn Panyashom** (Independent directors) Age 46 years,
Address : No. 142/58 Bang Khae, Bang Khae, Bangkok, 10160

(3.2) Age

Address Road Sub-district

District Province Postal Code

Email* Mobile Phone*

Only one person from above as my/our proxy to attend and vote on my/our behalf at the meeting of **the Annual General Meeting of Shareholders for the year 2022 (via electronic device) on Monday 25 April 2022 at 10.00 hrs.** or such other date, time and place as the meeting may be adjourned.

I, a shareholder of Bluebik Group Public Company Limited , consent Bluebik Group Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed Grantor
(.....)Signed Proxy
(.....)Signed Independent Director Proxy
(.....)**Remark**

1. 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 many proxies for splitting votes.
2. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise, the Company shall not be able to send you the Username and Password used for logging-in to the electronic meeting system.

Proxy Form B

Written at

Date

(1) I, Nationality

Address Road Sub-district

District Province Postal Code

(2) Shareholder of **Bluebik Group Public Company Limited (“The Company”)**

Hold the total of shares and entitled to have vote

Ordinary share shares, entitled to have vote

(3) Giving a proxy to:

(3.1) Independent directors

 Mr. Vasit Kanjanahuttakit (Independent directors) Age 43 years,
Address : No. 80 Soi Phatthanakan 61, Prawet, Prawet, Bangkok ,10250 or, **Mr. Chalakorn Panyashom** (Independent directors) Age 46 years,
Address : No. 142/58 Bang Khae, Bang Khae, Bangkok, 10160

(3.2) Age

Address Road Sub-district

District Province Postal Code

Email* Mobile Phone*

Only one person from above as my/our proxy to attend and vote on my/our behalf at the meeting of **the Annual General Meeting of Shareholders for the year 2022 (via electronic device) on Monday 25 April 2022 at 10.00 hrs.** or such other date, time and place as the meeting may be adjourned.

I, a shareholder of Bluebik Group Public Company Limited, consent Bluebik Group Public Company Limited to send Username and Password to the proxy with the name and email address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained username or password to log in the system for voting).

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

 (a) To vote my/our proxy to consider and vote on my/our behalf as appropriate in all respects. (b) To authorize the proxy to attend and vote on my/our behalf in this meeting as follows: **Agenda 1 To consider and approve the Minutes of the Annual General Shareholders’ Meeting 2021** (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate (b) Authorize the proxy to vote according to my/our intention as follows: Approve Disapprove Abstain

Agenda 2 To acknowledge the Board of Director’s report of the Company’s performance for the year 2021

(This agenda is for acknowledgement; no voting is required.)

Agenda 3 To consider and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda 4 To consider and approve the appropriation of profit as legal reserves and approve the dividend payment deriving from the operating results for the year 2021

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda 5 To consider and approve the Election of Directors in place of those who Retired by Rotation

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Appointment of all nominees to be the Board of Directors

Approve Disapprove Abstain

Appointment of each nominee to be the Board of Directors:

5.1) Mr. Kanchit Bunajinda

Approve Disapprove Abstain

5.2) Mr. Pakorn Jiemsakultip

Approve Disapprove Abstain

5.3) Ms. Sutida Chansomboon

Approve Disapprove Abstain

Agenda 6 To consider and approve the Directors’ remuneration for the year 2022

(a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(b) Authorize the proxy to vote according to my/our intention as follows:

Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of the Auditors and to determine their Auditor Fee for the year 2022

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda 8 Other Matters (if any)

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

- (5) Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.
- (6) In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves. Unless the proxy does not vote as I stated in the proxy.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Independent Director Proxy
(.....)

Remark

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. Either all or each nominee to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
3. In case that there are more agendas to be considered at the meeting than those stated above the grantor can specify additionally in the Supplemental Proxy Form B as attached
4. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (*). Otherwise, the Company shall not be able to send you the Username and Password used for logging-in to the electronic meeting system.

Supplemental Proxy Form B

Appointment as a shareholder of Bluebik Group Public Company Limited to attend the meeting and vote on my behalf. At the 2022 Annual General Meeting of Shareholders on Monday, April 25, 2022, at 10:00 a.m. via electronic media or to be postponed to another date, time and place as well.

Agenda **Re :**

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda **Re :**

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda **Re :**

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda **Re :** Elect of directors

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Appointment of each nominee to be the Board of Directors:

Name of Director

- Approve Disapprove Abstain

Agenda..... **Re :**

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

Agenda..... **Re :**

- (a) Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate
- (b) Authorize the proxy to vote according to my/our intention as follows:
- Approve Disapprove Abstain

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

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Signed..... Independent Director Proxy
(.....)

หนังสือมอบฉันทะ แบบ ก.**(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคิสโตเดียนในประเทศไทยเท่านั้น)****Proxy Form C.****(For foreign shareholders who have custodians in Thailand only.)**

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month year

(1) ข้าพเจ้า สัญชาติ
I/We Nationalityอยู่บ้านเลขที่ ถนน ตำบล/แขวง
Address Road Sub-Districtอำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Zip Code(2) เป็นผู้ถือหุ้นของ **บริษัท บลูบิค กรุ๊ป จำกัด (มหาชน) (“บริษัท”)**
Being a shareholder of Bluebik Group Public Company Limited (“the Company”)โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding the total amount of shares and the voting right equals to votes as followsหุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share shares equal to voting right votes(3) ขอมอบฉันทะให้
Hereby appoint(3.1) กรรมการอิสระคนหนึ่งคนใด
Independent directors

-
- นาย วชิษฐ์ กาญจนहितถกิจ (กรรมการอิสระ) อายุ 43 ปี อยู่บ้านเลขที่ 80 ซอยพัฒนาการ 61
-
- แขวงประเวศ เขตประเวศ จังหวัดกรุงเทพมหานคร 10250 หรือ

Mr. Vasit Kanjanahuttakit (Independent directors) Age 43 years, Address: No. 80
Soi Phatthanakan 61, Khwaeng Prawet, Khet Prawet, Bangkok 10250 or,

-
- นาย ชลากรณ์ ปัญญาโณม (กรรมการอิสระ) อายุ 46 ปี อยู่บ้านเลขที่ 142/58 แขวงบางแค
-
- เขตบางแค จังหวัดกรุงเทพมหานคร 10160

Mr. Chalakorn Panyashom (Independent directors) Age 46 years, Address: No. 142/58
Khwaeng Bang Khae, Khet Bang Khae, Bangkok 10160

(3.2) นาย / นาง / นางสาว Mr. / Mrs. / Miss	.....	อายุ Age	.....	ปี Years
อยู่บ้านเลขที่ Address	ถนน Road	ตำบล/แขวง Sub-District	.....
อำเภอ/เขต District	จังหวัด Province	รหัสไปรษณีย์ Zip Code	.....	หรือ
อีเมล (Email)* Email	.....	โทรศัพท์มือถือ* Telephone	.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่จันทร์ที่ 25 เมษายน 2565 เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the Year 2022 on April 25th, 2022 at 10.00 a.m., or on the date and at the place as may be postponed or changed.

ข้าพเจ้าซึ่งเป็นผู้ถือหุ้นของบริษัท บลูบิก กรุ๊ป จำกัด (มหาชน) ยินยอมให้ บริษัท บลูบิก กรุ๊ป จำกัด (มหาชน) จัดส่งชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) ไปยังผู้รับมอบฉันทะตามชื่อและอีเมล (Email) ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะฉบับนี้ (ยกเว้น ผู้ถือหุ้นที่ออกเสียงลงคะแนนตามความประสงค์มาแล้ว ผู้รับมอบฉันทะจะไม่ได้รับชื่อผู้ใช้ (Username) และรหัสผู้ใช้ (Password) เพื่อเข้าระบบลงคะแนนเสียงอีก)

I, as a custodian, consent Bluebik Group Public Company Limited to send username and password to the proxy with the name and email address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained Username or Password to log in the system for voting).

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

To vote with the total number of shares held by me/us to which I/we am/are entitled.

มอบฉันทะบางส่วน คือ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 To vote with the partial shares of Ordinary share shares, entitled to voting right votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda 1 : To consider and approve the Minutes of the Annual General Shareholders' Meeting 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

For votes Against votes Abstain votes

- วาระที่ 2 : รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2564**

Agenda 2 : To acknowledge the Board of Director's report of the Company's performance for the year 2021

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)

(This agenda is for acknowledgement; voting is not required)

- วาระที่ 3 : พิจารณาอนุมัติงบการเงินเฉพาะกิจการและงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับรอบบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564**

Agenda 3 : To consider and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- วาระที่ 4 : พิจารณาอนุมัติการจัดสรรกำไรเพื่อเป็นเงินสำรองตามกฎหมาย และการจ่ายเงินปันผลจากผลการดำเนินงาน ประจำปี 2564**

Agenda 4 : To consider and approve the appropriation of profit as legal reserves and approve the dividend payment deriving from the operating results for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- วาระที่ 5 : พิจารณาแต่งตั้งกรรมการบริษัทแทนที่ผู้ที่พ้นจากตำแหน่งตามวาระ**

Agenda 5 : To consider and approve the Election of Directors in place of those who Retired by Rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

- การแต่งตั้งกรรมการทั้งชุด

Appointment of all nominees to be the Board of Directors

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each nominee to be the Board of Directors

(5.1) ชื่อกรรมการ นายครรชิต บุนะจินดา

Director's name Mr. Kanchit Bunajinda

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

(5.2) ชื่อกรรมการ นายปกรณ์ เจริมสกุลทิพย์

Director's name Mr. Pakorn Jiemsakultip

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

(5.3) ชื่อกรรมการ นางสาวสุริดา จินทร์สมบุญ

Director's name Ms. Sutida Chansomboon

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

วาระที่ 6 : พิจารณาหนดค่าตอบแทนกรรมการบริษัทประจำปี 2565

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

วาระที่ 7 : พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2565

Agenda 7 : To consider and approve the appointment of the Auditors and to determine their Auditor Fee for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

วาระที่ 8 : พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 : Other Matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects

ลงชื่อ.....ผู้มอบฉันทะ

Signature (.....) Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature (.....) Grantee

ลงชื่อ.....กรรมการอิสระผู้รับมอบฉันทะ

Signature (.....) Independent Director Proxy

หมายเหตุ**Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คิสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is applicable only to shareholders whose names appear in the registration book as foreign investors and a custodian in Thailand is appointed thereof.
หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
 - a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คิสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ ให้คิสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
4. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.ตามแนบ
If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. (Supplemental Proxy Form C)

การมอบฉันทะในฐานะผู้ดูแลหลักทรัพย์ (คิสโตเดียน) ของเป็นผู้ถือหุ้นของ บริษัท บลูบิก กรุ๊ป จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมผู้ถือหุ้นสามัญประจำปี 2565 ในวันจันทร์ที่ 25 เมษายน 2563 เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment, on behalf of the custodian of Bluebik Group Public Company Limited's shareholder, to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2022 on April 25th, 2022 at 10.00 a.m., or on the date and at the place as may be postponed or changed.

วาระที่ เรื่อง

Agenda Re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
For votes Against votes Abstain votes

วาระที่ เรื่อง

Agenda Re :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
For votes Against votes Abstain votes

วาระที่..... เรื่อง.....

Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

วาระที่..... เรื่อง..... เลือกตั้งกรรมการ (ต่อ).....

Agenda Re : Elect of directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each nominee to be the Board of Directors

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain vote

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

วาระที่..... เรื่อง.....

Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
For votes Against votes Abstain votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature (.....) Grantor

ลงชื่อ.....ผู้มอบฉันทะ

Signature (.....) Grantee

ลงชื่อ.....กรรมการอิสระผู้รับมอบฉันทะ

Signature (.....) Independent Director Proxy

Articles of Association only in relation to the shareholders' meeting**Chapter 3****Directors and Authorities of Directors**

- Article 15. A Board of Directors shall consist of not less than five (5) directors. The Board of Directors shall select one of the directors to be the Chairman of the Board of Directors. If the Board of Directors has considered that it is appropriated, one or more directors may be elected to be the Vice Chairman or other position as deem appropriate. At least half of the directors shall reside within the Kingdom of Thailand.
- Article 16. Directors are not required to be Company shareholder.
- Article 17. The shareholders' meeting shall appoint the directors, based on a majority voting of shareholders who attend the meeting and vote according to criteria and procedures as follows:
- (1) Each shareholder shall have one vote per share.
 - (2) Each shareholder may cast all his/her vote(s) to elect one or several candidates as directors but cannot allot the votes to any candidate at any number.
 - (3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors until all of director positions are filled. In the event that the number of candidates receiving an equal number of votes, which would otherwise cause the number of directors to be exceeded, a Chairman of the meeting shall have a casting vote.
- Article 18. 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, must retire from office. The Directors retiring in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the Director who has been longest in office shall retire. A retiring Director is eligible for re-election.
- Article 19. Apart from vacating office by rotation, directors shall vacate office upon:
- (1) death;
 - (2) resignation;
 - (3) lack of qualifications, or disqualifications under Public Limited Companies Act or Securities and Exchange Act;
 - (4) dismissal by a resolution passed by a shareholder meeting; or
 - (5) dismissal by Court order.
- Article 20. Any director wishing to resign from office shall tender his/her resignation to the Company. Such resignation will become effective on the date the original letter of resignation reaches the Company.
- A director who resigns in accordance with the paragraph one above may also notify the Registrar of his/her resignation for acknowledgment.

- Article 21. In the case of a vacancy in the Board of Directors otherwise than by rotation, the Board of Directors shall elect one person who is qualified and possesses no prohibited attributes under the Public Limited Companies Act and the Securities and Exchange Law as a replacement director at the next Board of Directors' meeting, except where the remaining duration in office of the director is less than two (2) months. The said replacement director shall hold office only for the remaining term of the director whom he/she replaces.
- The resolution of the Board of Directors under paragraph one shall be passed by a vote of not less than three-fourths (3/4) of the number of the remaining directors.
- Article 22. In a case where the entire Board of Directors is removed, such removed Directors shall remain in the position to continue the business as deemed necessary until the new Board of Directors commences its duty, unless ordered otherwise by the court order in a case where the Board of Directors is terminated following the court order.
- In this regard, the terminated Board of Directors shall call for the meeting of shareholders to elect the new Board of Directors within one (1) month of the termination, provided that the invitation to the meeting of shareholders are delivered not less than fourteen (14) days prior to the meeting date. Besides, publication of notice calling for the meeting shall also be made in a newspaper for not less than three (3) consecutive days before the date of the meeting.
- Article 23. The shareholder meeting may pass a resolution to remove any director prior to his/her retirement by rotation, by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting with the right to vote. The shares held by them must not in the aggregate be less than half (1/2) of the number of shares held by shareholders attending the meeting with the right to vote.
- Article 24. The Board of Directors is responsible for managing all activities of the Company and has the authorities and duties to perform within the scope of the law, objectives, and articles of association of the Company and according to the resolution of the shareholders' meeting.
- The Board of Directors may assign one or more people to perform any task on behalf of the Board of Directors.
- Article 25. Meetings of the Board of Directors shall be held at least once every three (3) months.
- Article 26. Meetings of the Board of Directors shall be held in the locality where the Company's head office is located or in any nearby province or any other place determined by the Chairman of the Board of Directors, or the person assigned by the Chairman.
- Article 27. In calling a meeting of the Board of Directors, the Chairman of the Board or appointed person shall send written notice of the meeting to the directors not less than seven (7) days prior to the date of the meeting except in the case where it is necessary to proceed quickly in order to preserve the rights or interests of the Company. In such case notice of the meeting may be given by other methods and the date of the meeting set sooner.
- If necessary two or more directors may request that a meeting of Board of Directors be called. In the event of two or more Directors making such a request the Chairman of the Board shall set a date for a meeting for within fourteen (14) days from the date of receipt of such a request.

- Article 28. At a meeting of the Board of Directors, which is a self-meeting, there must be directors present of not less than one half of the total number of directors in order to form a quorum.
The Chairman of the Board of Directors shall preside over the meeting. In the event that the Chairman of the Board is absent or unable to discharge his/her duties if the Vice-Chairman is available, he/she shall preside over the meeting. If the Vice-Chairman is absent or unable to discharge, then the directors attending the meeting shall elect one of the directors to preside over the meeting.
- Article 29. Decisions made by the meeting shall be based on a majority of votes.
Each director shall have one vote except that a director having a personal interest in any matter shall have no right to vote on that particular matter. In the case of tie of votes, the presiding Chairman is entitled to the casting vote.
- Article 30. For the number or names of the directors authorized to sign and bind the Company, two directors shall be authorized to jointly sign with the Company's seal affixed. The shareholders' meeting or the Board of Directors' meeting may specify names of the directors authorized to sign and bind the Company.
- Article 31. The directors shall not engage in any business with the nature similar to the Company's business, and in competition with the businesses of the Company, or become partners in an ordinary partnership or become partners with unlimited liability in a limited partnership or become directors of a private or public company operating business of a nature similar thereto, and in competition with the businesses of the Company, unless they have notified the shareholder meeting prior to a resolution having been passed appointing them as Company directors.
- Article 32. The directors shall inform the Company without delay if they have any direct or indirect interest in any contract made by the Company or they hold shares or debentures of the Company or an affiliate or the total number of such shares or debentures increased or decreased.
- Article 33. The Director's pension and remuneration are determined by the shareholders' meeting. The Company's Directors shall be entitled to remuneration for the performance of their duties in the form of reward, meeting allowance, allowance, bonus or remuneration in whatever form according to the article of associate or consideration by the shareholders' meeting. The remuneration may be fixed at a certain amount or a general guideline and for time to time or for a period of time as fixed until changed and in addition to receiving allowances and welfare according to the Company's regulations.
The contents of paragraph one do not affect the rights of officers and employees of the Company who are elected as directors to receive remuneration and benefits in their capacities as officers or employees of the Company.
Remuneration under paragraph one and two must not be contrary to or inconsistent with maintaining the qualifications of independent directors as prescribed by the Securities and Exchange Act.

Chapter 4

Shareholder Meetings

- Article 34. Shareholder Meetings shall be held in the locality where the Company's head office is located or in any nearby province.
- Article 35. The Board of Directors shall convene a shareholder meeting at least once a year called "Annual General Meeting" within four months from the last date of the Company's fiscal year. Any meeting other than the said shall be referred to as "Extraordinary General Meeting".
The Board of Directors may call an Extraordinary General Meeting whenever it thinks fit, or one or more shareholders holding shares in the aggregate of not less than ten (10) percent of the total number of outstanding shares may, at any time subscribe his/her/their names to a letter requesting the Board of Directors to call an Extraordinary General Meeting with the agenda and reasons for calling the meeting clearly specified in such letter. In this regard, the Board of Directors shall proceed to hold a shareholders' meeting within forty-five (45) days from the date on which such letter from the shareholders is received. In case the Board of Directors fails to hold the meeting within forty-five (45) days from the date on which such letter from the shareholders is received, the shareholders who subscribed his/her/their name or other shareholders holding shares in the aggregate number of shares as required may call such meeting within forty-five (45) days from the end of the period prescribed above. In such event, the meeting shall be considered convened by the Board of Directors and the Company shall be responsible for the necessary expenses arising from holding such meeting and provide reasonable facilitation. In case the quorum of any shareholders' meeting called by the shareholders is not constituted in accordance with Article 37, such shareholders requesting to call the meeting shall be collectively responsible to reimburse the Company for the expenses arising from holding such meeting.
- Article 36. In calling a shareholder meeting, the Board of Directors shall prepare written notice calling for a meeting specifying the place, date, time, and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details, stating clearly whether they will be for acknowledgement, for approval or for consideration including the opinions of the Board of Directors and shall send the same to shareholders and the Registrar not less than seven (7) days before the date of the meeting. Besides, publication of notice calling for the meeting shall also be made in a newspaper for not less than three (3) consecutive days before the
- Article 37. In the shareholder meeting, there shall be shareholders and proxies (if any) at a number of not less than twenty-five (25) persons holding not less than one-third (1/3) of the total number of shares sold, or shareholders and proxies (if any) at a number of not less than half of the total number of shareholders holding not less than one-third (1/3) of the total number of shares sold to constitute a quorum.
If after one (1) hour from the time fixed for the shareholder meeting the number of shareholders present is still not enough to form a quorum in accordance with paragraph one, if such shareholder meeting was convened at the request of shareholders, it shall be canceled. If such a meeting was not convened at the request of shareholder, the meeting shall be called again and in the latter case, written notice of the meeting shall be sent to

shareholders not less than seven (7) days prior to the date of meeting. In the latter meeting, a quorum is not compulsory.

Article 38. In a shareholder meeting, the shareholders may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the Registrar. The instrument appointing proxy shall be delivered to the Chairman of the Board, or a person entrusted by the Chairman at the meeting prior to the time of the meeting. The instrument appointing proxy shall have at least the following particulars:

- (1) the number of shares held by the proxy granter
- (2) name of the proxy
- (3) serial number of the meeting at which the proxy has been authorized to attend and vote

Article 39. The shareholder meeting shall be conducted following the order of agenda items prescribed in the notice of invitation thereto. The meeting may resolve to change the order of agenda items by a vote of no less than two-thirds (2/3) of the total number of shareholders in attendance. Once the meeting has finished consideration of matters under paragraph one, shareholders holding in aggregate no less than one-third (1/3) of the total number of issued shares may request that the meeting consider other agenda items than those prescribed under the notice of invitation to the meeting.

If the consideration of matters following the order of agenda items is not finished in accordance with paragraph one, or if consideration of matters proposed by shareholders is not finished in accordance with paragraph two, as the case may be,

and it is necessary to adjourn the meeting, the meeting shall determine the place, date, and time for the subsequent meeting. The Board of Directors shall then submit to shareholders the notice of invitation to that meeting, indicating the place, date, time, and agenda items, no less than seven (7) days before the date set for the meeting. The notice of invitation must be published in a newspaper no less than three (3) consecutive days before the meeting.

Article 40. At the shareholder meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or is unable to discharge his/her duties, the Vice Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, then the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 41. In the shareholder meeting, each share shall be entitled to one vote. In the event that a shareholder has an interest in any matter such the shareholder will not have the right to vote on that matter except voting for the election of directors.

Article 42. Unless otherwise specified in this Article or other cases as required by law, in casting votes and a resolution of the shareholder meeting shall be comprised of the majority of votes of the shareholders who attend the meeting and hold the right to vote. In the case of a tie, the Chairman of the meeting shall be entitled to another casting vote.

In the following cases, a resolution must be passed by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who are present at the meeting and have the rights to vote,

- (1) The sale or transfer of businesses of the Company, either in their entirety or in certain essential parts, to other persons.
- (2) The purchase or acceptance of transfer of businesses of other public companies or private companies to the Company.
- (3) The making, amending or cancellation of contracts relating to the leasing out of the businesses of the Company, either in their entirety or in certain essential parts, the assignment to any other persons to manage the businesses of the Company or the consolidation of the business with other persons with an objective towards profit and loss sharing.
- (4) The amendment of the Memorandum or Articles of Association.
- (5) The increase or decrease in the Company's capital
- (6) The issuance of debentures
- (7) The amalgamation or dissolution of the Company

The Registration, Guidelines on how to attend the Annual General Meeting of Shareholders via Electronic Means (E-Meeting) and how to attend the Meeting by Proxy

Guidelines for attending The Annual General Meeting of Shareholders via Electronic Means (E-Meeting)

Due to the situation of the outbreak of COVID-19 is still uncertain and to prevent the spread of COVID-19. The Company resolved to approve the convening of the 2022 Annual General Meeting of Shareholders only via electronic means (E-AGM), on 25 April 2022, at 10:00 a.m. without any physical registration and/or meeting settlement. In this regard, the Company has employed QuidLab Company Limited to provide services and systems for the Meeting via electronic means, which has been Certified according to the Information Security Standard of Conference Control System Version 1.1 under the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020), Security measures as prescribed in the Notification of the Ministry of Communication and Information Technology re: Security Policy and Standards of the Meeting via Electronic Media B.E.2563 (2020) and relevant law. In order to ensure that the shareholders' meeting being transparency, fairness and for the benefit of the shareholders.

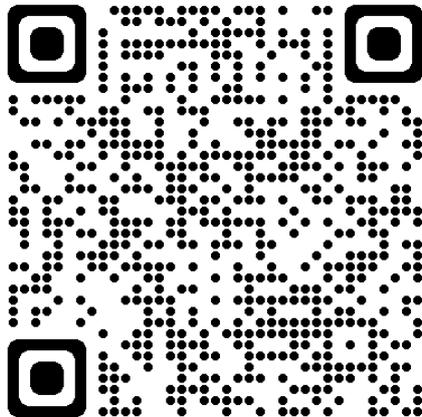
Guidelines for attending The Annual General Meeting of Shareholders via Electronic Means (E-Meeting)

▪ **Requisition for attending the E-AGM**

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at

<https://bbik.foqus.vc/registration/>

or scan this QR Code.



The system will be available to access from April 11, 2022 until end of E-AGM on April 25, 2022.

User Manual for Registration System to receive the Username and Password

Introduction

Quidlab E-meeting & Voting System does not require any special application to install. It is very easy to use system and does not require any special skills. We value your privacy & time and make document uploading system easy for you without asking details which are not needed so you can quickly complete the process. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use computer, laptop, tablet, or phone.

Please refer to E-meeting invitation for link or QR Code for document uploading. (Enclosure 9.)

Login and Documents Uploading

1. Scan QR Code provided or type url in browser to upload documents. You will be taken to document registration system portal as shown below



FOQUS

ระบบนำส่งเอกสาร สำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ E-Meeting
Document Registration System for E-Meeting

การประชุมและตกลงคะแนนเสียงออนไลน์ของบริษัทควัดแลบ
Quidlab Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันอังคารที่ 14 กันยายน 2564 เวลา 10.00 น.
Annual General Meeting of the Company's shareholders which will be held on Tuesday, 14th September 2021, at 10:00 hrs.

คู่มือภาษาไทย English Manual

เลขทะเบียนผู้ถือหุ้น/ Shareholder's Registration No.
Shareholder's registration No.

เลขประจำตัวประชาชน / ทะเบียนนิติบุคคลเลขที่ / หมายเลขพาสปอร์ต
ID Card Number, Passport Number
ID Card Number

Accept terms

Submit

หมายเหตุ : เอกสารลงทะเบียนที่ต้องการอัปโหลดไฟล์ กรุณาดำเนินการเองหรือรับมอบอำนาจ: สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy

หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควัดแลบ จำกัด เบอร์โทร 02-0134322 อีเมล info@quidlab.com
Note: if you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 อีเมล: info@quidlab.com

Quidlab Information Security Management and Data Protection Policy

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2. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:
 - Securities holder registration number
 - Identification Card Number/Passport Number/ Registration Number for juristic person
 - E-Mail address for receiving the WebLink, Username and Password for attending the Meeting
 - Mobile Phone Number
3. After filling out the details, please click a check mark in the Accept Terms box, then click on Submit.

4. When the information you have entered is correct, the screen for uploading documents appears as shown.

การประชุมและการลงคะแนนเสียงออนไลน์ของบริษัทควิดแลบ
Quidlab Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันที่อังคารที่ 14 กันยายน 2564 เวลา 10.00 น.
Annual General Meeting of the Company's shareholders which will be held on Tuesday, 14th September 2021, at 10:00 hrs.

คู่มือภาษาไทย English Manual

อีเมล (Email address)

หมายเลขโทรศัพท์ (Phone Number)

อัปโหลดไฟล์ (Upload files):

เข้าร่วมประชุม (Attend meeting): มาด้วยตนเอง (Person) รับมอบอำนาจ (Proxy)

หมายเหตุ : เอกสารลงทะเบียนที่ต้องทำการอัปโหลดไฟล์ กรณีมาด้วยตนเองหรือรับมอบอำนาจ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
 Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy
 หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแลบ จำกัด เบอร์โทร 02-0134322 อีเมล info@quidlab.com
 Note: If you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 อีเมล : info@quidlab.com

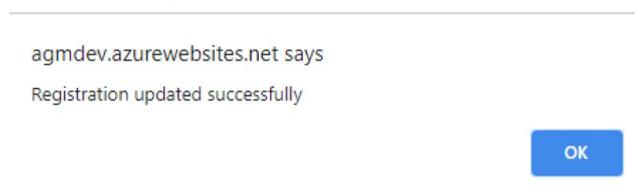
[Quidlab Information Security Management and Data Protection Policy](#)

FoQus version 2.3.0 Served from Singapore

5. Fill the following detail (all below information is needed for successful registration):
- Email address where you want to receive username & password for joining E-meeting.
 - Telephone number in case the Company wants to get in touch with you.
 - Upload documents as specified by the Company as indicated in invitation letter.

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Details as shown in Enclosure 9. in the topic of "Document and evidence required for E-Meeting". And original documents to send by post.	Details as shown in Enclosure 9. in the topic of "Document and evidence required for E-Meeting". And original documents to send by post.

- System allows you to upload maximum 5 documents each time with each document not more than 5MB. Only jpg, png, gif & pdf files are allowed.
 - In case you choose proxy, you must also enter proxy name and type of proxy e.g. A, B or C.
6. Once you have added details you can submit documents by clicking on Submit button, you will get an alert for successful submission or rejection as shown below:



Or with Error Message indicating reason in case, you get an error message which is not self-explanatory then get in touch with us.



7. After successful submission the following screen will be presented in case you need to add more documents you can submit more at this step.

การประชุมและการลงคะแนนเสียงออนไลน์ของบริษัทควิดแลบ
Quidlab Company Limited

การประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันอังคารที่ 14 กันยายน 2564 เวลา 10.00 น.
Annual General Meeting of the Company's shareholders which will be held on Tuesday, 14th September 2021, at 10:00 hrs.

[คู่มือภาษาไทย](#) [English Manual](#)

เอกสารของคุณอยู่ระหว่างการพิจารณา โปรดตรวจสอบอีกครั้งในภายหลัง
Your documents are under consideration. Please check again later.

คุณได้ส่งเอกสารแล้วคุณสามารถเพิ่มเอกสารเพิ่มเติมได้หากต้องการ
You have already submitted documents, you can add more documents if you wish.

อัปโหลดไฟล์ (Upload files):

หมายเหตุ : เอกสารลงทะเบียนที่ต้องทำการอัปโหลดไฟล์ กรณีมาด้วยตนเองหรือรับมอบฉันทะ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy

หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแลบ จำกัด เบอร์โทร 02-0134322 อีเมล info@quidlab.com
Note: If you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 อีเมล : info@quidlab.com

[Quidlab Information Security Management and Data Protection Policy](#)

FoQus version 2.3.0 Served from Singapore

8. Once finished click on Logout button to exit. You will also receive an email confirming successful submission.
9. When the Company receives the documents from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
 - a. Username and Password
 - b. WebLink for attending E-AGM system
 - c. User manual

* Please contact us or the Company in case you do not receive username and password within 24 hours before meeting time or as indicated in the invitation letter.

10. In case documents are not approved you will receive an email with reason from the Company. You can login again to document registration portal and upload additional documents to rectify cause.
11. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 21 April 2022, please contact Quidlab Co., Ltd., the E-AGM's service provider via e-mail: info@quidlab.com or phone number: 0 2013 4322 and 080 008 7616.

12. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 2 hours before the start of the meeting. However, the live broadcast of the conference will only start at 10:00 a.m.
13. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.

▪ **Accessing for attending the E-AGM**

On the meeting date, the registration will start from 8.00 a.m. and the meeting will begin at 10.00 a.m. on Monday 25 April 2022 via electronic Means (E-AGM) only.

In case you encounter any technical problem on the registration, E-AGM system before or during the meeting, please contact Quidlab Co, Ltd., the E-AGM's service provider via e-mail: info@quidlab.com or phone number: 0 2013 4322 and 080 008 7616.

Remark: Please see the details of how to use the system at <https://bluebik.com>, topic of Investors Relations > Shareholder > 2022 Annual General Meeting of Shareholders.

▪ **Voting and Counting of Votes**

- **Voting**

The Chairman or a designated person will inform the meeting the method summary for voting and counting of votes before proceeding with the meeting agenda.

Voting Process

1. One share for one vote
2. In each agenda, the Chairman or a designated person will ask the shareholders only who wish to vote for disapproval or abstention to click "Vote" menu and click either disapprove or abstain on the meeting system (Please see details of the how to vote from the User's Manual that will be sent to you via e-mail that you have provided to the Company). In case you do not cast vote on any agenda, it shall be deemed that you vote for approval.
3. For those shareholders who authorize the Company director as your proxy to attend the E-AGM on your behalf and vote according to your intention specified in the proxy form, after the Company's director has already made a registration, the Company will, in advance, record your vote cast in each agenda as specified in the proxy form and such vote shall be calculated together with the votes of other shareholders in the meeting.

- **Counting of Votes**

1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the number of shares held by attendants in the meeting.

Document and evidence required for E-Meeting

Document for attending The 2022 Annual General Meeting of Shareholders via Electronic Method (E-AGM)

Ordinary Person

1. **In case the shareholders attend the meeting by themselves :** Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. **In case of granting proxy holder**
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
 - 2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.
 - 2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

Juristic Person

1. **In case of shareholder's representative (director) attend the meeting by themselves.**
 - 1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.
 - 1.2 Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.
2. **In case of shareholder appoint proxy holder**
 - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.
 - 2.2 Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
 - 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
 - 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item1.
3. **In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper**
 - 3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.
 - 3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
 - 1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
 - 2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

Custodian can record the votes specified in the Proxy via an e-Proxy voting system of Thailand Securities Depository Co., Ltd (TSD) in advance, before 17.00 hours one day prior to the meeting date.

** By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) **

Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A/ Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

Form A: simple and general proxy form

Form B: specific proxy form

Form C: proxy form for foreign shareholder appointing the custodian in Thailand

The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
 - 1.1 General shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty on the proxy form in order to be valid and legally binding.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
 - 1) Email: IR@bluebik.com and
 - 2) (Original document) Postal delivery: Attention to: "Investor Relations Department"
Bluebik Group Public Company Limited
51 Naradhiwas Rajanagarindra Rd. Silom, Bangrak, Bangkok, 10500

No later than 5.00 p.m. (Thailand time) on April 20, 2022 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

Request Form for Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report)

You can request Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) via email. IR@bluebik.com. By ticking ✓ in the box () and fill in the details as below.

() Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) (THAI)

() Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) (ENGLISH)

Document delivery place:

I/We

Address No Moo Soi

Village Road

Sub-District District

Province Postal code

Phone Number

If you have any questions or suggestions, please contact Investor Relations Department, Bluebik Group Public Company Limited, Tel. 02-636-7011

