



Notice of the 2024 Annual General Meeting of Shareholders
Bluebik Group Public Company Limited

Notice of the 2024 Annual General Meeting of Shareholders

Electronic Device
(No Meeting Room)

The meeting will be conducted according to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations.

Bluebik Group Public Company Limited

Tuesday 23rd April 2024

At 13.00 hrs.

The registration will be started from 11.00 hrs. via Electronic Device (e-Meeting)

Bluebik Group Public Company Limited (“Company”) kindly requests shareholders’ and/or proxies’ cooperation to study measures and guidelines for attending the Meeting of Shareholders or to give proxies to independent directors/audit committee members 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.

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Notice of the 2024 Annual General Meeting of Shareholders

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25 March 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders (via electronic devices)

**To: All Shareholders
Bluebik Group Public Company Limited**

- Enclosure
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders, held on 25 April 2023
 2. Annual Registration Statement/ 2023 Annual Report (Form 56-1 One Report) through QR Code (comprising the Financial Statements for the fiscal period ended 31 December 2023, and the auditor's report)
 3. Capital Increase Report Form (F53-4)
 4. 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
 5. Comparison of Director Remunerations
 6. Profiles of the proposed auditors for the year 2024
 7. Articles of Association in relation to shareholder meeting and vote
 8. Guidelines for attending of Electronic Meeting by Inventech Connect and how to attend the Meeting by proxy
 9. Proxy Form A, B and C
 10. Brief information of independent director/audit committee members that the Company proposed as proxy
 11. Question Proposal Form
 12. Personal data protection statement (PDPA)

The Board of Directors of Bluebik Group Public Company Limited (the “**Company**”) has a resolution to convene the 2024 Annual General Meeting of Shareholders which will be held via an electronic device only (no meeting room available) on Tuesday, 23 April 2024 at 13.00 hrs., according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), to consider the following matters:

Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders

Objective and Rationale: For the shareholders to consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, held on 25 April 2023. The Company has recorded and certified for correctness and submitted to Stock exchange of Thailand (“**SET**”) and along with the disclosure within the Company’s website. The details of which are enclosed hereto as Enclosure 1. (Page 14).

Opinion of the Board: The Board of Directors has considered and was of the opinion that the minutes of the 2023 Annual General Meeting of Shareholders, held on 25 April 2023 was correctly and completely recorded. Thus, the Board deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.

Resolution: The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Board of Director’s report of the Company’s performance for the year 2023

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 Company has summarized the operating results for 2023 and significant changes that occurred during the year 2023. Details are provided in the 2023 Annual Registration Statement / Annual Report (the “Form 56-1 One Report”), which can be downloaded from the QR Code delivered to the shareholders together with the invitation letter for this meeting as Enclosure 2. (Page 48).

Opinion of the Board: The Board of Directors has considered and deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to acknowledge the Company's performance for the year 2023 and no voting is required.

Resolution: This agenda item is for acknowledgement; no voting is required.

Agenda 3 To consider and approve the Financial Statement for the year ended 31 December 2023

Objective and Rationale: To be in compliance with Section 112 of the Public Limited Company Act B.E. 2535 (as amended) and Article 54 of the Articles of Association of the Company which require the Board of Directors to prepare annual balance and income statement at the end of the Company’s fiscal year for submission to the Annual General Meeting of Shareholders for approval.

The Company's financial statements for the year ended 31 December 2023 has been audited and certified by certified public accountant and reviewed by the Audit Committee and the Board of Directors. The details appear in the section "Financial Statements" as shown in the 2023 Annual Registration Statement / Annual Report (the “Form 56-1 One Report”), which can be downloaded from the QR Code delivered to the shareholders together with the invitation letter for this meeting (Enclosure 2, Page 48) which are summarized as follows:

Summary of Financial Highlights for the year 2023

	Details	Separate Financial Statements	Consolidated Financial Statements
Total assets	(Baht)	2,009,313,984	2,436,526,254
Total liabilities	(Baht)	235,890,742	470,438,998
Shareholders' equity	(Baht)	1,773,423,242	1,966,087,256
Total revenues	(Baht)	659,936,437	1,313,290,659
Net profit	(Baht)	166,752,431	303,031,300
Earnings per share	(Baht/ share)	1.55	2.59

Opinion of the Audit Committee: The Audit Committee opined that the Financial Statement for the year 2023 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 2024 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Statement for the year ended 31 December 2023, which were audited and certified by the certified public accountant of the Company and have been approved by the Audit Committee and the Board of Directors.

Resolution: The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes

Agenda 4 To consider and approve the dividend payment in form of stock and cash deriving from the operating results for the year 2023

Objective and Rationale: Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 50 of the Articles of Association of the Company, the Company is required to allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital. Section 115 of the Public Limited Company Act B.E. 2535 (as amended) and Article 47 of the Articles of Association of the Company, stipulate that the announcement of annual dividend payment must be approved by the Annual General Meeting of Shareholders, or by the resolutions of the Board of Directors in the case of an interim dividends.

For the dividend payment, under the dividend payment policy, the Company shall declare dividends to shareholders in the amount not less than 50 percent of its net profit after the 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 2023, the separate financial statement showed net profits of 166,752,431 Baht which is 1.53 Baht earnings per share (calculated from the total share in the amount of 108,882,400 shares as of 31 December 2023). The Company would like to propose the dividend payment derived from the Company's business for the period ended 31 December 2023 as follows:

- (a) The stock dividend distribution to the shareholders at the ratio of 1 existing share per 0.837 new share in the amount of not exceeding 91,134,568 ordinary shares with the par value of 0.50 Baht per share, which equivalent to not exceeding 45,567,284 Baht or equivalent to the dividend payment of 0.4185 Baht per share.

In the event that any shareholder has fractions of shares from the said stock dividend allocation, the Company will pay a cash dividend instead at the rate of 0.4185 Baht per share for the fraction of such share(s).

(b) Cash dividend will be paid at the rate of 0.3815 Baht per share for the existing shares at 108,882,400 shares, totaling not exceeding 41,538,636 Baht.

The total of dividend payment of (a) and (b) is at the rate of 0.80 Baht per share or equaling to approximately not exceeding 87,105,920 Baht or 52.24% of net profit from separate financial statements which in line with the dividend payment policy. The total amount of dividend payment shall be derived from profit under BOI privilege and will subject to withholding tax at the rate determined by the laws (if any).

The Company has already allocated the net profit as a legal reserve completely as required by laws. Therefore, it is not required to additionally allocate the net profit of the year 2023 to be the legal reserve fund.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the dividend payment in form of stock and cash deriving from the operating results for the year 2023 as follows:

(a) The stock dividend distribution to the shareholders at the ratio of 1 existing share per 0.837 new share in the amount of not exceeding 91,134,568 ordinary shares with the par value of 0.50 Baht per share, which equivalent to not exceeding 45,567,284 Baht or equivalent to the dividend payment of 0.4185 Baht per share.

In the event that any shareholder has fractions of shares from the said stock dividend allocation, the Company will pay a cash dividend instead at the rate of 0.4185 Baht per share for the fraction of such share(s).

(b) Cash dividend will be paid at the rate of 0.3815 Baht per share for the existing shares at 108,882,400 shares, totaling not exceeding 41,538,636 Baht.

The total of dividend payment of (a) and (b) is at the rate of 0.80 Baht per share or equaling to approximately not exceeding 87,105,920 Baht or 52.24% of net profit from separate financial statements which in line with the dividend payment policy. The total amount of dividend payment shall be derived from profit under BOI privilege and will subject to withholding tax at the rate determined by the laws (if any).

The historical of dividend payment are as follows.

Details		2021	2022	2023 (proposed year)
Annual net profits ^{1/}	(Million Baht)	66.05	87.35	166.75
Dividends paid	(Million Baht)	111	43.55	87.10
Dividend payout ratios ^{2/}	(%)	168.05	50.15	52.24

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 after reserves.

To determine the record date for the right to receive the dividend (Record Date) on 2 May 2024, and to pay dividend on 21 May 2024. However, the granting of such rights of the Company is not yet definite, because an approval by the 2024 Annual General Meeting of Shareholders is still required.

Resolution: The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the increase of the registered capital to reserve for stock dividend and the amendment of Clause 4 of Memorandum of Association of the Company to be in line with the increase of registered capital of the Company

Objective and Rationale: As the Company proposed the stock dividend payment from the operating results for the year 2023 in agenda 4. The Company require to increase its registered capital of 45,567,284 Baht from the current registered capital of 54,441,200 Baht to be 100,008,484 Baht by issuing 91,134,568 ordinary shares at the par value of 0.50 Baht per share to reserve for stock dividend and consider and approve the Amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company.

Opinion of the Board: The Board deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the increase of registered capital of 45,567,284 Baht from the current registered capital of 54,441,200 Baht to be 100,008,484 Baht by issuing 91,134,568 ordinary shares at the par value of 0.50 Baht per share to reserve for stock dividend and consider and approve the Amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the increase of registered capital of the Company as following details:

Clause 4.	Registered Capital	100,008,484	Baht	(One hundred million eight thousand four hundred and eighty four Baht)
	Divided into	200,016,968	shares	(Two hundred million sixteen thousand nine hundred and sixty eight shares)
	Ordinary share	0.50	Baht	(Fifty satang)
	Categorized into:			
	Ordinary shares	200,016,968	shares	(Two hundred million sixteen thousand nine hundred and sixty eight shares)
	Preferred shares	-	shares	(Zero Shares)

It is also proposed that the Board of Directors or persons appointed by the Board of Directors shall be authorized to perform any actions which necessary and relating to the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital.

Resolution: The resolution for this Agenda requires the affirmative votes of not less than 3/4 of the total of votes of shareholders who attend the Meeting and have the right to vote.

Agenda 6 To consider and approve the allocation of newly issued ordinary shares to reserve for stock dividend

Objective and Rationale: Refer to agenda 5, as the company increased its registered capital of 45,567,284 Baht from the current registered capital of 54,441,200 Baht to be 100,008,484 Baht by issuing 91,134,568 ordinary shares at the par value of 0.50 Baht per share to reserve for stock dividend to the Company's shareholders at the ratio of 1 existing shares per 0.837 new share. The details of increase in the Company's registered capital to support the dividend payment of the Company's ordinary shares are according to the Capital Increase Report Form (F 53-4) (Enclosure 3).

Opinion of the Board: The Board deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of 91,134,568 ordinary shares at the par value of 0.50 Baht per share to reserve for stock dividend at the ratio of 1 existing shares per 0.837 new share.

Resolution: The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 7 To consider and approve the re-election of Directors to replace those retired by rotation

Objective and Rationale: In compliance with the Public Limited Company Act B.E. 2535 (as amended) and Article 18 of the Articles of Association of the Company which separate that director must retire at least one third (1/3) of the total number of directors to retire. If the number of directors cannot be divided into three parts. The number of directors closest to one-third (1/3) of directors shall be retired in the first and second year. After registering that to draw lots to see who will be issued for the following years, the committee who has been in office for the longest time shall be retire. is retired. Directors who retire may be re-elected.

In this general meeting of shareholders, there are 3 directors who must retire by rotation, namely:

		Name	Position
(1)	Mr. Thana	Thienachariya	- Chairman of the Board of Director
(2)	Mr. Chalakorn	Panyashom	- Director - Member of the Audit Committee - Chairman of the Nomination and Remuneration Committee - Independent Director
(3)	Mr. Pochara	Arayakarnkul	- Director - Member of the Risk Policy Committee - Chairman of the Executive Committee

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 shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance from 1 October 2023 until 31 December 2023. The company has published the rules and guidelines that the company Defined on the Company's website. However, after the expiration of the period it appears that no shareholder nominated any person.

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.

In addition, the Nomination and Remuneration Committee has considered that Mr. Chalakorn Panyashom is 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 4, Page 53)

Opinion of the Board:

The Board of Directors, excluding the nominated directors, has thoroughly and carefully considered through the screening process under the criteria for the selection of the board of directors and agreed that all 3 nominated directors are knowledgeable, experienced, and have a background of expertise from many professions. have qualifications suitable for the company's business operations be qualified able to supervise the business to achieve the goals including having qualifications and not having any prohibited characteristics by law Related announcements including directors who are nominated as independent directors. They can express their opinions freely and in accordance with the relevant guidelines.

In addition, the Board of Directors has considered that Mr. Chalakorn Panyashom, the person to be nominated as an independent director, is qualified to be independent director according to the regulation prescribed the Company. Additionally, he has performed his duties well and be able to give independent opinions and recommendations in the best interest of the Company and in compliance with the relevant regulations and laws.

Accordingly, the Board of Directors has deemed necessary and agreed with the Nomination and Remuneration Committee and proposed the 2024 Annual General Meeting of Shareholders to approve for the election in replacement of those to be retired by rotation as directors of the Company for another term as follows;

	Name		Position
(1)	Mr. Thana	Thienachariya	- Chairman of the Board of Director
(2)	Mr. Chalakorn	Panyashom	- Director - Member of the Audit Committee - Chairman of the Nomination and Remuneration Committee - Independent Director
(3)	Mr. Pochara	Arayakarnkul	- Director - Member of the Risk Policy Committee - Chairman of the Executive Committee

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 4 (Page 53).

Resolution:

The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes, 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 8 To consider and approve the remuneration of Directors for the year 2024

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 2024 including business expansion and growth of the Company's profit, the Committee proposed to determine the 2024 remuneration of Directors shall not exceed 5,000,000 Baht (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 2024 Annual General Meeting of Shareholders for consideration and approval of the remuneration of Directors for the year 2024 not exceed 5,000,000 Baht (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 2023 appear in the Annual Report in Section "Report of Important Actions on Corporate Governance" under Topic "Remuneration of Individual Directors", Enclosure 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 5 (Page 63).

Resolution:

The resolution in this agenda requires votes of not less than 2 / 3 of the total number of votes of shareholders who attend the Meeting.

Agenda 9 To consider and approve the appointment of the external auditors and fix its audit fee for the year 2024

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 Company Limited ("**Proud in Pro**"), 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, for appointment as the Company's auditors for the year 2024. The details of proposed auditors are as follows;

1. Ms. 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. Mr. Theerayut Panyathaweesub, CPA Registration No. 6553

An auditor of the Company since 2023 but he has never signed on the Company's financial statement.

3. Ms. Witita Sujitranuch, CPA Registration No. 7408

An auditor of the Company since 2022 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 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 2024, the determined audit fee including quarterly review fee will be fixed at the total amount of 1,405,000 Baht (audit fee of 1,355,000 Baht and non-audit fee of 50,000 Baht). 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 is also an auditor of 9 subsidiaries in Thailand and Orbit Digital Company Limited shall select other audit firm.

Opinion of the Board:

The Board of Directors concurred with the proposal of the Audit Committee considered and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to appoint the auditors from Proud in Pro to act as the Company's auditors for the year 2024, details as follows:

- | | |
|----------------------------------|------------------------------|
| 1. Ms. Sansanee Poolsawat | CPA Registration No. 6977 or |
| 2. Mr. Theerayut Panyathaweesub, | CPA Registration No. 6553 or |
| 3. Ms. Witita Sujitranuch | CPA Registration No. 7408 |

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 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 2024 financial statements including its quarterly financial statements will be fixed at 1,405,000 Baht (audit fee of 1,355,000 Baht and non-audit fee of 50,000 Baht). This rate is acceptable because it is in a similar range of audit fee charged by other audit firms. Enclosed hereto as Enclosure 6. (Page 65).

Moreover, the Board of Directors would like to propose to the meeting to acknowledge the audit fee for the year 2024 of 10 subsidiaries in Thailand in the total amount of 2,775,000 Baht (audit fee of 2,615,000 Baht and non-audit fee of 160,000 Baht). In this regard, Proud in Pro shall be the external auditor of 9 subsidiaries with the total audit fee of 2,315,000 Baht (audit fee of 2,215,000 Baht and non-audit fee of 100,000 Baht) and Orbit Digital Company Limited shall appoint another auditor firm with the fee of 460,000 Baht (audit fee of 400,000 Baht and non-audit fee of 60,000 Baht).

Resolution: The resolution in this Agenda requires the majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 10 Other business (if any)

Opinion of the Board: The Board of Directors considered that it is appropriate to have this Agenda at every meeting to entitle the shareholders to inquire, discuss and/or provide suggestion to the Board of Directors and/or the Company's Management.

Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the 2024 Annual General Meeting of Shareholders in advance from 1 October 2023 until 31 December 2023, 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 2024 Annual General Meeting of Shareholders, 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 listed the name of the shareholders who are eligible to participate in the 2024 Annual General Meeting of Shareholders (Record Date) on 6 March 2024, and the Company had disclosed the meeting notice and materials related to this meeting via the Company's website as from 25 March 2024, so that the shareholders can consider the Agendas prior to the meeting.

Therefore, eligible shareholders are invited to join the meeting via electronic device on the date and time provided above. If you are unable to join the meeting by person, you can appoint the independent directors, Mr. Kanchit Bunajinda or Mr. Vasit Kanjanahuttakit, as your proxy by filling in the attached proxy form. In this regard, the information of each independent director is as provided in Enclosure 10, page 96.

The Company would like to ask for the cooperation of shareholders, who wish to attend the meeting in person or by proxy, to kindly study the explanation of documents or evidence required for attending the meeting (via electronic device), submission of document and procedure of pre-registration for 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 8, page 77.

In order to ensure that the number of shares and the number of shareholders constitute a quorum in accordance with the Company's Articles of Association and the Public Limited Company Act B.E. 2535, which require the attendance of 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 readiness of the Meeting, 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 for the full protection of your rights, if you have any questions that need to be clarified on the issues of the proposed Agendas, you can send questions in advance to the Company at ir@bluebik.com

Yours sincerely,

- *Signature* -

- *Signature* -

(Mr. Pochara Arayakarnkul and Mr. Pakorn Jiemsakultip)
Authorized Director