



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 23<sup>rd</sup> 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.

## Index of Notice of the 2024 Annual General Meeting of Shareholders

Page

### Supporting materials for the 2024 Annual General Meeting of Shareholders

#### Notice of the 2024 Annual General Meeting of Shareholders

■ Meeting material No. 1:	Copy of the Minutes of the 2023 Annual General Meeting of Shareholders, held on 25 April 2023 (Agenda 1 supporting material)	14 - 47
■ Meeting material No. 2:	Annual Registration Statement/ 2023 Annual Report (Form 56-1 One Report) through QR Code (Agenda 2 and 3 supporting material)	48
■ Meeting material No. 3:	Capital Increase Report Form (F53-4) (Agenda 6 supporting material)	49 - 52
■ Meeting material No. 4:	Brief information of Directors Vacating Office at the End of Their Term who are Nominated for Re-election. (Agenda 7 supporting material)	53 - 62
■ Meeting material No. 5:	Comparison of Director Remunerations. (Agenda 8 supporting material)	63 - 64
■ Meeting material No. 6:	Profiles of the proposed auditors for the year 2024. (Agenda 9 supporting material)	65 - 69
■ Meeting material No. 7:	Articles of Association in relation to shareholder meeting and vote	70 - 76
■ Meeting material No. 8:	Guidelines for attending of Electronic Meeting by Inventech Connect and how to attend the Meeting by proxy	77 - 81
■ Meeting material No. 9:	Proxy Forms - Form A - Form B - Form C	82 - 95
■ Meeting material No. 10:	Brief information of independent director/audit committee members that the Company proposed as proxy	96 - 99
■ Meeting material No. 11:	Question Proposal Form	100
■ Meeting material No. 12:	Personal data protection statement (PDPA)	101 - 102

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

	<b>Details</b>	<b>Separate Financial Statements</b>	<b>Consolidated Financial Statements</b>
<b>Total assets</b>	(Baht)	2,009,313,984	2,436,526,254
<b>Total liabilities</b>	(Baht)	235,890,742	470,438,998
<b>Shareholders' equity</b>	(Baht)	1,773,423,242	1,966,087,256
<b>Total revenues</b>	(Baht)	659,936,437	1,313,290,659
<b>Net profit</b>	(Baht)	166,752,431	303,031,300
<b>Earnings per share</b>	(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 <sup>1/</sup>	(Million Baht)	66.05	87.35	166.75
Dividends paid	(Million Baht)	111	43.55	87.10
Dividend payout ratios <sup>2/</sup>	(%)	168.05	50.15	52.24

Notes:

<sup>1/</sup> Annual net profit is the net profit in separate financial statements.

<sup>2/</sup> 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:

<b>Clause 4.</b>	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)
	<b>Categorized into:</b>			
	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](mailto:ir@bluebik.com)

Yours sincerely,

- *Signature* -

- *Signature* -

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

**(Translation)**  
**Minutes of the 2023 Annual General Meeting of Shareholders**  
**of**  
**Bluebik Group Public Company Limited**

**Date, time, meeting place**

The 2023 Annual General Meeting of Shareholders (the “Meeting”) of Bluebik Group Public Company Limited (the “Company”) was held on 25 April 2023 at 10.00 hrs., live broadcasting from the “SOCIAL ROOM 1” at SO Sofitel Bangkok Hotel No. 2 Sathorn Nuea Road, Silom Sub-district, Bang Rak District, Bangkok.

**Proceedings:**

**Ms. Supavadee Maneewannakul** was assigned by the Board of Directors to perform duties as the moderator (the “Moderator”) who conducted the Meeting. The Moderator informed the Meeting that due to the uncertainty of and precautionary measure against COVID-19 pandemic situation to prevent the spread of the pandemic, therefore, the Company deemed it appropriate to hold the Meeting only via the electronic media (E-AGM) by broadcasting live. The Company hired Digital Access Platform Company Limited (DAP), an affiliate company of the Stock Exchange of Thailand, to provide the E-AGM platform for the Meeting by using DAP e - Shareholder meeting in attending and voting in the Meeting. This system is in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 and the Notification of the Ministry of Digital Economy and Society (MDES) Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (and as amended), including other relevant laws or regulations.

Then the Moderator introduced the Board of Directors, Executives, and the Company's external advisor attending the Meeting to answer questions of shareholders, as follows:

**The names of 9 Company's directors attending the Meeting were, as follows:****Directors attending the Meeting:**

1. Mr. Thana Thienachariya      Chairman
2. Mr. Vasit Kanjanahuttakit      Independent Director/ Chairman of the Audit Committee/ Member of the Risk Policy Committee/ Member of the Nomination and Remuneration Committee
3. Mr. Chalakorn Panyashom      Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee
4. Mr. Pongsuk Hiranprueck      Independent Director / Member of the Audit Committee





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

5. Mr. Pochara Arayakarnkul      Director / Executive Chairman / Risk Policy Committee Member / Chief Executive Officer / Acting Chief Operating Officer
6. Mr. Pakorn Jiemsakultip      Director / Executive Director / Chief Technology Officer
7. Mr. Phiphat Prapapanpong    Director
8. Ms. Sutida Chansomboon      Director

**Director attending the Meeting via electronic mean:**

1. Mr. Kanchit Bunajinda      Independent Director / Chairman of the Risk Policy Committee /Member of the Nomination and Remuneration Committee

All directors attended the Meeting at the meeting control room and via electronic mean, totaling 9 persons, representing 100% of the Board of Directors.

**The company's senior executives, attending the Meeting:**

1. Ms. Pimwisa Thiensri      Chief Marketing Officer

**The company's senior executives attending the Meeting via electronic mean:**

1. Ms. Sriprae Thanathitiphan    Chief Financial Officer

**Other person attending the Meeting via electronic mean**

**Auditors from Proud In Pro Company Limited :**

1. Ms. Sansanee Poolsawat

In order to ensure transparency in the vote counting, the Company had invited Mr. Siwaporn Sanhapanich, an independent auditor from Asia Smart Consulting Company Limited, to be witnesses for the vote counting and also greeting Mr. Chanathip Wittayakul,

Then the Moderator informed the Meeting that the Company set the Record Date for the shareholders who entitled to attend the 2023 Annual General Meeting of Shareholders on 13 March 2023 (Record Date) and also published the notice and all relating documents of the meeting on the Company's website on 28 March 2023 onwards.

**Compliance of the Good Corporate Governance policy of the Company.** Regarding the protection of right of shareholders on a fair and equal basis, for this Meeting, the Company has performed, as follows:

- The Company provided the opportunity for the shareholders to propose the meeting agenda and/or to propose the director nominee. The Company has informed the shareholders through the channels of the Stock Exchange of Thailand and announced on the Company's website during 20 October 2022 to 31 December 2022. There was no shareholder proposing any meeting agenda and/or proposing the director nominee.



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

- The Company provided the opportunity for the shareholders who could not attend the E-AGM to be able to appoint independent directors as a proxy on behalf of the shareholders as briefly informed in the invitation to the Annual General Meeting of Shareholders.
- The Company provided the opportunity for the shareholders to submit their questions in relation to the meeting agenda in advance by sending questions to the Investor Relations Department in accordance with the details announced on the Company's website. So, the Company would be able to thoroughly answer questions of all shareholders.
- the Meeting shall proceed according to the agendas as specified in the Shareholders Meeting Invitation.

Before the Meeting proceeding, the Moderator informed that the Company has a registered capital of 55,000,000 Baht, paid up capital of 54,441,200 Baht with the ordinary share of 108,882,400 shares at the par value of 0.50 Baht.

When the Meeting has started, the number of shareholders attended the Meeting as following details:

- The number of shareholders attended the meeting in person was 11, totaling 163,713 shares and equivalent to 0.15 percent of the Company's total outstanding shares.
- The number of shareholders attended the Meeting by proxy was 301, totaling 83,746,682 shares and equivalent to 76.91 percent of the Company's total outstanding shares.
- The totaling number of shareholders attended the Meeting was 312, totaling 83,910,395 shares and equivalent to 77.06 percent of the Company's total outstanding shares.

The quorum was thus constituted in accordance with the law and the Company's Articles of Association which requires that a quorum will be formed when no less than 25 shareholders or not less than half of the total number of shareholders (or their proxies) presenting at the meeting, whichever is lesser, and the shareholders must hold shares in aggregate not less than one-third of the total issued shares of the Company.

(The Company opened for shareholder registration at any time before the end of the Meeting, the shareholders register to attend the meeting after the meeting has begun Shareholders have the right to vote according to the agenda that is being considered and has not yet been resolved.)

**Mr. Thana Thienachariya**, Chairman of the Board acting as the chairman of the meeting (the "Chairman"). The Chairman thanked all the shareholders and proxies for attending the 2023 Annual General Meeting of Shareholders of Bluebik Group Public Company Limited ("the Company") via electronic media and informed the Meeting that the shareholders and proxies attended the Meeting to constitute a quorum as prescribed in the Company's Articles of Association. The Chairman declared the Meeting open and proceeded with the meeting according to the agendas which were considered respectively as specified in the Shareholders Meeting Invitation.



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

Prior to proceeding with the Meeting in accordance with the agenda, the Chairman requested the Moderator to inform the Meeting of the Company's practical procedures for the E-EGM and vote casting as follows:

**Inquiry Submission:**

1. Before voting on each agenda, the meeting attendees could ask questions, express opinions, and make suggestions by expressing opinion or suggestions to ensure accuracy and clarity in recording meeting minutes.
2. In case that attendees want to ask questions, express opinions, and make suggestions during the meeting, they can use the question submission function in the DAP e- Shareholder Meeting system by selecting the "Send Question" button and typing the questions then pressing "Confirm"
3. In each agenda, if there are a large number of questions, the Company will select to answer questions in order and reserve the right to take any appropriate action to keep the meeting concise and efficient.
4. In case that attendees ask questions or express opinions that are beyond the considered agenda, please ask those questions or express opinions in other agenda at the end of the meeting. The Company requests the meeting attendees to express their opinions or ask questions concisely and refrain from asking questions or expressing opinions on duplicate issues to provide an opportunity for other attendees to exercise their rights as well, so the meeting would be well organized within specified time.
5. The Company will record audio and video throughout the agenda of the Annual General Meeting of Shareholders. After the meeting is finished, the Company will take the recorded images and audio and publish them on the Company's website to facilitate all meeting attendees.

**Voting:**

1. If the meeting attendees wish to amend the vote, they can go back and edit scores within the remaining time. The system will use the most recently edited vote in counting votes. At this meeting, the Company has set the voting time frame of 1 minute.
2. In case of appointing proxies to attend the meeting through proxy form B and form C, which the shareholders have already specified the proxy to vote on each agenda in the proxy form, the voting shall be carried out as specified by the shareholder in the proxy form. The aforementioned votes were recorded in advance when they register to attend the meeting, therefore, the proxies according to Proxy Forms B. and C do not have to vote at the meeting again.
3. Voting for each agenda is transparent. Shareholders or proxies have only 3 voting options: "Agree", "Disagree" and "Abstain". In case that meeting attendees do not vote for any agenda, the system will automatically count the vote as "Agree".

**Vote Counting:**

1. Voting in the shareholders' meeting is deemed that one share is one vote and any shareholder having any conflicts of interest in any matter shall have no right of vote on such matter. In case a tie vote, the chairman of the meeting shall vote additionally as a casting vote.

2. The agenda of the 2023 Annual General Meeting of Shareholders could be divided into 3 categories as follows:
  - Agenda that must be approved by a majority vote of the shareholders attending the Meeting and casting their votes, namely Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.  
With Respect to Agenda 5 To Consider the Election of Directors in place of those who Retired by Rotation for the year 2023, the shareholders were asked to cast their votes for each nominated person. The shareholders shall cast agree, disagree or abstain for voting.
  - Agenda that must be approved by a vote of not less than two-thirds of total number of votes of the shareholders attending the Meeting, namely in Agenda 6.
  - Agenda that must be approved by a vote of not less than three quarters of the total number of votes of the shareholders attending the meeting, namely Agenda 8 and Agenda 9.
3. Voting in the proxy form sent by the shareholders to the Company as the following manners would be considered as voided ballots which the Company would not count as votes in that agenda:
  - Voting with more than 1 box checked, except for Custodian.
  - Correction for strikeout of the vote without shareholders' signatures.
  - Voting that exceeds existing votes, for custodian only.
4. The vote results would be informed by specifying the votes of agree, disagree, abstain and voided ballots. For each agenda, number of shares would be based on attendees before the closure of vote casting for any agenda, therefore it might be subject to change and not be equal for each agenda because there might be additional attendees who registered to attend the Meeting later.

Shareholders who intend to vote on each agenda or intend to ask a question or express an opinion at the Meeting shall follow the steps and procedures outlined in the video clip. In case of having any problem on the meeting system or voting system, please contact the staff at mobile number 065-862-5943.

#### **Agenda 1 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023**

The Moderator clarified to the Meeting that this agenda is set for shareholders to jointly consider and approve the minutes of the of the Extraordinary General Meeting of Shareholders No. 1/2023 which was held on 13 February 2023. The minutes of meeting was prepared correctly and a copy of the minutes has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by law. The Company had already sent the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 along with the invitation to this Meeting for shareholders to review prior to this Meeting.

**Opinion of the Board :** The Company's Board of Directors considered and viewed that the aforementioned minutes of the meeting had been correctly and completely recorded. Therefore, it is deemed appropriate to propose the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 13 February 2023 to the 2023 Annual General Meeting of Shareholders for consideration and approval.

The Moderator then solicited questions and comments from the Meeting. However, no questions or opinions were submitted. Therefore, proposed the Meeting to consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the Meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 as proposed.

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	86,290,395	100.00%
Disagree	0	0.00%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>86,290,395</b>	<b>100.00%</b>

## **Agenda 2 To acknowledge the Board of Director's report of the Company's performance for the year 2022**

The Moderator informed the meeting that in order to comply with Section 113 of the Public Limited Companies Act B.E.2535 and Article 56 of the Company's Articles of Association, the Company has prepared a summary of the Company's past performance and significant changes occurring in the year 2022 which appear in the Registration Statement/ Annual Report 2022 (Form 56- 1 One Report). Shareholders can download the aforementioned documents from the QR Code that enclosed with the invitation to the Annual General Meeting of Shareholders sent by the Company in accordance with the system developed by the Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand. With this channel, the shareholders could easily access information and keep up with the changing situation and social context as well as reduce the use of resources with the aim of long-term sustainability.

The Moderator reported the progress of the Company's anti-corruption policy implementation that can be summarized as follows:

1. The Company has policies and guidelines to against all forms of corruption. The Board of Directors has approved the anti-corruption policy to support and encourage employees at all levels to realize the importance and have awareness of anti-corruption; for example, no request or except both monetary and non-monetary gifts, entertainments or other benefits that will affect the decision-making in the



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

performance of duties. This also includes the establishment of regulations for systematic and transparent approval of procurement.

2. The Company has arranged the channel for whistleblowing or receiving corruption complaints related to the Company including measures to protect employees or any other person who gives clues or evidence of corruption related to the Company by using measures to protect complainants or those who cooperate in reporting corruption as defined in Whistleblowing Regulations.

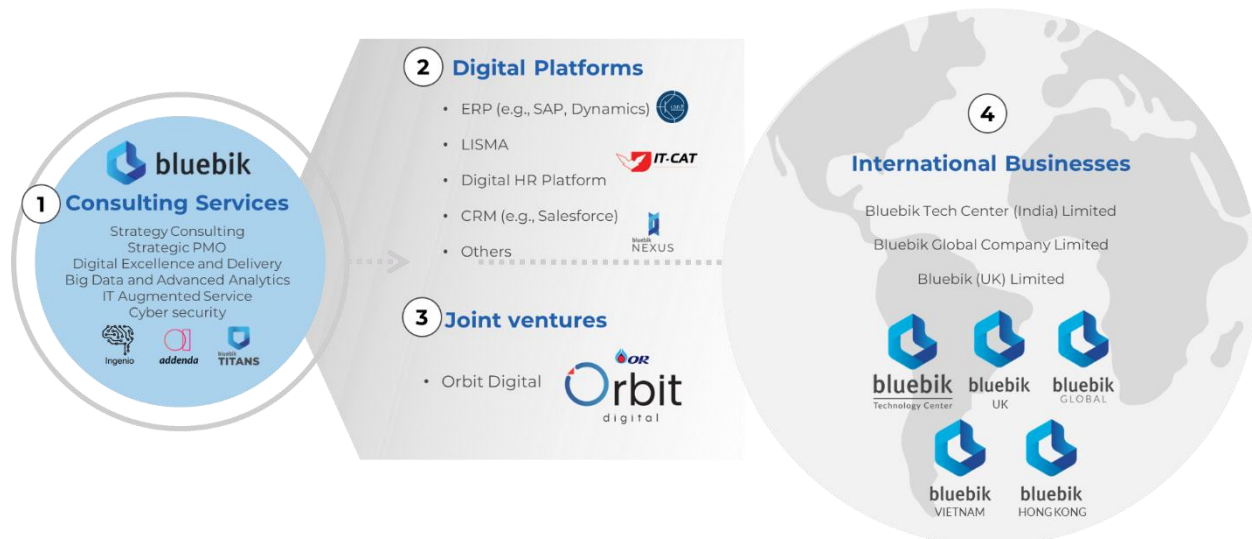
In 2022, the Company has implemented the policy continuously; for example, organizing an orientation for employees and executives to acknowledge the Company's intentions in anti-corruption policy, guidelines and methods of whistleblowing and complaints related to unlawful actions on an ongoing basis, including an assessment of potential risks of corruption to find solutions and improvements. In 2022, there was no complaints related to corruption from both inside and outside.

In addition, the Company is in the process of studying information for participating in the Declaration of Intent of the Thai Private Sector Collective Action Coalition Against Corruption and preparing of an assessment under the Thai Private Sector Collective Action Coalition Against Corruption for further certification of membership in the coalition.

Then the Moderator invited Mr. Pochara Arayakarnkul, Director and Chief Executive Officer, and Ms. Sriprae Thanathitiphan, Chief Financial Officer, to present the Company's performance for the year 2022 and clarify the current year's operational plans to the shareholders for acknowledgement.

**Mr. Pochara Arayakarnkul, Director and Chief Executive Officer** summarized the Company's business operations and operational plans for the year 2022 that Bluebik Group Public Company Limited ( "the Company" ) is an end-to-end digital transformation partner providing services for strategic and digital technology consulting and other related services for various business sectors. Main active businesses are in 4 pillars including.

## A truly end-to-end digital transformation partner



**1. Digital Transformation Consulting Services** – which is the core consulting service that the Group provides end-to-end digital transformation consulting services to the client. The Group emphasizes on the services quality together with the offering of widely end-to-end scope of consultancy services, especially to serve the technology trend until post digital transformation. The main scope of consulting services are;

- **Management Consulting (MC)** is service to develop short-term and long-term strategic business plan (3 – 5 years), develop marketing plan for customers’ products to create competitive strategy, perform business process improvement and reorganization.
- **Strategic Project Management (PMO)** is service to provide project management or product management function including supervising projects, managing and monitoring project progress to ensure work delivery on timely basis and goal achievements of organizations.
- **Digital Excellence and Delivery (DX)** is service to provide in-depth consulting in digital technology suitable to the organizations including designing user experiences and user-system interface (UX/UI) on website or application as well as developing deep technology, to solve specific problems within the organizations in order to achieve the goal to enhance work efficiency and business flexibility.
- **Big data, advanced analytics and artificial intelligence (AI)** is service to design and implement big data platform, analyze big data and implement the artificial intelligence to translate data into measurable value and support management decision making.

- **IT Staff Augmentation** is service to provide personnel outsourcing service especially in technical areas i.e. Programmer, Software Developer based on client required timeframe.

In addition, during the year 2022 the Group has expanded the business to ensure the End-to-End Services capabilities by providing more services on;

- **ERP maximization and advisory** which covers for SAP program. The services focus on the re-design and customization of SAP program in order to maximize its capacity to serve the business.
- **Customer Relationship Management (CRM) advisory and solution** which covers for Salesforce program. The services is to assess the business, design and implementation of the Salesforce program and integrate with client's existing systems to ensure the seamless experience.
- **Cyber Security and Solution Implementation Services** which is the end-to-end cyber security consultancy starting from the business-cybersecurity alignment, the critical cyber risk remediation, strengthened security-by-design and the cyber response readiness.

**2. Digital Platform** – the Group together with the global technology partners implement the digital platform or IT solutions which serve the business demand and trend. The platform usually serves client in all scales and will support the digital transformation in the organization. In addition, the Group develops the digital platform or IT solutions i.e. LISMA solution (Line as SAP Mobile Application) which is the integration among SAP and Line platform in order to facilitate the flexibility of system usage to the users.

**3. Joint venture** – the Group collaborate together with the potential business partner to enhance and synergize the businesses. In year 2021, the Company had invested in the joint venture named Orbit Digital Company Limited (“Orbit”) which is the joint venture with Modulus Venture Company Limited; the subsidiary of PTT Oil and Retail Public Company Limited (“OR”) to serve as the digital arm for OR group to support on the digitalization, retail innovation and the data monetization.

**4. Global business** – the Group explored on the expansion to global business which has significant and continuous demand on the digital transformation. In the year 2022, the Group had provided the technology services to clients in multiple countries i.e. Indonesia, Singapore, United Kingdom and Vietnam. The strength of the Group is in the quality and the capability of resources and the cost competitiveness in the global market.

In overall, for the year 2022 the Group had invested in the subsidiaries and associates which are GMVPI Company Limited which has the expertise in the SAP customization, Bluebik Titans Company Limited which has the expertise in the cyber security, Bluebik Nexus Company Limited, which has the expertise in the digital platform and blockchain solution and IT-CAT Company Limited, which has the expertise in the Human Resources Management system design and implementation.





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

In addition, to serve global business, the Group had setup Bluebik Global Company Limited, Bluebik Technology Center (India) Private Limited and planned to setup Bluebik (UK) Limited, Bluebik (Vietnam) Company Limited and Bluebik (Hongkong) Company Limited.

Moreover, the Extraordinary General Meeting of Shareholders No.1/2023, held on 13 February 2023, of the Company, has passed resolutions to approve the invest in 2 subsidiaries which are 1) Innoviz Solutions Company Limited, the consulting of ERP implementation mainly Microsoft Dynamic 365 and 2) Vulcan Digital Delivery Co., Ltd. Which is digital delivery business unit of MFEC Public Company Limited. The Company has completed for these 2 deals closing in February 2023. This is in order to serve the position of Truly End-to-End Digital Transformation Partner according to the Group strategic plan.

For the operating results in 2022, total revenues and net profits of the Group strongly grew as a result of expansion to the high potential business that strengthens the core services of the Group. In addition, the demand for digital transformation to enhance business competitiveness continues to strongly grow both domestically and internationally. This stipulated the growth of the operating results of the Company during 2017 - 2022 with a cumulative average growth rate (CAGR) of 70% per year, which is higher than the average of listed companies in the same industry.

**Ms. Sriprae Thanathitiphan, Chief Financial Officer**, presented the overview of the Group's performance for the year 2022 that the performance of the Group grew significantly and had the new high record for both revenue and net profit. Total revenues of the Group amounted to Baht 563.77 million while net profit amounted to Baht 130.61 million. Total revenues increased by Baht 260.08 million or increased by 85.64 percent from the previous year. This was mainly due to the continuous growth in digital transformation that drive many organization, especially in bank, insurance, technology and retail sector to increase their investment in IT and strategy development to ensure the competitive advantages. As a result, all services (Management consulting (MC), Digital excellence and delivery (DX), Strategic PMO (PMO) and Big data & AI (AI)) had increased in their revenues. Also, the expansion to global business serve as one of the support for the significant growth. Still, revenues from DX were the highest proportion and were more than half of total revenues of the Group as well as the key factor for the growth of the Company. In addition, revenues with the highest growth were revenues from PMO despite lower demand during 2020- 2021 due to the Covid- 19 situation that caused companies to have to work from home. However, as the situation has recovered in 2022, the purchasing demand from customers continuously increased. Also, the growth in revenues from Big Data was also high from customers' demand for advanced data analysis to meet the needs of digital transformation. Lastly, revenues from MC, which is core capabilities, still maintained its proportion and continued to grow in 2022.

The net profit of the Group amounted to Baht 130.61 million, increased by 96.4 percent from previous year in according to the growth in revenues. In 2022, net profit margin was 23.17 percent, which increased from net profit margin in 2021 at 21.90 percent. However, in the 4th quarter of year 2022, there were the one-time expenses recorded regarding the financial advisor and lawyer fee for the due diligence of the 2 M&A

deals for Innoviz Solutions Company Limited and Vulcan Digital Delivery Company Limited amounted to Baht 9.37 million. The normalized net profit after deduct the one-time expense (net tax) will be around Baht 138 million or increased more than 108 percent from previous year net profit which showed the improvement of the Group profitability significantly. This is mainly due to the economy of scale from the growth in revenue more than the growth in fixed expenses. Also, the starting of BOI utilization from the second half of the year caused the decreasing of the tax expense.

As of 31 December 2022, total assets of the Group amounted to Baht 805.85 million, separated to current asset amounted to Baht 675.10 million and non-current asset amounted to Baht 130.75 million which showed the strong financial position. Total assets increased by Baht 154.85 million from total assets as of 31 December 2021 amounted to Baht 651.00 million. Changes in assets can be summarized as the following;

- Increase in account receivable, accrued income and work in progress amounted to Baht 124.39 million from operational growth;
- Increase in investment in joint venture and associated company amounted to Baht 32.95 million from the new investment and the profit sharing for the year;
- Increase in right-of-use asset, building improvement and equipment to serve the expansion of headcount amounted to Baht 8.36 million;
- Increase in goodwill for the subsidiary acquisition amounted to Baht 18.86 million;
- Net decrease in cash and cash equivalent and short term investment amounted to Baht 31.05 million from the cash payment in operation and investment

Total liabilities of the Group amounted to Baht 169.69 million, increased by Baht 62.58 million from total liabilities as of 31 December 2021 amounted to Baht 107.11 million. Changes in liabilities are mainly due to the operational growth which cause the increase in trade payable, accrued expense amounted to Baht 46.49 million, increase in unearned income amounted to Baht 5.30 million, increase in lease liability amounted to Baht 2.57 million and increase in employee benefit liability amounted to Baht 3.39 million.

As of 31 December 2022, total shareholders' equity of the Group amounted to Baht 636.16 million, increased by Baht 92.72 million from total shareholders' equity as of 31 December 2021 amounted to Baht 543.89 million from 2022 net income offset with dividend payment of year 2021 amounted to Baht 37.50 Million which was paid in May 2022.

For the strategy and operational plan for 2023, the Company has focused on creating synergy between the parent company and all affiliates to create sustainable growth according to the "Growth at Scale" plan by upgrading the level of integrated services covering both large and medium sized customer groups as well as taking on new businesses with high potential growth and aiming to expand the proportion of recurring income



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

by using the strengths of each company to support services and growth in both revenue and profits in order to increase business opportunities through Cross-Selling and Up-Selling between each other.

The business expansion according to the Company's "Growth at Scale" plan will be in line with the concept of the future business world "Digital-First Company" that was driven by innovation and technology to enable customers to cope with changes in the business world and are ready to face the New World Order. Digital-First Company will connect and response to the needs of stakeholders in the modern business ecosystem that consists of the Company, Customer, Partner and Community.

In this regard, the Company has prepared a report on the Company's performance for the year 2022, which contained complete information in accordance with the Public Limited Companies Act B. E. 2535 and regulations of the Securities and Exchange Commission. The details are as shown in the Registration Statement/Annual Report 2022 (Form 56-1 One Report) enclosed with the invitation to this Annual General Meeting of Shareholders sent to shareholders.

The Moderator asked whether any shareholder had any comments or queries, and there was no shareholder proposing any additional comments or queries.

Since it was merely for the shareholders' acknowledgement; the voting was not required. The Chairman concluded that the Meeting acknowledged the Company's performance for the year 2022.

### **Agenda 3 To consider and approve the Financial Statement for the year ended 31 December 2022**

The Moderator informed the meeting that pursuant to 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 (ends on 31 December of each calendar year) for submission to the Annual General Meeting of Shareholders for approval. The Company, therefore, proposes the shareholders to approve the Financial Statements for the year ended 31 December 2022 which is audited by the Company's certified public accountant and were considered and audited by the Audit Committee, the details appearing in the 2022 Annual Report (Form 56-1 One Report) as delivered to the shareholders with the Notice of this Meeting.

Thereafter, The Moderator invited Ms. Sriprae Thanathitiphan, Chief Financial Officer, to present the details of the latest financial information to the shareholders.

Ms. Sriprae Thanathitiphan, Chief Financial Officer, clarify the details the Financial Statements for the year ended 31 December 2022 which is audited by the Company's certified public accountant and were considered and audited by the Audit Committee, the details as follows.

Details	Separate Financial Statements	Consolidated Financial Statements
<b>Total assets</b>	(Baht) 757,420,524	805,853,773
<b>Total liabilities</b>	(Baht) 170,590,005	169,691,148
<b>Shareholders' equity</b>	(Baht) 586,830,519	636,162,625
<b>Total revenues</b>	(Baht) 529,062,886	563,772,810
<b>Net profit</b>	(Baht) 87,353,200	130,613,127
<b>Earnings per share</b>	(Baht/ share) 0.87	1.27

**Opinion of the Board:** The Board of Directors opines to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and Profits and Loss Statement for the fiscal year ended 31 December 2022, 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.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to approve the Financial Statement for the year ended 31 December 2022 as proposed.

Shareholders	Amount (vote)	Percentage
Agree	86,390,895	99.9792%
Disagree	0	0.00%
Abstain	18,000	0.0208%
Voided	0	0.00%
<b>Total</b>	<b>86,408,895</b>	<b>100.00%</b>

**Agenda 4 To consider and approve the allocation of net profit to the legal reserve and approve the payment of dividend deriving from the operating results for the year 2022**

The Moderator informed the meeting that 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



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

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.

Presently, the Company has its registered capital of 55,000,000 Baht and has a legal reserve amounted as per the Separate Financial Statement of 5,000,000 Baht. Therefore, for the year 2023, the Company shall appropriation the portion of annual net profit as a legal reserved in the amount of 500,000 Baht. As a result, the Company shall have legal reserve in the amount of 5,500,000 Baht, which is 10 percent of the registered capital of the Company.

In the year 2022, the separate financial statement showed net profits of 87,353,200 Baht which is 0.87 earnings per share and the consolidated financial statement showed net profits of 130,613,127 Baht which is 1.27 earnings per share. After the appropriation for legal reserve, the Company has a sufficient amount of retained earnings and adequate cash flows to declare dividends.

Therefore, the Company considers proposing the payment of dividends for the performance of the accounting period 1 January 2022, to 31 December 2022, at the rate of 0.40 Baht per share, with the total number of shares not exceeding 108,882,400\* shares. Total dividend payment amount is Baht 43,552,960 which was equivalent to 50.15% of net profit of the separate financial statement after deduction of statutory reserves which is in accordance with the Company's dividend payment policy, in the proposed dividend payment consists of profit from the Company's operations which has been promoted by the Board of Investment in the amount of approximately 27,843,219 Baht or equivalent to 0.255718 Baht per share and profit derived from the Company's business, not promoted by the Board of Investment in the amount approximately 15,709,741 Baht or 0.144282 Baht per share.

*Note : \*The Company will set the date of 10 May 2023 as the date for determining the shareholders' right to receive the dividend (Record Date) which will take place after the date on which the company registered a capital reduction in respect of registered ordinary shares supporting capital increase under General Mandate that have not yet been issued, amounting to 1,117,600 shares. The Company therefore determines the total number of shares for the dividend payment registered as of the date that the Board of Directors of the Company approves the dividend payment deduct by the aforementioned unissued shares.*

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders as follow:

1. Approve the appropriation of profit as legal reserves in the amount of 500,000 Baht when combining with the current legal reserves accrued in the amount of Baht 5,000,000 then the total amount of reserves requirement will be Baht 5,500,000 or 10 percent of the registered capital of the Company.
2. Approve the dividend payment for the year 2022 from operation result during 1 January 2022, to 31 December 2022, at the rate of 0.40 Baht per share, with the total number of shares not exceeding 108,882,400\* shares. Total dividend payment amount is Baht 43,552,960 which was equivalent to 50.15% of net profit of the separate financial statement after deduction of statutory reserves which is in accordance with the Company's dividend payment policy, in the proposed dividend payment consists of profit from the Company's operations which has been promoted by the Board of Investment in the amount of approximately 27,843,219 Baht or equivalent to 0.255718 Baht per share and profit derived from the Company's business, not promoted by the Board of Investment in the amount approximately 15,709,741 Baht or 0.144282 Baht per share.

However, the Company will deduct withholding tax from dividend income at the rate prescribed by law. The details of historical of dividend payment are shown in the Notice of this Meeting which delivered to the shareholders. The Company shall determine the record date for the right to receive the dividend (Record Date) on 10 May 2023, and to pay dividend within 24 May 2023.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to approve the allocation of net profit to the legal reserve and approve the payment of dividend deriving from the operating results for the year 2022 as proposed.

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	86,408,795	99.9999%
Disagree	0	0.00%
Abstain	100	0.0001%
Voided	0	0.00%
<b>Total</b>	<b>86,408,895</b>	<b>100.00%</b>

#### **Agenda 5 To consider and approve the re-election of Directors to replace those retired by rotation**

The Moderator informed the meeting that for the election to be fair and in accordance with the principles of good governance, the Moderator invites the board who retired by rotation to leave the conference room before conducting the election.

The Moderator informed the meeting that pursuant of 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 director 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. Vasit	Kanjanahuttakit	Director / Independent Director
(2)	Mr. Pongsuk	Hiranprueck	Director / Independent Director
(3)	Mr. Phiphat	Prapapanpong	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 shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance from 20 October 2022 until 31 December 2022. 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. Vasit Kanjanahuttakit and Mr. Pongsuk Hiranprueck 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.

**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. Vasit Kanjanahuttakit and Mr. Pongsuk Hiranprueck, the person to be nominated as an independent director, are qualified to be independent directors according to the regulation prescribed the Company. Additionally, there have performed their 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 2023 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. Vasit Kanjanahuttakit	Director / Independent Director
(2)	Mr. Pongsuk Hiranprueck	Director / Independent Director
(3)	Mr. Phiphat Prapapanpong	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 as delivered to the shareholders with the Notice of this Meeting.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.



Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes. To comply with good corporate governance guidelines, the meeting facilitator allowed the Meeting to elect the directors individually.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to approve the re-election of Mr. Vasit Kanjanahuttakit, Mr. Pongsuk Hiranprueck and Mr. Phiphat Prapapanpong who will retire by rotation, as directors for another term as proposed.

The voting result of this agenda was as follows:

- (1) Mr. Vasit Kanjanahuttakit to be re-elected for another term as Director/ Independent Director

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	86,283,295	99.8546%
Disagree	125,600	0.1454%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>86,408,895</b>	<b>100.00%</b>

- (2) Mr. Pongsuk Hiranprueck to be re-elected for another term as Director/ Independent Director

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	86,408,895	100.00%
Disagree	0	0.00%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>86,408,895</b>	<b>100.00%</b>

- (3) Mr. Phiphat Prapapanpong to be re-elected for another term as Director

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	86,283,295	99.8546%
Disagree	125,600	0.1454%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>86,408,895</b>	<b>100.00%</b>

**Agenda 6: To consider and approve the remuneration to the Board of Directors for the year 2023**

The Moderator informed the meeting that 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 Company as defined remuneration policy with concerns about all appropriateness such as tasks, responsibility, and functions of the Board of Directors beneficial for the Company, in comparison to the companies listed in Stock Exchange of Thailand in the same industry, and similar size. Meeting plans of the Board of Directors and individual groups of sub-committees are also taken into the consideration in order to meet appropriateness to take care and keep the directors, as well as to motivate the directors’ operation with the Company, in order to achieve the goals effectively. For remuneration process, the Company assigned Nomination and Remuneration Committee to consider and propose suitable amount of remuneration to the Board of Directors for approval prior to the shareholders’ consideration and approval annually.

**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 2023 including business expansion and growth of the Company’s profit, the Committee proposed to determine the 2023 remuneration of the Board of Directors shall not exceed Baht 5,000,000 (Five Million Baht).

**Opinion of the Board:** 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 2023 at the rate not exceed Baht 5,000,000 (Five Million Baht). Details of which are as follows:

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

	<b>2022 Baht per Meeting</b>	<b>2023 (Proposed year) Baht per Meeting</b>
<b>The Board of Directors</b>		
- Chairman of the Board of Directors	30,000	30,000
- Director	20,000	20,000
<b>The Audit Committee</b>		
- Chairman of the Audit Committee	20,000	20,000
- Director	10,000	10,000
<b>The Risk Policy Committee</b>		
- Chairman of the Risk Policy Committee	20,000	20,000
- Director	10,000	10,000

<b>The Nomination and Remuneration Committee</b>		
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Director	10,000	10,000
<b>The Executive Committee</b>		
- 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.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by not less than 2/3 of the total shareholders who attend the meeting.

**Resolution:** The Meeting was considered and resolved, with a majority vote of the total shareholders present in the Meeting and eligible to vote, to approve the remuneration for directors for year 2023 in the amount not exceeding Baht 5,000,000 as proposed.

The voting result of this agenda was as follows:

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	84,035,395	99.8770%
Disagree	103,400	0.1229%
Abstain	100	0.0001%
Voided	0	0.00%
<b>Total</b>	<b>84,138,895</b>	<b>100.00%</b>

#### **Agenda 7 To consider and approve the appointment of the external auditors and set its audit fee for the year 2023**

The Moderator informed the Meeting that, 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 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 2023, details as follows:

	Name	License No.	Number of year auditing for the Company
1.	Miss Sansanee Poolsawat	6977	2 year (2021)
2.	Miss Witita Sujitranuch	7408	never signed on the Company’s financial statement.
3.	Mr. Theerayut Panyathaweesub	6553	never signed on the Company’s financial statement.

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 2023 financial statements including its quarterly financial statements will be fixed at Baht 1,180,000 consisting of:

Description	2023 (year proposed)	2022
● Audit Fee	1,180,000	970,000
● Non-audit fee	-	-
<b>Total</b>	<b>1,180,000</b>	<b>970,000</b>

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 subsidiaries. Details are as follows:

- 1) Ingenio Company Limited
- 2) Bluebik Addenda Company Limited
- 3) Bluebik Global Company Limited
- 4) GMVPI Company Limited
- 5) Bluebik Nexus Company Limited



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

- 6) Bluebik Titans Company Limited
- 7) Innoviz Solutions Company Limited
- 8) Vulcan Digital Delivery 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. According to the details shown in Enclosure 5 attached to the invitation letter to the 2023 Annual General Meeting of Shareholders.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a majority vote of the total shareholders present in the Meeting and eligible to vote, to approve the appointment of Miss Sansanee Poolsawat, CPA Registration No. 6977, and/or Miss Witita Sujitranuch, CPA Registration No. 7408, and/or Miss Pitinun Pattaraklitidej, CPA Registration No. 10467 from Proud In Pro Co., Ltd., as auditors of the Company for the year 2023, and fix the audit fee for the 2023 fiscal year in the total amount of Baht 1,180,000 as proposed.

The voting result of this agenda was as follows:

Shareholders	Amount (vote)	Percentage
Agree	84,138,795	99.9999%
Disagree	0	0.00%
Abstain	100	0.0001%
Voided	0	0.00%
<b>Total</b>	<b>84,138,895</b>	<b>100.00%</b>

**Agenda 8 To consider and approve for the decrease of the registered capital of the company by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate and approve the amendment of Clause 4 of Memorandum of Association to reflect the Company’s capital decrease**

The Moderator informed the Meeting that as the company increased its registered capital in the amount of not more than 10,000,000 shares, with par value of 0.50 baht per share, total value of not more than Baht 5,000,000 to support the capital increase under the general mandate in the Extraordinary General Meeting of Shareholders No. 1/2023. In this regard, the number of capital increase shares under General Mandate is 1,117,600 shares. Moreover, the Company has no plan to further issue and offer the remaining newly issued

shares as the offering shares is sufficient to cover the Company’s planned uses of fund in the future based on the purpose of capital increase and fund utilization previously disclosed.

**Opinion of the Board:** The Board deems it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and approve the capital decrease by 1,117,600 shares from the existing registered capital of Baht 55,000,000 to be the new registered capital of Baht 54,441,200 at a par value of Baht 0.50, by eliminating non allotment of 1,117,600 shares at par value of Baht 0.50 which remaining from the capital increase under a general mandate. Then amend of Clause 4 of the Company’s Memorandum of Association according to the decreasing of registered capital as per following details:

<b>Clause 4.</b>	Registered Capital	54,441,200.00	Baht	(Fifty-four million four hundred forty-one thousand two hundred Baht)
	Divided into	108,882,400	shares	( One hundred eight million eight hundred eighty two thousand four hundred shares)
	Ordinary share	0.50	Baht	(Fifty satang)

**Categorized into:**

Ordinary shares	108,882,400	shares	(One hundred eight million eight hundred eighty two thousand four hundred 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.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to approve the capital decrease by 1,117,600 shares from the existing registered capital of Baht 55,000,000 to be the new registered capital of Baht 54,441,200 at a par value of Baht 0.50, by eliminating non allotment of 1,117,600 shares at par value of Baht 0.50 which remaining from the capital increase under a general mandate, the amendment of Clause 4 of the Company’s Memorandum of Association according to the decreasing of registered capital and authorize the Board of Directors or persons appointed by the Board of Directors 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 as proposed.

The voting result of this agenda was as follows:

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	84,138,895	100.00%
Disagree	0	0.00%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>84,138,895</b>	<b>100.00%</b>

**Agenda 9 To consider and approve for the Amendment of the Articles of Association of the Company (“AOA”) to comply with the Public Limited Companies Act (No.4), B.E. 2565 (2022)**

The Moderator informed the Meeting that, as per the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes regarding the approval of conducting meeting via electronic approach in order to enhance efficiency, reduce unnecessary costs, and provide convenience to investors which aligns with the amended requirements, it is appropriate to propose to shareholders’ meeting to consider and approve the Amendment of the Articles of Association of the Company (“AOA”) to comply with the Public Limited Companies Act, B.E. 2565 (2022). The details are as follows:

<b>Existing version</b>	<b>Proposed amendment</b>
<p><b>Article 22.</b> In case where all the directors of the board are discharged, the discharged directors must hold their positions in order to run the company’s businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court. The discharged board of directors has to hold a shareholder meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p>	<p><b>Article 22.</b> In case where all the directors of the board are discharged, the discharged directors must hold their positions in order to run the company’s businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court. The discharged board of directors has to hold a shareholder meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days. In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media</p>

Existing version	Proposed amendment
	<p>in accordance with any other criteria prescribed by the Registrar.</p> <p>The Board of Directors may send the meeting notice to the shareholders by electronic means. If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar</p>
<p><b>Article 25.</b> The board of directors has to hold at least three (3) months per a meeting.</p>	<p><b>Article 25.</b> The board of directors has to hold at least one (1) time every three (3) months.</p>
<p><b>Article 26.</b> A meeting of the board of directors must be held in the area where the Company’s head office is located or at any adjacent provinces or any other places as designated by the Chairman or his assignee.</p>	<p><b>Article 26.</b> A meeting of the board of directors must be held in the area where the Company’s head office is located or at any adjacent provinces or any other places as designated by the Chairman or his assignee.</p> <p>The meeting of the Board of Director can be held through electronic devices in accordance with the criteria, methods, and the information security standards, specified by related law including any amendments of laws. The meeting of the committee through electronic devices may identify the location of the company’s head office as the meeting place.</p>
<p><b>Article 27.</b> As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors at least seven (7) days before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. In an emergency case, the notification of the meeting can be given through any other mean and the meeting day can be determined to be earlier.</p> <p>In case where two or more directors request for a board meeting, the chairperson has to appoint the meeting day within fourteen (14) days from the day on which the request is made.</p>	<p><b>Article 27.</b> As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors at least three (3) days before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. In an emergency case, the notification of the meeting can be given through via electronic means, or any other mean and the meeting day can be determined to be earlier.</p> <p>In case where two or more directors request for a board meeting, the chairperson has to appoint the meeting day within fourteen (14) days from the day on which the request is made.</p>
<p><b>Article 34.</b></p>	<p><b>Article 34.</b></p>



Existing version	Proposed amendment
<p>A meeting of the General Meeting of Shareholder must be held in the area where the Company’s head office is located or at any adjacent provinces.</p>	<p>A meeting of the General Meeting of Shareholder must be held in the area where the Company’s head office is located or at any adjacent provinces or any other places as designated by the Chairman or his assignee. The meeting of the General Meeting of Shareholder can be held through electronic devices in accordance with the criteria, methods, and the information security standards, announcement, specified by related law including any amendments of laws.</p> <p>In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</p>
<p><b>Article 36.</b> In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the public company limited registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p>	<p><b>Article 36.</b> In an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the public company limited registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days. In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media in accordance with any other criteria prescribed by the Registrar.</p> <p>Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.</p>
<p><b>Article 37.</b> A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholder or</p>	<p><b>Article 37.</b> A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholder or</p>



Existing version	Proposed amendment
<p>shareholder’s representatives (if any), and the total shares must be one-third (1/3) of all the sellable shares of the Company.</p> <p>For a shareholder meeting that has passed the appointed time for one (1) hour but has not enough attendants as stated before, if the meeting is requested by shareholders, it will be cancelled. If the meeting is held not because of shareholders' request, the meeting has to be postponed to a new appointed date. The summon letters must be sent to all shareholders at least seven (7) days before the new meeting day. This new meeting need not be attended by attendants in the aforementioned number.</p>	<p>shareholder’s representatives (if any), and the total shares must be one-third (1/3) of all the sellable shares of the Company.</p> <p>For a shareholder meeting that has passed the appointed time for one (1) hour but has not enough attendants as stated before, if the meeting is requested by shareholders, it will be cancelled. If the meeting is held not because of shareholders' request, the meeting has to be postponed to a new appointed date. The summon letters must be sent to all shareholders at least seven (7) days before the new meeting day. This new meeting need not be attended by attendants in the aforementioned number.</p> <p>Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.</p>
<p><b>Article 38.</b></p> <p>A shareholder can authorized any other person to attend a shareholder meeting and give votes instead of the shareholder. The authorization must be done through a letter of authorization signed by both the shareholder and the authorized representative in the format set out by the public company limited registrar. The letter of authorization must be submitted to the chairman of the board, or any other person appointed by the chairman, at the meeting place, before the representative attends the meeting. The letter of authorization must at least include the following information.</p> <ul style="list-style-type: none"> <li>A. Number of shares held by the authority grantor,</li> <li>B. Name of the authorized representative, and</li> <li>C. The meeting(s) that the representative is authorized to attend and to give votes.</li> </ul>	<p><b>Article 38.</b></p> <p>A shareholder can authorized any other person to attend a shareholder meeting and give votes instead of the shareholder. The authorization must be done through a letter of authorization signed by both the shareholder and the authorized representative in the format set out by the public company limited registrar. The letter of authorization must be submitted to the chairman of the board, or any other person appointed by the chairman, at the meeting place, before the representative attends the meeting. The letter of authorization must at least include the following information.</p> <ul style="list-style-type: none"> <li>A. Number of shares held by the authority grantor,</li> <li>B. Name of the authorized representative, and</li> <li>C. The meeting(s) that the representative is authorized to attend and to give votes.</li> </ul> <p>The proxy under the one paragraph may be made by electronic means instead, provided that the proxy is secure and reliable that the proxy is made by the</p>

Existing version	Proposed amendment
	shareholder, in accordance with the rules prescribed by the Registrar. In regard to sending, receiving and storage of documents related to proxy electronic means, the company will proceed in accordance with the rules prescribed by the electronic transaction law.
<p><b>Article 39.</b> A shareholder meeting must be run in the order of the agenda in the invitation letter, except the quorum of the meeting resolves that the order of the agenda must be changed. The resolution must be supported by at least two-third (2/3) of the attendants. After all the agenda of a meeting in the invitation letter have been considered, shareholders whose shares are at least one-third (1/3) of all the sellable shares of the Company may ask the quorum of the meeting to consider any agendum other than the agenda in the invitation letter. In case where the quorum of a meeting does not finish considering the agenda in the invitation letter or the additional agenda proposed by shareholders, and the consideration of such agenda have to be postpone, the quorum has to determine the place, date and time for the next meeting; and ask the board of the Company to send to all shareholders the invitation letters with place, date, time and agenda of the meeting at least seven (7) days before the meeting day, and advertising the meeting on a newspaper for at least three (3) day's before the meeting day. The advertisements have to be made for at least three (3) consecutive days.</p>	<p><b>Article 39.</b> A shareholder meeting must be run in the order of the agenda in the invitation letter, except the quorum of the meeting resolves that the order of the agenda must be changed. The resolution must be supported by at least two-third (2/3) of the attendants. After all the agenda of a meeting in the invitation letter have been considered, shareholders whose shares are at least one-third (1/3) of all the sellable shares of the Company may ask the quorum of the meeting to consider any agendum other than the agenda in the invitation letter. In case where the quorum of a meeting does not finish considering the agenda in the invitation letter or the additional agenda proposed by shareholders, and the consideration of such agenda have to be postpone, the quorum has to determine the place, date and time for the next meeting; and ask the board of the Company to send to all shareholders the invitation letters with place, date, time and agenda of the meeting at least seven (7) days before the meeting day, and advertising the meeting on a newspaper for at least three (3) day's before the meeting day. The advertisements have to be made for at least three (3) consecutive days. In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media in accordance with any other criteria prescribed by the Registrar. Delivery of meeting notices to shareholders may be performed by electronic means, If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.</p>



Existing version	Proposed amendment
<p><b>Article 46.</b> Resolving to reduce the capital, the company has to notify its resolution to all of its creditors within fourteen (14) days from the day on which the quorum on a shareholder meeting reaches the resolution. The objection letter must be sent back to the company within two (2) months from the day on which the notification is received. The resolution must also be advertised on a newspaper within fourteen (14) days. The advertisements have to be made for at least three (3) consecutive days.</p>	<p><b>Article 46.</b> Resolving to reduce the capital, the company has to notify its resolution to all of its creditors within fourteen (14) days from the day on which the quorum on a shareholder meeting reaches the resolution. The objection letter must be sent back to the company within two (2) months from the day on which the notification is received. The resolution must also be advertised on a newspaper or via electronic media through a website that is generally accessible or in accordance with any other criteria prescribed by the Registrar within fourteen (14) days. The advertisements have to be made for at least three (3) consecutive days.</p>
<p><b>Article 47.</b> The announcement of the is permission for dividend payment is prohibited, except with the resolution of the quorum of a shareholder meeting or the Company's board to pay the interim dividend. The payment of the dividend must be literally notified to all shareholders and advertised on a newspaper for three (3) consecutive days, before being made within one (1) month from the day on which the solution to pay the dividend is reached.</p>	<p><b>Article 47.</b> The announcement of the is permission for dividend payment is prohibited, except with the resolution of the quorum of a shareholder meeting or the Company's board to pay the interim dividend. The payment of the dividend must be literally notified to all shareholders and advertised on a newspaper or via electronic media through a website that is generally accessible or in accordance with any other criteria prescribed by the Registrar for three (3) consecutive days, before being made within one (1) month from the day on which the solution to pay the dividend is reached</p>

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment to Articles of the Company’s Articles of Association, as well as to be in line with the Public Limited Companies Act, amended in 2022, as proposed to improve the methods for handling the board of directors’ meeting and the shareholders’ meeting so as to be more modern, up-to-date, and efficient, to reduce burden and unnecessary expenses, and to offer more convenience for shareholders and

It is also proposed that the authorization to the person delegated by the authorized directors of the Company to proceed with the registration of the amendment of the Company’s Articles of Association, including to amend and/or add additional wordings as instructed by the registrar as necessary and appropriate until



completion; however, such amendment should not affect the substance of the amendment to the Company's Articles of Association.

The Moderator then solicited questions and comments from the meeting. However, no questions or opinions were submitted.

Therefore, proposed the Meeting consider and vote. The consideration of this agenda must be approved by not less than 3/4 of the total shareholders who attend the meeting and cast their votes.

**Resolution:** The Meeting was considered and resolved, with a unanimous vote of the total shareholders present in the Meeting and eligible to vote, to approve for the Amendment of the Articles of Association of the Company ("AOA") to comply with the Public Limited Companies Act (No.4), B.E. 2565 (2022) and authorize the Board of Directors or persons appointed by the Board of Directors to perform any actions which necessary and relating to the amendment to the AOA as proposed.

The voting result of this agenda was as follows:

<b>Shareholders</b>	<b>Amount (vote)</b>	<b>Percentage</b>
Agree	84,138,895	100.00%
Disagree	0	0.00%
Abstain	0	0.00%
Voided	0	0.00%
<b>Total</b>	<b>84,138,895</b>	<b>100.00%</b>

#### **Agenda 10 Other Matters (if any)**

The Moderator informed the Meeting that the Other Matters were set forth in the Meeting in order for the shareholders to ask questions, discuss and or give suggestion related to the Meeting to the Board of Directors and/or the executives of the Company (if any). Therefore, no other matters would be presented to the meeting for approval, and there was no vote in this agenda.

The shareholders asked questions and gave comments, as follows:

#### **Mr. Pairat Auepadunglert (the shareholder) made inquiries as follows:**

1. After acquiring employees from mergers, how will it solve the shortage of human resources, and for how long?

#### **Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

From both merger transactions, the Company acquired more than 400 employees. Within this year, the Company expects that there will not be workforce problems to achieve the revenue target. Besides human resources, one of the benefits from merger is the ability to recruit personnel with the stronger human resource team and brand awareness, so the Company can attract more new employees.

**Mr. Chalernsak Kongseerekul (the shareholder) made inquiries as follows:**

1. What is the progress of the registration of the joint venture of 2 new companies (BE8 Net zero and The Standard Executive training)? What is the expected timeline that the Company will discuss the business plan and start operations?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

The joint venture with Beryl 8 Plus Public Company Limited (“BE8”) is in the process of registering the company and negotiating the terms and conditions in the shareholder agreement. It is expected that operation will begin in the second quarter of 2023.

For joint ventures with The Standard Company Limited (“The Standard”), the new company has registered under the name Sauce Skills Company Limited. The business plan has been discussed and It is expected that operation will begin in the second quarter of 2023 as well.

2. After 2 merger deals, has the Company participated in bidding large-scale projects? How much is the approximated value of the highest value project?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

Currently, the Company has been exploring high value projects by helping the customers to review the scope of works. Still, we cannot immediately participate in the bidding process because both merged companies have outstanding backlog as well as new works, and it is expected to take approximately 6 months. However, the Company is still working and expects that at the end of 2023 the Company will start bidding on large projects. The main issue at this time is integration of work processes to the same standard. The project value is expected to be around Baht 300-400 million. If the project value is higher than this, we might wait for the integration and work standards of the entire group of companies to be well coordinated first.

3. Since Innoviz Solutions Co., Ltd. (“Innoviz”) and MFEC Public Company Limited (MFEC) have lower margin than the Company, what are the strategy or plan to manage the margin of the overall Group in 2023 after the merger with Innoviz and the acquisition of the Digital Delivery business unit from MFEC?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

The Company believes that the margin could be improved because some fixed costs of the Company could be more optimized. And there would be cross selling between Management Consulting Service and the implementation part. The third part is employee management. This is because the Company can apply the process to its subsidiaries. In addition, the Group will still have tax benefits from BOI. Therefore, for 2023, it is believed that the overall margin of the Group would not be much lower.

**Mr. Suwit Srivilairit (the shareholder) made inquiries as follows:**

1. In March, the Company adjusted its growth target for this year from 100% to 120%. Which part of the business that the increased target comes from? And what is the target for revenues from Orbit in this year?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

After the merger, the Company foresees synergy from Cross-sell and Upsell believes that the target will increase from 100% to 120%, however, it is hard to tell that it comes from any particular business. For Orbit's target, it is expected to be no less than Baht 250 million, which we believe that it is achievable. The target is 70% growth compared to last year.

2. What is the progress in exploring business in opportunities in the United States? What are the opportunities that the Company foresees in the US market under the economic uncertainty?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

Currently, the Company is exploring the market as well as looking for business partners, both individuals and organizations, and the Company has received good responses. In addition, the Company is still evaluating business demand and strengths of the Company to compete with local players in the US. Despite the current recession in the US market, the Company views that when the economy begins to recover, the market still has demand for development of information technology systems to support the business recovery. If the Company gets in first, in the right place at the right time, it will have a better chance than others. Also, the costs of the Company are much lower than foreign players. Nevertheless, the Company have to prove it capability, which we are quite confident that the Company can do it, but the Company must do a lot of study before setting up a Company in the US.

3. What is the competition situation between Local Consulting Firms and Global Consulting Firms in Vietnam? Is Vietnam ready for the Company to set up a Tech Center like it is done in India? What are the risks in doing Digital Transformation service business in Vietnam? And in the future, are there any plans to enter into joint ventures or become partners with Local Firms in Vietnam?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

The Company focuses more on competition with global firms, which they recruit quite a lot of personnel. For example, most firms in Vietnam outsource works but do not provide value added services, so they do not directly compete with the Company. Now the Company hires employees to expand the business base in Vietnam and it views that there is an opportunity to set up a Tech Center like in India as well. For the risks, since Vietnam has unique laws and regulations, the Company must be caution in this issue. In addition, Vietnamese people may not be as proficient in English as Indian people, therefore, the Company must have an administrative plan to manage this matter.

As for the partnership with Local Firm in Vietnam, the Company are open for any opportunities and ready to explore it.

**Mr. Pairat Auepadunglert (the shareholder) made inquiries as follows:**

1. Are there any merger plans this year? What is the turnover rate of the employees of the Company? Is there still be staff shortage problem, after acquiring additional 300 employees? What is the Company's policy for securing the problem of staff shortages?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

For merger plan, the Company continuously explores the opportunities, yet it cannot be confirmed that there will be a successful merger in this year because of many factors, including price, agreed conditions, and market conditions.

The Company's turnover rate is approximately 30%, which we believe that it is still lower than the industry rate. In addition, to retain employees, the Company has designed motivating compensation and employee benefits. There are potential development and growth opportunities. Recently, the Employee Joint Investment Program (EJIP) has received quite good responses. The Company believes that it will provide employees with incentives that are in line with the Company's goals. In addition, it believes that the growth of employees and the stronger brand awareness will enhance the ability to recruit employees.

**Thaivivat Insurance Company Limited by Merchant Partners Asset Management Limited (the observer), made inquiries as follows:**

1. How does seasonality affect revenues of the Group? What is the overview of industry in terms of competition and growth? What is the strategy of Business AI and Big data and how will it grow?

**Mr. Porchara Arayakarnkul (Director and Chief Executive Officer) answered as follows:**

The revenues of the Group affect by seasonality during the year because revenues of some projects are recognized at a point-in-time. If work is delivered across quarters, it may affect the revenue recognition in each quarter.

Every business places importance on Digital, so this industry highly grows. We view that the Company can be able to compete and have market share. Even domestic market is much bigger, while the global market is like a rather big ocean and there are many foreign customers. Therefore, it is believed that the Company will maintain its growth in the medium and long term.

In terms of AI and Big data, in the past the Company has developed AI transformation for many world-class companies. It also has a good relationship with large business partners such as Microsoft that the Company has discussed to do marketing in the Open AI segment, which is the creator of Chat GPT. This ensure that the Company will be a market leader at this time and will continue to go on a global level.





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

The Moderator asked whether any shareholder had any comments or queries, and there was no shareholder proposing any additional comments or queries.

The Chairman, as the representative of the Board of Directors, thanked all shareholders for always supporting the Company's operations. Also, as the representative of shareholders and the Board of Directors, the Chairman thanked the executives and all employees to be part of the management with determination resulting in continuous growth in performance of the Company. The Chairman thanked partners, suppliers, and customers for supporting the Company to be the leading consultant in digital transformation until now, then the Chairman declared the 2023 Annual General Meeting of Shareholders was adjourned.

Meeting was adjourned at 12.30 hrs.

- Signature -

(Mr. Thana Thienachariya)  
Chairman of the meeting

- Signature -

Minutes Recorder  
(Ms. Kanchanee Chacuttayapong)  
company secretary

**Annual Registration Statement/2023 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/2023 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/2023 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.

**Capital Increase Report Form**  
**Bluebik Group Public Company Limited**

Date 20 February 2024

Bluebik Group Public Company Limited (the “Company”) hereby report on the resolutions of the Board of Directors' Meeting No. 1/2024 held on 20 February 2024 regarding the capital increase and the allocation of newly issued ordinary stocks as follows:

**1. Capital increase**

1.1 The Board of Directors Meeting No. 1/2024 resolved to propose to the shareholders' meeting to consider and approve the increase of the registered capital from the current registered capital of 54,441,200 Baht to 100,008,484 Baht by issuing 91,134,568 newly ordinary shares at the par value of 0.50 Baht per share, totaling 45,567,284 Baht, with details as follows:

Capital Increase	Type	Shares	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of using funds	Ordinary shares	91,134,568	0.50	45,567,284
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-

**2. Allotment of capital increase shares**

2.1 Specifying the purpose of using funds

Allocate to	Shares	Ratio (Before:After)	Purchase Price (Baht per Shares)	Date, Time Subscription and Payment for shares	Note
Existing Shareholders to reserve for stock dividend	Not exceed 91,134,568	1 : 0.837	-	-	See remark
Public					
Person (Specify).....					
To support the conversion/exercise of the instrument's rights (Specify).....					

**Remark:**

The Board of Directors Meeting No. 1/2024 resolved to propose the 2024 Annual General Meeting of Shareholders to consider and approve the proposed profit 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 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).

In this regard, the Company has set the date of 2 May 2024, as the date for determining the shareholders' right to receive the dividend (Record Date) and within 21 May 2024, as the dividend payment date. However, the granting of such rights of the Company is not yet definite, because the approval by the Annual General Meeting of Shareholders is still required.

## 2.2 General Mandate

Allocate to	Type	Shares	% per paid-up capital	Note
Existing Shareholders (Right Offering : RO)	-	-	-	-
Public Offering : PO	-	-	-	-
Private Placement : PP	-	-	-	-

### 3. Determining the date for the shareholders' meeting to approve the capital increase and share allotment.

The Company scheduled the 2024 Annual General Meeting of Shareholders on 23 April 2024, at 13:00 hrs. via electronic media (e-meeting). The Record Date for the 2024 Annual General Meeting of Shareholders shall be on 6 March 2024.

### 4. Application for approval of capital increase/allotment of capital increase shares from relevant government agencies and conditions for permission.

The Company will register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, within 14 days from the date on which the shareholders' meeting has approved the capital increase and the Company will register the amendment of the paid-up capital with the Department of Business

Development, the Ministry of Commerce, within 14 days from the dividend payment date. The Company shall submit the request to list newly-issued shares from stock dividends payment with the Stock Exchange of Thailand.

**5. Objectives of the capital increase and the use of the additional capital funds.**

- The Company shall allocate the newly issued share of not exceeding 91,134,568 shares at the par value of 0.50 Baht per share to reserve for stock dividend to the Company's shareholders.

**6. Benefits that the Company and shareholders will receive from the capital increase/allotment of capital increase shares**

- To increase liquidity of the Company's shares as well as to maintain liquidity of working capital of the Company.

**7. Benefits that the shareholders will receive from the capital increase/allotment of capital increase shares**

- The Company has a policy of paying a dividend not less than 50% of net profits from the Company's separate financial statements after reserves.
- Shareholders, who have been allocated shares at this time, have rights equal to the existing shareholders in all respects and are entitled to receive dividends equally to the existing shareholders.

**8. Other necessary details for shareholders to make a decision to approve the capital increase/allotment of capital increase shares.**

None

**9. Schedule of actions in case the board of directors passes a resolution approving a capital increase/ share allotment.**

No.	Action	Date / Month / Year
1	The Board of Directors' Meeting No. 1/2024	20 February 2024
2	Record Date to receive the right to attend the meeting	6 March 2024
3	The 2024 Annual General Meeting of Shareholders	23 April 2024
4	Registered, increased registered capital, and amend the memorandum of association to the Department of Business Development Ministry of Commerce	Within 14 days from the 2024 Annual General Meeting Shareholders date
5	Record Date to receive the right to receive dividend	2 May 2024
6	Dividend payment date	21 May 2024
7	Registered paid-up capital to the Department of Business Development Ministry of Commerce.	Within 14 days from the dividend payment date



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

The Company hereby certifies that the information contained in this report is true and complete in all respects.

**Sincerely yours,**

*- Mr. Pochara Arayakarnkul*

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(Mr. Pochara Arayakarnkul)

Authorized Director

*- Mr. Pakorn Jiemsakultip -*

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(Mr. Pakorn Jiemsakultip)

Authorized Director

**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**



**Mr. Thana Thienachariya**

<b>Type of director proposed for appointment</b>	:	Chairman of the Board of Directors / Director
<b>Current Position</b>	:	Chairman of the Board of Directors / Director
<b>Age</b>	:	54 Years
<b>Nationality</b>	:	Thai
<b>Appointment date as a director</b>	:	17 March 2021 (The date that the Company converted to public company limited)
<b>Number of years as director and independent directors</b>	:	3 years (from the date of conversion to a public company in 2021)

**Education:**

- Master of Business Administration, Washington State University, USA.
- Bachelor of Economics (2<sup>nd</sup> Class Honor), Chulalongkorn University

**Training from Thai Institute of Directors (IOD):**

- Director Certification Program (DCP 181/2013)

<b>Shareholding proportion: in the Company</b>	Director :	0.09%
	Spouse / underage child:	0.01%

**(As of 31 December 2023)**

<b>Relationship with Management:</b>	-None-
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**Professional Experiences in the 5 Preceding Years :**

 Positions in Listed Company – The Stock Exchange of Thailand		
- 2021–Present	Chairman of the Board of Directors / Director	Bluebik Group Public Company Limited
- 2020–Present	Independent Director/Member of Audit Committee	TQM Corporation Public Company Limited
- 2013–Present	Independent Director	Sappe Public Company Limited



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

**Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)**

- 2023-Present Chairman of the Board of Directors and Independent Director Laundry You Company Limited
- 2022-Present Director Builk One Group Company Limited
- 2022-Present Advisor Show No Limit Company Limited
- 2022-Present Corporate Business Development Advisor EVME Plus Company Limited
- 2022-Present Advisor BJC BIGC ACADEMY OF SMART ENTREPRENEURS
- 2021-Present Director Card X Company Limited

**Positions in Other Business that may cause conflicts of interest or in competition with the Company**

-None-

**Meeting Attendance in 2023:**

- Board of Directors 7/7 (100.00%)

**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, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

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





### Mr. Chalakorn Panyashom

<b>Type of director proposed for appointment</b>	:	Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director
<b>Current Position</b>	:	Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director
<b>Age</b>	:	48 Years
<b>Nationality</b>	:	Thai
<b>Appointment date as a director</b>	:	17 March 2021 (The date that the Company converted to public company limited)
<b>Number of years as director and independent directors</b>	:	3 years (from the date of conversion to a public company in 2021)

#### Education :

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

#### Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP 133/2017)

<b>Shareholding proportion: in the Company</b>	Director :	-None-
	Spouse / underage child:	-None-
<b>(As of 31 December 2023)</b>		

**Relationship with Management:** -None-

#### Professional Experiences in the 5 Preceding Years :


##### Positions in Listed Company – The Stock Exchange of Thailand

- 2021-Present	Chairman of the Nomination and Remuneration Committee / The Audit Committee Member / Independent Director	Bluebik Group Public Company Limited
- 2013-Present	Director / Chief Operating Officer	Workpoint Entertainment Public Company Limited

##### Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)

- 2023-Present	Director	Bae Kaban Company Limited
- 2022-Present	Independent Direct/ the Audit Committee Member/ Chairman of the Nomination and Remuneration	Learn Corporation Public Company Limited

	Committee/ the Risk Management Committee Member	
- 2022-Present	Director	Jungka Plus Studuo Company Limited
- 2022-Present	Director	Finale Acting Studio Company Limited
- 2021-Present	Director	Skybox Entertainment Company Limited
- 2021-Present	Director	T-pop Incorporation Company Limited
- 2020-Present	Director	Nanonesia Company Limited
- 2020-Present	Director	Zaap Onsale Company Limited Advertising through the website
- 2015-Present	Director	Siampicganesha Company Limited
- 2013-Present	Director	Thai Broadcasting Company Limited

 Positions in Other Business that may cause conflicts of interest or in competition with the Company  
-None-

**Meeting Attendance in 2023:**

▪ Board of Directors	7/7	(100.00%)
▪ Audit Committee	4/4	(100.00%)
▪ Nomination and Remuneration Committee	2/2	(100.00%)

**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, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

**Additional Qualifications of Nominated Independent Director:** The Board of Directors has carefully considered that he can express his opinions independently and prescribe by the relevant regulations which has been reviewed by the Nomination and Remuneration Committee.

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-

<b>Criminal offense record during the past 10 years</b>	<b>Qualification</b>	
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 :**

<b>Having the following interest with the Company / subsidiaries / associates or any legal entities that have conflicts, at present or in the past 2 years</b>		
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



**Mr. Pochara Arayakarnkul**

<b>Type of director proposed for appointment</b>	:	Director / Chairman of the Executive Committee / Member of Risk Policy Committee
<b>Current Position</b>	:	Director / Chairman of the Executive Committee / Member of Risk Policy Committee
<b>Age</b>	:	36 Years
<b>Nationality</b>	:	Thai
<b>Appointment date as a director</b>	:	17 March 2021 (The date that the Company converted to public company limited)
<b>Number of years as director</b>	:	3 years (from the date of conversion to a public company in 2021)

**Education:**

- MBA (Distinction) in Strategy, Finance and Marketing, Kellogg School of Management Northwestern University.
- Bachelor of Engineering (1<sup>st</sup> Class Honors), Computer Engineering, Chulalongkorn University

**Training from Thai Institute of Directors (IOD):**

- Director Accreditation Program (DAP 167/2019)


**Shareholding proportion:** Director : 29.60% (Including the shareholding indirectly through Bluebik Group Holding Company Limited)

**in the Company** Spouse / underage child: -None-


**(As of 31 December 2023)**

**Relationship with Management:** -None-

**Professional Experiences in the 5 Preceding Years :**

 Positions in Listed Company – The Stock Exchange of Thailand

- 2021-Present	Director / Chairman of the Executive Committee / Member of Risk Policy Committee / Chief Executive Officer/ Acting Chief Operating Officer	Bluebik Group Public Company Limited
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 Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)

- 2023-Present	Director	Innoviz Solutions Company Limited
- 2023-Present	Director	Bluebik Vulcan Company Limited
- 2023-Present	Director	Sauce Skills Company Limited
- 2023-Present	Director	ECOX Company Limited
- 2022-Present	Director	Bluebik Global Company Limited
- 2022-Present	Director	GMVPI Company Limited
- 2022-Present	Director	National Electronics and Computer Technology Center (NECTEC)



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

- 2021-Present Executive Chairman / Director Orbit Digital Company Limited
- 2020-Present Director Bluebik Addenda Company Limited
- 2020-Present Director Bluebik Group Holding Company Limited
- 2020-Present Director BB Global Capital Company Limited
- 2019-Present Director Keeps & Co Company Limited
- 2019-Present Director Virtu Ventures Company Limited
- 2017-Present Director Ingenio Company Limited

Positions in Other Business that may cause conflicts of interest or in competition with the Company  
-None-

**Meeting Attendance in 2023:**

- Board of Directors 7/7 (100.00%)
- Risk Policy Committee 4/4 (100.00%)
- Executive Committee 11/12 (91.67%)

**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, including that he is qualified for the business operation of the Company and he does not take any position in other organization that competes with/related to the Company.

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 of Directors for the year 2024

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 2024 at the rate not exceeding 5,000,000 Baht. Details are as follows:

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

	<b>2023 Baht per Meeting</b>	<b>2024 (Proposed year) Baht per Meeting</b>
<b>The Board of Directors</b>		
- Chairman of the Board of Directors	30,000	30,000
- Director	20,000	20,000
<b>The Audit Committee</b>		
- Chairman of the Audit Committee	20,000	20,000
- Director	10,000	10,000
<b>The Risk Policy Committee</b>		
- Chairman of the Risk Policy Committee	20,000	20,000
- Director	10,000	10,000
<b>The Nomination and Remuneration Committee</b>		
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Director	10,000	10,000
<b>The Executive Committee</b>		
- 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 remuneration of any committee newly established during the year shall be at the Board's discretion according to appropriateness and responsibility and the Board of Directors shall control the total remuneration to be within the amount of not exceeding 5,000,000 Baht as approved by the shareholders' meeting.

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 2024 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. 1/2024 held on 20 February 2024, has considered it appropriate to propose the Shareholders' Meeting to appoint the auditors from Proud in Pro Company Limited (**Proud in Pro**), which have long experience and expertise in accordance with international standards, as the auditors of the Company for the year 2024.

	<u>Name</u>	<u>License No.</u>	<u>Number of year auditing for the Company</u>
1.	Ms. Sansanee Poolsawat	6977	3 year (Start signing 2021)
2.	Mr. Theerayut Panyathaweesub	6553	never signed on the Company's financial statement
3.	Ms. Witita Sujitranuch	7408	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, who is the inspector and comment on the Company's financial statements and signing the audit report. 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.

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 2024, at the total amount of 1,405,000 Baht consisting of:

<b>Description</b>	<b>2023</b>	<b>2024 (year proposed)</b>
● Audit Fee	1,180,000	1,355,000
● Non-audit fee	-	50,000*
<b>Total</b>	<b>1,180,000</b>	<b>1,405,000</b>

\* Review BOI

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

Please note that Proud in Pro 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.

Proud in Pro is also an auditor of 9 subsidiaries in Thailand. While Orbit Digital Company Limited shall appoint EY Office Limited to be the external auditor. The details of audit fee of subsidiaries shall be as follows:

Subsidiaries in Thailand	Auditor	2023		2024	
		Audit fee	Non-audit fee	Audit fee	Non-audit fee
1. 9 Subsidiaries	Proud in Pro Company Limited	1,940,000	50,000	2,215,000	100,000
2. Orbit Digital Company Limited	EY Office Limited	400,000	60,000	400,000	60,000
<b>Total</b>		<b>2,340,000</b>	<b>110,000</b>	<b>2,615,000</b>	<b>160,000</b>

\* Review BOI

9 subsidiaries in Thailand which Proud in Pro is also an auditor shall be as follows:

1. Ingenio Company Limited
2. Bluebik Addenda Company Limited
3. Bluebik Global Company Limited
4. GMVPI Company Limited
5. Bluebik Titans Company Limited
6. Bluebik Nexus Company Limited
7. Sauce Skills Company Limited
8. Bluebik Vulcan Company Limited
9. Innoviz Solutions Company Limited

Even though Proud in Pro is not the auditor for other subsidiaries, the Board of Directors will supervise ensure that the financial statements were prepared in a timely manner.

### Profiles and Experience of Auditors



<b>Name - Surname:</b>	Ms. Sansanee Poolsawat
<b>Certified Public Accountant No.:</b>	6977
<b>Auditor Office:</b>	Proud In Pro Company Limited
<b>Professional certificate :</b>	<ul style="list-style-type: none"><li>- Professional Qualifications and Memberships Certified Public Accountant (Thailand)</li><li>- Certified Public Accountant (CPA) and approved by SEC Thailand</li><li>- ASEAN Chartered Professional Accountant</li></ul>

#### 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 2023)

#### 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



**Name - Surname:** Mr. Theerayut Panyathaweesub  
**Certified Public Accountant No.:** 6553  
**Auditor Office:** Proud In Pro Company Limited  
**Professional certificate :**  
- Certified Public Accountant (CPA) and approved by SEC Thailand  
- Member of the Federation of Accounting Professions of Thailand

#### Education:

- Chulalongkorn University M.B.A. Accounting
- Thammasat University Bachelor of Accounting

#### Experience :

- An associate partner in PwC
- Over 25 years of business experiences on auditing. Industry experience : Manufacturing, Services, Hospitality, Real Estate, and Energy businesses. He has involved in audit work of the biggest listed companies who is the large operations in Thailand and overseas; the United States, Australia, Indonesia, China, Mongolia, Singapore, Maldives, Fiji, Mauritius, Hongkong and the United Kingdom.

**Shareholding proportion in the Company:**  Yes (Amount..... shares)  None (As of 31 December 2023)

#### 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



<b>Name - Surname:</b>	Ms. Witita Sujitranuch
<b>Certified Public Accountant No.:</b>	7408
<b>Auditor Office:</b>	Proud In Pro Company Limited
<b>Professional certificate :</b>	- Professional Qualifications and Memberships Certified Public Accountant (Thailand) - Certified Public Accountant (CPA) and approved by SEC Thailand

#### 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 :** - 15 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 2023)

#### 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-

**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.





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

- 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 case where all the directors of the board are discharged, the discharged directors must hold their positions in order to run the company's businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court.  
The discharged board of directors has to hold a shareholder meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days.  
In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media in accordance with any other criteria prescribed by the Registrar.  
The Board of Directors may send the meeting notice to the shareholders by electronic means. If the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar
- 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.



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

- 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. The board of directors has to hold at least one (1) time every three (3) months.
- Article 26. A meeting of the board of directors must be held in the area where the Company's head office is located or at any adjacent provinces or any other places as designated by the Chairman or his assignee.
- The meeting of the Board of Director can be held through electronic devices in accordance with the criteria, methods, and the information security standards, specified by related law including any amendments of laws. The meeting of the committee through electronic devices may identify the location of the company's head office as the meeting place.
- Article 27. As for the invitation, the chairman or the one assigned by the chairman must send invitation letters to all directors at least three (3) days before the meeting day, except a case of emergency where rights or advantages of the Company have to be protected. In an emergency case, the notification of the meeting can be given through via electronic means, or any other mean and the meeting day can be determined to be earlier.
- In case where two or more directors request for a board meeting, the chairperson has to appoint the meeting day within fourteen (14) days from the day on which the request is made.
- 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. A meeting of the General Meeting of Shareholder must be held in the area where the Company's head office is located or at any adjacent provinces or any other places as designated by the Chairman or his assignee.
- The meeting of the General Meeting of Shareholder can be held through electronic devices in accordance with the criteria, methods, and the information security standards, announcement, specified by related law including any amendments of laws.
- In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

- 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 an invitation letter for a shareholder meeting, the board must clearly indicate the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the public company limited registrar at least seven (7) days before the meeting day and advertising the meeting on a newspaper for at least three (3) days before the meeting day. The advertisements have to be made for at least three (3) consecutive days. In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media in accordance with any other criteria prescribed by the Registrar.
- Delivery of meeting notices to shareholders may be performed by electronic means, if the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.
- Article 37. A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholder or shareholder’s representatives (if any), and the total shares must be one-third (1/3) of all the sellable shares of the Company.

For a shareholder meeting that has passed the appointed time for one (1) hour but has not enough attendants as stated before, if the meeting is requested by shareholders, it will be cancelled. If the meeting is held not because of shareholders' request, the meeting has to be postponed to a new appointed date. The summon letters must be sent to all shareholders at least seven (7) days before the new meeting day. This new meeting need not be attended by attendants in the aforementioned number.

Delivery of meeting notices to shareholders may be performed by electronic means, if the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.

Article 38. A shareholder can authorized any other person to attend a shareholder meeting and give votes instead of the shareholder. The authorization must be done through a letter of authorization signed by both the shareholder and the authorized representative in the format set out by the public company limited registrar. The letter of authorization must be submitted to the chairman of the board, or any other person appointed by the chairman, at the meeting place, before the representative attends the meeting. The letter of authorization must at least include the following information.

- (1) Number of shares held by the authority grantor,
- (2) Name of the authorized representative, and
- (3) The meeting(s) that the representative is authorized to attend and to give votes.

The proxy under the one paragraph may be made by electronic means instead, provided that the proxy is secure and reliable that the proxy is made by the shareholder, in accordance with the rules prescribed by the Registrar. In regard to sending, receiving and storage of documents related to proxy electronic means, the company will proceed in accordance with the rules prescribed by the electronic transaction law.

Article 39. A shareholder meeting must be run in the order of the agenda in the invitation letter, except the quorum of the meeting resolves that the order of the agenda must be changed. The resolution must be supported by at least two-third (2/3) of the attendants.

After all the agenda of a meeting in the invitation letter have been considered, shareholders whose shares are at least one-third (1/3) of all the sellable shares of the Company may ask the quorum of the meeting

to consider any agendum other than the agenda in the invitation letter.

In case where the quorum of a meeting does not finish considering the agenda in the invitation letter or the additional agenda proposed by shareholders, and the consideration of such agenda have to be postpone, the quorum has to determine the place, date and time for the next meeting; and ask the board of the Company to send to all shareholders the invitation letters with place, date, time and agenda of the meeting at least seven (7) days before the meeting day, and advertising the meeting on a newspaper for at least three (3) day's before

the meeting day. The advertisements have to be made for at least three (3) consecutive days. In this regard, the advertisement of the meeting notice in newspapers may be advertising via electronic media in accordance with any other criteria prescribed by the Registrar.

Delivery of meeting notices to shareholders may be performed by electronic means, if the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.

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,

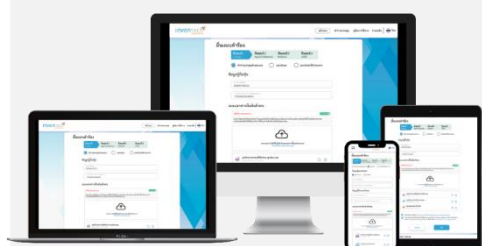
- (1) The sale or transfer of businesses of the Company, either in their entirety or in certain essential parts, to other persons.
- (2) The purchase or acceptance of transfer of businesses of other public companies or private companies to the Company.
- (3) The making, amending or cancellation of contracts 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

## Guidelines for attending of Electronic Meeting by Inventech Connect and how to attend the Meeting by proxy

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/BBIK175943R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step  
Step 1 Fill in the information shown on the registration page  
Step 2 Fill in the information for verify  
Step 3 Verify via OTP  
Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password


2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12 April 2024 at 8:30 a.m. and shall be closed on 23 April 2024 Until the end of the meeting.
3. The electronic conference system will be available on 23 April 2024 at 11:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


### Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 19 April 2024 at 5.00 p.m.

Bluebik Group Public Company Limited  
Investor Relations Department  
Address: 51 Naradhiwas Rajanagarindra Rd., Silom, Bangrak, Bangkok 10500

### If you have any problems with the software, please contact Inventech Call Center

 02-931-9137

 @inventechconnect

 The system available during 12 - 23 April 2024 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**

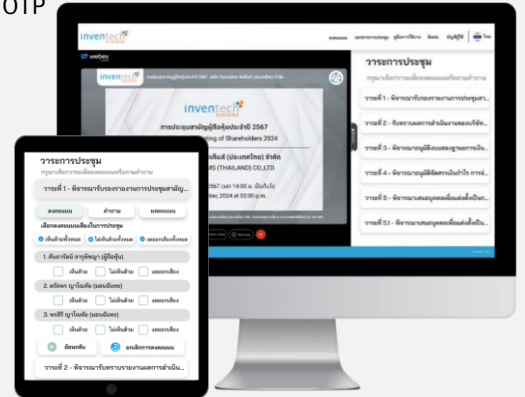


Report a problem  
@inventechconnect



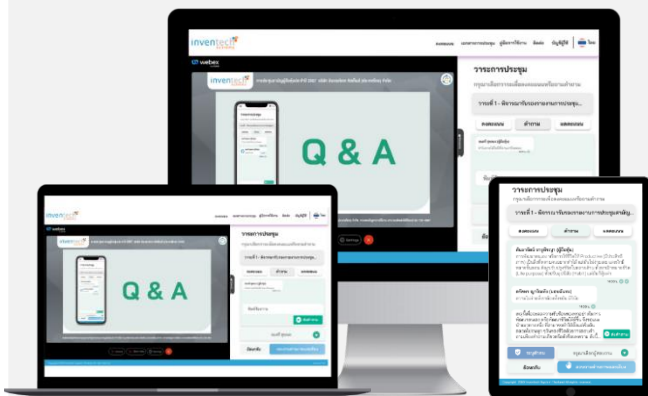
### Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

### Step to ask questions via InvenTech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
  - Type the question then click “Send”
- 2 Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then you can open the microphone and camera

### How to use InvenTech Connect



User Manual e-Request



User Manual e-Voting



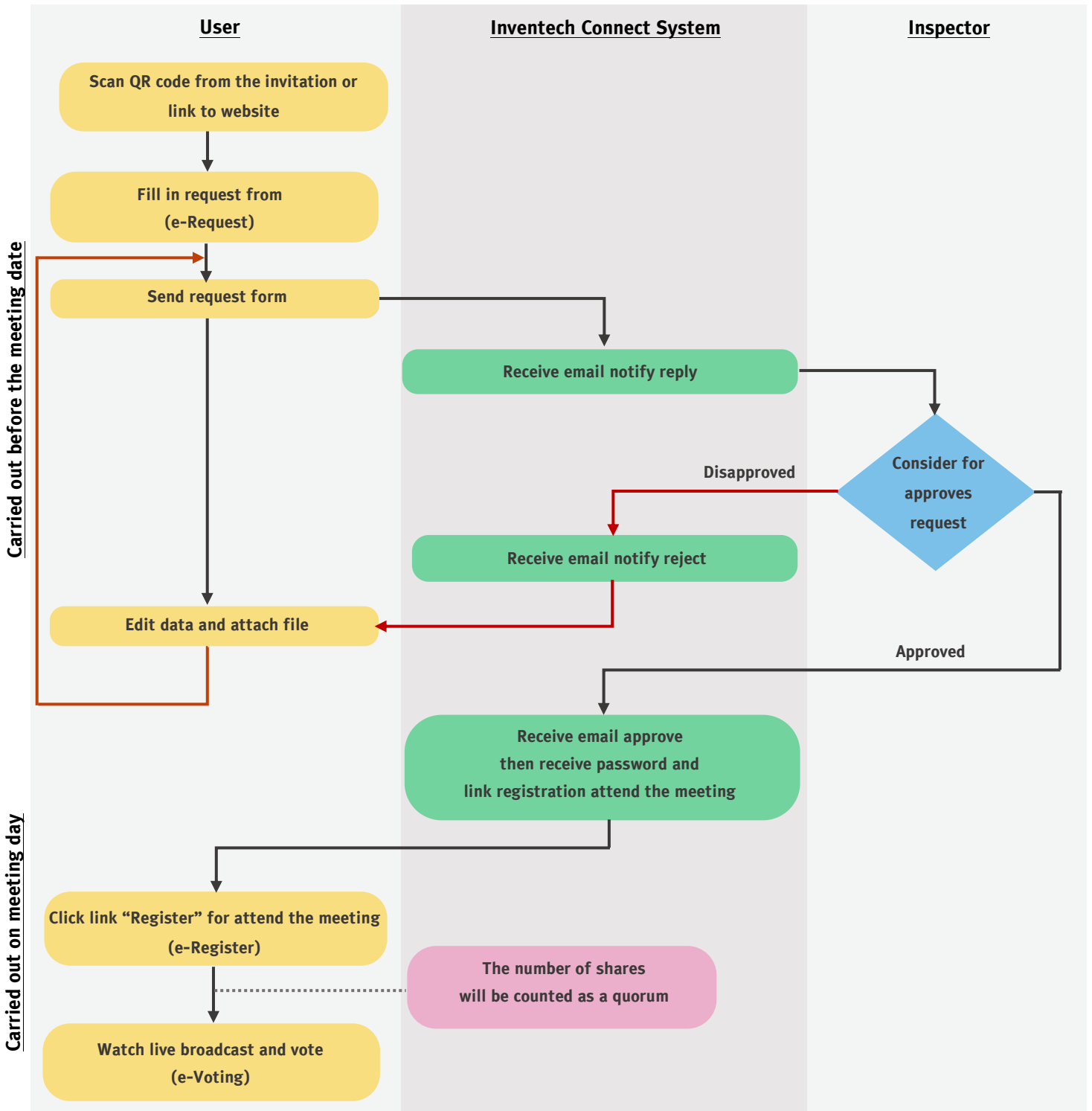
Video of using InvenTech Connect

\* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not supported internet explorer.**



### Guidelines for attending of Electronic Meeting



#### Condition of use

**In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

**In case Exit the meeting**

Attendees can click on "Register for exit the quorum". the systems will be number of your shares out from the meeting base.

## **Document and evidence required for e-Meeting**

### **Document for attending via Electronic Method (E-Meeting)**

#### **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 Company Limited (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](mailto: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



### 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 / Member of Audit Committee

**Mr. Kanchit Bunajinda** (Independent director) or,

**Mr. Vasit Kanjanahuttakit** (Independent director / Chairman of Audit Committee)

(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 2024 Annual General Meeting of Shareholders on 23 April 2024 at 13.00 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.

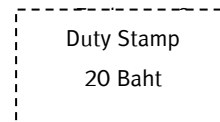
Signed ..... Grantor  
(.....)

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 / Member of Audit Committee

- Mr. Kanchit Bunajinda** (Independent director) or,  
 **Mr. Vasit Kanjanahuttakit** (Independent director / Chairman of Audit Committee)

(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 2024 Annual General Meeting of Shareholders on 23 April 2024 at 13.00 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 certify the Minutes of the 2023 Annual General Meeting of Shareholders**

- (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 2023**

- (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 3 : To consider and approve the Financial Statement for the year ended 31 December 2023**

- (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 dividend payment in form of stock and cash deriving from the operating results for the year 2023**

- (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 increase of registered capital to reserve for stock dividend and 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**

- (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 6 : To consider and approve the allocation of newly issued ordinary shares to reserve for stock dividend**

- (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 re-election of Directors to replace those 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:
- 7.1) Mr. Thana Thienachariya
- Approve       Disapprove       Abstain

7.2) Mr. Chalakorn Panyashom

Approve       Disapprove       Abstain

7.3) Mr. Pochara Arayakarnkul

Approve       Disapprove       Abstain

**Agenda 8 : To consider and approve the remuneration of Directors for the year 2024**

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

(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 10 : Other business (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.



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

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.





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

### 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 2024 Annual General Meeting of Shareholders on 23 April 2024 at 13.00 hrs.** 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 :** .....

- (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 ค.**  
**(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 ..... Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Address Road Sub-District

อำเภอ/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 follows

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share ..... shares equal to voting right ..... votes

(3) ขอมอบฉันทะให้  
Hereby appoint

(3.1) กรรมการอิสระ/กรรมการตรวจสอบคนหนึ่งคนใด  
Independent directors/Member of Audit Committee

- นายกระชิต บุณะจินดา (กรรมการอิสระ) หรือ  
Mr. Kanchit Bunajinda (Independent director) or
- นายวชิษฐ์ กาญจนहितตกิจ (กรรมการอิสระ/ประธานกรรมการตรวจสอบ)  
Mr. Vasit Kanjanahuttakit (Independent director/ Chairman of Audit Committee)

(3.2) นาย / นาง / นางสาว ..... อายุ ..... ปี

Mr. / Mrs. / Miss ..... Age ..... Years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Address Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Zip Code

อีเมล (Email)\* ..... โทรศัพท์มือถือ\* .....

Email Telephone

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า **ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันอังคารที่ 23 เมษายน 2567 เวลา 13.00 น.** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
Anyone of the above as my/our proxy holder to attend and vote at the 2024 Annual General Meeting of Shareholders to be held on 23 April 2024 at 13.00 hrs., 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) และรหัสผู้ใช้งาน (Password) ไปยังผู้รับมอบฉันทะตามชื่อและอีเมล (Email) ที่ข้าพเจ้าระบุในหนังสือมอบฉันทะฉบับนี้ (ยกเว้น ผู้ถือหุ้นที่ออกเสียงลงคะแนนตามความประสงค์มาแล้ว ผู้รับมอบฉันทะจะไม่ได้รับชื่อผู้ใช้ (Username) และรหัสผู้ใช้งาน (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 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566**  
**Agenda 1 : To certify the Minutes of the 2023 Annual General Meeting of Shareholders**

- (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  
Approve votes Disapprove votes Abstain votes

**วาระที่ 2: รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2566****Agenda 2 : To acknowledge the Board of Director's report of the Company's performance for the year 2023**

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

 **วาระที่ 3 : พิจารณานุมัติงบการเงินเฉพาะกิจการและงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับรอบบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566****Agenda 3 : To consider and approve the Financial Statement for the year ended 31 December 2023**

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

 **วาระที่ 4 : พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566 (จ่ายเป็นหุ้นปันผลและเงินสด)****Agenda 4 : To consider and approve the dividend payment in form of stock and cash deriving from the operating results for the year 2023**

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

 **วาระที่ 5 : พิจารณานุมัติการเพิ่มทุนจดทะเบียนเพื่อรองรับการจ่ายหุ้นปันผล และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ****Agenda 5 : To consider and approve the increase of registered capital to reserve for stock dividend and 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**

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

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

- (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  
Approve votes Disapprove votes Abstain votes

 **วาระที่ 7 : พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ****Agenda 7 : To consider and approve the re-election of Directors to replace those 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:
- การเลือกตั้งกรรมการทั้งหมด  
Appointment of all nominees to be the Board of Directors
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
- การเลือกตั้งกรรมการเป็นรายบุคคล  
Appointment of each nominee to be the Board of Directors
- (7.1) ชื่อกรรมการ นายธนา ธีรฉัจฉริยะ  
Director's name Mr. Thana Thienachariya
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
- (7.2) ชื่อกรรมการ นายชลากรณ์ ปัญญาโณม  
Director's name Mr. Chalakorn Panyashom
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes
- (7.3) ชื่อกรรมการ นายเพชร อาระการกุล  
Director's name Mr. Pochara Arayakarnkul
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 8 : พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567****Agenda 8 : To consider and approve the remuneration of Directors for the year 2024**

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

 **วาระที่ 9 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567****Agenda 9 : To consider and approve the appointment of the external auditors and fix its audit fee for the year 2024**

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

 **วาระที่ 10 : เรื่องอื่นๆ (ถ้ามี)****Agenda 10 : Other business (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:
- |                                   |            |                                      |            |                                     |            |
|-----------------------------------|------------|--------------------------------------|------------|-------------------------------------|------------|
| <input type="checkbox"/> เห็นด้วย | .....เสียง | <input type="checkbox"/> ไม่เห็นด้วย | .....เสียง | <input type="checkbox"/> งดออกเสียง | .....เสียง |
| Approve                           | votes      | Disapprove                           | 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 (.....) Proxy

ลงชื่อ.....กรรมการอิสระผู้รับมอบฉันทะ  
Signature (.....) Independent Director Proxy

#### **หมายเหตุ**

#### **Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่อยู่ชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ 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.  
หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ 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) ของผู้ถือหุ้นของ บริษัท บลูบิก กรุ๊ป จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันอังคารที่ 23 เมษายน 2567 เวลา 13.00 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 2024 Annual General Meeting of Shareholders to be held on 23 April 2024 at 13.00 hrs., 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  
Approve votes Disapprove 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  
Approve votes Disapprove 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  
Approve votes Disapprove 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  
Approve votes Disapprove 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 ..... ผู้รับมอบฉันทะ

Signature (.....) Proxy

ลงชื่อ ..... กรรมการอิสระผู้รับมอบฉันทะ

Signature (.....) Independent Director Proxy

**Profile of Independent Directors for appointment of Proxy**



**Name - Surname:** Mr. Kanchit Bunajinda  
**Current Position:** Director / Chairman of the Risk Policy Committee / Member of Nomination and Remuneration Committee / Independent Director  
**Age :** 56 years  
**Education:** - MBA Finance Sasin Graduate Institute of Business Administration of Chulalongkorn University  
 - B.S of Civil Engineering, Chulalongkorn University  
**Address:** 51, Naradhiwas Rajanagarindra Rd., Silom, Bangrak Bangkok 10500

**Training from Thai Institute of Directors (IOD):**

- Director Certification Program (DCP 30/2003)
- Director Diploma Examination (Exam 11/2003)
- Director Accreditation Program (DAP 35/2005)
- Audit Committee Program (ACP 14/2006)
- Monitoring the Internal Audit Function (MIA 5/2009)
- Monitoring the System of Internal Control and Risk Management (MIR 6/2009)
- Monitoring of the Quality of Financial Reporting (MFR 8/2009)
- Director Leadership Certification Program (DLCP 0/2021)
- Role of the Chairman Program (RCP 53/2023)
- Strategic Board Master Program (SBM 13/2023)

**Shareholding proportion:** Director : -None-  
**in the Company** Spouse / underage child: -None-  
**(As of 31 December 2023)**

**Years of Directorship :** 3 years (from the date of conversion to a public company in March 2021)

**Professional Experiences in the 5 Preceding Years :**

**Positions in Listed Company – The Stock Exchange of Thailand**

- 2021-Present      Chairman of the Risk Policy      Bluebik Group Public Company  
   Committee / Director /The      Limited  
   Nomination and Remuneration  
   Committee Member /Independent  
   Director
- 2019 – Present      Chairman of Risk Policy Committee      Central Retail Corporation Public  
   / Independent Director      Company Limited
- 2016 – Present      Chairman of Enterprise Risk Policy      KCE Electronics Public Company  
   Committee / Nomination &      Limited  
   Remuneration Committee Member  
   / Audit Committee Member /  
   Independent Director

**Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)**

- 2023 – Present      Director      Bluebik Vulcan Company Limited
- 2022 – Present      Director      Koon Tree Holdings Company  
   Limited
- 2022 – Present      Director / The Executive      Card X Company Limited  
   Committee Member
- 2019 – Present      Director      Kallayanamit Chucherd Company  
   Limited
- 2016 – Present      Director      Thai Listed Company Association
- 2015 – Present      Director      Center for Building Competitive  
   Enterprises

**Meeting Attendance in 2023:**

- Board of Directors      7/7      (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 2024 Annual General Meeting of Shareholders	None

### Profile of Independent Directors for appointment of Proxy



**Name - Surname:** Mr. Vasiit Kanjanahuttakit  
**Current Position:** Director / Chairman of the Audit Committee / Member of Risk Policy Committee / Member of Nomination and Remuneration Committee / Independent Director  
**Age :** 45 years  
**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  
**Address:** 51, Naradhiwas Rajanagarindra Rd., Silom, Bangrak Bangkok 10500

#### Training from Thai Institute of Directors (IOD):

- Director Certification Program (DCP 167/2019)

**Shareholding proportion:** Director : -None-  
**in the Company** Spouse / underage child: -None-  
**(As of 31 December 2023)**

**Years of Directorship :** 3 years (from the date of conversion to a public company in March 2021)

#### Professional Experiences in the 5 Preceding Years :

##### ✚ Positions in Listed Company – The Stock Exchange of Thailand

- 2021-Present Chairman of the Audit Committee/ Director /The Risk Policy Committee Member/The Nomination and Remuneration Committee Member/Independent Director Bluebik Group Public Company Limited
- 2018-2022 Deputy Managing Director Srisawad Capital 1969 Public Company Limited

##### ✚ Positions in Other Organizations / Institutes / Businesses (Non-Listed Company)

- 2023 – Present Director Innoviz Solutions Company Limited  
Create computer programs according to objectives
- 2022–Present Managing Director SWP Asset Management Company Limited



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

- 2022–Present      Director      J Vasu Pain Management Company Limited
- 2018–Present      Director      Srisawad Power 2014 Company Limited
- 2023–Present      Director      Innoviz Solutions Company Limited
- 2016–Present      Director      Srisawad International Holding Company Limited
- 2015–2023      Director      Srisawad Vietnam LLC

**Meeting Attendance in 2023:**

- Board of Directors      7/7      (100.00%)
- The Audit Committee      4/4      (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 2024 Annual General Meeting of Shareholders	None



**Advance Enquiry Submission Form**

I/We (Please fill in full name with proper handwriting) .....

Address No ..... Moo ..... Soi .....

Village ..... Road .....

Sub-District ..... District .....

Province ..... Postal code .....

Phone Number ..... e-mail (if any) .....

A request to make enquiries about the Company or agenda of the 2024 Annual General Meeting of Shareholders as follows:

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Signed..... Shareholder

Please send this completely-filled via e-mail: [ir@bluebik.com](mailto:ir@bluebik.com) or post by the business reply service envelope by 19 April 2024. Regarding your enquiries, the Company reserves its right not to answer any question being unrelated to the Company or agendas of the meeting.

**Privacy Notice for Shareholders to Propose Meeting Agenda,  
to Nominate Persons to be Considered for Election as Directors of the Company and  
Submit Questions in Advance**

Bluebik Group Public Company Limited (“the Company”) is greatly aware of the personal data protection in accordance with the Personal Data Protection Act B.E. 2562 (2019). The Company would like to inform you the following information.

**1. Personal Data to be collected**

The Company is required to collect your Personal Data in order to be used as supporting documents for the proposal of the meeting agenda, nominate persons to be considered for election as the Company's directors and submit questions in advance as follows:

- In the case of shareholder such as name, surname, title, address, telephone number, facsimile number, number of shares holding, signature, email, copy of identification card or passport (in case of foreigners), certificate of shareholding issued by securities company(ies) or certificates issued by the Stock Exchange of Thailand (“the SET”) or Thailand Securities Depository Company Limited (“TSD”).
- In the case of nominated candidates to be elected as directors of the Company such as name, surname, title, address, telephone number, facsimile number, copy of identification card, signature, email, date of birth, age, gender, nationality, marital status, information about shares holding, education background, work experience, training experience, as well as information on direct and indirect interest in the Company and its subsidiaries, joint companies and related companies.
- In the case of spouse and children of nominated candidates to be elected as directors of the Company such as name, surname, date of birth, age, address and information about shares holding.

In the case that it is necessary for the Company to collect a copy of your identification card which may contain Sensitive Data such as religion, the Company has however no intention to collect any such Sensitive Data. Accordingly, you can redact any such Sensitive Data.

**2. The collection of Personal Data**

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with explicitly specified purposes. In addition, the Company may collect your Personal Data from other sources i.e. securities registrar, TSD, shareholder, or a person nominated to be elected as a director, but only to the extent necessary and in accordance with measures required by laws.

**3. Purposes of collection, use and disclosure of Personal Data**

The Company collects, uses, and discloses your Personal Data only for the purposes of verifying status of the Shareholder who proposes the meeting agenda or director's name or questions, including considering the qualifications of the candidates nominated by the shareholders to be elected as the Company's directors.

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person(s) subject to your prior consent except where it is authorized to do so by the Personal Data Protection Act, B.E. 2562 (2019) as is necessary to take steps at the request of the Data Subject prior to entering into a contract or for executing the obligation of the contract or for legitimate interests of the Company or any other Persons or juristic persons other than the Company, except where such interests are overridden by the fundamental rights of your Personal Data as well as for the Company to comply with law to which the Company is subjected i.e. the Public Limited Companies Act, B.E. 2535 (1992), the Securities and Exchange Act, B.E. 2535 (1992) and their respective amendments and related regulations relating to director qualifications and its related persons.

Personal Data that the Company collect, uses, and discloses in accordance with the above-mentioned purposes is necessarily required for determining qualifications of the shareholder proposing the meeting agenda or questions in advance or qualifications of the candidates nominated by the shareholders to be elected as the Company's directors. In case of your refusal to provide the required Personal Data for the above-mentioned purposes, you may not be able to propose a meeting agenda or questions in advance or the candidates nominated to be elected as the Company's directors may not be considered for the selection as the Company does not have sufficient information to verify his qualifications as required by law.

#### **4. The Personal Data retention period**

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice or to protect the interests of the Company, unless the law permits longer retention periods.

#### **5. Your rights as a Personal Data Subject**

As the owner of Personal Data ("Data Subject"), you have rights as stipulated in the Privacy Protection Act B.E 2562 (2019), which include right to withdraw the consent, right to access and obtain a copy of your Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data according to the measures stipulated by law, right of complaint and right to dissent to the processing or disclosing of your Personal Data.

#### **6. The Disclosure of Personal Data to a Third Party**

The Company may also be required to disclose your Personal Data in the invitation letter to attend the Shareholders' meeting, Shareholders' meeting, the Minute of Shareholders' meeting, Form 56-1 One Report, and the Company's website. The Company may also be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in co-operation with the Company in compliance with the purposes specified in this Privacy Notice such as the Office of the Securities and Exchange Commission, the SET, supervisory authorities, government authorities, or legitimate orders.

#### **7. Contact channels**

Enquiries or questions on the Personal Data Protection can be contacted the Company by email : [bluebik-dpo@bluebik.com](mailto:bluebik-dpo@bluebik.com), address: Bluebik Group Public Company Limited, 51 Naradhiwas Rajanagarindra Rd., Silom, Bangrak, Bangkok.