



Invitation to the Extraordinary General Meeting of Shareholders No. 1/2026

**Monday, 26 January 2026
14.00 hrs.**

**At the Seminar Room
No. 99 C.P. Tower, North Park, 18th Floor,
Soi Ngamwongwan 47, Intersection 42,
Thung Song Hong Subdistrict,
Lak Si District, Bangkok 10210**

BJA-SE 001/2026

9 January 2026

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2026

To Shareholders
Bangkok Asset Intergroup Public Company Limited

Attachments

1. Copy of The Minutes of the 2025 Annual General Meeting of Shareholders in the form of QR-Code
2. Capital Increase Report Form (F53-4)
3. Information Memorandum Regarding the Issuance and Offering of the Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Shareholdings (Rights Offering)
4. Articles of Association Relating to the Meeting of Shareholders
5. Procedures for attending the Extraordinary General Meeting of Shareholders No. 1/2026
6. Profiles of Independent Directors for shareholders to appoint as proxies
7. Proxy Forms (Form A, Form B, and Form C) (*Attachment 7.1, 7.2, 7.3, respectively*)
8. Map of the meeting venue

The Board of Directors of Bangkok Asset Intergroup Public Company Limited (the “**Company**”) has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2026 on 26 January 2026 at 2.00 p.m. at the Seminar Room, No. 99, C.P. Tower, North Park, 18th Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210, to consider the following agenda:

<u>Agenda 1</u>	To consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders held on 12 March 2025.
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Facts and Rationale The 2025 Annual General Meeting of Shareholders of the Company was held on 12 March 2025. The Company has provided a copy of the minutes which accurately and completely recorded in accordance with the resolutions of the 2025 Annual General Meeting of Shareholders which has been disseminated to the shareholders in the form of QR code together with the invitation (Attachment 1)

Opinion of the Board of Directors The Board of Directors acknowledged that the Company has duly recorded the minutes of the 2025 Annual General Meeting of Shareholders, which was held on 12 March 2025, in accordance with the resolutions of the meeting. It is therefore deemed appropriate to propose the Meeting to certify such minutes. (Attachment 1)

Resolution

This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast their votes.

Agenda 2

To consider and approve the registered capital increase of the Company in the amount of 52,500,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 157,500,000 Baht by issuing, not exceed, 105,000,000 newly issued ordinary shares with a par value of 0.50 Baht and the amendment to Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital

Facts and Rationale

In connection with the Company's fundraising plan, in order to support the expansion of business channels and business opportunities, the Company has adopted an approach to increase the proportion of sales of house flipping, together with upgrading the design and interior decoration to a more luxurious and premium level compared to the existing standard. Such approach is expected to generate higher returns and profits than the previous decoration model and, therefore, requires a higher level of investment than before. The Company intends to increase the Company's registered capital in the amount of 52,500,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 157,500,000 Baht, by issuing, not exceed, 105,000,000 newly issued ordinary shares with a par value of 0.50 Baht, to accommodate the allocation of newly issued ordinary shares for offering to existing shareholders in proportion to their shareholding (Rights Offering), and to amend Clause 4. of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital, with the details as follows:

“Clause4.	Registered capital:	157,500,000 Baht	(One hundred fifty-seven million five hundred thousand baht)
	Divided into:	315,000,000 Shares	(Three hundred fifteen million shares)
	Par value per share:	0.50 Baht	(Zero point five zero baht)
	Divided into:		
	Ordinary shares:	315,000,000 Shares	(Three hundred fifteen million shares)
	Preference shares:	- Share	(- share)”

The detail of capital increase appeared in the Capital Increase Report Form (F53-4) (Attachment 2)

Furthermore, authorized the Company's authorized directors and/or the Chief Executive Officer, or any person authorized by the Company's authorized directors and/or the Chief Executive Officer to sign applications or any documents relating to the amendment to the Memorandum of Association, including making amendments, corrections, or changes to the applications or related documents, and to file the registration of such amendment with the Department of Business Development, Ministry of Commerce, as well as to perform any acts necessary or relating thereto, as deemed appropriate and in compliance with applicable laws, regulations, and official interpretations, including recommendations or orders of the registrar or relevant officers.

Opinion of the Board of Directors The Board of Directors resolved to approve and propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the increase of the Company's registered capital in the amount of 52,500,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 157,500,000 Baht, by issuing, not exceed, 105,000,000 newly issued ordinary shares with a par value of 0.50 Baht, to accommodate the allocation of newly issued ordinary shares for offering to existing shareholders in proportion to their shareholding (Rights Offering), and the amendment to the Clause 4. of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital, with the details as follows:

“Clause4. Registered capital:	157,500,000 Baht	(One hundred fifty-seven million five hundred thousand baht)
Divided into:	315,000,000 Shares	(Three hundred fifteen million shares)
Par value per share:	0.50 Baht	(Zero point five zero baht)
Divided into:		
Ordinary shares:	315,000,000 Shares	(Three hundred fifteen million shares)
Preference shares:	- Share	(- share)”

Furthermore, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider authorizing the Company's authorized directors and/or the Chief Executive Officer, or any person authorized by the Company's authorized directors and/or the Chief Executive Officer to sign applications or any documents relating to the amendment to the Memorandum of Association, including making amendments, corrections, or changes to the applications or related documents, and to file the registration of such amendment with the Department of Business Development, Ministry of Commerce, as well as to perform any acts necessary or relating thereto, as deemed appropriate and in compliance with applicable laws, regulations, and official interpretations, including recommendations or orders of the registrar or relevant officers

Resolution

This agenda must be passed by the approval not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the Meeting and entitled to vote

Agenda 3

To consider and approve the allocation of the Company's newly issued ordinary shares in the amount not exceeding 105,000,000 shares with a par value of 0.50 Baht to existing shareholders in the proportion to their shareholding (Rights Offering)

Facts and Rationale

In respect to Agenda 2, the Company intends to allocate newly issued ordinary shares, whether in a single or multiple offerings, in the amount of, not exceed, 105,000,000 shares with a par value of 0.50 Baht per share, with a specified purpose of utilizing the proceeds, to be offered to existing shareholders proportionate to their shareholdings (Rights Offering), at the allocation ratio of 2 existing ordinary shares to 1 newly issued ordinary share (any fractional shares resulting from the calculation shall be disregarded). The offering price for the newly issued ordinary shares is set at 0.60 Baht per share, representing a total value of not exceeding 63,000,000 Baht.

In this issuance and offering of newly issued ordinary shares to existing shareholders, the shares will be offered proportionally based on each shareholder's current shareholding. Any fractional shares from the calculation shall be disregarded. Existing shareholders are entitled to subscribe for shares in excess of their rights (Oversubscription). Shareholders who oversubscribe will be allocated the excess shares only if there are remaining shares after all shareholders have subscribed in full according to their rights.

If there are remaining shares after the first-round allocation to shareholders in proportion to their rights, the Company will allocate the remaining shares to shareholders who wish to oversubscribe, at the same offering price as the shares allocated under their rights. The Company will continue allocating such remaining shares until all newly issued shares are fully allocated, until there are no further oversubscription requests, or until allocation is no longer possible due to fractional shares. The details are as follows:

- (1) In the event that the remaining newly issued shares after the first-round of allocation to existing shareholders proportionate to their shareholdings (Rights Offering) are equal to or greater than the total number of shares oversubscribed, the Company will allocate the remaining shares to all oversubscribing shareholders who have fully paid the subscription amount, in the full amount of their oversubscription requests
- (2) In the event that the remaining newly issued shares after the first-round allocation to existing shareholders proportionate to their shareholdings (Rights Offering) are fewer than the total number of oversubscribed shares, the Company will allocate the remaining shares to oversubscribing shareholders according to the following process:

- (a) Allocate based on the proportion of each oversubscribing shareholder's existing shareholding, by multiplying such oversubscribing shareholder's existing shareholding ratio by the number of remaining shares which will result in the number of shares each oversubscribing shareholder are entitled to receive. Any fractional shares shall be disregarded. The number of shares allocated to each shareholder shall not exceed the number of oversubscribed shares they have fully paid for.
- (b) If there are still remaining shares after allocation under (2)(a), the Company shall continue allocating such remaining shares to oversubscribing shareholders who have not yet received the full number of shares proportionate to their existing shareholding, by multiplying the oversubscribing shareholder's existing shareholding ratio by the number of remaining shares which will result in the number of shares each oversubscribing shareholder are entitled to receive. Any fractional shares shall be disregarded. The allocation shall not exceed the number of shares each shareholder has oversubscribed and paid for. This process shall continue until no shares remain for allocation

In this regard, the allocation of shares to oversubscribing shareholders, in any case, must not cause any shareholder, (including persons acting in concert (Concert Party)), or persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholder, or any person under Section 258 of a person acting in concert (Concert Party), to hold shares in an amount that reaches or crosses the threshold requiring a mandatory tender offer as prescribed under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, 13 May 2011 (B.E 2554) (as amended) ("**Notification TorChor. 12/2554**"), (Unless such shareholder is granted an exemption from the mandatory tender offer requirements under Notification TorChor. 12/2554).

If there remain any newly issued shares after allocation to existing shareholders proportionate to their shareholdings (Rights Offering) and Oversubscription processes, the Company will decrease its registered capital by cancelling the remaining unallocated newly issued shares. The Company will require shareholder approval for such capital decrease at a subsequent shareholders' meeting

The Company intends to set the date to determine the existing shareholders who are entitled to receive the allocation of the newly issued ordinary shares proportionate to their shareholdings (Record Date) on 3 February 2026 and has determined the subscription period for the newly issued ordinary shares during 23-27 February 2026 (a total of 5 business days). However, the right to subscribe and to receive the allocation of newly issued shares remain uncertain until the approval is obtained from the Extraordinary General Meeting of Shareholders No. 1/2026.

In this regard, authorized the Company's authorized directors and/or the Chief Executive Officer, or any person authorized by the Company's authorized directors and/or the Chief Executive Officer to take all necessary actions relating to the issuance, offering, allocation, and subscription of newly issued ordinary shares as deemed appropriate, in order to maximize the benefit to the Company and provided that such actions are not contrary to or inconsistent with the applicable laws, rules, and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or other relevant authorities, including but not limited to:

- (1) To determine or amend any details relating to the allocation of newly issued ordinary shares to be offered to existing shareholders proportionate to their shareholdings (Rights Offering);
- (2) To determine or amend methods of allocating of newly issued ordinary shares such as, single allocation or divided into multiple allocation, allocation ratio, record date, the subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (3) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (4) To execute applications for permissions, waivers, notices or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand;
- (5) To undertake any necessary actions or relating to the allocation of newly issued ordinary shares to existing shareholders in the proportion to their shareholding (Rights Offering) in accordance with relevant laws and regulations.

The details are appeared in the Information Memorandum Regarding the Issuance and Offering of the Newly Issued Ordinary Shares to the Existing Shareholders Proportionate to Their Shareholdings (Rights Offering) (*Attachment 3*)

Opinion of the Board of Directors

Resolved to approve and propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the allocation of newly issued ordinary shares, whether in a single or multiple offerings, in the amount of, not exceed, 105,000,000 shares with a par value of 0.50 Baht per share, with a specified purpose of utilizing the proceeds, to be offered to existing shareholders proportionate to their shareholdings (Rights Offering), at the allocation ratio of 2 existing ordinary shares to 1 newly issued ordinary share (any fractional shares resulting from the calculation shall be disregarded). The offering price for the newly issued ordinary shares is set at 0.60 Baht per share, representing a total value of not exceeding 63,000,000 Baht.

In addition, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to granting authorization to the Company's authorized directors and/or the Chief Executive Officer, or any person authorized by the Company's authorized directors and/or the Chief Executive Officer to take all necessary actions relating to the issuance, offering, allocation, and subscription of newly issued ordinary shares as deemed appropriate, in order to maximize the benefit to the Company and provided that such actions are not contrary to or inconsistent with the applicable laws, rules, and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, and/or other relevant authorities, including but not limited to:

- (1) To determine or amend any details relating to the allocation of newly issued ordinary shares to be offered to existing shareholders proportionate to their shareholdings (Rights Offering);
- (2) To determine or amend methods of allocating of newly issued ordinary shares such as, single allocation or divided into multiple allocation, allocation ratio, record date, the subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (3) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (4) To execute applications for permissions, waivers, notices or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand;

- (5) To undertake any necessary actions or relating to the allocation of newly issued ordinary shares to existing shareholders in the proportion to their shareholding (Rights Offering) in accordance with relevant laws and regulations.

Resolution

This agenda must be passed by the approval of majority votes of the shareholders who attend the Meeting and cast their votes.

Agenda 4

To consider other matters (if any)

This agenda is prescribed for shareholders to raise questions and/or for directors to clarify any queries (if any). Therefore, no matters shall be proposed for the Meeting's approval, and no voting shall be conducted for this agenda.

Furthermore, the Company has determined the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) as 30 December 2025. In this regard, should there be any necessity or force majeure event that may result in a change to the arrangements of the Extraordinary General Meeting of Shareholders No. 1/2026, the Company will inform shareholders through the website of the Stock Exchange of Thailand at www.set.or.th or the Company's website www.bangkokasset.co.th

For any shareholder who is unable to attend the Meeting in person for any reason, the Company recommends that such shareholder grant a proxy to another person or to an independent director of the Company (*Attachment 6*) to attend the Meeting and vote on behalf in order to preserve the shareholder's rights. This can be done by completing and signing one of the proxy forms: Form A, Form B, or Form C (only one form may be used) (Form B is recommended) (*Attachment 7*). **Alternatively, the proxy form may be downloaded from the Company's website at www.bangkokasset.co.th under the Investor Relations section.**

For the convenience of shareholders in attending the Meeting, the Company has enclosed the Company's Articles of Association regarding shareholders' meetings and voting (*Attachment 4*), as well as the details of the registration procedures and the documents required to be presented on the Meeting date (*Attachment 5*). In this regard, the collection, use, storage, and disclosure of your personal data will be carried out in accordance with the Company's Personal Data Protection Policy and applicable laws. Further details can be found at www.bangkokasset.co.th In addition, a map of the Meeting venue is enclosed with this Invitation (*Attachment 8*).

Shareholders may download the Notice of the Extraordinary General Meeting of Shareholders No. 1/2026, together with all enclosures, from the Company's website from 9 January 2026 onwards. Should any shareholder have questions or inquiries relating to the Meeting agenda, such questions may be submitted in advance to the Company at Ms. Arisara Utsaram, Company Secretary, Bangkok Asset Intergroup Public Company Limited, 99 C.P. Tower North Park, 14th Floor, Soi Ngamwongwan 47, Intersection 42 (Chin Khet 2/40), Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210, or via email at ir@bangkokassets.com.

Please be informed accordingly

Sincerely yours,



(Mr.Siripol Yodmuangcharoen)

Chairman of the Board of Directors

Office of the Chief Executive Officer

Tel 02-494-9187