



# Invitation for the Annual General Meeting of Shareholder for the year 2026

**Friday, 24 April 2026**  
**10.00 hrs.**

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

## Privacy Notice for Shareholders' Meeting

Bangkok Asset Intergroup Public Company Limited (the "Company") hereby notifies shareholders, proxy holders, and related parties of the following information in compliance with the Personal Data Protection Act B.E. 2562 (2019) (the "PDPA") and the Company's Privacy Policy. You may review the Company's Privacy Policy at [www.bangkokasset.co.th](http://www.bangkokasset.co.th) under the Investor Relations section.

### 1. Personal Data Collected

The Company needs to collect your personal data, including name, surname, address, telephone number, photograph, national identification card number, juristic person registration number, securities holder registration number, and information regarding the use of electronic systems such as email, for the purpose of verifying your identity for participation in the shareholders' meeting.

In this regard, the Company may need to request copies of identification documents such as copies of national identification cards or other documents issued by government agencies that display your personal data, which may contain sensitive personal data such as blood type, religion, race, and similar data. The Company therefore requests that you redact such sensitive personal data from the copies of such documents, which may be done by covering such data with black ink or by any other method that renders the sensitive personal data no longer visible, before you submit such documents to the Company. However, if you do not do so, the Company shall be deemed to have your permission to redact such information from your documents, and such documents shall be deemed complete and enforceable in all respects. If the Company is unable to redact such information due to certain limitations, the Company reserves the right to proceed in accordance with the Company's Privacy Policy, and the Company confirms that the purpose of such action is solely for identity verification, and the Company has no intention to collect or use such sensitive personal data whatsoever.

Furthermore, during the meeting, the Company will record video and audio of the meeting to comply with the requirements of the Royal Decree on Meetings via Electronic Media B.E. 2563 (2020), as well as for transparency in considering the conduct of the meeting and for the benefit of maintaining security within the meeting broadcast area. Therefore, the Company needs to collect, use, and disclose video and audio recordings of all meeting participants for the legitimate interests of the Company in complying with applicable laws.

### 2. Collection of Personal Data

In the case of collecting personal data directly from the data subject, the Company will only proceed to the extent necessary for the clearly stated purposes. However, the Company may collect personal data from other sources, including the securities registrar or Thailand Securities Depository Company Limited ("TSD"), only when necessary and by methods prescribed by law.

### **3. Purposes of Collecting, Using, and Disclosing Personal Data**

The Company collects, uses, and discloses your personal data for the purposes of convening and organizing shareholders' meeting under the provisions of applicable laws. The Company will collect, use, and disclose your personal data only to the extent authorized by the PDPA and the Company's Privacy Policy, for the legitimate interests of the Company or of other persons or juristic persons, or to comply with the Company's legal obligations.

### **4. Retention Period and Security of Personal Data**

The Company will retain your personal data for as long as necessary for the purposes of collection as specified in this notice, with appropriate and stringent data security measures in place. The Company will retain your data in accordance with personal data retention standards under the PDPA and the Company's Privacy Policy.

In cases where no specific retention period for personal data is clearly specified otherwise, the Company will retain data for a period that may be reasonably expected under applicable laws and collection standards, such as the maximum general statute of limitations of 10 years from the date of personal data collection.

However, in the event of disputes, exercise of rights, or litigation relating to your personal data, the Company reserves the right to retain such data even after the statute of limitations has expired, such as in cases where legal proceedings are ongoing and/or until such dispute has been finally settled by order or judgment.

### **5. Your Rights as a Data Subject**

You may exercise various rights regarding your personal data as prescribed by the PDPA and as specified in this notice, including: the right to withdraw consent; the right to access and obtain copies of personal data; the right to request correction of personal data to ensure it is current, accurate, and complete; the right to request deletion, destruction, or anonymization of personal data; the right to request or have personal data transferred; the right to object to the collection, use, or disclosure of data; the right to request suspension of personal data use; and the right to lodge complaints regarding non-compliance with the law. The methods for exercising the above rights are in accordance with the Company's Privacy Policy.

### **6. Disclosure of Personal Data to Other Parties or Entities**

The Company may need to disclose your personal data to other persons, juristic persons, or government agencies to the extent necessary to carry out the purposes specified in this notice, such as technology service providers (meeting management systems), regulatory agencies, government agencies, or as ordered by authorized officials. In addition, the Company may need to disclose your personal data to the public in cases prescribed by law or good corporate governance principles, such as the publication of shareholders' meeting reports, and similar data.

### **7. Contact Information**

Should you have any questions or require additional information regarding the Company's personal data protection, please contact: Bangkok Asset Intergroup Public Company Limited, 99 C.P. Tower North Park, 14<sup>th</sup> Floor, Soi Ngamwongwan 47 Yaek 42, Thung Song Hong, Lak Si, Bangkok 10210, Email: [ir@bangkokasset.co.th](mailto:ir@bangkokasset.co.th) or [dpo@bangkokasset.co.th](mailto:dpo@bangkokasset.co.th)

BKA-SE 012/2026

9 April 2026

Subject Invitation to the 2026 Annual General Meeting of Shareholders  
To Shareholders of Bangkok Asset Intergroup Public Company Limited

- Enclosure
1. Annual Registration Statement/ Annual Report From 56-1 One Report (e-One Report) and the Financial Statement of the Company for the year 2025 as of 31 December 2025 from of QR Code.
  2. Profiles of the directors who are due to retire by rotation and have been nominated for re-election, and the definition of independent director.
  3. List and profiles of the auditors nominated for appointments as the Company's auditors for the year 2026.
  4. Important details of the Issuance and Offering of the Warrant to Purchase Ordinary Shares of Bangkok Asset Intergroup Public Company Limited, which are allocated to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1).
  5. Capital Increase Report Form (F53-4).
  6. Articles of Association Relating to the Meeting of Shareholders.
  7. Procedures for attending the 2026 Annual General Meeting of Shareholders.
  8. Profiles of Independent Directors for shareholders to appoint as proxies.
  9. Proxy Forms (Form A, Form B, and Form C) (*Enclosure 9.1, 9.2, 9.3, respectively*).
  10. Map of the meeting venue.

The Board of Directors of Bangkok Asset Intergroup Public Company Limited (the “**Company**”) has resolved to convene the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. at the Seminar Room, No. 99, C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210, to consider the following agenda:

<b>Agenda 1</b>	<b>To acknowledge the report on the Company's operating results for the year 2025.</b>
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Facts and Rationale: To report the Company's operating results for the fiscal year ended December 31, 2025 to the shareholders' meeting for acknowledgement. Details of the Company's operating results, financial position and other significant information are set out in Section 3 (Financial Statements) of the Annual Registration Statement/Annual Report for the year 2025 (Form 56-1 One Report), which is provided in the form of a QR Code enclosed with this Notice of the Meeting as **Enclosure 1**.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results and the Annual Report for the year 2025 (Form 56-1 One Report) of the Company.

Resolution: This agenda item is for acknowledgement; therefore, no resolution is required.

**Agenda 2** To consider and approve the Company's financial statements for the fiscal year ended 31 December 2025.

Facts and Rationale: Pursuant to Sections 112 and 113 of the Public Limited Companies Act B.E. 2535 (1992), as amended, the Board of Directors is required to prepare the balance sheet and the profit and loss statement as of the end of the Company's accounting period and present them to the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall also arrange for the Company's auditor to examine such financial statements prior to their submission to the shareholders' meeting.

The Board of Directors has approved the Company's financial statements for the accounting period ended 31 December 2025, which have been audited by the Company's auditor and expressed an unqualified opinion thereon. The said financial statements have also been reviewed by the Audit Committee. Details are set out in Section 3 (Financial Statements) of the Annual Registration Statement/Annual Report for the year 2025 (Form 56-1 One Report), which is provided in the form of a QR Code enclosed with this Notice of the Meeting as **Enclosure 1**. The key highlights are summarized as follows:

	Year 2025	Year 2024	Year 2023
Total Assets (Million Baht)	239.11	243.84	260.64
Total Liabilities (Million Baht)	57.59	130.17	151.17
Total Shareholders' Equity (Million Baht)	181.52	113.66	109.47
Issued and Paid-up Share Capital (Million Baht)	105.00	75.00	75.00
Revenue from Sales and Services (Million Baht)	628.27	1,141.39	1,311.54
Net Profit (Loss) for the Year (Million Baht)	(26.29)	36.82	22.27
Earnings per Share (Baht per Share)	(0.14)	0.25	0.16

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the Company's financial statements for the fiscal year ended 31 December 2025, which have been audited by the Certified Public Accountant and reviewed by the Audit Committee, and duly approved by the Board of Directors. Details are set out in Section 3 (Financial Statements) of the Annual Registration Statement/Annual Report for the year 2025 (Form 56-1 One Report), which is provided in the form of a QR Code enclosed with this Notice of the Meeting as **Enclosure 1**.

Resolution: The resolution for this agenda requires a majority vote of the shareholders present and voting.

**Agenda 3 To consider and approve the non-allocation of legal reserve and the omission of dividends for Company's 2025 operation results.**

Facts and Rationale: Pursuant to Sections 115 and 116 of the Public Limited Companies Act B.E. 2535 (1992), as amended, and in accordance with Article 57 of the Company's Articles of Association, dividends shall not be paid from other funds than profit. In the event that the Company still has an accumulated loss, no dividend shall be paid. The payment of dividends must also be approved by the shareholders' meeting. In addition, Article 58 of the Company's Articles of Association requires the Company to allocate not less than five percent (5%) of its annual net profit, less accumulated losses brought forward (if any) to a legal reserve until such reserve reaches at least ten percent (10%) of the registered capital.

The Company has a policy to pay dividends at a rate of not less than fifty percent (50%) of the net profit from the separate financial statements after corporate income tax and all statutory reserves as required by law and the Company's Articles of Association. However, such dividend payment is subject to the Company's operating results, financial position, cash flow, the need for working capital for business operations, and future investment plans for business expansion. The annual dividend payment must be approved by the shareholders' meeting, except for interim dividends which the Board of Directors may approve from time to time when the Company has sufficient profit. The Board of Directors shall report such interim dividend payment to the shareholders' meeting at the subsequent meeting.

In 2025, the Company paid an interim dividend pursuant to the resolution of the Board of Directors' Meeting No. 2/2025, held on 10 May 2025, which approved the payment of an interim dividend at the rate of Baht 0.06 (zero point zero six) per share, totaling Baht 12,600,000 (twelve million six hundred thousand Baht). The Company paid such dividends to the shareholders on 9 June 2025.

However, due to the Company's operating results for the year ended 31 December 2025, which resulted in a net loss, the Company deems it appropriate to propose to the shareholders' meeting for consideration and approval the omission of the allocation of net profit as a legal reserve and the omission of additional dividend payment for the operating results for the year ended 31 December 2025.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the omission of the allocation of legal reserve and the omission of dividend payment for the operating results of the year ended 31 December 2025. In addition, the Board of Directors proposes that the shareholders' meeting acknowledge the interim dividend payment pursuant to the resolution of the Board of Directors' Meeting No. 2/2025, held on 10 May 2025, which approved the payment of an interim dividend at the rate of Baht 0.06 (zero point zero six) per share, totaling Baht 12,600,000 (twelve million six hundred thousand Baht). The Company paid such dividends to the shareholders on 9 June 2025.

Resolution: The resolution for this agenda requires a majority vote of the shareholders present and voting.

**Agenda 4 To consider and approve the remuneration of the Board of Directors and the sub-committee for the year 2026.**

Facts and Rationale: Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992), as amended, a company is prohibited from paying money or other property to its directors except as remuneration in accordance with the Company's Articles of Association.

In the event that the Company's Articles of Association do not specify such remuneration, the payment of directors' remuneration shall be approved by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting.

Article 29 of the Company's Articles of Association stipulates that the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as determined by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting. Such remuneration may be fixed at a certain amount or determined according to specific criteria and may be determined from time to time or remain effective until otherwise changed by a resolution of the shareholders' meeting. In addition, the directors are entitled to receive allowances and welfare in accordance with the Company's regulations.

**Criteria and Procedures for Determining Directors' Remuneration**

The Board of Directors has appointed the Nomination, Remuneration and Corporate Governance Committee ("NRCG Committee") to determine the policy, structure, and criteria for directors' remuneration of the Board of Directors and the sub-committees, for consideration by the Board of Directors and subsequently for approval by the shareholders' meeting.

NRCG Committee has considered the determination of directors' remuneration by taking into account the roles, duties and responsibilities of each director, as well as the Company's operating results and business growth, together with benchmarking information from other companies with similar business sizes. It was found that the directors' remuneration proposed by the Company is comparable to the overall market average. The criteria, framework and guidelines for determining directors' remuneration are summarized as follows:

- (1) Board of Directors' remuneration is determined in the form of monthly remuneration and shall be paid only to independent directors. Directors who hold positions as executives or employees of the Company, or who do not qualify as independent directors, shall not be entitled to such remuneration. In addition, the Board of Directors' meeting allowance shall be paid only to independent directors who attend the meeting.
- (2) Sub-committee remuneration is determined in the form of meeting allowances and shall be paid only to independent directors who attend the meeting.
- (3) Other benefits, including travel expenses, seminar expenses and entertainment expenses, shall be in accordance with the Company's regulations.
- (4) Annual bonus for directors shall be determined with reference to the Company's operating performance. The Board of Directors will conduct both individual and collective self-assessments to evaluate the performance of the directors each year.

As the Company's operating results for the previous year did not meet the target, the Board of Directors therefore proposes the omission of the directors' bonus for the year 2025.

▪ **Comparison of Directors' Remuneration for the Year 2026 (Proposed) and the Year 2025 (Previous Year)**

Directors' Remuneration	Year 2026 (Proposed)	Year 2025
<b>1) Monthly Remuneration</b> / <sup>1</sup>	Baht 20,000. - /month/person	Baht 20,000. - /month/person
<b>2) Meeting Allowance</b>		
2.1) Board of Directors / <sup>2</sup>		
- Chairman of the Board of Directors	Baht 15,000. - /time	Baht 15,000. - /time
- Directors	Baht 10,000. - /person/time	Baht 10,000. - /person/time
2.2) Audit Committee / <sup>3</sup>		
- Chairman of the Audit Committee	Baht 15,000. - /time	Baht 15,000. - /time
- Audit Committee Members	Baht 10,000. - /person/time	Baht 10,000. - /person/time
2.3) Nomination, Remuneration and Corporate Governance Committee (NRCG Committee) / <sup>4</sup>		
- Chairman of the NRCG Committee	Baht 10,000. - /time	Baht 10,000. - /time
- NRCGC Members	Baht 7,000. - /person/time	Baht 7,000. - /person/time
<b>3) Other benefits/privileges such as travel expenses, seminar fees, entertainment expenses, etc.</b> / <sup>5</sup>	The payment will be combined with meeting allowances not exceeding Baht 2,500,000.- /year	
<b>4) Bonus</b> /*	The payment is subject to the Company's operating performance in 2026	The payment is subject to the Company's operating performance in 2025 / <sup>6</sup>
	/* Subject to approval by the shareholders' meeting prior to payment.	

**Remark** /<sup>1</sup> Payable to independent directors only. Directors who are executives, employees of the Company, or who do not qualify as independent directors shall not be entitled to such remuneration.

/<sup>2</sup> /<sup>3</sup> /<sup>4</sup> Meeting allowances shall be paid only to independent directors who attend the meeting. Directors who are executives, employees of the Company, or who do not qualify as independent directors shall not be entitled to such remuneration. **"Independent Director"** shall be defined in accordance with the Company's definition and the criteria of the Office of the Securities and Exchange Commission in force at such time.

/<sup>5</sup> To be paid in accordance with the Company's regulations.

/<sup>6</sup> The Board of Directors' Meeting No. 1/2026 resolved to approve the omission of the directors' bonus for the year 2025.

Opinion of the Board of Directors: The Board of Directors has approved the proposal and resolved to propose to the shareholders' meeting for consideration and approval the directors' remuneration and the remuneration of sub-committees for the year 2026, as recommended by the Nomination, Remuneration and Corporate Governance Committee, with details as proposed. In this regard, the Board of Directors has also resolved to omit the payment of directors' bonus for the operating results of the year 2025.

Resolution: The resolution for this agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting.

<b>Agenda 5</b>	<b>To consider and approve the election of directors to replace those who retire by rotation for the year 2026.</b>
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Facts and Rationale: Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992), as amended, and Article 24 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three (3) parts, the number of directors nearest to one-third (1/3) shall retire.

Directors who retire from office may be re-elected.

For the first and second years after the registration of the Company, the directors who retire from office shall be determined by drawing lots. In subsequent years, the directors who have held office for the longest period shall retire.

At the Annual General Meeting of Shareholders for the year 2026, three (3) directors who are due to retire by rotation are as follows:

Name of Directors	Position
(1) Mr. Amornsakdi Ketcharoon	Independent Director/ Chairman of the Audit Committee
(2) Mr. Teeraphong Mahatham	Independent Director/Audit Committee Member/ Nomination, Remuneration and Corporate Governance Committee Member
(3) Ms. Sukanya Thongyam	Director (Authorized Director)/ Deputy Chief Executive Officer

**Criteria for Nomination of Directors**

The NRCG Committee has considered and screened the candidates in accordance with the structure of the Board of Directors, taking into account each director’s qualifications, knowledge, competence and experience. In this regard, the NRCG Committee (excluding interested directors) is of the opinion that the three (3) directors named above are qualified individuals with knowledge and capabilities and are able to devote sufficient time to the Company, which will be beneficial to the Company’s business operations. Accordingly, the Committee has proposed to the Board of Directors to consider and approve the re-election of the three (3) directors to serve another term. The profiles of the directors who are due to retire by rotation and are nominated for re-election are set out in **Enclosure 2**.

In this regard, as directors No. (1) and (2) serve as independent directors, the Nomination, Remuneration and Corporate Governance Committee (excluding interested directors) has considered and is of the opinion that both independent directors possess qualifications in accordance with the relevant legal requirements for independent directors and are in compliance with the definition of independent directors as prescribed by the Stock Exchange of Thailand and the Company. In addition, none of the independent directors nominated for re-election have served as independent directors for more than nine (9) years. Details of the definition of independent directors are set out in **Enclosure 2**.

**Opinion of the Board of Directors:** The Board of Directors, excluding the interested directors, has carefully considered the qualifications of the candidates on an individual basis and concurs with the recommendation of the Nomination, Remuneration and Corporate Governance Committee. The Board therefore deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the re-election of the three (3) directors who are due to retire by rotation to serve another term, in order to ensure continuity in the Company’s management and maintain the effectiveness of the Board of Directors, as follows:

<b>Name of Directors</b>	<b>Position</b>
(1.) Mr. Amornsakdi Ketcharoon	Independent Director/ Chairman of the Audit Committee
(2.) Mr. Teeraphong Mahatham	Independent Director/Audit Committee Member/ Nomination, Remuneration and Corporate Governance Committee Member
(3.) Ms. Sukanya Thongyam	Director (Authorized Director)/ Deputy Chief Executive Officer

**Resolution:** This agenda item requires approval by a majority vote of the shareholders present and voting. The Company shall propose the appointment of the three (3) directors to the shareholders' meeting for consideration and approval on an individual basis.

**Agenda 6** To consider and approve the appointment of auditors and determination of the audit fee for the year 2026.

**Facts and Rationale:** Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), as amended, and Article 51 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the auditor and determine the audit fee of the Company every year. The shareholders' meeting may re-appoint the same auditor.

**Criteria for Considering the Appointment of Auditor and Determination of Audit Fee**

The Audit Committee has carefully considered and screened the auditor by taking into account transparency, independence, and good corporate governance principles, as well as the past performance of the auditor, credibility, professional competence, and the ability to deliver audit services and certify the financial statements in a timely and consistent manner. The Audit Committee is of the opinion that the auditors from Dharmniti Auditing Co., Ltd. possess professional expertise, independence, and extensive experience in auditing business operations. The Audit Committee therefore deems it appropriate to propose to the Board of Directors for consideration and to further propose to the Annual General Meeting of Shareholders for the year 2026 for approval.

**Opinion of the Board of Directors:** With the approval of the Audit Committee, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration as follows:

1. To appoint the Certified Public Accountants from Dharmniti Auditing Co., Ltd. as the Company's auditors for the year 2026, whereby any one of the following auditors shall be authorized to audit and express an opinion on the Company's financial statements, as follows:

Name	Certified Public Accountant No.	Number of years during which the auditor has signed the Company's financial statements over the past 7 years
Ms. Chotima Kitsirakorn	7318	6 year (2020 - 2025)
Ms. Nitinee Kittikunapong	8843	-
Ms. Chutinant Kopraserthaworn	9201	-
Ms. Techinee Pornpenpob	10769	-

Dharmniti Auditing Co., Ltd. is the Company's audit firm, and the auditors whose names are proposed above are auditors approved by the Office of the Securities and Exchange Commission ("SEC"). They are qualified to audit and express an opinion on the Company's financial statements.

The proposed auditors have no relationship and/or conflict of interest with the Company, its management, major shareholders, or related persons of such parties, nor are they close relatives of the aforementioned persons. In addition, none of the proposed auditors has performed audit duties for more than seven consecutive years. Details of the names and profiles of the proposed auditors are set out in **Enclosed 3**, with the Notice of the Meeting. In the event that the above-mentioned auditors are unable to perform their duties, Dharmniti Auditing Co., Ltd. shall arrange for another Certified Public Accountant from the same firm to perform the audit and express an opinion on the Company's financial statements in their place.

- To determine the audit fee for the year 2026 in the amount of Baht 1,250,000 and other service fees of the Company as proposed by the Audit Committee, which have been duly considered and approved by the Board of Directors, as follows:

Audit fee	Year 2026 (Proposed year)	Year 2025	Increase/ (Decrease)
<b>Audit fee</b>	<b>1,250,000.-</b>	<b>1,387,000.-</b>	<b>(137,000.-)</b>
▪ Audit review fee for interim financial statements (3 quarters)	465,000.-	495,000.-	30,000.-
▪ Audit fee for the annual financial	785,000.-	982,000.-	107,000.-
<b>Not-Audit fee</b>	<b>100,000.-<sup>1</sup></b>	<b>100,000.-<sup>2</sup></b>	

**Remarks:** <sup>1</sup> In the event that the Company issues and offers warrants to purchase ordinary shares to its directors, executives and/or employees (ESOP), the audit firm shall charge a service fee of Baht 100,000 per project.

<sup>2</sup> For the year 2025, the Company has paid a fee for attending meetings with the Office of the Securities and Exchange Commission (SEC) in the amount of Baht 200,000.

**Resolution:**

The resolution for this agenda requires a majority vote of the shareholders present and voting.

**Agenda 7 To consider and approve the allocation of Warrants to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**

**Facts and Rationale:**

The Company intends to issue and offer warrants to purchase ordinary shares of the Company to be allocated to the directors and/or executives and/or employees of the Company (the “Warrants”) in an amount not exceeding 10,500,000 (ten million five hundred thousand) units, with a term of not exceeding three (3) years, at no cost, and with an exercise price of Baht 1.10 (one Baht and ten Satang) per share. Such exercise price represents a discount of not exceeding ten (10) percent of the market price, which is calculated based on the weighted average trading price of the Company’s shares on the Stock Exchange of Thailand for the fifteen (15) consecutive business days prior to the date on which the Board of Directors resolved to propose this agenda to the 2026 Annual General Meeting of Shareholders for approval of the issuance and offering of the Warrants (during the period from 2 February 2026 to 20 February 2026), which equals Baht 0.94 (zero point nine four). The key terms and conditions of the Warrants are set out in **Enclosure 4**.

In issuing and offering the Warrants, the Company’s objectives are to:

- (1) To enhance motivation for directors and/or executives and/or employees of the Company who have contributed to the Company’s past success, and to provide them with an opportunity to participate in the ownership of the Company and jointly drive the Company’s future growth.
- (2) To reward the performance of executives and/or employees who possess knowledge and capabilities, and to encourage their dedication and commitment to contribute to the Company’s growth and to maximize benefits for the Company and its shareholders.

- (3) To retain directors and/or executives and/or employees with outstanding performance and specialized expertise who are difficult to replace, by encouraging them to continue working with the Company in the long term in order to achieve the Company's business objectives, which will ultimately contribute to improved operating performance and create maximum benefits for the Company and its shareholders as a whole.

In this regard, the Meeting has approved and resolved to propose to the shareholders' meeting for consideration and approval to authorize the Board of Directors and/or the Nomination, Remuneration and Corporate Governance Committee, and/or any person(s) designated by the Board of Directors or the Nomination, Remuneration and Corporate Governance Committee, to have the authority to determine the list and/or qualifications of the directors and/or executives and/or employees of the Company who shall be entitled to be allocated the Warrants, as well as the number of Warrants to be allocated to each individual. Such authority shall also include the power to determine, amend and change the terms, conditions and other details relating to the Warrants, and to undertake any actions necessary and incidental to the allocation of the Warrants, within the scope as prescribed by the applicable laws and relevant regulations.

In this regard, the Company shall complete the allocation of the Warrants within one (1) year from the date on which the approval is obtained from the shareholders' meeting.

Opinion of the Board of Directors: The Board of Directors has considered and is of the opinion that the issuance and offering of warrants to purchase ordinary shares of the Company to be allocated to directors and/or executives and/or employees of the Company No. 1 (BKA-ESOP W1) is appropriate. This is because such warrants will serve as a mechanism to motivate and encourage personnel who play important roles in the Company's business operations to remain committed to their duties and to participate in the ownership of the Company. This will support the Company's sustainable growth in the long term and create maximum benefits for the Company and its shareholders as a whole. Accordingly, the Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the issuance and offering of the Warrants in an amount not exceeding 10,500,000 (ten million five hundred thousand) units, with a term of not exceeding three (3) years, at no cost, as well as the related authorization.

Resolution:

The resolution for this agenda requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote, and there shall be no objection from shareholders holding in aggregate more than ten (10) percent of the total number of votes of the shareholders present at the meeting against the issuance and offering of the Warrants.

Remark: As Agenda 7 to 10 are related to the issuance and offering of the Warrants, if Agenda 7 is not approved by the 2026 Annual General Meeting of Shareholders, the Company will not propose Agenda 8 to Agenda 10 for further consideration by the shareholders' meeting, as such agenda items are interrelated.

<p><b>Agenda 8</b></p>	<p><b>To consider and approve the issuance and offering of Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) in excess of 5 percent of the total number of Warrants.</b></p>
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Facts and Rationale

Further to Agenda Item 7, in order to incentivize and retain personnel with knowledge and capabilities, as well as to provide the directors, executives and employees of the Company with an opportunity to participate in the ownership of the Company and to align their interests with those of the shareholders, the Company has established an employee stock option plan under the first scheme (BKA-ESOP W1) for the issuance and offering of warrants to purchase ordinary shares of the Company to the directors and/or executives and/or employees of the Company.

Under such program, the Company has considered allocating the Warrants to certain directors and/or executives and/or employees of the Company in a proportion exceeding five percent (5%) of the total number of Warrants to be offered under the program. According to the Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: Offering of Newly Issued Securities to Directors or Employees, as amended, in the case where securities are allocated to any individual in excess of five percent (5%) of the total number of securities offered under the program, the Company is required to propose such allocation to the shareholders' meeting for consideration and approval on an individual basis.

Accordingly, the Company proposes to the shareholders' meeting to consider and approve the allocation of the Warrants to any individual who will receive an allocation exceeding five (5) percent of the total number of Warrants to be issued and offered under this scheme, which shall not exceed 10,500,000 (ten million five hundred thousand) units, with details as follows:

■ **List of directors entitled to the allocation of the Warrants**

Name	Position	Number of meetings attended during the past year	Number of Warrants	Percentage of the total number of Warrants
1. Mr. Siripol Yodmuangcharoen	Chairman of the Board of Director / Independent Director	7/7	Not exceeding 2,100,000	Not exceeding 20
2. Mr. Amornsakdi Ketcharoon	Chairman of the Audit Committee /Independent Director	7/7	Not exceeding 1,627,500	Not exceeding 15.50
3. Ms Sukanya Thongyam	Director / Deputy Chief Executive Officer	7/7	Not exceeding 1,732,500	Not exceeding 16.50

■ **List of executive and/or employee of the Company entitled to the allocation of the Warrants**

Name	Position	Number of Warrants	Percentage of the total number of Warrants
1. Ms. Tanisorn Tanawongkasaem	Chief Technology Officer	Not exceeding 1,732,500	Not exceeding 16.50
2. Mr. Choosak Sawankasikorn	Deputy Chief Operating Officer	Not exceeding 1,732,500	Not exceeding 16.50

Opinion of the NRCG Committee:

NRCG Committee has considered and is of the opinion that the above-mentioned directors are qualified individuals possessing knowledge, competence and experience beneficial to the Company's corporate governance. They are capable of performing their duties independently, exercising prudent judgment, and taking into account the best interests of the Company and its shareholders as a whole. Accordingly, the Committee deems it appropriate to propose the allocation of warrants (BKA -ESOP W1) to such directors as part of an appropriate remuneration structure and to encourage their participation in the Company's long-term success. In this regard, such allocation is considered appropriate, transparent, and does not impair their independence in performing their duties as independent directors.

In addition, the executives and/or employees of the Company named above are key personnel of the Company, possessing business knowledge, competence and integrity, and are capable of performing their duties in the best interests of the Company. Therefore, it is deemed appropriate to allocate the Warrants to such persons in order to incentivize them to perform their duties to their full potential, to continue working with the Company in the long term, and to encourage their participation in the ownership of the Company for the utmost benefit of the Company.

Opinion of the Board of Directors: The Board of Directors has considered and approved the proposal in accordance with the opinion of the Nomination, Remuneration and Corporate Governance Committee, and resolved to propose to the shareholders' meeting for consideration and approval the allocation of the Warrants to directors and executives who will receive an allocation exceeding five (5) percent of the total securities to be offered under this scheme.

Resolution: The resolution for this agenda requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote, excluding the votes of shareholders having a special interest in this agenda item, and there shall be no objection from shareholders holding in aggregate more than five (5) percent of the total number of votes of the shareholders present at the meeting against such allocation. In this regard, the Company will propose to the shareholders' meeting to consider and approve the allocation on an individual basis.

<b><u>Agenda 9</u></b>	<b>To consider and approve the registered capital increase of the Company in the amount of 5,250,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 110,250,000 Baht by issuing, not exceed, 10,500,000 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</b>
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Facts and Rationale: In comply the issuance and offering of the Warrants, the Company is required to increase its registered capital by issuing newly issued ordinary shares to accommodate the exercise of the Warrants in the amount of Baht 5,250,000 (five million two hundred fifty thousand Baht), from the existing registered capital of Baht 105,000,000 (one hundred five million Baht) to the new registered capital of Baht 110,250,000 (one hundred ten million two hundred fifty thousand Baht), by issuing not exceeding 10,500,000 (ten million five hundred thousand) newly issued ordinary shares with a par value of Baht 0.50 (zero point five zero) per share.

In this regard, the Company is also required to amend Clause 4 of its Memorandum of Association to be consistent with the increase of the registered capital, with details as follows;

“Clause4.	Registered capital:	110,250,000 Baht	(One hundred ten million two hundred fifty thousand baht)
	Divided into:	220,500,000 Shares	(two hundred twenty million five hundred thousand) shares
	Par value per share:	0.50 Baht	(Zero point five zero baht)
	Divided into:		
	Ordinary shares:	220,500,000 Shares	two hundred twenty million five hundred thousand) shares
	Preference shares:	- Share	(- share)”

In addition, it is proposed that the 2026 Annual General Meeting of Shareholders authorize the authorized director’s 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.

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

**Enclosure 5.**

Opinion of the Board of Directors: The Board of Directors has approved and resolved to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the increase of the Company’s registered capital in the amount of Baht 5,250,000 (five million two hundred fifty thousand Baht), from the existing registered capital of Baht 105,000,000 (one hundred five million Baht) to the new registered capital of Baht 110,250,000 (one hundred ten million two hundred fifty thousand Baht), by issuing not exceeding 10,500,000 (ten million five hundred thousand) newly issued ordinary shares with a par value of Baht 0.50 (zero point five zero) per share, to accommodate the exercise of the Warrants.

The Board of Directors has also approved to propose to the Annual General Meeting of Shareholders for consideration and approval the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital, including the related authorization, as detailed above.

Resolution:

The resolution for this agenda requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

**Agenda 10**

**To consider and approve the allocation of newly issued ordinary shares to Directors and/or Executives and/or Employees, to accommodate the exercises of rights under the Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**

Facts and Rationale:

Further to the Company's proposal to the shareholders' meeting to consider and approve the increase of the Company's registered capital as detailed in Agenda Item 9, the Company therefore proposes to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in an amount not exceeding 10,500,000 (ten million five hundred thousand) shares, with a par value of Baht 0.50 (zero point five zero) per share, to accommodate the exercise of the Warrants, at no cost. The key terms and conditions of the Warrants are set out in Enclosure 4.

Opinion of the Board of Directors:

The Board of Directors has approved and resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the allocation of newly issued ordinary shares of the Company in an amount not exceeding 10,500,000 (ten million five hundred thousand) shares, with a par value of Baht 0.50 (zero point five zero) per share, to accommodate the exercise of the Warrants, at no cost, as detailed above.

Resolution:

The resolution for this agenda requires a majority vote of the shareholders present and voting.

**Agenda 11**

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

Furthermore, the Company has determined the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) as 9 March 2026. In this regard, should there be any necessity or force majeure event that may result in a change to the arrangements of the 2026 Annual General Meeting of Shareholders, the Company will inform shareholders through the website of the Stock Exchange of Thailand at [www.set.or.th](http://www.set.or.th) or the Company's website [www.bangkokasset.co.th](http://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 (Enclosure 9.), 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) (Enclosure 9.2). **Alternatively, the proxy form may be downloaded from the Company's website at [www.bangkokasset.co.th](http://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 (Enclosure 6.), as well as the details of the registration procedures and the documents required to be presented on the Meeting date (Enclosure 7.). 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](http://www.bangkokasset.co.th) In addition, a map of the Meeting venue is enclosed with this Invitation (Enclosure 10.).

Shareholders may download the Notice of the 2026 Annual General Meeting of Shareholders, together with all enclosures, from the Company's website from 9 April 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, 14<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42 (Chin Khet 2/40), Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210, or via email at [ir@bangkokasset.co.th](mailto:ir@bangkokasset.co.th)

All shareholders are invited to attend the 2026 Annual General Meeting of Shareholders to be held on 24 April 2026 at 10.00 a.m. at the seminar room as previously specified. Registration for shareholders and proxy holders will commence at 9:00 a.m. onwards.

Sincerely yours,

Bangkok Asset Intergroup Public Company Limited

- [Mr. Siripol Yodmuangcharoen](#) -

(Mr.Siripol Yodmuangcharoen)

Chairman of the Board of Directors

Company Secretary

Tel: 02-494-9187 ext. 107

**Enclosure 1**

Annual Registration Statement/ Annual Report From 56-1 One Report (e-One Report) and the Financial Statement of the Company for the year 2025 as of 31 December 2025 from of QR Code.

Annual Registration Statement/ Annual Report From 56-1 One Report (e-One Report) and the Financial Statement of the Company for the year 2025 as of 31 December 2025 from of QR Code.



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=BKA&date=260424>

**Enclosure 2**

**Profiles of the directors who are due to retire by rotation and have been nominated for re-election/<sup>1</sup>,  
and the definition of independent director.**

**Mr. Amornsakdi Ketcharoon**

**Proposed to be elected as:**

Independent Director / Chairman of the Audit Committee



**Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.**

**Mr. Amornsakdi Ketcharoon/ Thai / 59 Years**

- Date of Appointment as Director: 20 April 2022
- Period of Directorship for the Company: 4 years as of the date of the 2026 Annual Meeting of Shareholders

**Current Position**

- Independent Director
- Chairman of the Audit Committee

**Shareholding in the Company** (including share held by spouse and minor child)

- Shareholding as of 31 December 2024: - None -
- Shareholding as of 31 December 2025: - None -
- Share Increase / (Decrease) during the year: - None -

**Relationship with other Director and Management:** - None -

**Education**

- Master of Business Administration (MBA) in Finance, University of Chicago, USA.
- Bachelor of Engineering in Industrial Engineering, Chulalongkorn University.

**Training**

**By Thai Institute of Directors (IOD)**

- Director Accreditation Program (DAP)                      Class 89/2011
- Director Certification Program (DCP)                      Class 277/2019
- Advanced Audit Committee Program (AACP)              Class 34/2019

<sup>1</sup> as of 31 December 2025

Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.

**Work Experience during the past 5 years**

**Position in the Company**

- May 2022 - Present Chairman of the Audit Committee
- April 2022 - Present Independent Director

**Position in Other Listed Companies**

- 2019 - Present Director/ Independent Director/Chairman of the Audit Committee, S.A.F Special Steel Public Company Limited

**Position in Other Companies / Other Organizations**

- 2022 - Present Chairman of the Board of Directors / Chairman of the Audit Committee, Siam Dessert PCL.
- 2021 - Present Chairman of the Board of Director’s / Chairman of the Audit Committee, Rapid Capital Co., Ltd.
- 2020 - Present Director, HRI Intec Co., Ltd.
- 2018 - Present Chairman of the Audit Committee, Grand Cos Group PCL.
- 2018 - Present Director, Netway Communication Co., Ltd.
- 2018 - Present Chairman of the Audit Committee, Embryo Planet Co., Ltd.
- 2017 - Present Director, Thaiprasert Group Interprise PCL.
- 2015 - Present Director, Powermatic Co., Ltd.
- 2023 - 2024 Chairman of the Audit Committee, Art of Surgery Co., Ltd.
- 2022 - 2024 Chairman of the Board of Directors/ Chairman of the Audit Committee, Modern Taje Co., Ltd.
- 2018 - 2024 Director, Amado Group Co., Ltd.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting: 7/7 meetings
- Audit Committee Meetings: 4/4 meetings

**Nomination Criteria**

- The Board of Directors, upon the recommendation of the Nomination, Remuneration and Corporate Governance Committee, has considered and approved the proposal to nominate the directors for re-election for another term and to propose such nomination to the Shareholders’ Meeting for consideration and approval.
- The Board of Directors has carefully reviewed and screened the qualifications of the nominated directors and is of the opinion that they possess appropriate qualifications, knowledge, experience and expertise which are beneficial to the Company’s business operations.

**Mr. Teeraphong Mahatham**

**Proposed to be elected as:**

Independent Director/ Audit Committee Member/

Nomination, Remuneration and Corporate Governance Committee Member



Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.

**Mr. Teeraphong Mahatham/Thai / 46 years**

- Date of Appointment as Director: 20 April 2022
- Period of Directorship for the Company: 4 years as of the date of the 2026 Annual Meeting of Shareholders

**Current Position**

- Independent Director
- Audit Committee Member
- Nomination, Remuneration and Corporate Governance Committee Member

**Shareholding in the Company** (including share held by spouse and minor child)

- Shareholding as of 31 December 2024: - None -
- Shareholding as of 31 December 2025: 0.05%
- Share Increase / (Decrease) during the year: 0.05%

**Relationship with other Director and Management:** - None -

**Education**

- Master of Science in Information Systems Management, Carnegie Mellon University, USA.
- Bachelor of Engineering in Computer Engineering, Chulalongkorn University.

**Training**

By Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 202/2023

**Work Experience during the past 5 years**

**Position in the Company**

- Aug 2022 - Present          Nomination, Remuneration and Corporate Governance Committee Member
- May 2022 - Present          Audit Committee Member
- April 2022 - Present          Independent Director

**Position in Other Listed Companies:** Does not hold any position in other listed companies.

Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.

**Position in Other Companies / Other Organizations**

- August 2024 - Present Vice President, Home Credit Philippines Co., Ltd.
- 2018 - Present Director, Ratana Inter-Trading Co., Ltd.
- 2021- 2024 Managing Director, Krungsri Nimble Co., Ltd.
- 2018 - 2021 Chief Technology Officer, Central JD Fintech Holding Co., Ltd.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting: 7/7 meetings
- Audit Committee Meetings: 4/4 meetings
- Nomination, Rumination Corporate Governance Committee Meeting: 5/5 meeting

**Nomination Criteria**

- The Board of Directors, upon the recommendation of the Nomination, Remuneration and Corporate Governance Committee, has considered and approved the proposal to nominate the directors for re-election for another term and to propose such nomination to the Shareholders’ Meeting for consideration and approval.
- The Board of Directors has carefully reviewed and screened the qualifications of the nominated directors and is of the opinion that they possess appropriate qualifications, knowledge, experience and expertise which are beneficial to the Company’s business operations.

**Ms. Sukanya Tongyam**

**Proposed to be elected as:**

Director (Authorized Director)

(Executive Director)



Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.

**Ms. Sukanya Tongyam/Thai / 37 years**

- Date of Appointment as Director: 30 April 2020
- Period of Directorship for the Company: 6 years as of the date of the 2026 Annual General Meeting of Shareholders

**Current Position**

- Director (Authorized Director)
- Deputy Chief Executive Officer
- Acting Chief Admin Officer
- Secretary of the Nomination, Remuneration and Corporate Governance Committee

**Shareholding in the Company** (including share held by spouse and minor child)

- Shareholding as of 31 December 2024: - None -
- Shareholding as of 31 December 2025: - None -
- Share Increase / (Decrease) during the year: - None -

**Relationship with other Director and Management:** - None -

**Education**

- Master of Business Administration (MBA) in Industrial Management, Thai-Nichi Institute of Technology.
- Bachelor of Political Science in Public Administration, Thammasat University.

**Training**

By Thai Institute of Directors (IOD)

- Director Certification Program (DCP)      Class 392/2025
- Director Accreditation Program (DAP)      Class 201/2023
- Company Secretary Program (CSP)      Class 125
- Risk Management Program for Corporate Leaders (RCL)      Class 27
- Effective Minutes Taking (EMT)      Class 51/2022

Profiles of the directors who are due to retire by rotation and have been nominated for re-election,  
and the definition of independent director.

Other Training Programs:

- Influence and Negotiation Strategies for Business Leaders.
- V.A.I.P (VIP AI Program).

**Work Experience during the past 5 years**

**Position in the Company**

- Nov 2025 - Present Deputy Chief Executive Officer / Acting Chief Admin Officer
- Aug 2022 - Present Secretary of the Nomination, Remuneration and Corporate Governance Committee
- April 2020 - Present Director (Authorized Director)

**Position in Other Listed Companies:** Does not hold any position in other listed companies.

**Position in Other Companies / Other Organizations**

- 2011 - 2022 Director, Bangkok Asset International Co., Ltd.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting : 7/7 meetings

**Nomination Criteria**

- The Board of Directors, upon the recommendation of the Nomination, Remuneration and Corporate Governance Committee, has considered and approved the proposal to nominate the directors for re-election for another term and to propose such nomination to the Shareholders' Meeting for consideration and approval.
- The Board of Directors has carefully reviewed and screened the qualifications of the nominated directors and is of the opinion that they possess appropriate qualifications, knowledge, experience and expertise which are beneficial to the Company's business operations.

### **Definition of Independent Director**

The independent directors of the Company must possess the following qualifications regarding independence. (as defined by the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares):

- (a) Hold no more than 1% of the total voting shares of the applicant, parent Company, subsidiary, associate, major shareholder, or controlling person of the applicant, including shares held by related persons of the independent director.
- (b) Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent Company, subsidiary, associate Company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least two years prior to the date of submitting a request for permission to the Office. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company or its subsidiary.
- (c) Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as executive or controlling person of the Company or its subsidiary.
- (d) Not having or having had a business relationship with the Company, its parent Company, subsidiary, associate Company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a major shareholder, director who is not independent director or the executive having a business relationship with the Company, its parent Company, subsidiary, associate Company, major shareholder or controlling person, unless such foregoing relationships have ended for at least two years prior to the date of submitting a request for permission to the Office.

The term 'business relationship' includes any normal business transaction for business operation, rental or lease of immovable property, transaction related to assets or services, or granting or receiving financial assistance by way of receiving or extending loans, guaranteeing, providing assets as collateral, and any other similar action that results in the applicant or counterparty being subject to indebtedness payable to the other party in an amount starting from 3% of the net tangible assets of the applicant or from 20 million baht upwards, whichever is lower. This indebtedness calculation shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board governing rules on related party transactions *mutatis mutandis*. Any indebtedness incurred during the period of one year prior to the date of establishing a business relationship with the same person shall also be included.

- (e) Not being or having been an auditor of the Company, its parent Company, subsidiary, associate Company, majority shareholder, or controlling person, and not being a major shareholder, director who is not independent director, executives, or partner of the audit firm which employs the auditor of the Company, its parent Company, subsidiary, associate Company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than two years prior to the date of submitting a request for permission to the Office.
- (f) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the Company, its parent Company, subsidiary, associated Company, majority shareholder or controlling person. In the event that the provider of professional services is a legal entity, this shall include being a majority shareholder, directors who are not independent directors, executives, or managing partner of such provider of professional services, unless the foregoing relationship has ended for not less than two years prior to the date of submitting a request for permission to the Office.
- (g) Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a majority shareholder of the Company.
- (h) Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than one (1) percent of the voting shares of another Company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.
- (i) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company.
- (j) Being capable of equally protecting the interests of all shareholders and preventing conflicts of interest, as well as being able to attend the Board of Directors meetings and provide independent opinions.

**Enclosure 3**

**List and profiles of the auditors nominated for appointments  
as the Company's auditors for the year 2026**

**A. Ms. Chotima Kitsirakorn**



<b>Dharmniti Auditing Co., Ltd.</b>	
Certified Public Accountant (Thailand) No.	7318
Period of providing audit services to the Company	2020 - 2023 (6 years), the auditor signed the Company's financial statements.
Education	<ul style="list-style-type: none"> <li>▪ Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University.</li> <li>▪ Certification of Completion Diploma in Thai Financial Reporting from Federation of Accounting Professions Under The Royal Patronage of His Majesty The King.</li> </ul>
Share held in the Company	- None - (At the end of 2025)
Relationship and/or Interest with the Company, Management, Major Shareholders or Related Persons: None	

**B. Ms. Nitinee Kittikunapong**



<b>Dharmniti Auditing Co., Ltd.</b>	
Certified Public Accountant (Thailand) No.	8843
Period of providing audit services to the Company	- None -
Education	<ul style="list-style-type: none"> <li>▪ Bachelor of Business Administration (BBA) in Accounting, Burapha University.</li> </ul>
Share held in the Company	- None - (At the end of 2025)
Relationship and/or Interest with the Company, Management, Major Shareholders or Related Persons: None	

**C. Ms. Chutinant Kopraserthaworn**



<b>Dharmniti Auditing Co., Ltd.</b>	
Certified Public Accountant (Thailand) No.	9201
Period of providing audit services to the Company	- None -
Education	<ul style="list-style-type: none"> <li>▪ Bachelor of Business Administration (BBA) in Accounting, Rajamangala University of Technology Thanyaburi.</li> </ul>
Share held in the Company	- None - (At the end of 2025)
Relationship and/or Interest with the Company, Management, Major Shareholders or Related Persons: None	

**D. Miss Techinee Pornpenpob**



<b>Dharmniti Auditing Co., Ltd.</b>	
Certified Public Accountant (Thailand) No.	10769
Period of providing audit services to the Company	- None -
Education	<ul style="list-style-type: none"> <li>▪ Bachelor of Accounting (BACC), Naresuan University</li> </ul>
Share held in the Company	- None - (At the end of 2025)
Relationship and/or Interest with the Company, Management, Major Shareholders or Related Persons: None	

**Enclosure 4**

**Important details of the Issuance and Offering of the Warrant to Purchase Ordinary Shares of Bangkok Asset Intergroup Public Company Limited, which are allocated to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) (the “Warrants”)**

**1. Objectives and necessity of issuing the Warrants**

- 1.1 To encourage and motivate the directors and/or executives and/or employees of the Company who have contributed to the success of the Company, and to provide an opportunity for the directors and/or executives and/or employees of the Company to participate in ownership and contribute to the Company's progress.
- 1.2 To reward and motivate the executives and/or employees of the Company with the requisite knowledge and expertise to perform their duties with dedication for the Company's growth and to generate the benefit for the Company and shareholders.
- 1.3 To motivate the directors and/or executives and/or employees of the Company who have outstanding performance and are difficult to replace, to continue working with the Company in the long term, in order to achieve business goals, which will result in the Company's performance and generate the benefit for the Company and shareholders.

**2. Preliminary details of the Warrants**

Name of the Warrants	: Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No.1 or “BKA-ESOP W1”
Type of the Warrants	: The Warrants that are in the name certificate and nontransferable, except in cases specified in the exercise conditions stipulated under Clause 3.2
Number of the Warrants Issued	: Not exceeding 10,500,000 (Ten million five hundred thousand) Units
Offering Price Per Unit	: 0 Baht per unit (0 Baht)
Term of the Warrants	: 3 (Three) years from the date of issue of the Warrants. The Company will not extend Term of the Warrants and will offer the reserved shares to be issued within Term of the Warrants.
Number of shares reserved for the Exercise of Rights under the Warrants	: Not exceeding 10,500,000 (Ten million five hundred thousand) shares at the par value of 0.50 (Zero point five zero) Baht per share, or equivalent to 5 (Five) percent of the total number of issued shares of the Company after the capital increase.
Exercise Ratio	: 1 (One) unit of the Warrants to 1 (One) ordinary share (which may subsequently be adjusted according to adjustment conditions)

- Exercise Price : Except in the case of an adjustment to the exercise price in accordance with the adjustment conditions to be specified in the terms and conditions of the Warrants, each the Warrant holder may exercise the right to subscribe for the Company’s shares at the price of 1.10 Baht per share. This price reflects not more than 10 (ten) percent discount from the market price of the Company’s ordinary shares, the market price must be based on the volume-weighted average trading price of the Company’s ordinary shares on the Stock Exchange of Thailand (“**SET**”) for the past 15 (Fifteen) consecutive business days prior to the Board of Directors’ Meeting resolves to propose to the 2026 Annual General Meeting of Shareholders for approval of the Company’s issuance of the warrants (between 2 February 2026 to 20 February 2026), which is equal to 0.94)
- Date of Issuance and Offering of Warrants : The Company shall issue the Warrants within 1 (One) year from the date of where the shareholders meeting resolves to approve the issuance and offering of the Warrants. The Company’s Board of Directors and/or the Nomination, Remuneration and Corporate Governance Committee (“**NRCG Committee**”) and/or any person delegated by the Company’s Board of Directors or the NRC shall determine the issuance date and the offering date of the Warrants.
- Allocation Method : The Company will allocate the Warrants to the directors and/or executives and/or employees of the Company directly, without any assignee. The details are set out in Clause 4 of this document. In this regard, the Company’s Board of Directors and/or the NRCG Committee of the Company or any person delegated by the Company’s Board of Directors and/or the NRCG Committee shall be authorized to determine the list of the directors and/or executives and/or employees of the Company who are entitled to receive the Warrants and number of units of the Warrants to be allocated to such directors and/or executives and/or employees of the Company shall receive, that shall abide by criteria and conditions of the allotment of the Warrants as approved by the shareholders’ meeting and under the scope of the power according to applicable laws or regulations.

Exercise Date : Throughout the Term of the Warrants of 3 (Three) years, the Warrant holders could exercise right of the Warrants in a total of 8 (Eight) times. The first Exercise date (No.1) through the fourth Exercise date (No.4) may be exercised, in aggregate, not more than 40 (Forty) percent of the total number of Warrants allocated. The Fifth Exercise Date (No. 5) through the Eighth Exercise Date (No. 8) may be exercised, in aggregate, not more than 100 (One hundred) percent of the total number of Warrants allocated. The details as follows:

- The First Exercise Date (No.1): 30 September 2027
- The Second Exercise Date (No.2): 30 December 2027
- The Third Exercise Date (No.3): 31 March 2028
- The Fourth Exercise Date (No.4): 30 June 2028
- The Fifth Exercise Date (No.5): 30 September 2028
- The Sixth Exercise Date (No.6): 30 December 2028
- The Seventh Exercise Date (No.7): 31 March 2029
- The Final Exercise Date (No.8): 30 June 2029 (being the date falling three (3) years from the issuance date of the Warrants) (the “**Last Exercise Date**”)

In the event that the Exercise Date and Last Exercise Date are scheduled on the Company’s weekday, the Exercise Date and Last Exercise Date shall be scheduled to be the last business date before the original Exercise date.

With respect to the exercise of rights under the Warrants, at each Exercise Date, each the Warrant holder could exercise right of purchasing ordinary shares up to ratio as shown in the table below.

Provided that; the Warrant holders who are entitled to purchase the Company’s ordinary shares according to exercise conditions under Clause 3.2.1, could accumulate the unexercised the Warrants or remaining the Warrants for exercising on the following exercise date (“**Exercise of Accrued Rights**”) throughout the Term of the Warrants.

Exercise Period	Exercise Ratio in the event that the accrued rights are exercised concurrently
	(Percentage of the number of Warrants allocated)
Exercise Date No. 1 - No.4	Not exceeding 40%
Exercise Date No. 5 - No.8	Not exceeding 100%

When Term of the Warrants is lapsed, any of unexercised Warrants shall be terminated and expired.

Additionally, the Warrant holders shall comply with exercise conditions of the Warrants as stipulated by the Company.

Notification Period for Express an Intention to Exercise Rights : The Warrant holders who wish to exercise right of purchasing the Company's ordinary shares shall inform their intention between 9.00 a.m. to 4.00 p.m. of the Company business days within 5 (Five) business days prior to each exercise date throughout the term of Warrants ("**Notification Period**"). Except for the Last Exercise Date, the Warrant holders who wish to exercise right of purchasing the Company's ordinary shares shall inform their intention within 15 (Fifteen) days prior to the Last Exercise Date ("**Last Notification Period**").

Secondary Market of the Warrants : The Company shall not list the Warrants on the SET.

Secondary Market of the shares incurred from the exercise of Warrants : The Company shall list the ordinary shares arising from the exercise of rights under the Warrants on the SET whereas the ordinary shares are issued in accordance with the exercise of rights under the Warrant holders shall have equivalent rights and conditions as the ordinary shares of the Company previously issued in all respects.

Reasons to Issue New Shares to Accommodate Adjustment of Warrants : Upon the adjustment of exercise price and ratio in accordance with the events as prescribed in the notification of the Securities and Exchange Commission ("**SEC**") or any other relevant notifications.

- Adjustment of Warrants : The Company will be required to adjust the exercise price or ratio upon the occurrence of any of the following events in order to protect the interests of the Warrant holders:
- (1) in case of a change in par value of the Company's ordinary shares as a result of a combination or split of shares;
  - (2) in case of the Company issuing new shares at the price lower than 90 (Ninety) percent of the market price of the Company's ordinary shares;
  - (3) in case of the Company issuing any new securities in the form of convertible debentures or warrants to purchase the ordinary shares by setting the price or calculating the price of the newly issued shares to support the convertible debentures or warrants to purchase those shares below 90 (Ninety) percent of the market price of the Company's ordinary shares;
  - (4) in case of the Company distributing dividends, whether in whole or in part, as newly issued shares to shareholder;
  - (5) in case of the Company distributing cash dividends exceeding 50 (Fifty) percent as stipulated in terms and conditions; or
  - (6) in case of any events that cause the Warrant holders to lose their rights and interest as the same nature as stated in items (1) - (5) above

### **3. Criteria and conditions for allocation of the Warrants and exercise of rights under the Warrants**

#### **3.1 Criteria and conditions for allocation of the Warrants**

- 3.1.1 The Company shall allocate the Warrants according to the allocation criteria set by the Company to be completed within 1 (One) year from the date the Company is authorized to issue and offer the Warrants from the shareholders' meeting, which approves the offering of the Warrants to purchase ordinary shares of the Company to the directors and/or executives and/or employees of the Company.
- 3.1.2 In case any director, executive or employee of the Company are allocated more than 5 (Five) percent of the total Warrants issued and offered this time (whether at the one time or at several times in combined), the Company shall present to the shareholders' meeting to consider and approve such allocation individually.
- 3.1.3 The Company's Board of Directors or the NRCG Committee and/or any person delegated by the Company's Board of Directors or the NRCG Committee shall be authorized to conduct as follows:
- (1) To determine the list and/or qualification of directors and/or executives who do not hold a directorship and/or employees of the Company who are entitled to receive the Warrants and number of units of Warrants to be allocated to each of directors and/or executives and/or employees; and

- (2) To determine, amend or add terms, conditions and other details related to the issuance and offering of the Warrants that shall abide by criteria and conditions of the allotment of the Warrants to purchase the Company's ordinary shares as approved by the shareholders' meeting and under the scope of the power according to applicable laws or regulations.

3.1.4 Qualifications of the directors and/or executives and/or employees entitled to Warrants allocation as follows:

- (1) Having the status of director and/or executive and/or employees of the Company who passes a probation period and is not a temporary employee on the date of issuance and offering of Warrants;
- (2) The number of the Warrants that each director and/or executive and/or employees shall receive do not need to be the same amount, however, it depends on the position, experience, years' experience, contributions, potential, and the benefits contributing to the Company; and
- (3) In cases other than (1) and (2), the Company's Board of Directors or the NRC and/or any person delegated by the Company's Board of Directors or the NRC shall have discretion to determine for special cases.

## **3.2 Exercise of right of the Warrants**

### 3.2.1 Exercise conditions

- (1) The Warrant holders who exercise their rights to purchase shares of the Warrants shall have the status of director and/or executive and/or employee of the Company on the date of exercise their rights as specified in the Warrants.
- (2) In the event that the Warrant holder is no longer a director and/or executive and/or employees of the Company due to death or incompetence causing him/her to be incapable of managing his/her own affairs, or retirements, such director, executive, employee, successor or executor or beneficiary of such director and/or executive and/or employee (as the case may be) could exercise the right of the Warrants to purchase the ordinary shares equivalent to (a) the number of units of due and entitled the Warrants, but being unexercised, or remaining the Warrants of such exercise at that time, together with (b) the number of unit of remaining the Warrants being not yet due in whole. Such right shall be exercised in only 1 (One) time at the following exercise date from the date of occurrence of such circumstance and all unexercised the Warrants shall be returned to the Company.
- (3) In the event that the Warrant holder is no longer a director and/or executive and/or employee of the Company because of resignation or any reason other than specified in Clause 3.2.1(2) aforementioned, it shall be deemed that the right of such person to exercise the right of the Warrants to purchase the Company's ordinary shares shall be immediately terminated. The Warrant holders shall be unable to exercise their rights to purchase ordinary shares of the Warrants and shall return all unexercised Warrants to the Company on the last business day before the termination of the status of director and/or executive and/or employee of the Company.

(4) In the event that the Warrants are returned to the Company, in any circumstance, the Company may allocate such Warrants to director and/or executive (not serving as members of the Board of Directors) and/or other employees which has the qualifications as specified in Clause 3.1.4 or additional allocate to director and/or executive (not serving as members of the Board of Directors) and/or employee being allocated. However, it shall not allocate to any director and /or executive and/or employee more than 5 (Five) percent of the total number of the Warrants issued and offered this time.

3.2.2 In the event that the Last Exercise Date has passed but the Warrant holders do not exercise their right or exercise incomplete rights or fail to completely comply with the exercise conditions that are specified, it shall be deemed that the Warrant holders waive their rights to exercise the remaining the Warrants, and the Warrant holders shall have no right to claim any damages or compensation from the Company, and the Warrants that the Warrant holders waive their rights to exercise shall be expired.

3.2.3 The Company's Board of Directors or the NRCG Committee and/or any person delegated by the Company's Board of Directors or the NRCG Committee shall have the absolute authority to consider, determine or amend exercise conditions of the Warrants that may differ from the previous stipulation.

#### 4. List of directors, executive and/or employee of the Company who will be entitled to the allocation of the Warrants

##### 4.1 List of directors entitled to the allocation of the Warrants

Name	Position	Number of meetings attended during the past year	Number of Warrants	Percentage of the total number of Warrants
1. Mr. Siripol Yodmuangcharoen	Chairman of the Boad of Director / Independent Director	7/7	Not exceeding 2,100,000	Not exceeding 20
2. Mr. Amornsakdi Ketcharoon	Chaiman of the Audit Committee /Independent Director	7/7	Not exceeding 1,627,500	Not exceeding 15.50
3. Mr. Teeraphong Mahatham	NRCG Committee Member/ Audit Committee Member/ Independent Director	7/7	Not exceeding 525,000	Not exceeding 5
4. Ms. Sukanya Thongyam	Director / Deputy Chief Executive Officer	7/7	Not exceeding 1,732,500	Not exceeding 16.50

**4.2 List of executive and/or employee of the Company entitled to the allocation of the Warrants**

Name	Position	Number of Warrants	Percentage of the total number of Warrants
1. Ms. Tanisorn Tanawongkasaem	Chief Technology Officer	Not exceeding 1,732,500	Not exceeding 16.50
2. Mr. Choosak Sawankasikorn	Deputy Chief Operating Officer	Not exceeding 1,732,500	Not exceeding 16.50
3. Other Executives and/or Employees	-	Not exceeding 1,050,000	Not exceeding 10

**5. Financial assistance from the issuing Company to provide funding sources for directors and/or executives and/or employees of the Company**

**5.1 Mr. Siripol Yodmuangcharoen**

**Position:** Chairman of the Board of Directors / Independent Director

**Monetary Value of Benefits to be Received:** 336,600.00 Baht

**Opinion of the NRCG Committee**

Mr. Siripol Yodmuangcharoen (“**Mr. Siripol**”) is a qualified individual possessing knowledge, expertise, and experience that are beneficial to the Company’s corporate governance. He is able to perform his duties independently, exercise prudent judgment, and act in the best interests of the Company and its shareholders as a whole.

The NRCG Committee therefore considers it appropriate to propose the allocation of warrants (BKA-ESOP W1) to Mr. Siripol as part of an appropriate remuneration structure, and to encourage his participation in the Company’s long-term success. Such allocation is deemed appropriate, transparent, and does not affect his independence in performing his duties as an independent director.

**Meeting Attendance:** 7/7 meetings

**5.2 Mr. Amornsakdi Ketcharoon**

**Position:** Chairman of the Audit Committee / Independent Director

**Monetary Value of Benefits to be Received:** 260,400.00 Baht

**Opinion of the NRCG Committee**

Mr. Amornsakdi Ketcharoon (**Mr. Amornsakdi**) is a qualified individual possessing knowledge, expertise, and experience that are beneficial to the Company’s corporate governance. He is able to perform his duties independently, exercise prudent judgment, and act in the best interests of the Company and its shareholders as a whole.

The NRCG Committee therefore considers it appropriate to propose the allocation of warrants (BKA-ESOP W1) to Mr. Amornsakdi as part of an appropriate remuneration structure, and to encourage his participation in the Company’s long-term success. Such allocation is deemed appropriate, transparent, and does not affect his independence in performing his duties as an independent director.

**Meeting Attendance:** 7/7 meetings

**5.3 Ms. Sukanya Thongyam**

**Position:** Director/ Deputy Chief Executive Officer

**Monetary Value of Benefits to be Received:** 277,200.00 Baht

**Opinion of the NRCG Committee**

Ms. Sukanya (“Ms. Sukanya”) is a highly qualified individual possessing extensive knowledge, expertise, and experience that are of significant value to the Company’s corporate governance. She has consistently demonstrated his ability to discharge his duties with independence, sound judgment, and due care, while upholding the best interests of the Company and its shareholders as a whole.

The NRCG Committee therefore deems it appropriate to propose the allocation of warrants (BKA-ESOP W1) to Ms. Sukanya as part of a well-balanced and appropriate remuneration framework. Such allocation is intended to align his interests with the long-term performance and sustainable growth of the Company, as well as to reinforce his continued contribution to the Company’s governance. The proposed allocation is transparent, appropriate, and does not in any way impair his independence in the discharge of his duties as an independent director.

**Meeting Attendance:** 7/7 meetings

**5.4 Ms. Tanisorn Tanawongkasaem**

**Position:** Chief Technology Officer

**Monetary Value of Benefits to be Received:** 277,200.00 Baht

**Opinion of the NRCG Committee**

Ms. Tanisorn Tanawongkasaem (“Ms. Tanisorn”) is a highly qualified individual possessing extensive knowledge, expertise, and experience that are of significant value to the Company’s corporate governance. She has consistently demonstrated his ability to discharge his duties with independence, sound judgment, and due care, while upholding the best interests of the Company and its shareholders as a whole.

The NRCG Committee therefore deems it appropriate to propose the allocation of warrants (BKA-ESOP W1) to Ms. Tanisorn as part of a well-balanced and appropriate remuneration framework. Such allocation is intended to align his interests with the long-term performance and sustainable growth of the Company, as well as to reinforce his continued contribution to the Company’s governance. The proposed allocation is transparent, appropriate, and does not in any way impair his independence in the discharge of his duties as an independent director.

**5.5 Mr. Choosak Sawankasikorn**

**Position:** Deputy Chief Operating Officer

**Monetary Value of Benefits to be Received:** 277,200.00 Baht

**Opinion of the NRCG Committee**

Mr. Choosak Sawankasikorn (“**Mr. Choosak**”) is a highly qualified individual possessing extensive knowledge, expertise, and experience that are of significant value to the Company’s corporate governance. He has consistently demonstrated his ability to discharge his duties with independence, sound judgment, and due care, while upholding the best interests of the Company and its shareholders as a whole.

The NRCG Committee therefore deems it appropriate to propose the allocation of warrants (BKA-ESOP W1) to Mr. Choosak as part of a well-balanced and appropriate remuneration framework. Such allocation is intended to align his interests with the long-term performance and sustainable growth of the Company, as well as to reinforce his continued contribution to the Company’s governance. The proposed allocation is transparent, appropriate, and does not in any way impair his independence in the discharge of his duties as an independent director.

**6 Financial assistance from the issuing Company to provide funding sources for directors and/or executives and/or employees of the Company**

The Company has no policy to provide any of financial assistance or remuneration, whether directly or indirectly, to directors and/or executive and/or employees. However, the Company will facilitate contacting financial institutions for exercising the rights to convert the Warrants which are allocated to directors and/or executives and/or employees of the Company.

**7 Impact on shareholders due to the issuance and offering of the Warrants**

In order to consider the impact on the Company’s shareholders, 2 aspects shall be taken into consideration which are (1) Control Dilution and (2) Price Dilution with the following details:

**7.1 Control Dilution**

In the event of the issuance and offering of the Warrants and ordinary shares to accommodate the exercise of rights under the Warrants, which are allocated to the directors and/or executives and/or employees of the Company, in a number not exceeding 10,500,000 (Ten million five hundred thousand) shares, there will be an impact on earnings per share or voting rights of the existing shareholders, with calculation details as follows:

$$\frac{\text{The number of shares reserved for the Exercise of rights under the Warrants this time}}{\text{The total number of paid-up shares + The number of shares reserved for the Exercise of rights under the Warrants this time}} = 4.7619 \text{ percent}$$

**7.2 Price Dilution**

In the event of the issuance and offering of the Warrants and ordinary shares to accommodate the exercise of rights under the Warrants, which are allocated to the directors and/or executives and/or employees of the Company, in a number not exceeding 10,500,000 (Ten million five hundred thousand) shares, there will be an impact on price dilution, with calculation details as follows:

$$\frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}} = -10 \text{ percent}$$

**8 Characteristics and conditions of Warrants**

The issuance and offering of the Warrants shall be in accordance with the criteria specified in Notification of the Capital Market Supervisory Board No. TorJor. 32/2551 Re: the Offering of Newly Issued Securities to Directors or Employees, dated December 15, 2008 (B.E. 2551) (as amended) and Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 re: Application for Permission and Granting of Approval for the Offering of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants, dated December 15, 2008 (B.E. 2551) (as amended) or any other notifications in effect in lieu of the aforementioned, including other related rules and regulations.

**9 Right of Shareholders to object**

**9.1** In this insurance and allocation of the Warrants shall be approved by the shareholders' meeting with a vote of not less than 3/4 (Three-Fourths) of the total number of votes of the shareholders attending the meeting and entitled to vote, and shareholders holding more than 10 (Ten) percent of the total votes of the shareholders attending the Meeting shall not vote against the issuance of the Warrants.

**9.2** In the event that the allocation of the Warrants to any director and/or executive and/or employee exceeds 5 (Five) percent of the total number of Warrants, such allocation shall be subject to approval by the shareholders' meeting with a vote of not less than 3/4 (Three-Fourths) of the total votes of the shareholders present at the meeting and entitled to vote, provided that no shareholder or group of shareholders holding, in aggregate, more than 5 (Five) percent of the total voting rights of the shareholders present and voting at the meeting objects to such allocation of the Warrants. In this regard, the proposal for the shareholders' meeting to consider and approve such allocation shall be submitted for approval on an individual basis.

**10 List of independent directors whom shareholders may appoint as proxies to attend the Meeting and shall exercise the right on behalf of the shareholders**

Name	Number of Warrants	Percentage of the total number of Warrants
1. Mr. Amornsakdi Ketcharoon	Not exceeding 1,627,500	Not exceeding 15.50
2. Mr. Teeraphong Mahatham	Not exceeding 525,000	Not exceeding 5
3. Mr. Wakin Thangkulawat	Has not been allocated the Warrants	

**Enclosure 5**

**Capital Increase Report Form**

**Bangkok Asset Intergroup Public Company Limited**

**21 February 2026**

We, Bangkok Asset Intergroup Public Company Limited (the “**Company**”), hereby notify on the resolution of Board of Directors meeting No. 1/2026, held on 21 February 2026 relating to the Capital Increase and the Allocation of newly issued shares as follows:

**1. Capital increase**

The Board of Directors’ meeting resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital in amount of 5,250,000 (Five million two hundred fifty thousand) Baht, from the existing registered capital of 105,000,000 (One hundred five million) Baht to be a new registered capital of 110,250,000 (One hundred ten million two hundred fifty thousand) Baht by issuing newly issued ordinary shares in the number of not exceeding 10,500,000 (Ten million five hundred thousand) shares with a par value of 0.50 (zero point five zero) Baht per share, to accommodate the exercise of rights under the Warrants to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) (the “**Warrants**”). The capital increase is structured as follows:

Capital increase	Type of share	Number of shares (shares)	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	Not exceeding 10,500,000	0.50	5,250,000
	Preferred	.....	.....	.....
<input type="checkbox"/> General Mandate	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

**2. Allotment of new shares**

**2.1 Specifying the purpose of proceeds utilization**

Allotment	Number of shares	Ratio (Existing shares : New shares)	Offer Price (Baht/share)	Subscription and payment period	Remark
Directors and/or Executives and/or Employees of the Company (To accommodate the exercise of rights under the Warrants)	Not exceeding 10,500,000 shares	1:1	Free of charge	-	Please consider the remark below.

**Remark:**

The Board of Directors' meeting No. 1/2026 resolved to approve the allocation of newly issued shares with specifying purpose of utilizing proceeds, and propose to the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of 10,500,000 (Ten million five hundred thousand) newly issued ordinary shares, with a par value of 0.50 (Zero point five zero) Baht per share, to accommodate the exercise of rights under the Warrants, in the number of not exceeding 10,500,000 (Ten million five hundred thousand) units, with the term of the Warrants of not exceeding 3 (Three) years and free of charge. The important details of the Warrants appear in the **Enclosure 4**.

In this regard, the Company's Board of Directors or the Nomination, Remuneration and Corporate Governance Committee of the Company or any person delegated by the Company's Board of Directors or the Nomination, Remuneration and Corporate Governance Committee shall be authorized (1) to determine the list and/or qualification of the directors and/or executives and/or employees of the Company who are entitled to receive the Warrants and number of units of the Warrants to be allocated to each directors and/or executives and/or employees of the Company shall receive, (2) to determine, amend or add terms, conditions and other details related to the Warrants, (3) to sign requests or any documents related to the Warrants, including but not limited to contacting, providing information, and submitting requests for permission, requests for extensions, documents, and evidence to government agencies or relevant authorities regarding the issuance of the Warrants and the registration of shares arising from the exercise of rights under the Warrants to be listed on the Stock Exchange of Thailand ("SET") and (4) Any actions necessary for and relevant to such allocation of the Warrants to the directors and/or executives and/or employees of the Company within the scope of the power according to applicable laws or regulations. The Company will complete the allocation of the Warrants within 1 (One) year from the date of shareholders' meeting approving the issuance of the Warrants.

**3. Schedule for a shareholders' meeting to approve the capital increase and share allotment**

The 2026 Annual General Meeting of Shareholders is scheduled to be held on 24 April 2026, at 10:00 a.m. at Seminar Room No. 99 of C.P. Tower, North Park, 18th Floor, Soi Ngamwongwan 47 Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210.

The Record Date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders shall be 9 March 2026.

**4. Approval of the capital increase and share allotment by relevant governmental agency and conditions thereto (if any)**

4.1 The Company shall submit the application of increase of registered capital and paid-up capital, including the amendment of Memorandum of Association to be consistent with the increase of the Company's registered capital to Department of Business Development, Ministry of Commerce.

4.2 The Company shall submit an application to SET to procure the Company's newly issued ordinary shares arising from the exercise of rights under the Warrants to be listed on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the Capital increase**

To accommodate the exercise of rights under the Warrants. In the event that the Company receives additional capital from the exercise of warrants by the warrant holders, the Company intends to utilize such proceeds as working capital for its business operations, including the expansion of business channels and business opportunities. The proceeds will be utilized within a period of two (2) years from the last exercise date of the warrants.

**6. Benefits which the Company will receive from the capital increase/share allotment**

6.1 To encourage and motivate the directors and/or executives and/or employees of the Company who have contributed to the success of the Company, and to provide an opportunity for the directors and/or executives and/or employees of the Company to participate in ownership and contribute to the Company's progress.

6.2 To reward and motivate the directors and/or executives and/or employees of the Company who possess knowledge and abilities to perform their duties with dedication for the Company's growth and to generate the benefit for the Company and shareholders.

6.3 To motivate the directors and/or executives and/or employees of the Company who have outstanding performance and are difficult to replace, to continue working with the Company in the long term, in order to achieve business goals, which will result in the Company's performance and generate the benefit for the Company and shareholders.

6.4 In the event that the Warrants holders exercise their rights under the Warrants, the Company shall receive working capital, which will help maintain liquidity in the Company's shares.

**7. Benefits which shareholders will receive from the capital increase/share allotment**

**7.1 Dividend Policy**

The Company has a policy to pay dividends to shareholders at the rate of no less than 50 (Fifty) percent of the net profit from the separate financial statements after deducting corporate income tax and all statutory reserve as prescribed by laws and the Company's Articles of Association. However, the Board of Directors may consider paying dividends or changing the dividend policy by considering the Company's operating results, financial position, cash flows, necessity for working capital to manage the business, investment plans for future business expansion, obligation under loan agreement conditions, and other factors as deemed by the Board of Directors.

7.2 The Warrant holders are entitled to receive dividends when they exercise their rights to convert the Warrants into the ordinary shares of the Company, and their names are registered as a shareholder of the Company

**8. Other details necessary for shareholders to approve the capital increase/share allotment**

Please consider details of impact on shareholders as set out in Clause 6 of "**The Important details of the Issuance and Offering of the Warrants to Purchase Ordinary Shares of Bangkok Asset Intergroup Public Company Limited, which are allocated to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**" in **the Enclosure 4.**

In the event that the Last Exercise Date has passed but the Warrants have not been exercised or not fully exercised, such Warrants will expire, and the Company will reduce the registered capital by canceling the shares issued to accommodate the exercise of rights under the Warrants.

**9. Schedule of action in case the Board of Directors passes a resolution approving the capital increase/share allotment**

No.	Procedure	Date
1.	The Board of Directors meeting No. 1/2026	21 February 2026
2.	The date for determination of shareholders who were entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date)	9 March 2026
3.	The 2026 Annual General Meeting of Shareholders	24 April 2026
4.	Registering to increase the Company capital and amendment of the Memorandum of Association to be consistent with the increase of the Company's registered capital with Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the shareholders' meeting approves the resolution
5.	Registering the amendment of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the exercise of rights under the warrants is made and the Company has received payment for the shares.
6.	Submit an application to SET to procure the Company's newly issued ordinary shares arising from the exercise of rights under the Warrants to be listed on the SET	Within 14 days from the date on which the exercise of rights under the warrants is made and the Company has received payment for the shares.

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

*- Signature-*

(Mr. Pachara Tanawongkasaem)

Director

*- Affixed with the Company's seal -*

*- Signature-*

(Ms. Sukanya Thongyam)

Director

(Authorized directors sign on behalf of the Company, together with affixed with the Company's seal)

**Enclosure 6**

**Articles of Association Relating to the 2026 Annual General Meeting of Shareholders**

**Chapter 6**

**Shareholders' Meetings**

Article 38. The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the end of the Company's accounting period.

Shareholders' meetings other than the one mentioned in the foregoing paragraph shall be called extraordinary meetings.

Shareholders' meetings may be conducted through electronic media as stipulated in the laws regarding electronic meetings.

Article 39. The Board of Directors may call an extraordinary meeting of shareholders at any time as it deems appropriate, or one (1) or more shareholders holding not less than ten percent (10%) of the total number of issued shares of the Company may jointly sign a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but must clearly specify the matters and reasons for requesting the meeting in the letter. In such a case, the Board of Directors must arrange for a shareholders' meeting within forty-five (45) days from the date of receiving the letter from the shareholders.

If the Board of Directors fails to arrange for the meeting within the time period specified in the foregoing paragraph, the shareholders who have signed the letter or other shareholders holding the required number of shares may call the meeting themselves within forty-five (45) days from the date of the expiration of the period in the first paragraph. In such a case, the meeting shall be deemed a meeting called by the Board of Directors, and the Company must be responsible for the necessary expenses incurred in holding the meeting and providing appropriate facilitation.

If it appears that any shareholders' meeting called due to the shareholders in the preceding paragraph failed to constitute a quorum as specified in Article 41, the shareholders in the preceding paragraph must jointly be responsible for reimbursing the Company for the expenses incurred in holding that meeting.

Article 40. In calling a shareholders' meeting, whether an in-person meeting or an electronic meeting, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda, and matters to be proposed at the meeting, with appropriate details clearly indicating whether the matters are for acknowledgment, approval, or consideration, as the case may be, including the Board of Directors' opinion on such matters, and send the notice to the shareholders and the registrar not less than seven (7) days prior to the meeting date. The meeting notice may be sent by registered mail or by electronic means in

accordance with the criteria prescribed by law and the registrar. Additionally, the meeting notice shall be published in a newspaper or through electronic media for a period of not less than three (3) consecutive days and not less than three (3) days prior to the meeting date.

In this regard, for a shareholders' meeting, the Board of Directors may determine the location of the meeting to be in the province where the Company's head office is located, a nearby province, or any other place as deemed appropriate by the Board of Directors. In the case of a shareholders' meeting held through electronic media, the location of the Company's head office shall be deemed the meeting venue.

In the event that the Company's shares are listed on the Stock Exchange of Thailand or other secondary markets, the preparation of the meeting notice, the determination of the meeting place, date, time, agenda, or any other matters related to the shareholders' meeting shall be in accordance with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand or the respective secondary market, as well as the criteria and procedures prescribed in the relevant laws.

Article 41. Shareholders who do not attend the meeting in person may appoint a proxy to attend the meeting and vote on their behalf. The proxy appointment must be made in writing and submitted to the chairman of the meeting, or the person designated by the chairman before the proxy enters the meeting. The proxy appointment must be made in the form prescribed by the registrar of public limited companies, or the proxy appointment may be carried out electronically using a secure and reliable method that can verify that the appointment was made by the shareholder, in accordance with the principles set by the registrar.

For a shareholders' meeting to constitute a quorum, there must be not less than twenty-five (25) shareholders and proxies (if any) present, or not less than one-half (1/2) of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required after one (1) hour has passed from the starting time of the meeting, which is stated in the second paragraph, such meeting shall be cancelled if it is convened upon request of shareholders. Alternatively, if the meeting is not convened upon request of shareholders, a subsequent meeting shall be convened, and a notice of the subsequent meeting shall be sent to the shareholders within seven (7) days prior to the date of the meeting via registered mail or email, according to the principles prescribed by law and the registrar. At the subsequent meeting, no quorum shall be required.

Article 42. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman of the Board is not present at the meeting or unable to perform the duties, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman, or the Vice Chairman is not present at the

meeting or unable to perform the duties, the shareholders present at the meeting shall elect one of the shareholders attending the meeting to be the chairman of that meeting.

Article 43. The chairman of the shareholders' meeting has the duty to control the meeting to be in accordance with the law and the Company's Articles of Association regarding meetings. The meeting must proceed in the order of the agenda specified in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

When the meeting has considered all the matters on the agenda specified in the meeting notice, shareholders holding shares amounting to not less than one-third (1/3) of the total number of issued shares of the Company may request the meeting to consider other matters in addition to those specified in the meeting notice.

In the event that the meeting is unable to complete the consideration of the matters on the agenda specified in the meeting notice, or additional matters requested by the shareholders, and it is necessary to adjourn the meeting, the meeting shall determine the place, date, and time of the next meeting, and the Board of Directors shall send a meeting notice specifying the place, date, time, and agenda to the shareholders not less than seven (7) days prior to the meeting date, which may be sent by registered mail or by electronic means in accordance with the criteria prescribed by law and the registrar. The meeting notice shall also be published in a newspaper or through electronic media for a period of not less than three (3) consecutive days and not less than three (3) days prior to the shareholders' meeting.

Article 44. In voting at a shareholders' meeting, each shareholder shall have several votes equal to the number of shares they hold, with one (1) share carrying one (1) vote, Any shareholder who has a special interest in any matter shall be prohibited from voting on that matter, except in the case of voting for the election of directors.

Article 45. Resolutions of the shareholders' meeting shall require the following votes:

- (1) In normal cases, a majority vote of the present shareholders and voting is required. In the event of a tie, the chairman of the meeting shall have an additional casting vote.
- (2) In determining the remuneration of directors, approval shall require a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting and entitled to vote.
- (3) The following matters require a vote of not less than three-fourths (3/4) of the total number of votes of the present shareholders and eligible to vote:

- a) The sale or transfer of the entire or substantial part of the Company's business to any other person.
- b) The purchase or acceptance of transfer of business of other private companies or public companies.
- c) The making, amending, or terminating of contracts with respect to the leasing out of the Company's business in whole or in substantial part, the assignment of the management of the Company's business to any other person, or the merger of the Company's business with other persons for the purpose of profit and loss sharing.
- d) The amendment of the Memorandum of Association or the Articles of Association.
- e) The increase or decrease of the Company's registered capital.
- f) The dissolution of the Company.
- g) The issuance and offering of debentures of the Company.
- h) The merger of the Company with another Company.
- i) Any other cases as required by law to be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present and eligible to vote.

Article 46. The followings are the matters that shall be considered at the annual general meeting of shareholders:

- (1) To acknowledge the report of the Board of Directors regarding the activities of the Company in the previous year.
- (2) To consider and approve the balance sheet or statement of financial position, and the profit and loss statement as at the end of the Company's fiscal year.
- (3) To consider and approve the allocation of profits and the payment of dividends.
- (4) To consider the election of new directors to replace those retiring by rotation.
- (5) To consider the determination of remuneration for directors.
- (6) To consider the appointment of the auditor and the determination of the audit fee, and
- (7) Other matters.

## **Chapter 10**

### **Increase and Reduction of Capital**

Article 60. The Company may increase its capital from the amount already registered by issuing additional new shares. Such issuance of shares may be made only when the following conditions are satisfied:

- (1) All shares have been issued and fully paid, or, in the case where all shares have not yet been fully issued, the remaining shares must be shares issued to accommodate convertible debentures or warrants to purchase shares;

- (2) The shareholders' meeting passes a resolution by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote; and
- (3) Such resolution is registered as a change in the registered capital with the Registrar under the law governing public limited companies within fourteen (14) days from the date on which the meeting passes such resolution.

Shares issued under this Article 60 may be offered for sale in whole or in part, and may be offered to existing shareholders in proportion to their existing shareholdings prior to being offered to the public or to other persons, whether in whole or in part, all in accordance with the resolution of the shareholders' meeting.

**Enclosure 7**

**Procedures for attending the 2026 Annual General Meeting of Shareholders**

In accordance with the policy of the Board of the Stock Exchange of Thailand regarding Best Practices for Shareholders' Meetings of Listed Companies, with the objective of providing listed companies with good practices to build confidence among shareholders, investors and all related parties, and to ensure that shareholders' meetings of listed companies are conducted with transparency, fairness and for the benefit of shareholders, the Company deems it appropriate to require inspection of documents or evidence showing the status of shareholders or proxies eligible to attend the meeting, for shareholders to adhere to the practice going forward.

However, since some shareholders may not be familiar with the practices applied at shareholders' meetings, the Company reserves the right to revise the submission of documents or evidence showing the status of shareholders or proxies eligible to attend the meeting for each shareholder as the Company deems appropriate.

**(1) Documents or Evidence Showing the Right to Attend the Meeting**

The Company requests shareholders to present evidence and comply with the following guidelines for attending the shareholders' meeting:

<b>Participant</b>	<b>Required Documents or Evidence</b>
<b>1. Natural Person</b>	<ul style="list-style-type: none"> <li>• Registration form (QR Code)</li> </ul>
1.1 Thai Shareholder	<ul style="list-style-type: none"> <li>• Shareholder identification card (National ID card or government officer ID card or state enterprise employee card)</li> <li>• If there has been a change of first name or last name, please provide evidence of that change.</li> </ul>
1.2 Foreign Shareholder (if any)	<ul style="list-style-type: none"> <li>• Alien certificate or passport or a valid substitute for a passport document that has not expired</li> </ul>
<p><b><u>In case of proxy appointment</u></b> (Copies of documents must be certified as true copies)</p> <p>(1.) Proxy form which filling statement is correct and signature of grantor and proxy.</p> <p>(2.) Copy of identification card of shareholder or passport (in case of foreigner grantor) of grantor.</p> <p>(3.) Identification card, driving license or passport (in case of foreigner grantor) of proxy.</p>	

Participant	Documents or Evidence Required
<p><b>2. Juristic Person</b></p>	<ul style="list-style-type: none"> <li>▪ Registration Form (with Barcode displayed)</li> </ul>
<p>2.1 Juristic person registered in Thailand <u>Remark</u> In the case of document copies, such copies must be certified as true copies by a director authorized to sign, together with the company seal (if any).</p>	<ul style="list-style-type: none"> <li>• Certificate of incorporation issued by the Department of Business Development, Ministry of Commerce, not older than 3 months</li> <li>• Identification card or passport (in the case of a foreign national) of the director authorized to sign as stated in the certificate of incorporation</li> <li>• Proxy form duly and completely filled in and signed by both the grantor and the proxy</li> <li>• If there has been any change of name or surname, documentary evidence of such change must also be presented</li> <li>• Identification card or passport (in the case of a foreign national) of the proxy</li> </ul>
<p>2.2 Juristic person registered overseas <u>Remark</u> In the case of document copies, such copies must be certified as true copies by a director authorized to sign, together with the company seal (if any). If the documents are prepared overseas, the signatures should be notarized by a notary public.</p>	<ul style="list-style-type: none"> <li>• Certificate of incorporation</li> <li>• Identification card or passport (in the case of a foreign national) of the director authorized to sign as stated in the certificate of incorporation</li> <li>• Proxy form duly and completely filled in and signed by both the grantor and the proxy</li> <li>• If there has been any change of name or surname, documentary evidence of such change must also be presented</li> <li>• Identification card or passport (in the case of a foreign national) of the proxy</li> </ul>
<p><b><u>In the case of proxy appointments</u></b> (In the case of document copies, such copies must be certified as true copies.)</p> <ul style="list-style-type: none"> <li>▪ Proxy form duly and filled in and signed by both the grantor and the proxy</li> <li>▪ Copy of the certificate of incorporation of the juristic person granting the proxy, certified and signed by its authorized signatory</li> <li>▪ Identification card, driver’s license, or passport (in the case where the proxy is a foreign national) of the proxy</li> </ul>	

(2) **Proxy and method of authorization**

**Proxy and Proxy form**

Pursuant to the Notification of the Department of Business Development Re: Prescribing the Form of Proxy (No. 5) B.E. 2550, dated 2 February 2007, Clause 2 stipulates 3 forms of proxy for meetings of share subscribers and shareholders of public company limited. Shareholders may use any one of the following forms which are enclosed with the Invitation Letter of this Meeting.

<b>Proxy Form</b>	<b>Descriptions</b>	<b>For use in case of</b>
Proxy form A.	General and simple proxy form	For shareholders to grant general authorization to proxy.
Proxy form B.	Form with fixed and specific details authorizing proxy.	For shareholders to grant other person or independent director as proxy with fixed and specific details.
Proxy form C	For only foreign shareholders who appointed a custodian in Thailand to act as the share depository and custodian	For used only in the case where the shareholder is a foreign investor and has appointed a custodian in Thailand to act as the share depository and custodian.

**Procedure to appoint other person as proxy**

- (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 the shares to many proxies for splitting votes.
- (2.) The proxy form must be completed and signed by shareholder (as grantor) and proxy
- (3.) The proxy form must be affixed with 20 Baht duty stamp crossed out in order to be correct and legally binding
- (4.) The original completed proxy form and supporting documents must be sent by registered mail to the Company as address below:  
**Corporate Secretary: Bangkok Asset Intergroup Public Company Limited** No.99 C.P.Tower Northpark,14<sup>th</sup> floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Laksi District, Bangkok 10210
- (5.) The proxy must submit the proxy form as described above.  
And please submit the proxy form by **20 April 2026**, prior to the Meeting date, in order to allow the Company's staff sufficient time to verify the documents before the commencement of the Meeting.
- (6.) If the proxy holder shall submit the proxy form in person on the Meeting date, the proxy form must be submitted to the Company's officers at the Meeting venue for registration at least 1 hour prior to the commencement of the Meeting, in order to allow sufficient time for the Company's officers to review the documents before the Meeting starts.

**Remark** Bangkok Asset Intergroup Public Company Limited reserves the right to permit only those persons with complete and duly valid documents to attend the Meeting.

**Criteria of vote**

Voting shall take place in a transparent and openly manner, The Chairman shall invite and ask all attended shareholders /proxies to cast the vote in each agenda, “**Approve**”, or “**Disapprove**”, or “**Abstain**”.

1. Resolution of shareholders’ meeting consists of vote as follows.
  - 1.1) In normal cases, a majority vote of the shareholders present at the meeting and casting vote is required. In the event of a tie, the Chairman shall have an additional casting vote.
  - 1.2) The following matters require a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote:
    - a) The sale or transfer of the entire or substantial part of the Company's business to any other person.
    - b) The purchase or acceptance of transfer of business of other private companies or public companies.
    - c) The making, amending, or terminating of contracts with respect to the leasing out of the Company's business in whole or in substantial part, the assignment of the management of the Company's business to any other person, or the merger of the Company's business with other persons for the purpose of profit and loss sharing.
    - d) The amendment of the Memorandum of Association or the Articles of Association
    - e) The increase or decrease of the Company's registered capital.
    - f) The dissolution of the Company
    - g) The issuance and offering of debentures of the Company
    - h) The merger of the Company with another Company.
    - i) Any other cases as required by law to be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present and eligible to vote.
2. In case of proxy, the proxy must vote according to vote specific in proxy form only.
3. A shareholder, who has a special interest in any agenda, is forbidden to vote on such agenda and the Chairman may invite such shareholder temporarily outside the Meeting room.

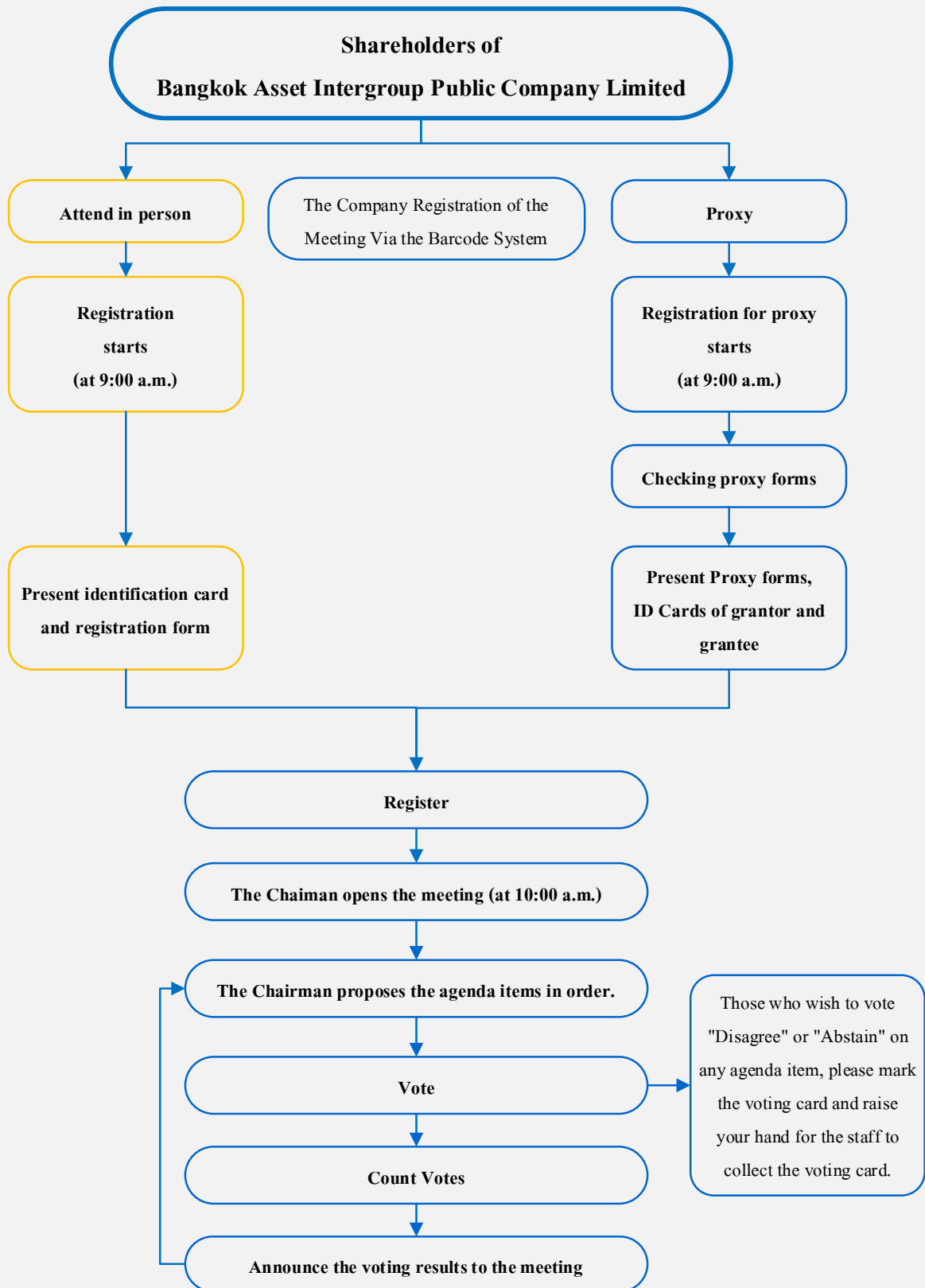
**Criteria for vote counting**

In pursuant to Article 44. of the Company’s Articles of Association, in voting at a shareholders' meeting, each shareholder shall have several votes equal to the number of shares they hold, with one (1) share carrying one (1) vote, Any shareholder who has a special interest in any matter shall be prohibited from voting on that matter, except in the case of voting for the election of directors.

**Before the commencement of the Meeting**, the Chairman or an authorized representative shall inform that the Company will count vote of each agenda by deducting the vote of “Disapprove” and “Abstain” of shareholders’ and/or proxies from the total votes of shareholders and/or proxies who attended the Meeting and entitled to vote. Therefore, the Chairman or an authorized representative will notify result of counting vote of each agenda of the Meeting.

**Remark** the Company conducts registration and vote counting for the shareholders’ meeting using a barcode system.

**Procedure of attending the 2026 Annual General Meeting of Shareholders**



- Notes : Counting of Vote**
- Votes are counted by deducting the number of "Disagree" and "Abstain" votes from the total number of votes held by eligible shareholders.
  - Please return all voting cards to the company staff after the end of the meeting.

**Enclosure 8**

**Profiles of Independent Directors for shareholders to appoint as proxies**

**Details of the 3 Independent Directors**

<b>Name</b>	<b>Mr. Amornsakdi Ketcharoon</b>
<b>Current Position</b>	Independent Director / Chairman of the Audit Committee
<b>Age</b>	59 Years
<b>Address</b>	Bangkok Asset Intergroup Public Company Limited No. 99 of C.P. Tower, North Park, 14 <sup>th</sup> Floor, Soi Ngamwongwan 47 Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210
<b>Education</b>	Master of Business Administration / Finance, University of Chicago, USA Bachelor of Engineering / Industrial Engineering, Chulalongkorn University



**Interest in the Agenda Proposed at the 2026 Annual General Meeting of Shareholders :** Has a special interest in Agenda Item No. 8

**Work Experience during the past 5 years**

**Position in the Company**

- May 2022 - Present Chairman of the Audit Committee
- April 2022 - Present Independent Director

**Position in Other Listed Companies**

- 2019 - Present Director/ Independent Director/ Chairman of the Audit Committee, S.A.F Special Steel PCL.
- 2017 - 2021 Member of the Audit Committee, Inter Pharma PCL.

**Position in Other Companies / Other Organizations**

- 2022 - Present Chairman of the Board of Directors / Chairman of the Audit Committee, Siam Dessert PCL.
- 2021 - Present Chairman of the Board of Director's / Chairman of the Audit Committee, Rapid Capital Co., Ltd.
- 2020 - Present Director, HRI Intec Co., Ltd.
- 2018 - Present Chairman of the Audit Committee, Grand Cos Group PCL.
- 2018 - Present Director, Netway Communication Co., Ltd.
- 2018 - Present Chairman of the Audit Committee, Embryo Planet Co., Ltd.

- 2017 - Present Director, Thaiprasert Group Interprise PCL.
- 2015 - Present Director, Powermatic Co., Ltd.
- 2023 - 2024 Chairman of the Audit Committee, Art of Surgery Co., Ltd.
- 2022 - 2024 Chairman of the Board of Directors/ Chairman of the Audit Committee, Modern Tage Co., Ltd.
- 2018 - 2024 Director, Amado Group Co., Ltd.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting: 7/7 meetings
- Audit Committee Meetings: 4/4 meetings

**Name** Mr. Wakin Thangkulawat

**Current Position** Independent Director/  
Chairman of The Nomination, Remuneration and  
Corporate Governance Committee/  
Audit Committee Member



**Age** 50 Years

**Address** Bangkok Asset Intergroup Public Company Limited  
No. 99 of C.P. Tower, North Park, 14<sup>th</sup> Floor, Soi Ngamwongwan 47  
Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210

**Education** Master of Business Administration (MBA) in Real Estate, The University of Texas at Arlington.  
Bachelor of Engineering / Civil Engineering, Chulalongkorn University

**Interest in the Agenda Proposed at the 2026 Annual General Meeting of Shareholders:** Does not have any special interest

**Work Experience during the past 5 years**

**Position in the Company**

- May 2022 - Present Chairman of the Nomination, Remuneration and Corporate Governance Committee, Audit Committee Member, Independent Director

**Position in Other Listed Companies**


- 2023 - 2025 Co-Chief Executive Officer/ Acting Chief Sale & Marketing Officer/  
Acting Chief Operation & Legal Officer, Rhombho Property PCL.
- 2013 - 2025 Chief Business Development Officer/ Asset Wise PCL.

**Position in Other Companies / Other Organizations:** Does not hold any position in other listed companies or other organizations.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting: 2/2 meetings
- Audit Committee Meetings: 1/1 meeting
- Nomination, Ruminaton Corporate Governance Committee Meeting: 1/1 meeting

<b>Name</b>	<b>Mr. Teeraphong Mahatham</b>	
<b>Current Position</b>	Independent Director/ Audit Committee Member RNCG Committee Member/	
<b>Age</b>	46 Years	
<b>Address</b>	Bangkok Asset Intergroup Public Company Limited No. 99 of C.P. Tower, North Park, 14 <sup>th</sup> Floor, Soi Ngamwongwan 47 Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210	
<b>Education</b>	Master of Science in Information Systems Management, Carnegie Mellon University, USA. Bachelor of Engineering in Computer Engineering, Chulalongkorn University	
<b>Interest in the Agenda Proposed at the 2026 Annual General Meeting of Shareholders :</b> Has a special interest in Agenda Item No. 8		

**Work Experience during the past 5 years**

**Position in the Company**

- Aug 2022 – Present          Nomination, Remuneration and Corporate Governance Committee Member
- May 2022 - Present          Audit Committee Member
- April 2022 - Present          Independent Director

**Position in Other Listed Companies:** Does not hold any position in other listed companies.

**Position in Other Companies / Other Organizations**

- August 2024 - Present      Vice President, Home Credit Philippines Co., Ltd.
- 2018 - Present              Director, Ratana Inter-Trading Co., Ltd.
- 2021- 2024                  Managing Director, Krungsri Nimble Co., Ltd.
- 2018 - 2021                  Chief Technology Officer, Central JD Fintech Holding Co., Ltd.

**Position as Director/Executive in Other Businesses that May Cause Conflict of Interest with the Company:** Does not hold any position as director/executive in other businesses that may cause conflict of interest with the Company.

**Meeting Attendance in 2025**

- Board of Directors Meeting:              7/7 meetings
- Audit Committee Meetings:              4/4 meetings
- Nomination, Ruminaton Corporate Governance Committee Meeting:    5/5 meeting

**Enclosure 9**

**Proxy Form A, B, and C.**

- Enclosure No. 9.1 - Proxy Form A. This is a general proxy form, designed for simplicity and ease of use.
- Enclosure No. 9.2 - Proxy Form B. This proxy form provides clear and detailed specifications of the authorization granted.
- Enclosure No. 9.3 - Proxy Form C. This is to be used only in the case where the shareholder is a foreign investor and has appointed a custodian in Thailand to act as the share depository and custodian.

## **Proxy Form A.**

This is a general proxy form, designed for simplicity and ease of use.

Duty Stamp  
20 Baht

**Proxy Form A.**

**Enclosure 9.1**

Writing at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....

Residing at House No. .... Road ..... Sub-district .....

District ..... Province ..... Zip Code .....

(2) Being a shareholder of **Bangkok Asset Intergroup Public Company Limited** .....

Total holding of ..... shares and vote as ..... vote as follows:

Ordinary share ..... shares and vote as ..... votes

Preference share ..... shares and vote as ..... votes

(3) hereby appoint

(1) ..... Age ..... years

Residing at House No. .... Road ..... Sub-district .....

District ..... Province ..... Zip Code ..... or

(2) ..... Age ..... years

Residing at House No. .... Road ..... Sub-district .....

District ..... Province ..... Zip Code ..... or

(3) ..... Age ..... years

Residing at House No. .... Road ..... Sub-district .....

District ..... Province ..... Zip Code .....

any and only one person to be my proxy to attend and vote on my behalf at the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. **at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47 Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210** or at any adjournment thereof to any other date, time, and venue. For any act performed by the proxy at the Meeting, it shall be deemed as such acts had been done by me in all respect.

Signed ..... Grantor

(.....)

Signed ..... Grantee

(.....)

Signed ..... Grantee

(.....)

Signed ..... Grantee

(.....)

**Remark:** A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

## **Proxy Form B.**

This proxy form provides clear and detailed specifications of the  
authorization granted.

Duty Stamp  
20 Baht

**Proxy Form B.**

**Enclosure 9.2**

Writing at .....

Date ..... Month ..... Year .....

(1) I/We ..... Nationality .....  
Residing at House No. .... Road ..... Sub-district .....  
District ..... Province ..... Zip Code .....

(2) Being a shareholder of **Bangkok Asset Intergroup Public Company Limited** ..  
Total holding of ..... shares and vote as ..... vote as follows:  
Ordinary share ..... shares and vote as ..... votes  
Preference share ..... shares and vote as ..... votes

(3) hereby appoint  
 (1) ..... Age ..... years  
Residing at House No. .... Road ..... Sub-district .....  
District ..... Province ..... Zip Code ..... or  
 (2) **Mr. Amornsakdi Ketcharoon** ..... Age ..... 59 ..... years  
Residing at House No. 112/130 Millennium Residence Sukhumvit 20 Road Sukhumvit Sub-district Khlong Toei District  
Khlong Toei Province Bangkok Zip Code 10110  
 (3) **Mr. Wakin Thangkulawat** ..... Age ..... 50 ..... years  
Residing at House No. 351/2 ..... Road Rama I Sub-district Rong Mueang  
District Pathum Wan Province Bangkok Zip Code 10330 or  
 (4) **Mr. Teerapong Mahatham** ..... Age ..... 46 ..... years  
Residing at House No. 26 Sukhumvit 95/1 ..... Road - Sub-district Bang Chak  
District Phra Khanong Province Bangkok Zip Code 10260

any and only one person to be my proxy to attend and vote on my behalf at the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. **at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210** or at any adjournment thereof to any other date, time, and venue.

- (4) I / We authorized the proxy to cast the vote at the Meeting in according to my/our intentions as follows:
- **Agenda 1 To acknowledge the report on the Company’s operating results for the year 2025.**  
- *As this agenda item is for acknowledgement only, no voting shall be required.* -
  - **Agenda 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2025.**

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve

Disapprove

Abstain

▪ **Agenda 3 To consider and approve the non-allocation of legal reserve and the omission of dividends for the Company's 2025 operating results.**

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve

Disapprove

Abstain

▪ **Agenda 4 To consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2026.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

▪ **Agenda 5 To consider and approve the election of directors to replace those who retire by rotation for the year 2026.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Election of the Entire Board of Directors.

Approve

Disapprove

Abstain

Election of directors individually.

Name of director..... Mr. Amornsakdi Ketcharoon .....

Approve

Disapprove

Abstain

Name of director..... Mr. Teeraphong Mahatham .....

Approve

Disapprove

Abstain

Name of director..... Ms. Sukanya Thongyam .....

Approve

Disapprove

Abstain

▪ **Agenda 6 To consider and approve the appointment of auditors and determination of the audit fee for the year 2026.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

- **Agenda 7 To consider and approve the allocation of Warrants to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain
  
- **Agenda 8 To consider and approve the issuance and offering of Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) in excess of 5 percent of the total number of Warrants.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

**8.1 Allocation of warrants to Mr. Siripol Yodmuangcharoen of up to 2,100,000 units**  
(representing 20% of the total number of warrants)

Approve                       Disapprove                       Abstain

**8.2 Allocation of warrants to Mr. Amornsakdi Ketcharoon of up to 1,627,500 units**  
(representing 15.50% of the total number of warrants)

Approve                       Disapprove                       Abstain

**8.3 Allocation of warrants to Ms. Sukanya Thongyam of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve                       Disapprove                       Abstain

**8.4 Allocation of warrants to Ms. Tanisorn Tanawongkasaem of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve                       Disapprove                       Abstain

**8.5 Allocation of warrants to Mr. Choosak Sawankasikorn of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve                       Disapprove                       Abstain
  
- **Agenda 9 To consider and approve the registered capital increase of the Company in the amount of 5,250,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 110,250,000 Baht by issuing, not exceed, 10,500,000 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**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain

- **Agenda 10 To consider and approve the allocation of the Company’s newly issued ordinary shares in the amount not exceeding 10,500,000 shares to Directors and/or Executives and/or Employees, to accommodate the exercises of rights under the Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No.1 (BKA-ESOP W1)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

- **Agenda 11 To consider other matters (if any)**

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve

Disapprove

Abstain

(5) Vote of the proxy in any agenda which is not in accordance with my/our intention as specified in this proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate in all respects.

For any act performed by the proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the proxy which is not in accordance with this proxy form.

Signed ..... Grantor

(.....)

Signed ..... Grantee

(.....)

Signed ..... Grantee

(.....)

Signed ..... Grantee

(.....)

**Remark:**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. In case there are more agenda items to be discussed than those specified above, the grantor may make additional authorization in the Enclosure to Proxy Form B.

**Continuation Page to Proxy Form B**

The Proxy is granted by a Shareholder of **Bangkok Asset Intergroup Public Company**

for the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. **at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210** or at any adjournment thereof to any other date, time, and venue.

Agenda..... Re .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve                       Disapprove                       Abstain

Agenda..... Re .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve                       Disapprove                       Abstain

Agenda..... Re .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve                       Disapprove                       Abstain

Agenda..... Re .....

(a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion

(b) The Proxy must cast the votes in accordance with my/our following instructions:

Approve                       Disapprove                       Abstain

## **Proxy Form C.**

This proxy form provides clear and detailed specifications of the  
authorization granted.

**Enclosure 9.3**

Duty Stamp

20 Baht

Proxy Form C.

This form is to be used only in the case where the shareholder is a foreign investor and has appointed a custodian in Thailand to act as the share depository and custodian

Writing at .....

Date ..... Month ..... Year .....

(1) I/We .....

Residing at House No. .... Road ..... Sub-district .....

District ..... Province ..... Zip Code .....

As a custodian for (Shareholder's name) .....

Being a shareholder of **Bangkok Asset Intergroup Public Company Limited** .....

Total holding of ..... shares and vote as ..... vote as follows:

Ordinary share ..... shares and vote as ..... votes

Preference share ..... shares and vote as ..... votes

(2) Hereby appoint

(1) ..... Age ..... year

Residing at ..... Road ..... Sub-district .....

District ..... Province ..... Zip Code ..... or

(2) Mr. Amornsakdi Ketcharoon ..... Age 59 ..... years

Residing at House No. 112/130 Millennium Residence Sukhumvit 20 Road Sukhumvit Sub-district Khlong Toei District

Khlong Toei Province Bangkok Zip Code 10110

(3) Mr. Wakin Thangkulawat ..... Age 50 ..... years

Residing at House No. 351/2 ..... Road Rama I Sub-district Rong Mueang

District Pathum Wan Province Bangkok Zip Code 10330 or

(4) Mr. Teerapong Mahatham ..... Age 46 ..... years

Residing at House No. 26 Sukhumvit 95/1 ..... Road - Sub-district Bang Chak

District Phra Khanong Province Bangkok Zip Code 10260

any and only one person to be my proxy to attend and vote on my behalf at the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210 or at any adjournment thereof to any other date, time, and venue.

(3) I/We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

To grant to the proxy holder the total number of shares held by me/us and have the right to vote

- To grant to the proxy holder a part of
- Ordinary share..... shares and having the right to vote equal to.....vote
  - Preference share..... shares and having the right to vote equal to.....vot
  - Total voting rights.....votes

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

- **Agenda 1 To acknowledge the report on the Company’s operating results for the year 2025.**  
- *As this agenda item is for acknowledgement only, no voting shall be required.* -
- **Agenda 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2025.**
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Approve.....votes  Disapprove.....votes  Abstain.....votes
- **Agenda 3 To consider and approve the non-allocation of legal reserve and the omission of dividends for the Company’s 2025 operating results.**
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Approve.....votes  Disapprove.....votes  Abstain.....votes
- **Agenda 4 To consider and approve the remuneration of the Board of Directors and the sub-committees for the year 2026.**
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Approve.....votes  Disapprove.....votes  Abstain.....votes
- **Agenda 5 To consider and approve the election of directors to replace those who retire by rotation for the year 2026.**
  - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
  - (b) To grant my/our proxy to vote at my/our desire as follows:
    - Election of the Entire Board of Directors.
      - Approve.....votes  Disapprove.....votes  Abstain.....votes
    - Election of Directors on an Individual Basis.
      - Name of director..... **Mr. Amornsakdi Ketcharoon**.....
      - Approve.....votes  Disapprove.....votes  Abstain.....votes
      - Name of director..... **Mr. Teeraphong Mahatham**.....
      - Approve.....votes  Disapprove.....votes  Abstain.....votes
      - Name of director..... **Ms. Sukanya Thongyam**.....
      - Approve.....votes  Disapprove.....votes  Abstain.....votes

- **Agenda 6 To consider and approve the appointment of auditors and determination of the audit fee for the year 2026.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes
  
- **Agenda 7 To consider and approve the allocation of Warrants to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes
  
- **Agenda 8 To consider and approve the issuance and offering of Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No. 1 (BKA-ESOP W1) in excess of 5 percent of the total number of Warrants.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

  - 8.1 Allocation of warrants to Mr. Siripol Yodmuangcharoen of up to 2,100,000 units**  
(representing 20% of the total number of warrants)

Approve.....votes  Disapprove.....votes  Abstain.....votes
  - 8.2 Allocation of warrants to Mr. Amornsakdi Ketcharoon of up to 1,627,500 units**  
(representing 15.50% of the total number of warrants)

Approve.....votes  Disapprove.....votes  Abstain.....votes
  - 8.3 Allocation of warrants to Ms. Sukanya Thongyam of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve.....votes  Disapprove.....votes  Abstain.....votes
  - 8.4 Allocation of warrants to Ms. Tanisorn Tanawongkasaem of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve.....votes  Disapprove.....votes  Abstain.....votes
  - 8.5 Allocation of warrants to Mr. Choosak Sawankasikorn of up to 1,732,500 units**  
(representing 16.50% of the total number of warrants)

Approve.....votes  Disapprove.....votes  Abstain.....votes

- **Agenda 9 To consider and approve the registered capital increase of the Company in the amount of 5,250,000 Baht from the existing registered capital of 105,000,000 Baht to the new registered capital of 110,250,000 Baht by issuing, not exceed, 10,500,000 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**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

- **Agenda 10 To consider and approve the allocation of the Company’s newly issued ordinary shares in the amount not exceeding 10,500,000 shares to Directors and/or Executives and/or Employees, to accommodate the exercises of rights under the Warrant to Purchase Ordinary Shares to Directors and/or Executives and/or Employees of the Company No.1 (BKA-ESOP W1)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

- **Agenda 11 To consider other matters (if any)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

(5) Vote of the proxy in any agenda which is not in accordance with my/our intention as specified in this proxy form shall be deemed invalid and shall not be treated as my/our vote as shareholder.

(6) In case that I/We do not specify my/our voting intention in any agenda or not clearly specify or in case the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate in all respects.

For any act performed by the proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the proxy which is not in accordance with this proxy form.

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

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

Signed..... Grantee  
(.....)

**Remark**

1. Proxy Form C shall be used only by shareholders whose names are shown in the registry as foreign investors and appoint a custodian in Thailand for the shares.
2. Evidence required to be attached to the Proxy includes:
  - (1.) Power of Attorney by the shareholder authorizing the custodian to sign the proxy on behalf of the Shareholder.
  - (2.) Confirmation Letter indicating that the person signing the proxy on behalf of the shareholder is a licensed operator of the business of custodianship
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. If there is any other matter than the agenda specified herein above which the shareholder wishes to be considered at the meeting, the shareholder may add such additional matter in the attached supplemental to this proxy form C.

**Continuation Page of Proxy Form C**

The Proxy is granted by a Shareholder of Bangkok Asset Intergroup Public Company

for the 2026 Annual General Meeting of Shareholders on 24 April 2026 at 10.00 a.m. **at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor, Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210** or at any adjournment thereof to any other date, time, and venue.

Agenda..... Re .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve..... votes  Disapprove..... votes  Abstain..... votes

Agenda..... Re .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve..... votes  Disapprove..... votes  Abstain..... votes

Agenda..... Re .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve..... votes  Disapprove..... votes  Abstain..... votes

Agenda..... Re .....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(b) To grant my/our proxy to vote at my/our desire as follows:

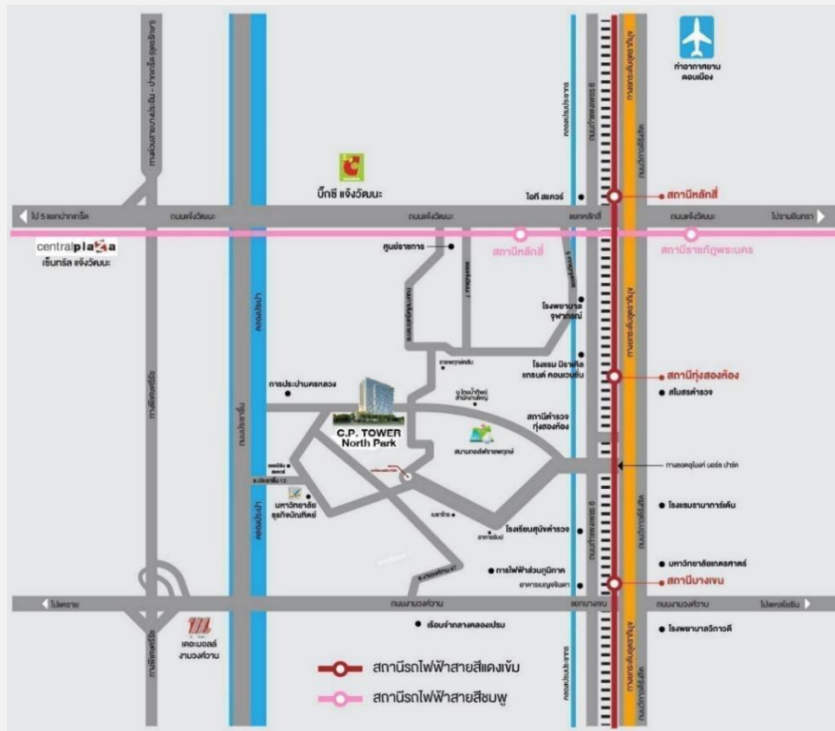
Approve..... votes  Disapprove..... votes  Abstain..... votes

**Enclosure 10**

**Map of the meeting venue**

**at Seminar room No. 99 of C.P. Tower, North Park, 18<sup>th</sup> Floor,**

**Soi Ngamwongwan 47, Intersection 42, Thung Song Hong Subdistrict, Lak Si District, Bangkok 10210**



Please scan this QR Code using your mobile phone camera or a QR Code scanning application.

**Transportation**

<b>Vibhavadi Rangsit Road</b>	Bus (Route) 29, 187, 510 (1-19), 555 SRT Red Line (Thung Song Hong Station)
<b>Ngamwongwan Road</b>	Bus (Route) 63, 104, 134 (2-20), 522 (1-22E), 545 MRT Pink Line (Government Complex Station)
<b>Khlong Prapa Road</b>	Bus (Route) 24, 66, 70