

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.

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

**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.**

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.

<p><b><u>Agenda 9</u></b></p>	<p><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></p>
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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