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No. BR. 024/2022

Date 20th of July 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

To: Shareholders

Bangkok Ranch Public Company Limited

Attachments:

1. Preliminary Details of the Issuance and Allocation of Warrants to purchase the Capital Increase Ordinary Shares of Bangkok Ranch Public Company Limited No.1 (BR-W1)
2. Capital Increase Report Form (Form F53-4)
3. Proxy Form A (general form) Proxy Form B (which particulars of authorization are clearly determined) and Proxy Form C (for foreign investors who have appointed custodians in Thailand to be their share depository)
4. Definition and information of the independent directors for appointment as proxy
5. The Company's Articles of Association in relation to the shareholders' meeting
6. Guidelines for attending the EGM through Electronic Media (E-EGM) and the Appointment of Proxies
7. Registration form for attending the EGM through Electronic Media (E-EGM)
8. Form for the submission of questions prior to the EGM through Electronic Media (E-EGM)

The Board of Directors' Meeting of Bangkok Ranch Public Company Limited (the "Company") No. 5/2022, held on 4th of July 2022, has passed the resolution to call the Extraordinary General Meeting of Shareholders No. 1/2022 on Tuesday, 9th of August 2022 at 14.00 hours via Electronic Media (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other relevant regulations, the registration will be opened from 13.00 hours. The agendas are as follows:

Agenda 1 To acknowledge the matters notified to the meeting

Facts and Rationale: This agenda provides an opportunity for the chairman to independently communicate with the shareholders on the issue which the shareholders should be informed.

The Board's Opinion: For acknowledgement
BANGKOK RANCH PUBLIC COMPANY LIMITED



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Voting : This agenda is for acknowledgement and no casting of vote is required.

Agenda 2 To consider and approve for the decrease of registered capital of the Company by cancelling unsubscribed shares and amendment of Article 4. of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company.

Facts and Rationale: Since the Company would like to issue and allocate the warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1) ("BR-W1 Warrants") in an amount not exceeding 456,723,279 units to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering), as detailed in Agenda 3 below which will be further proposed for the shareholders' meeting's consideration and approval, the Company is required to increase its registered capital by issuing newly issued ordinary shares as detailed in Agenda 4 below, which will be further proposed for the shareholders' meeting's consideration and approval.

However, the Company's current registered capital comprises 482,186 unsubscribed shares. Therefore, in order for the Company to increase its registered capital by issuing newly issued ordinary shares, the Company must comply with Section 136 of the PLCA, which provides that a public limited company may increase its capital by issuing new shares and all the shares must have been issued and sold, and the company must have received payment for the shares in full, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase shares. As a result, the Company is required to reduce its registered capital from the existing registered capital of Baht 4,569,643,720 to Baht 4,567,232,790 by cancelling of 482,186 unsubscribed shares at a par value of Baht 5 per share, totaling Baht 2,410,930. Moreover, to be in line with such reduction of the registered capital, the Company is required to amend Article 4. of the Memorandum of Association of the Company by cancelling the existing wording and replacing with the following wordings:

Article 4.	Registered capital	Baht 4,567,232,790	(Four billion five hundred sixty-seven million and two hundred thirty-two thousand and seven hundred ninety Baht)
	Divided into	913,446,558 shares	(Nine hundred thirteen million and four hundred forty-six thousand and five hundred fifty-eight shares)

	Par value per share	Baht 5 each	(Five Baht)
	Divided into:		
	Ordinary shares	913,446,558 shares	(Nine hundred thirteen million and four hundred forty-six thousand and five hundred fifty-eight shares)
	Preference shares	- None -	- None -

Furthermore, it was appropriate to propose to the shareholders' meeting to consider and approve the authorization of any person authorized by the Board of Directors to have the authority to file applications for registration of the reduction of the registered capital and the amendment to Article 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendation or order of the Public Companies Registrar or officer.

The Board's Opinion: The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the reduction of registered capital of the Company by Baht 2,410,930 from the existing registered capital of Baht 4,569,643,720 to Baht 4,567,232,790 by cancelling 482,186 unsubscribed shares at a par value of Baht 5 per share, the amendment to Article 4. of the Company's Memorandum of Association to be in line with the reduction of the registered capital of the Company and the authorization of any person authorized by the Board of Directors to have the authority to undertake actions in relation to the reduction of the registered capital of the Company and the amendment to Article 4. of the Memorandum of Association of the Company as proposed above in all respects.

Voting: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend and have the right to vote in the meeting, including the abstention in the calculation base.

Agenda 3 To consider and approve for the issuance and allocation of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1) to the existing shareholders of the Company in accordance with their shareholding ratio (Rights Offering).

Facts and Rationale: To prepare for readiness and enhance the financial strength of the Company so that the Company can invest in a variety of initiatives, both domestic and international, and/or has the working capital enough for future operation and/or repay the debts, when the warrant holders exercise their rights under the warrants to purchase the capital increase ordinary shares of the Company. In addition, the Company wishes to provide appropriate returns to the existing shareholders of the Company. Therefore, it is deemed appropriate to propose to the shareholders' meeting for consideration and approval of the issuance and allocation of the BR-W1 Warrants in the amount of not exceeding 456,723,279 units, which shall be appropriated to the existing shareholders on a pro-rata basis to their respective shareholding (Rights Offering) at no costs, at the allocation ratio of 2 existing ordinary shares to 1 unit of the BR-W1 Warrant (in the calculation of the rights of each shareholder to be entitled to the allocation of the BR-W1 Warrants, any fraction will be rounded down). Provided that the BR-W1 Warrants shall have a 4-years term from the date of the issuance of the warrant; whereby the exercise ratio of 1 unit of the BR-W1 Warrants shall be able to purchase 1 newly issued ordinary share at the exercise price of Baht 5 per share (subject to the change of exercise price in event of right adjustment), whereas the Preliminary Details of the BR-W1 Warrants is set out in the Preliminary Details of the Issuance and Allocation of Warrants to purchase the Capital Increase Ordinary Shares of Bangkok Ranch Public Company Limited No.1 (BR-W1) **Attachment No. 1.**

In this regard, the Company will allocate the BR-W1 Warrants to the shareholders whose names appear as shareholders of the Company on the date for determining the names of shareholders on 19 August 2022 after receiving the approval from the Extraordinary General Meeting of Shareholders No. 1/2022. Thus, the determination of such right remains uncertain and subject to an approval of the shareholders' meeting.

The existing shareholders who were allocated the BR-W1 Warrants may exercise their rights to purchase the capital increase ordinary shares of the Company during the exercise period (the Company will receive approximately of Baht 2,283 million from the issuance of the warrants this time in case that the warrants are fully exercised).

In addition, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the delegation of power to the Board of Directors or the Executive Committee or the

Authorized Directors or the persons authorized from the Board of Directors or the Executive Committee or the Authorized Directors to be authorized to (1) fix or amend the details, procedures or any other conditions relating to the issuance and allocation of the BR-W1 Warrants as deemed appropriate to comply with the laws; (2) the contacting, execution, filing, amendment, signing of applications, waivers, evidences, disclosures, reports of the sale, and other documents as necessary and related to the issuance and allocation of the BR-W1 Warrants and the allocation of the capital increase ordinary shares which are issued to accommodate the exercise of the rights of the BR-W1 Warrants to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies and/or relevant agencies, including the listing of the BR-W1 Warrants in the Stock Exchange of Thailand (the "SET") and (3) undertake any actions which are necessary and appropriate in relation to the issuance and allocation of the BR-W1 Warrants in order to take the actions as specified above to its completion.

The Board's Opinion: The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation of the BR-W1 Warrants in the amount of not exceeding 456,723,279 units, which shall be appropriated to the existing shareholders on a pro-rata basis to their respective shareholding (Rights Offering) and the delegation of power to the Board of Directors or the Executive Committee or the Authorized Directors or any person authorized by such persons to undertake the actions relating to this issuance and allocation of the BR-W1 Warrants as detailed above.

Voting: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend and have the right to vote in the meeting, including the abstention in the calculation base.

Agenda 4 To consider and approve for the increase of the registered capital of the Company and amendment of Article 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

Facts and Rationale: Since the Company would like to issue and allocate the BR-W1 Warrants in an amount not exceeding 456,723,279 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at no costs, as proposed to the shareholders' meeting in Agenda 3 above for their consideration and approval and in order to accommodate the exercise right of the BR-W1 Warrant, the Company is required to increase

its registered capital from the existing registered capital of Baht 4,567,232,790 to Baht 6,850,849,185, by issuing the newly issued ordinary shares of 456,723,279 shares, with a par value of 5 per share, total amount of Baht 2,283,616,395, and an amendment of Article 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company by cancelling the existing wording and replacing it with the following wordings:

Article 4.	Registered capital	Baht 6,850,849,185	(Six billion eight hundred fifty million and eight hundred forty-nine thousand and one hundred eighty-five Baht)
	Divided into	1,370,169,837 shares	(One billion three hundred seventy million and one hundred sixty-nine thousand and eight hundred thirty-seven shares)
	Par value per share	Baht 5 each	(Five Baht)
	Divided into:		
	Ordinary shares	1,370,169,837 shares	(One billion three hundred seventy million and one hundred sixty-nine thousand and eight hundred thirty-seven shares)
	Preference shares	- None -	- None -

Furthermore, it was appropriate to propose to the shareholders' meeting to consider and approve the authorization of any person authorized by the Board of Directors to have the authority to file applications for registration of the increase of the registered capital and the amendment to Article 4. of the Memorandum of Association of the Company with the Public Companies Registrar, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendation or order of the Public Companies Registrar or officer.

Details on the increase of the registered capital are as shown in the Capital Increase Report Form (F53-4) **Attachment No. 2.**

The Board's Opinion:

1. Reason and necessity of capital increase for accommodation of the exercise right of the warrants

The Board of Directors is of the opinions that since the food business of the Company tends to expand in the future, whereby the Company aims for continuous growth. Therefore, the Company then issues these warrants to increase the liquidity and to be working capital of the Company including to help strengthen the Company's financial strength, resulting in lower financial costs in the future in order to have the funds for the opportunity of the investment which may approach the Company in future and to achieve the Company's objectives on offering various products and services effectively compete with other operators. The Company will also be able to create the return on the investment to the shareholders on a regular basis. The Board of Directors, therefore, has determined that the Company has the reason and necessity of capital increase for accommodation of the exercise right of the warrants which will be allocated to the existing shareholders of the Company.

2. Feasibility of plans for utilizing the fund received from the exercise right of the warrants

The Board of Directors has contemplated the fund received from the exercise right of the BR-W1 Warrants and considered that the total amount of fund received from the exercise rights of the BR-W1 Warrants of more than Baht 2,283 Million remains uncertain. Thus, the plans for utilizing the fund of the Company are subject to the possibility and success of the fundraising whereby such plans for utilizing the fund will be under the objective of this capital increase. However, the expected fund received from the exercise rights of the BR-W1 Warrants is only one of the liquidity and fundraising management guidelines of the Company. To the extent that the BR-W1 Warrants are not exercised and the Company is still required to increase the liquidity or have the upcoming investment, the Company is able to seek the sources of fund from the loan or other types of the capital increase in order to provide the sources of fund enough for the business of operation of the Company.

3. Reasonableness of the capital increase, plans for utilizing the fund received from the exercise right of the warrants and project to be operated including sufficiency of source of fund

The Board of Directors is of the opinion that the issuance of BR-W1 warrants is to generate appropriate returns to the shareholders and to serve as a guideline for fundraising according to the reasons stated in item 1. above, along with the food business of the Company tends to expand in future. And if the Company has to borrow from financial institutions and through fundraising by issuing various types of debt securities for accommodation of the expansion of its businesses, the Company will have huge amount of outstanding interest and fees and other

relevant cost. This causes will increase in debt to equity ratio and affects the Company's ability to make a loan. The said capital increase for accommodation of the exercise right of the warrants is the fundraising scheme which can reduce relevant expenses, resulting in strengthen the Company's financial strength and stability and has readiness in carrying out the objectives mentioned above effectively. In addition, The said capital increase for accommodation of the exercise right of the warrants is reasonable for the shareholders of the Company because the BR-W1 Warrants will be exercised only if the shareholders realize the value of the Company's business, which will be reflected from the performance results and the share price of the Company.

4. Effects that may be occurred to the business operation of the Company, financial status and performance results of the Company due to the capital increase and operation in accordance with the utilizing plan or project

The Board of Directors is of the opinion that the capital increase and the allotment of the said capital increase for accommodation of the exercise right of the BR-W1 Warrants will be beneficial to the business operation of the Company and will help strengthen the Company's financial strength and stability and will be the guideline for the Company to have an opportunity to raise funds with the low financial cost in the future. Further, this is an opportunity for the Company to raise fund for increasing its potential to expand the investment and to prepare for the business operation of the Company in order to effectively compete with other operators. As a result, the business operation of the Company has a tendency to growth in the future.

5. Certification of the Board of Directors of the Company regarding the capital increase for accommodation of the exercise right of the warrants

In case the directors of the Company does not perform their duty in good faith and with care to protect the interests of the Company in relation to the capital increase and such omission of performance causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Public Limited Companies Act B.E. 2535 (as amended) ("PLCA"). In addition, if such omission of performance causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to reclaim for benefits from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535 (as amended).

In this connection, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the

Company by Baht 2,283,616,395 from the existing registered capital of Baht 4,567,232,790 to Baht 6,850,849,185, by issuing the newly issued ordinary shares of 456,723,279 shares, with a par value of 5 per share, an amendment to Article 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company and the authorization of any person authorized by the Board of Directors to have the authority to undertake actions in relation to the increase of the registered capital of the Company and the amendment to Article 4. of the Memorandum of Association of the Company as proposed above in all respects.

Voting: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend and have the right to vote in the meeting, including the abstention in the calculation base.

Agenda 5 To consider and approve for the allocation of the capital increase ordinary share to accommodate the exercise right of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1).

Facts and Rationale: Since the Company would like increase its registered capital as detailed in Agenda 4 above, the Company is required to propose to the shareholder's meeting to consider and approve the allocation of the capital increase ordinary shares of the Company in the amount of not exceeding 456,723,279 shares, with a par value of Baht 5 per share to accommodate the exercise of the right to convert the BR-W1 Warrants to ordinary shares. The detail of the allocation of the capital increase ordinary shares are as shown in the Capital Increase Report Form (F53-4) **Attachment No. 2**

Furthermore, it was appropriate to propose to the shareholders' meeting to consider and approve the delegation of power to the Board of Directors or the Executive Committee or the Authorized Directors or the persons authorized from the Board of Directors or the Executive Committee or the Authorized Directors to be authorized to undertake any actions that are necessary for or relevant to such allocation of the capital increase ordinary shares as appropriate, which include the contacting, execution, filing, amendment, signing of applications, waivers, and other documents as necessary and related to the allocation of the capital increase ordinary shares to the government agencies or relevant agencies, including the listing of the capital increase ordinary shares in the SET.

The Board's Opinion: The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of the capital increase ordinary

shares in the amount of not exceeding 456,723,279 shares, with a par value of Baht 5 per share to accommodate the exercise of the right to convert the BR-W1 Warrants to ordinary shares which shall allocate to the existing shareholders on a pro-rata basis to their respective shareholding (Rights Offering) and the delegation of power to the Board of Directors or the Executive Committee or the Authorized Directors or any person authorized by such persons to undertake the actions relating to the allocation of newly issued ordinary shares as detailed above.

Voting: The resolution for this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda 6 To consider other matters (if any)

Facts and Rationale: This agenda is provided for shareholders to make any query and/or express their opinions to the Board (if any) and/or request for the Board to provide the explanation and answer the questions where there will not be any matter proposed to the shareholders' meeting for consideration and approval and there is no voting on this agenda.

In this regard, the Company has determined the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/ 2022 (Record Date) on 19th of July 2022.

In order the shareholders wish to attend the E-EGM, such shareholders or proxies will be required to submit the Registration form for attending the EGM through Electronic Media E-EGM), details as set out in **Attachment No. 7** and the verification documents required, details as set out in the meeting invitation to the Company **within 4 August 2022** via e-mail: **irgroup@br-bangkokranch.com**. Once the Company has successfully verified the identity of the shareholders who are entitled to attend the E-EGM as on the set record date, 19 July 2022, the Company shall send "Username" and "Password" for logging in the meeting control system to the shareholders via the e-mail address provided to the Company.

In the event that any shareholders is unable to attend the meeting in person and would like to appoint a proxy to attend the meeting and cast votes on his/her behalf, please use either Form A (general form) or Form B (which particulars of authorization are clearly determined) or Proxy Form C (for foreign investors who have appointed custodians in Thailand to be their share depository) as shown in **Attachment 3** where Form A, Form B and Form C can be downloaded from the Company's website:

http://investor.bangkokranch.com/shareholder_meeting.html.

Any shareholder who is unable to attend the meeting can appoint a proxy by appointing one of the Company's independent directors namely; Mr. Kunakorn Makchaidee or Assoc. Prof. Dr. Poranee

Pataranawat or Mrs. Pornpun Boonchaisri to attend the meeting and cast votes on his/her behalf. The definition and details of the independent directors are as shown in Attachment 4 which had already been delivered together with this Invitation letter. In this regard, **please submit the proxy form by 4th of August 2022 to the Company** at the address below:

Bangkok Ranch Public Company Limited "Company Secretary"
No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand

Please be hereby informed and kindly attend the meeting on the date and time in accordance with the manner as specified above. Your attention would be very much appreciated.

Sincerely Yours,

Bangkok Ranch Public Company Limited



(Mrs. Rosanna Suchaovanich)

Chairman of the Board of Director

NOTES: All shareholders can access the invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 and all supporting documents through the Company's website <http://investor.bangkokranch.com/home.html> from 25th of July 2022 under section "Investor Relations/Shareholder Info/Shareholders' Meeting". The shareholders may submission of questions prior to the EGM in advance as detail shown in Attachment 8.

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**Preliminary Details of the Issuance and Allocation of Warrants to purchase the Capital Increase Ordinary
Shares of Bangkok Ranch Public Company Limited No.1 (BR-W1)**

Issuer	Bangkok Ranch Public Company Limited (the "Company")
Name	Warrants to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No. 1 (BR-W1) (the "BR-W1 Warrants")
Type of warrants	In named certificates and Transferable
Allocation Method	<p>The BR-W1 Warrants shall be allocated to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) (after being approved by the Extraordinary General Meeting of Shareholders No. 1/2022, which will be held on 9 August 2022) at no cost, at the allocation ratio of 2 existing ordinary shares for 1 unit of the BR-W1 Warrants. The Company will issue and allocate the BR-W1 Warrants to the shareholders whose names appear as shareholders of the Company on the date for determining the names of shareholders who shall be entitled to receive the BR-W1 Warrants on 19 August 2022.</p> <p>In calculating the number of BR-W1 Warrants to be allocated to each shareholder, any fractions of shares or warrants derived from the calculation based on the allocation ratio set forth shall be rounded down.</p>
Number of warrants issued	Not exceeding 456,723,279 units
Price per unit	Baht 0 (at no cost)
Exercise ratio	1 unit of BR-W1 Warrants for 1 capital increase ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Exercise price	Baht 5 per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment. However, in case of there is the rights adjustment, the exercise price of warrants per unit shall be required to fix not less than a per value of ordinary share of the Company, unless it is categorized to except by the law.
Issuance Date	To be determined by the Board of Directors or the Executive Committee or the person(s) authorized by the Board of Directors or the Executive Committee
Term of the Warrants	4 years from the issuance date, provided that the Company shall not extend the term of the BR-W1 Warrants after the issuance.

Exercise period	The warrant holders shall be entitled to exercise their rights under the Warrants to purchase ordinary shares of the Company on the last business day of every Quarter (3 months) of each calendar year throughout the term of the BR-W1 Warrants (the " Exercise Date "). The Company expects that the first exercise date is the last business day of December 2022 and the last exercise date shall be the 4th anniversary from the issuance date of BR-W1 Warrants. In case of the last Exercise Date is on the holiday of the Stock Exchange of Thailand (" SET "), the last Exercise Date will be postponed to the prior business day.
Period for the notification of the intention to exercise the Warrants	The warrant holders who wish to exercise their rights to purchase the capital increase ordinary shares of the Company shall deliver a notification of intention to exercise the BR-W1 Warrants during 8.30 am. until 3.30 p.m. within the period of 5 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the BR-W1 Warrants shall be delivered within the period of 15 business days prior to the last Exercise Date.
Irrevocability of the notification of intention to exercise the Warrants	The intention to exercise the BR-W1 Warrants shall be irrevocable upon the notification of intention to exercise the BR-W1 Warrants is served. The BR-W1 Warrants which have remained from the exercise right or have not been yet exercised in the Exercise Date, can be accumulated to accommodate the next Exercise Date throughout the term of the BR-W1 Warrants. But if the term of the BR-W1 Warrants is expired, the BR-W1 Warrants which have not been yet exercised will be cancelled.
Numbers of ordinary shares reserved to accommodate the exercise of the Warrants	<p>The number of ordinary shares reserved for the BR-W1 Warrants in the amount of not exceeding 456,723,279 shares with a par value of Baht 5.00 per share, would equivalent to 50 % of the total issued shares of the Company.</p> <p>Calculation method for the ratio of reserved shares:</p> $= \frac{\text{Number of shares reserved for BR-W1}}{\text{Number of total issued shares of the Company}}$ $= \frac{456,723,279}{913,446,558}$ $= 50\%$

Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the BR-W1 Warrants
Secondary market of the Warrants	The Company will list the BR-W1 Warrants on the Stock Exchange of Thailand.
Secondary market of the shares issued upon the exercise of the Warrants	The Company will list the ordinary shares issued upon the exercise of the BR-W1 Warrants on the Stock Exchange of Thailand.
Dilution effects	<p>1. Control Dilution</p> <p>After the issuance and allocation of the BR-W1 Warrants to the existing shareholders of the Company, if all of the BR-W1 Warrants are fully exercised and all of the warrant holders who exercise the Warrants are not the existing shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 33.33%.</p> <p>Calculated based on the number of reserved shares (for the BR-W1 Warrants) totaling 456,723,279 shares divided by (1) the total issued shares of the Company as of 4 July 2022 at 913,446,558 shares and (2) the number of shares reserved for the BR-W1 Warrants</p> $\text{Control Dilution} = \frac{\text{Number of shares reserved for the Warrants}}{\text{Number of paid-up shares} + \text{Number of shares reserved for BR-W1}}$ $= \frac{456,723,279}{913,446,558 + 456,723,279}$ $= 33.33\%$ <p>2. Price Dilution</p> <p>After the issuance and allocation of BR-W1 Warrants to the existing shareholders, if all of the BR-W1 Warrants are fully exercised, the price dilution will not be happened because the exercise price is higher than the market price before allocation.</p>

	<p>The weighted average price of shares of the Company trading in the SET between 15 business days prior to the date that the Board of Directors has a resolution to propose an agenda regarding the issuance and allocation of the warrants to the Extraordinary General Meeting of Shareholders (during 13 June 2022 and 1 July 2022) is of Baht 3.57 per share.</p> <p>3. EPS Dilution</p> <p>After the issuance and allocation of BR-W1 Warrants to the existing Shareholders, if all of the BR-W1 Warrants are fully exercised and all of the warrant holders who exercise the Warrants are not the existing shareholders of the Company, the ESP dilution will be 33.33%</p> <p>Calculated based on the difference between (1) earnings per share for the first quarter of 2022 ending 31 March 2022 using 913,446,558 shares and (2) earnings per share for the first quarter of 2022 ending 31 March 2022 using the number of shares [913,446,558 + 456,723,279] shares. By subtracting the net earnings per share under (1) with the earnings per share in (2) and dividing by the earnings per share under (1).</p> <p>Note: The Company has a net profit according to the consolidated financial statements for the first quarter of Baht 61.64 million.</p> $\text{EPS Dilution} = \frac{[\text{EPS at existing shares} - \text{EPS after warrants are fully exercise}]}{\text{EPS at existing shares}}$ $= \frac{[61.64/913.44] - [61.64/1,370.17]}{[61.64/913.44]}$ $= 33.33\%$
Events that require the issuance of new shares to accommodate the rights adjustment	<p>When the Company adjusts the exercise price and/or the exercise ratio pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Capital Increase Ordinary Shares of Bangkok Ranch Public Company Limited No. 1 (BR-W1) (the "Terms and Conditions"), which resemble the events stipulated in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No.TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Warrants to Purchase Newly Issued Shares and Shares Issuable upon the Exercise of Warrants dated 15 December 2008 (as amended).</p>

<p>Conditions of right adjustment of the warrant</p>	<p>The Company will be required to adjust the exercise price and/or the exercise ratio (or the adjustment of number of units of the warrants in place of the right adjustment) upon the occurrence of any of the following events:</p> <p>(1) in the event of any change in the par value of the Company's ordinary share as result of a consolidation or a split of shares;</p> <p>(2) in the event that the Company offers ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per newly issued ordinary share below 90 percent of the market price per ordinary share of the Company;</p> <p>(3) in the event that the Company offers new securities to its existing shareholders and/or public and or specific investors, and such securities confer the rights of conversion or exchange into ordinary shares or the rights to subscribe for ordinary shares (such as convertible debentures or warrants to purchase ordinary shares) at the net price per newly issued ordinary shares below 90 percent of the market price per ordinary share of the Company;</p> <p>(4) in the event that the Company distributes dividends, whether in whole or in part in the form of the Company's ordinary shares to its shareholders;</p> <p>(5) in the event that the Company distributes dividends in cash in excess of 80 percent of the Company's net profit after deduction of the income tax under the standalone financial statements of the Company of any relevant fiscal year excluding the retained earnings during the term of the warrants; provided that in distributing the dividends in cash from the Company's net profits under the standalone financial statements of the Company of each fiscal year, it shall not take into account whether such actual dividend distribution is made within or after the period of such fiscal year. Furthermore, the percentage of the dividends to be distributed to the shareholders shall be calculated by using the actual dividends in cash paid from the performance of each fiscal year divided by the net profits under the standalone financial statements of the Company after deduction of the income tax from the performance of such fiscal year; and</p> <p>(6) any event that renders the warrant holders losing their rights and interest they should have had pursuant to such Warrants in any way other than those stated in items (1) - (5), the Company shall be entitled to consider adjusting the exercise price and or the exercise ratio (or adjusting the number of units of the Warrants in lieu of adjusting the exercise ratio) in a fair manner.</p>
------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

	<p>As such, the Board of Directors or the Executive Committee or the Authorized Directors or the persons authorized from the Board of Directors or the Executive Committee or the Authorized Directors are authorized to consider and fix the conditions and other details in relation to the adjustment or change of the exercise ratio and exercise price (including the adjustment of number of units of the warrants in place of the right adjustment).</p> <p>In this respect, the definitions, rights adjustment formula, as well we other details shall be in accordance with the Terms and Conditions.</p>
<p>Purposes of issuing the Warrants and benefits that the Company would gain from the allocation of newly issued shares</p>	<p>To prepare for readiness and enhance the financial strength of the Company so that the Company can invest in a variety of initiatives, both domestic and international, and/or has the working capital enough for future operation and/or repay the debts, when the warrant holders exercise their rights under the Warrants to purchase the capital increase ordinary shares of the Company. In addition, the Company wishes to provide appropriate returns to the existing shareholders of the Company; therefore, the Company will issue and allocate the BR-W1 Warrants to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) under which the existing shareholders receiving the Warrants may exercise their rights under the Warrants to purchase the capital increase ordinary shares of the Company during the scheduled exercise period.</p>
<p>Expected benefits to shareholders from the capital increase</p>	<p>In the event the warrant holders exercise their rights under the Warrants to purchase the capital increase ordinary shares, the shareholders would gain the benefits from the Company as the Company will be able to utilize such proceeds by investing in its relating future projects as deemed appropriate and/or using as the working capital and/or repayment of the debts which will be in line with the objectives of the issuance and allocation of the Warrants.</p>

(F53-4)

Capital Increase Report Form
Bangkok Ranch Public Company Limited

Bangkok Ranch Public Company Limited (the "**Company**"), hereby report of the resolution of the Board of Directors Meeting No. 5/2022 held on 4 July 2022 in respect of a capital increase and share allotment as follows:

1. Capital Reduction and Increase

The Board of Directors Meeting has passed the following resolutions:

1.1 The Board of Directors has resolved to approve for proposal to the Extraordinary General Meeting of Shareholders to consider and approve for the reduction of the registered capital of the Company from Baht 4,569,643,720 to Baht 4,567,232,790, divided into 913,446,558 ordinary shares with a par value of Baht 5.00 each, by cancelling 482,186 unsubscribed ordinary shares at the par value of Baht 5.00, totaling Baht 2,410,930.

1.2 The Board of Directors has resolved to approve for proposal to the Extraordinary General Meeting of Shareholders to consider and approve for the increase of the registered capital of the Company from Baht 4,567,232,790 to Baht 6,850,849,185, divided into 1,370,169,837 ordinary shares with a par value of Baht 5.00 each, by the issuance of 456,723,279 capital increase ordinary shares with a par value of Baht 5.00 each totaling Baht 2,283,616,395. Details of the capital increase are as follows:

Type of Capital Increase	Type of Share	No. of Shares	Par Value (Baht/Share)	Total Value (Baht)
<input checked="" type="checkbox"/> specifying the purpose of utilizing proceeds	Ordinary shares	456,723,279	5.00	2,283,616,395
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of Capital Increase Shares

2.1 Type of specifying the purpose of utilizing proceeds

Allotted to	To accommodate the exercise of the BR-W1 Warrants being offered to existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) (the "BR-W1 Warrants")
No. of Share	Not exceeding 456,723,279 shares
Ratio (old : new)	<u>Allocation Ratio</u> : 2 ordinary shares for 1 unit of BR-W1 Warrant <u>Exercise Ratio</u> : 1 unit of the BR-W1 Warrant for 1 capital increase ordinary share
Sale price per share (Baht)	The BR-W1 Warrants will be issued for non-consideration (0 Baht) by fixing the exercise price at 5.00 Baht per share.
Subscription and payment period	The exercise of the rights to purchase the capital increase ordinary shares of the Company under the BR-W1 Warrants shall be in accordance with the provisions concerning the exercise of the warrants stipulated in the Terms and Conditions governing the Rights and Obligations of the Issuer and Holders of the Warrants to purchase the Capital Increase Ordinary Shares of Bangkok Ranch Public Company Limited (BR-W1) (the "Terms and Conditions").

Remark : The BR-W1 Warrants shall be allocated to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) (after being approved by the Extraordinary General Meeting of Shareholders No. 1/2022, which will be held on 9 August 2022) at no cost. The Company will issue and allocate the BR-W1 Warrants to the shareholders whose names appear as shareholders of the Company on the date for determining the names of shareholders who shall be entitled to receive the BR-W1 Warrants on 19 August 2022

2.1.1 The Company's plan in case there is a fraction of shares remaining

In case of any fraction of shares which cannot be calculated based on the exercise ratio according to the allotting the Company's warrant, those fraction of shares shall be rounded down.

2.1.2 In case of the exercise right will be required to adjust upon the occurrence of the conditions of right adjustment as specified in the Terms and Conditions, resulting that there will be the fraction of shares raised from the exercise of the BR-W1 Warrants, those fraction of shares will be rounded down.

2.2 General Mandate

-None-

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

The Extraordinary General Meeting of Shareholders No. 1/2022 will be held on Tuesday, 9 August 2022 at 14.00 hrs, via electronic media conference (e-Meeting) only, which shall be broadcasted from Bangkok Meeting Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road,

Bangphli Yai, Bangphli, Samutprakan and the Record Date for determining the names of the shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022 shall be fixed on 19 July 2022.

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

The Company shall register the increase of registered capital, the amendment to the Memorandum of Association and the change of the paid-up capital with the Department of Business Development, the Ministry of Commerce and file the application for listing of the BR -W1 Warrants and capital increase ordinary shares arising from the exercise of the BR-W1 Warrants as listed securities with the Stock Exchange of Thailand in compliance with the applicable laws and regulations.

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

- To support the exercise of warrants allotted to the existing shareholders
- To prepare for readiness and enhance the financial strength of the Company so that the Company can use the funds for expansion of its future projects and investment in a variety of initiatives, both domestic and international and/or using as the working capital and/or repayment of the debts when the warrant holders exercise their rights under the BR-W1 Warrants to purchase the capital increase ordinary shares.

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

To enhance the financial strengths and/or to retain the liquidity of working capital for the Company's operation and/or to reduce the burden of debts of the Company.

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

7.1 Dividend Policy

The Company has the policy to pay dividend for 50% of net profit after deduction of tax, legal reserve, and other provision (if any). In doing so, the Board of Directors of the Company shall have the authority to consider dividend payment by taking into accounts of various factors for the shareholders' ultimate benefit, such as preservation of money for future investment plan, for loan repayment, or supporting as working capital of the Company in case of effects from the change of market conditions and etc.

7.2 Right for receiving dividend

The holders of the BR-W1 Warrants are entitled to receive dividend when they have exercised their rights to convert the BR-W1 Warrants into the capital increase ordinary shares of the Company and have been recored as shareholders of the Company.

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

After the issuance and allocation of the BR-W1 Warrants to the existing shareholders of the Company, if all of the BR-W1 Warrants are fully exercised and all of the warrant holders who exercise the Warrants are not the existing shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 33.33%.

9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase/share allotment

No.	Actions	Schedule
1	Board of Directors' Meeting passed a resolution approving the capital increase and allotment of new shares	4 July 2022
2	Notifying the SET of the resolutions of Board of Directors Meetings	5 July 2022
3	Record Date to determine shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022	19 July 2022
4	The Extraordinary General Meeting of Shareholders 1/2022	9 August 2022
5	Notifying the SET of the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022	10 August 2022
6	Registration of capital increase and amendment to the Memorandum of Association with Department of Business Development, Ministry of Commerce	Within 14 days from the date of the EGM
7	Record date for determining the shareholders who entitled to receive allocation of the BR-W1 Warrants	19 August 2022
8	Date of allocation of the BR-W1 Warrants	It will be notified in later

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

-Signed -

(Mrs. Rosanna Suchaovanich and Mr. Joseph Suchaovanich)

Authorized Directors of the Company



Attachment 3
(Duty Stamp 20 Baht)
(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแรนช์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Company Limited (the Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ _____ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 2)
Hereby appoint _____ (The shareholder may appoint the Independent Director/Audit Committee of the company to be the proxy, please refer to details in Remark No.2)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code or

☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/ 2565 ในวันอังคารที่ 9 สิงหาคม 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022, Tuesday 9 August 2022 at 14.00 hours via Electronic Media (E-EGM) or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting. It shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 4)
The shareholder may appoint Independent Director/Audit Committee of the Company to be the proxy as follow; (details of directors as shown in the Attachment 4)

- (1) นายคุณากร เมฆใจดี หรือ / Mr. Kunakorn Makchaidee; or
- (2) รศ.ดร. ภรณ์ ภัทรานวัช หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
- (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri



Attachment 3

(Duty Stamp 20 Baht)
(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ nationality
อยู่บ้านเลขที่ _____
Address _____

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแรนช์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Public Company Limited (The Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ _____ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)
Hereby appoint _____ (The shareholder may appoint the Independent Director/Audit Committee of the Company to be the proxy, please refer to details in Remark No.4)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphur/district _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province _____ Postal Code _____ or _____

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphur/district _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province _____ Postal Code _____ or _____

☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphur/district _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/ 2565 ในวันอังคารที่ 9 สิงหาคม 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022, shall be held on Tuesday 9 August 2022 at 14.00 hours via Electronic Media (E-EGM) or such other date, time and place as the Meeting may be adjourned.

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

วาระที่ 1 เรื่องแจ้งเพื่อทราบ

Agenda 1 To acknowledge the matters notified to the meeting

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

As this item is for information to shareholders, there will be no voting.

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ โดยวิธีการตัดหุ้นสามัญที่ยังไม่ได้นำออกจำหน่าย และพิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda 2 To consider and approve for the decrease of registered capital of the Company by cancelling unsubscribed shares and amendment of Article 4. of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บางกอกแรนช์ จำกัด (มหาชน) ครั้งที่ 1 (BR-W1) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 3 To consider and approve for the issuance and allocation of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1) to the existing shareholders of the Company in accordance with their shareholding ratio (Rights Offering).

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ และพิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 4 To consider and approve for the increase of the registered capital of the Company and amendment of Article 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บางกอกแรนช์ จำกัด (มหาชน) ครั้งที่ 1 (BR-W1)
- Agenda 5 To consider and approve for the allocation of the capital increase ordinary share to accommodate the exercise right of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1)

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 6 Other Matters (if any)

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- (5) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบอำนาจ _____
Other statements or evidences (if any) of the proxy
- (6) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นหลักฐานในการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบอำนาจ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบอำนาจ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีผู้รับมอบฉันทะตามแบบ ค.
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy except the proxy as form C.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ
In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.
4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนน ก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)
If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (5).
5. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 4)
The shareholder may appoint only one Independent Director/Audit Committee of the Company to be the proxy as follows: (details of directors as shown in the Attachment 4)

- (1) นายคุณากร เมฆใจดี หรือ / Mr. Kunakorn Makchaidee; or
- (2) รศ.ดร. ภรณ์ ภัทรานวิธ หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
- (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri

ใบประจำต่อแบบหนังสือมอบฉันทะ
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแรนช์ จำกัด (มหาชน)
The proxy is granted by a shareholder of Bangkok Ranch Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/ 2565 ในวันอังคารที่ 9 สิงหาคม 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No.1/2022, shall be held on Tuesday 9 August 2022 at 14.00 hours via
Electronic Media (E-EGM) or such other date, time and place as the Meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____
 Item Re :

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนั่งส้อมมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
 I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed _____ ผู้มอบฉันทะ/ Grantor
 (_____)
 วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบฉันทะ/ Proxy
 (_____)
 วันที่/ Date _____



หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแลนด์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Public Company Limited (The Company)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)
Hereby appoint (The shareholder may appoint the Independent Director/Audit Committee of the Company to be the proxy, please refer to details in Remark No.4)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ในวันอังคารที่ 9 สิงหาคม 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2022, shall be held on Tuesday 9 August 2022 at 14.00 hours via Electronic Media (E-EGM) or such other date, time and place as the Meeting may be adjourned.

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

วาระที่ 1 เรื่องแจ้งเพื่อทราบ

Agenda 1 To acknowledge the matters notified to the meeting

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน

As this item is for information to shareholders, there will be no voting.

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ โดยวิธีการตัดหุ้นสามัญที่ยังไม่ได้นำออกจำหน่าย และพิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda 2 To consider and approve for the decrease of registered capital of the Company by cancelling unsubscribed shares and amendment of Article 4. of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บางกอกแรนช์ จำกัด (มหาชน) ครั้งที่ 1 (BR-W1) ให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 3 To consider and approve for the issuance and allocation of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1) to the existing shareholders of the Company in accordance with their shareholding ratio (Rights Offering).

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ และพิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 4 To consider and approve for the increase of the registered capital of the Company and amendment of Article 4. of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บางกอกแรนช์ จำกัด (มหาชน) ครั้งที่ 1 (BR-W1)

Agenda 5 To consider and approve for the allocation of the capital increase ordinary share to accommodate the exercise right of the Warrant to purchase the capital increase ordinary shares of Bangkok Ranch Public Company Limited No.1 (BR-W1)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 Other Matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form is only used by foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences showing with Proxy Form are
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of Attorney from shareholder empowering custodian to sign in Proxy Form.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Confirmation Letter that person signing in the proxy is granted permission to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ
In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.
5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)
If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (6).
6. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัท คนใดคนหนึ่งเพียงคนเดียว ดังต่อไปนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 4)
The shareholder may appoint Independent Director/Audit Committee of the Company to be the proxy as follow; (details of directors as shown in the Attachment 4)
 - (1) นายคุณากร เมฆใจดี หรือ / Mr. Kunakorn Makchaidee; or
 - (2) รศ.ดร. ภรณ์ ภัทรานวชิ หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
 - (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri

ใบประจำต่อแบบหนังสือมอบฉันทะ
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท บางกอกแลนด์ จำกัด (มหาชน)

The proxy is granted by a shareholder of Bangkok Ranch Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/ 2565 ในวันอังคารที่ 9 สิงหาคม 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No.1/2022, shall be held on Tuesday 9 August 2022 at 14.00 hours via Electronic Media (E-EGM) or such other date, time and place as the Meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ _____ เรื่อง _____
 Item Re :

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนี้สือมอบอำนาจถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
 I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed _____ ผู้มอบอำนาจ/ Grantor
 (_____)
 วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบอำนาจ/ Proxy
 (_____)
 วันที่/ Date _____

Definition of Independent Director

Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, which is in line with and more stringent than the criteria established by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission as follows:

1. holding shares not exceeding 1 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company; including the shares held by related persons of such independent director;
2. neither being nor used to be a director who takes part in management, employee, officer, advisor who receives regular salary, or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless it has been not less than 2 years after the person has held the position;
3. not being a person related by blood with other director, executives, major shareholders, controlling persons, or persons who will be nominated as director, executive or controlling persons of the Company or its subsidiary;
4. neither having, nor used to have any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company in any manner that may interfere with his/her independent judgment; and neither being nor used to be a substantial shareholder or controlling person of the person having business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; unless it has been not less than 2 years after the person has held the position;
5. neither being, nor used to be an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company and, nor being a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless it has been not less than 2 years after the person has held the position;
6. neither being, nor used to be a provider of any professional services including legal advisory or financial advisory services that receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; and nor being a substantial shareholder, controlling person, or partner of the professional service provider; unless it has been not less than 2 years after the person has held the position;
7. not being a director who has been appointed as representative of the Company's director, major shareholder, or any shareholder who are related person of the Company's major shareholder;
8. neither operating any business having the same nature which significantly competes with the business of the Company or its subsidiaries; nor being a substantial partner or a director who take part in management, employee, officer, advisor who receives a regular salary, or hold more than 1 percent of the total number of

shares with the voting rights of a company that operates the business having the same nature and significantly competes with the business of the Company's or its subsidiaries; and

9. not having any other condition which may obstruct the expression of independent opinions on the Company's operation.

The Company may appoint a person who has or used to have a business relationship or provide a professional service with service fee exceeding as described in item No. 4 or 6 above as independent director if the Board carefully considers and agrees that the appointment will not interfere the performance of duties and the exercise of independent judgment. Thus, the Company must disclose the following information in the notice calling the shareholders' meeting under agenda items regarding the appointment of independent directors:

- a) The nature of the business relationship or professional service that deems such person to have characteristics not in compliance with the specified regulations.
- b) The reason and necessity to retain or appoint such person as an independent director;
- c) The Board's opinion on proposing the appointment of such person as an independent director.

The Information of Independent Director for appointment as proxy	
Name - Surname	Mr. Kunakorn Makchaidee
Age (Years)	67
Address	19/1 Soi King Chamnan Aksorn, Phahon Yothin Road, Phaya Thai, Bangkok.
Current Position	Independent Director, Chairman of the Audit Committee, Member of Risk Committee And Member of the Environmental, Social Governance and Sustainability Committee
Director Training	<input type="checkbox"/> Chartered Director Class 5/2009 <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2008) <input type="checkbox"/> Audit Committee Program (ACP 17/2007) <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2005) <input type="checkbox"/> Director Certificate Program (DCP 7/2001) <input type="checkbox"/> The Role of the Chairman Program (RCP 5/2001)
Education	<input type="checkbox"/> Master of Business Administration (Finance) Delta State University, U.S.A. <input type="checkbox"/> Bachelor of Accounting, University of the Thai Chamber of Commerce.
Working Experiences within 5 years	2021 - Present Audit Committee, Nomination and Remuneration Committee member Surapon Foods Plc., 2016 - Present Chairman of Audit Committee, AIRA Factoring Plc., 2004 - Present Independent Director, AIRA Factoring Plc., 2011 - 2016 Director, AIRA Factoring Plc., 2002 - Present Director, Chao Khun Agro Products Co.,Ltd 1991 - December 2019 Director, Business Venture Promotion Co.,Ltd 2018 - October 2019 Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee, Hydroquip Co.,Ltd 2018 - April 2019 Independent Director, Eastern Energy Plus Co.,Ltd 2001 - Present Audit Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary	- None -
Being a professional service provider (i.e. auditor, lawyer)	- None -
Having the significant business relations that may affect the ability to perform independently	- None -



The Information of Independent Director for appointment as proxy	
Name - Surname	Associate Professor Dr. Poranee Pataranawat
Age (Years)	70
Address	No. 127 Soi Thanomchit, Sutthisarn Vinitchai Road, Dindaeng, Bangkok 10400 Thailand
Current Position	Independent Director, Member of the Audit Committee, Member of Nomination & Remuneration Committee, Member of Risk Committee Chairman of the Environmental, Social Governance and Sustainability Committee
Director Training	Directors Accreditation Program (DAP) 112/2014
Education	<input type="checkbox"/> Ph.D. (Environmental Toxicology, Technology and Management), Asian Institute of Technology (AIT) <input type="checkbox"/> Master of Science (Botany), Chulalongkorn University <input type="checkbox"/> Bachelor of Science (Botany), Chulalongkorn University
Working Experiences within 5 years	2014 - Present Adviser on Environmental & Sustainable Development, The Karen National Union (KNU), Mergui, Republic of the Union of Myanmar 2014 - Present Professional in The Environmental Impact Assessment (EIA) Committee on Petroleum Development 2013 - Present Special Lecturer, Master of Science in Environmental Technology and Doctor of Philosophy in Environmental Technology (International Programme), Faculty of Public Health, Mahidol University, Ratchawithee Campus and Master of Architecture, Silpakorn University, Wang Tha Phra Campus
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary - None -	
Being a professional service provider (i.e. auditor, lawyer) - None -	
Having the significant business relations that may affect the ability to perform independently - None -	



The Information of Independent Director for appointment as proxy	
Name - Surname	Mrs. Pornpun Boonchaisri
Age (Years)	69
Address	63/78 Soi 122/3, Senanivej Village 1, Senanikhom Rd., Lardprao, Bangkok 10230 Thailand
Current Position	Independent Director, Member of the Audit Committee, Chairman of Nomination & Remuneration Committee and Member of Risk Committee And Member of the Environmental, Social Governance and Sustainability Committee
Director Training	Directors Accreditation Program (DAP 90/2011) The Thai Institute of Directors Association (IOD)
Education	<input type="checkbox"/> Master Degree of Art in Business Law, Chulalongkorn University. <input type="checkbox"/> Bachelor Degree of Accountancy, Chulalongkorn University.
Working Experiences within 5 years	2009 - 2015 Assistant Managing Director of Accounting and Finance, Khonburi Sugar Public Company Limited 2017 - Present Accounting Advisor, Behouse Company Limited 2015 - 2017 Accounting Advisor, MTS Gold Company Limited
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary - None -	
Being a professional service provider (i.e. auditor, lawyer) - None -	
Having the significant business relations that may affect the ability to perform independently - None -	



The Company's Articles of Association in relation to the Shareholders' Meeting

Article 35 The Board of Directors shall call a Shareholders' Meeting which is an Annual General Shareholders' Meeting within 4 (four) months from the end of fiscal year of the Company.

Shareholders' Meetings other than the one referred to in the first paragraph shall be called Extraordinary General Shareholders' Meeting.

The Board of Directors shall call an Extraordinary General Shareholders' Meeting at any time it deems appropriate. Shareholder(s) who individually or collectively hold shares not less than ten (10) percent of the total number of shares sold, have the right to send a letter asking the Board of Directors to convene an Extraordinary General Shareholders' Meeting at any time as they deem appropriate, provided that the letter shall state the clear reason for convening such a meeting. In this case, the Board of Directors must arrange for an Extraordinary Shareholders' Meeting to be held within forty-five (45) days from the date of receipt of the letter from the aforementioned Shareholders.

Article 36 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, approval, or consideration, as the case may be. The meeting notice shall include the opinion of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar not less than seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper not less than three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

The venue of the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.

Article 37 At every Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders and proxies (if any) not less than twenty-five (25) persons or not less than half (1/2) of the total number of Shareholders and holding shares in a total amount of not less than one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled under paragraph one and such Shareholders' Meeting is called at the request of the Shareholders according to last paragraph of article 35, such Shareholders' Meeting shall be canceled. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be called once again. In this regard, a notice shall be sent to the Shareholders not less than seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 38 At the Shareholders' Meeting, Shareholders may authorize other persons who are sui juris as proxies to attend and vote at the meeting on their behalf. The proxy form shall provide date and signature of proxy, as well as, the proxy form shall be prepared as specified by the registrar.

The proxy form shall be submitted to Chairman of the Board of Directors or to the person designated by Chairman of the Board of Directors at the venue of the Meeting before attending the Meeting.

Article 39 Chairman of the Board of Directors shall be Chairman of the Shareholders' Meeting. In case that Chairman of the Board of Directors is not present or is unable to perform his/her duty, Vice Chairman of the Board of Directors shall act as Chairman of the Shareholders' Meeting. If Vice Chairman of the Board of Directors is not present or is unable to perform his/her duty, a Shareholder shall be elected to be Chairman of the Shareholders' Meeting.

Article 40 Chairman of the Shareholders' Meeting shall have the duty to conduct the Meeting to follow the sequence of the agenda stipulated in the notice, unless the Meeting pass a resolution allowing the change on the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the Shareholders present at the Meeting.

When the consideration of matters under paragraph one is completed, the Shareholders holding shares amounting not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the notice.

In the case the Meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under

paragraph two, as the case may be, and it is necessary to postpone the consideration of the Meeting, the Meeting shall determine the place, date, and time for the next Meeting and the Board of Directors shall deliver the notice which indicates the place, date, time, and agenda of the Meeting to the Shareholders not less than seven (7) days prior to the date of Meeting, provided the notice shall also be published in a newspaper three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

Article 41 Regarding the voting at the Shareholders' Meeting, each Shareholder shall have one (1) vote for each share he/she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The resolution of the Shareholders' Meeting shall require as follows:

- (1) In normal cases, a majority vote of the Shareholders who are present and casting their votes. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) In the following matters, a vote of not less than three-fourths (3/4) of total number of votes of the Shareholders who are present and entitled to vote:
 - A. The sale or transfer of the Company's entire business or an essential part of the Company's business to other persons;
 - B. The purchase or acceptance of the transfer of the business of other private or public limited companies by the Company;
 - C. The execution, amendment, or termination of any agreement concerning granting a lease of all or an essential part of the business of the Company, the assignment of other person(s) to manage the Company's business, or the merging of the Company's business with other persons for the purpose of profit and loss sharing;
 - D. Amendment of the Company's Memorandum or Articles of Association of the Company;
 - E. Increase or decrease of the registered capital of the Company;
 - F. Dissolution of the Company;
 - G. Issuance of debentures of the Company;
 - H. Merger of the Company with another company;

Article 42 The matters that should be conducted at the Annual General Shareholders' Meeting are as follows:

- (1) To consider the report of the Board of Directors relating to the Company's business in the previous year;
- (2) To consider and approve the financial statements for the previous fiscal year;
- (3) To consider and approve the allocation of profits and the payment of dividends;
- (4) To consider the election of Directors to replace those retiring by rotation;
- (5) To consider the determination of the remuneration of the Directors;
- (6) To consider the appointment of the Auditor and determination of the Audit fee; and
- (7) Other matters.

Guidelines for attending the EGM through Electronic Media (E-EGM) and the Appointment of Proxies

1. In case the shareholders attending the E-EGM by themselves

1.1 Please fill the registration form for the EGM through Electronic Media (E-EGM) in Attachment no. 7 of the Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022. **Kindly fill your e-mail and cell phone number in order to be used for the meeting registration** to enable the company to send you the Username and Password for the E-EGM.

1.2 Please attach identification documents to confirm the attendance of E-EGM as follows:

(a) In the event that the shareholder is an ordinary person

(1) For Thai national shareholder:

- A copy of valid identity card, certified true copy or other official documents issued by Government authority, certified true copy.

(2) For foreign shareholder:

- A copy of valid passport, certified true copy.

(b) In the event that the shareholder is a juristic person

(1) For Thai juristic person:

- A copy of the registration certificate issued by the Department of Business Development of the Ministry of Commerce in the period of not exceeding 6 months before the E-EGM date, certified true copy.
- A copy of valid identity card / passport (in case of foreigner) of the authorized director(s) who themselves will attend the E-EGM or will sign a proxy, certified true copy.
- A copy of valid identity card / passport (in case of foreigner) of an attorney-in-fact or proxy (in case a proxy is granted), certified true copy.

(2) For juristic person registered overseas:

- Company registration certificate
- A copy of valid identity card / passport (in case of foreigner) of the authorized director(s) who themselves will attend the E-EGM or will sign a proxy, certified true copy.
- A copy of valid identity card / passport (in case of foreigner) of an attorney-in-fact or proxy (in case a proxy is granted), certified true copy.

- 1.3 Please submit the registration form for the meeting through electronic media (E-EGM) and such Identification document to the Company within **4 August 2022 before 12.00 only** via the following channels:

- Via Email address: irgroup@br-bangkokranch.com.
- Via Registered Mail

Bangkok Ranch Public Company Limited "Company Secretary"
No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand

- 1.4 When the Company receives documents set out in 1.1 and 1.2 from you, the Company will proceed with inspecting documents for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password, together with WebLink for attending the E-EGM.

Kindly keep secret your username and password provided for shareholder to other person as only the shareholders and their proxies are entitled to attend the E-EGM. Providing username and password to those who are not authorized to attend the meeting may result in such person to be held responsible by the relevant laws. In the case your username and password are lost or you have not received it **within 5 August 2022**, please immediately contact the Company's call center via telephone number 02-175-7200 or via E-mail address irgroup@br-bangkokranch.com

- 1.5 The Company will send details such as username and password to you and also send a manual for using the E-EGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 1 hours. prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 14.00 hours.

- 1.6 For casting the vote during the E-EGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as "approve".

- 1.7 If you have encounter with any technical problem in using the E-EGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company's service provider for the Company's E-EGM's meeting. The Company will specify a contact channel to Quidlab Company Limited via contact number 02-013-4322 or 080-008-7616.

2. In case the shareholders appointing proxy to attend the E-EGM

- 2.1 Shareholders to prepare the supporting documents details as set out in clause 1.1 and 1.2
- 2.2 Shareholders and their proxies to sign the proxies provided by the Company and to affix the stamp duty 20 Baht (if any)
- 2.3 For the proxy to prepare the verification documents as below:

(a) Ordinary person as proxy

(1) Thai national proxy:

- A copy of valid identity card, certified true copy or other official documents issued by government authority, certified true copy.

(2) Foreign proxy:

- A copy of valid passport, certified true copy

(b) Juristic person as proxy

(1) Thai juristic person:

- A copy of the registration certificate issued by the Department of Business Development of the Ministry of Commerce in the period of not exceeding 6 months before the E-EGM date, certified true copy.
- A copy of valid identity card / passport (in case of foreigner) of the authorized director(s) who themselves will attend the E-EGM or will sign a proxy, certified true copy.
- A copy of valid identity card / passport (in case of foreigner) of an attorney-in-fact or proxy (in case a proxy is granted), certified true copy

(2) Juristic person registered overseas:

- Company registration certificate
- A copy of valid identity card / passport (in case of foreigner) of the authorized director(s) who themselves will attend the E-EGM or will sign a proxy, certified true copy.

- A copy of identity card / passport (in case of foreigner) of an attorney-in-fact or proxy (in case a proxy is granted), certified true copy

2.4 Please submitted the filled registration statement for E-EGM and signed the proxy, and the verification documents as set out in clauses 1.1, 1.2, 2.2 and 2.3 to the Company within **4 August 2022 before 12.00 hours. only** via the following channels:

- Via Email address: irgroup@br-bangkokranch.com.
- Via Registered Mail

Bangkok Ranch Public Company Limited "Company Secretary"
No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand

3. Channel for shareholder to send comment or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-EGM are as follows:

3.1 During the E-EGM meeting, the shareholder attending the meeting can submit comment or questions during E-EGM system.

3.2 The shareholder can submit comments or question in advance (Attachment 8) to the Company prior to the meeting date within 4 August 2022 via following channels:

- Via Email address: irgroup@br-bangkokranch.com.
- Via Registered Mail

Bangkok Ranch Public Company Limited "Company Secretary"
No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand

Registration form for attending the EGM No. 1/2022 through Electronic Media (E-EGM)

Written at _____

Date ____ Month ____ Year ____

I/We _____ Nationality _____

Address _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

Email Address _____ Mobile _____ as a

shareholder of Bangkok Ranch Public Company Limited (the "Company") holding to total number of
 _____ shares

I hereby confirm to attend the meeting and cast the votes in the EGM on Tuesday, 9 August 2022 14.00 hrs.
 through Electronic Media (E-EGM) and would like to request the Company to send a weblink for attending the
 E-EGM, Username, and Password my/our email as follows.

Email address _____

Sign _____ Shareholder

(.....)

Sign _____ Proxy

(.....)

Remark: Kindly send this registration form for attending the EGM no. 1/2022 through Electronic Media (E-EGM)
 which has been completely filled out, and attached identification document for inspection in relation to attending
 the E-EGM to the Company within 4 August 2022 via the following channels:

- Via Email address: irgroup@br-bangkokranch.com
- Via Registered Mail : Bangkok Ranch Public Company Limited "Company Secretary"
 No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
 Bangphli, Samutprakarn 10540, Thailand

Form for the submission of questions prior to the Extraordinary General Meeting of Shareholders no. 1/2022

1. I, (Mr./Mrs./Ms) _____ a shareholder of
Bangkok Ranch Public Company Limited (the "Company"), holding _____ shares
residing at _____

Tel./mobile _____ E-mail address _____

2. I wish to submit the following questions prior to the EGM no. 1/2022:

Question No.1 _____

Question No.2 _____

Question No.3 _____

Remark: The Shareholder who is entitles to attend the EGM no. 1/2022, may submit the "Form for the submission of questions prior to the shareholders meeting", to the Company within **4 August 2022** via the following channels:

- Via Email address: irgroup@br-bangkokranch.com
- Via Registered Mail: Bangkok Ranch Public Company Limited "Company Secretary"
No. 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand