



บริษัท บางกอกซีทเมทัล จำกัด (มหาชน)

149 หมู่ 6 ถ.สุขสวัสดิ์ ต.บางจาก อ.พระประแดง จ.สมุทรปราการ 10130

Tel. 0-2817-5555-7, 0-2817-5440-2, Fax. 0-2817-5432, Email address: bsmc@bsm1995.com, Registration No. 0107558000229

Minutes of the Extraordinary General Meeting of Shareholders No.2/2021

Bangkok Sheet Metal Public Company Limited

Date, Time and Venue

The meeting was held on December 21st, 2021 at 14:00 hrs. by teleconferences through electric devices (E-EGM) under the Royal Decree on Teleconferences through Electric Means B.E. 2563 and relevant law and regulations, broadcast at Bangkok Sheet Metal Public Company Limited Meeting Room whose address is at 149 Village No.6, Suk Sawat 78 Alley, 19 Sub-Alley, Suk Sawat Road, Bang Chak Sub-District, Phra Pradaeng District, Samut Prakan Province 10130.

Members of the Board of Directors present at the Meeting

There were 7 directors attending the meeting, representing 100 percent of the total number of directors.

- | | |
|--------------------------------|---|
| 1. Mr. Damnoen Kaewthawee | Chairman of The Board of Directors / Audit Committee / Independent Director |
| 2. Mr. Tanin Sajjaboribun | Chief Executive Officer / Vice-Chairman of the Board of Directors |
| 3. Ms. Namthip Kitsaksakul | Director / Audit Committee / Independent Director |
| 4. Mr. Prapart Praisuwanna | Chairman of the Audit Committee / Independent Director |
| 5. Mr. Tirawat Amornthatri | Director / Managing Director |
| 6. Mr. Tanes Sujjaboriboon | Director / Company Secretary |
| 7. Mr. Vinai Vongswangrussamee | Director |

Executive Committee present at the Meeting

- | | |
|--------------------------------|---|
| 1. Ms. Laongdao Ngamkara | Director of Accounting and Financial Department |
| 2. Mr. Pavit Vongswangrussamee | Director of Sales and marketing |

Legal Advisors from Vudthisan Company Limited

Mr. Suschanai Puakiatsakul and team

In the meeting today, Legal Advisor were responsible for the conduct of the Meeting which was to be in accordance with the law and the Company's Article of Association. They were to be the Audit Committee Member counting votes of the Meeting as well.

In order to prevent the risk from the Coronavirus 2019 epidemic situation, the Extraordinary General Meeting of Shareholders No.1/2021 was held by teleconferences through electric devices (E-EGM) under the Royal Decree on Teleconferences through Electric Means B.E. 2563 and relevant law and regulations, broadcast at Bangkok Sheet Metal Public Company Limited. The company used the EGM service from QUIDLAB Co., Ltd (Quidlab E-meeting & Voting) which is in accordance with the announcement of The



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Ministry of Digital Economy and Society in Standards for Electronic Conferencing Security B.E. 2563 and the Quidlab E-meeting & Voting also approved by Electronic Transactions Development Agency (ETDA).

Before proceeding with the Meeting, the Meeting Conductor informed the Meeting of the rules and procedures for voting and counting of the shareholders' votes on each agenda item in order to comply with the Good Corporate Governance Principles, as follows:

Voting Procedures

1. In voting at the meeting, all shareholders will have votes equal to the number of shares they hold by counting 1 share per 1 vote.
2. Voting for each agenda will be done openly. Each shareholder or proxy must vote either for approval, disapproval, or abstention only. A shareholder may not split the number of shares for splitting votes unless it is the case of a foreign shareholder who has appointed a custodian in Thailand to take custody of and manage the shares. Such foreign shareholders is entitled to vote separately for approval, disapproval, or abstention simultaneously based on the number of shares held by them.
3. The shareholders are requested to follow the voting procedure as follows:

Shareholders can cast their votes by clicking the check mark symbol in the menu number 1 on appeared on the menu bar on the left hand side;

Then, the system will display shall agendas that can be voted. The shareholders shall cast their votes of each agenda by clicking pressing one of the buttons approve, disapprove or abstain and Click "Send" in order to confirm your vote; and

If the shareholders who log in to the system and does not cast any vote, the system shall be deemed to approve the agenda automatically.

In this regard, the shareholders can vote, change their votes, or amend their votes, on each agenda until the Meeting Conductor announces that the voting for that agenda is closed.

For security purpose, shareholders may login the system on one device only. If the shareholders try to login on other devices or different browser, previous logins will be automatically logged out. Please do not disclose the username and password of shareholders to others. Where the shareholder has requested username and password for attending the E-AGM and has delivered Proxy Form B which has been voted, the system will not allow such shareholder to change their votes. However, the shareholders may watch the Meeting broadcasting live and ask questions.

Criteria for Counting Votes



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1. Subject to Article 38 of the Company's Articles of Association, "In a normal case, a majority vote of the shareholders present and vote at the meeting is required. In case of a tie, the chairman of the meeting shall have a casting vote."
2. Counting of the voting results of each agenda item, the votes of the shareholders in the Meeting will be counted only those who vote against and/or abstain from voting are deducted from the total number of votes of the shareholders at the Meeting. The remaining votes will be considered as the votes for approval, and the votes that the grantor has already voted in the proxy form have already been counted.
3. The notification of the voting results will state the votes of agree, disagree and abstain. Each agenda will use the latest number of shares of the meeting attendees, so the number of attendees in each agenda may change and may not be the same

Before voting on each agenda, the chairman of the meeting will give the shareholders an opportunity to ask questions related to that agenda as appropriate by asking the shareholders who wish to ask questions or express their opinions on the related agenda.

If there are any questions that irrelevant to the agenda, please ask the questions at the other agenda at the end of the meeting. Also, please ask the question appropriately and shortly and avoid asking the same questions in order to give the opportunity for other shareholders to ask the questions. Therefore, please follow the instructions to make the meeting progress smoothly and within time.

If shareholders wish to ask questions or express their opinions, you can type a message through the chat window and click send to confirm the message to our company. After that, the chairman will read your question in the chronological order that appears in the Company's system.

The Company reserves the right to answer questions that are relevant to the agenda at that time. The other irrelevant questions will be read at the end of the meeting.

In this regard, The Company reserves the right to consider and select questions as appropriate in case of a large number of questions being sent into the system.

In case a shareholder has problems attending the voting system, please follow the rules for the meeting in accordance with the requirements that the Company has notified or contact the staff at 02-013-4322 or 080-008-7616 or email: info@quidlab.com

In order to comply with the Good Corporate Governance Principles for Listed Companies regarding vote counting, the Company invited Legal Advisors from Vudthisan Company Limited, Mr. Suschanai



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Puakiatsakul, to take part in the vote counting and the Meeting to begin accordance with the laws and Articles of Association of the Company

At the start of the meeting, the total of 27 shareholders attended through electric device and proxies totally held 262,140,800 shares or 59.5774376 % of total 440,000,125 shares were attending the Meeting. During the meeting, there was 1 shareholder attended through electric device held total of 2 shares. Therefore, the total number of shareholders attended the meeting through electric device and proxies were 28 shareholders held the total of 262,140,802 shares or 59.5774381% of total paid-up shares.

The quorum was now reached a quorum as required by law and the Articles of Association of the Company with Mr. Damnoen Kaewthawee presided as the Chairman of the Meeting today.

The Chairman thanks you all the shareholders and proxies for their attendance. Today was the Extraordinary General Meeting of Shareholders No.2/2021 of Bangkok Sheet Metal Public Company Limited held by teleconferences through electric devices (E-EGM). The quorum was now reached a quorum as required by law and the Articles of Association of the Company. The Chairman, therefore, declared the Meeting open and asked the Conductor to conduct the Meeting.

Meeting Begins at 2.14 p.m.

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 which held on June 21, 2021.

The Chairman proposed the Meeting to consider and approve the Minutes of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 which was held on June 21, 2021., in which all matters had been considered as provided in the Invitation. Details of which provided to the shareholders as **Enclosure No. 1**. The Board of Directors considered and is of opinion that such minutes were true, and duly and completely recorded and deemed it appropriate to propose to the shareholders the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 which was held on June 21, 2021. for the approval. This agenda shall be passed by the majority votes of the shareholders attending the meeting and casting vote.

The Chairman asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, the Chairman asked the Meeting to consider and vote. If there are shareholders who do not agree, they can select to vote disapprove or abstain in their display.

The Chairman informed to close the vote and asked the conductor to inform the results.

Resolution : The Meeting had considered and resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 which was held on June 21, 2021. as proposed by unanimous by the following votes:



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Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	226,140,800	100.00
Disapproved	-	-
Total	226,140,800	100.00
Abstained	2	-
Void	-	-

Agenda 2 To consider and approve the amendment Clause 3. of the Company's Memorandum of Association by amending 1 objective and additional 1 objective totaling 42 Clauses.

The Chairman informed the meeting that this will make the company to be consistent with the business operations of the company and to cover the businesses that the company may expand in the future It is therefore necessary to amending 1 objective and additional 1 objectives of the company to a total of 42 clauses and amending clause 3 of the Company's Memorandum of Association (Objectives) as follows:

“Clause 3. objective of the company has 42 Clauses, detailed in the attached form Bor Mor Jor 002”

By amending the objectives of the company as follows:

Objective amended; 1 Clause as follows:

Objective (previous)	Objective (revised)
Clause 25 To engage in the business of law, accounting, architectural, engineers including advertising.	Clause 25 To engage in the business of law, accounting, architectural, engineers.

Additional 1 objective which is Clause 42 as follows:

Clause 42 To engage in the business of production, assembly, installation, repair, maintenance, and distribution of electric vehicles (Electric Vehicle - EV), electric tricycles. four-wheel electric vehicle, generator, inverter, motor, as well as spare parts, equipment, parts, and components of all types of such products.

In order to amend the objective of the company to be in line with the amendment mentioned above, the company need to amend the Company's Memorandum of Association, Clause 3 as follows;

“Clause 3. Objective of the company has 41 Clauses, detailed in the attached form Bor Mor Jor 002”

The Board of Directors considered and approved to amend the Company's Memorandum of Association and propose to the meeting to consider and approve the amendment of objective clause no. 25 and additional objective no. 42 including the Company's Memorandum of Association, Clause 3. and approving the Board of Directors and / or the Executive Committee of the Company and / or the person



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assigned by the Board of Directors and / or the Board of Directors to have the power to proceed the amendment of the objectives / the Company's Memorandum of Association / and / or application form and / or proceeding to comply with the Registrar's order with the Department of Business Development. Ministry of Commerce.

This agenda shall be passed by the three-fourths majority votes of the shareholders attending the meeting and are entitled to vote.

The Chairman asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, the Chairman asked the Meeting to consider and vote. If there are shareholders who do not agree, they can select to vote disapprove or abstain in their display.

The Chairman informed to close the vote and asked the conductor to inform the results.

Resolution : The Meeting had considered resolved to approve to amend the Company's Memorandum of Association and propose to the meeting to consider and approve the amendment of objective clause no. 25 and additional objective no. 42 including the Company's Memorandum of Association, Clause 3. and approving the Board of Directors and / or the Executive Committee of the Company and / or the person assigned by the Board of Directors and / or the Board of Directors to have the power to proceed the amendment of the objectives / the Company's Memorandum of Association / and / or application form and / or proceeding to comply with the Registrar's order with the Department of Business Development. Ministry of Commerce with the details are as the chairman informed by the following votes:

Votes	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	226,140,800	99.9999998
Disapproved	-	-
Abstained	-	0.0000002
Total	226,140,802	100.00
Void	-	-

Agenda 7 To consider and approve the other matter (if any)

The Chairman announced that, pursuant to Section 105 Paragraph 2 of the Public Company Limited Act B.E. 2535 (1992) (as amended) which provided that "...shareholders, individually or collectively holding not less than one-third of the Company's total issued shares, may propose to the meeting to consider any matters other than those proposed in the invitation...", the Board of Directors deemed it appropriate to provide the shareholders an opportunity to express their opinions or make any inquiries in relation to the Company in



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this agenda and/or related persons or directors of the Company may response to shareholders' inquiry (if any).

Mr. Nathee Naktnasukanjn asked about the total number of shares attended the meeting because there might be some shareholders attended during the meeting.

Mr. Suschanai Puakiatsakul, Legal Advisor, which responsible for the vote counting answered that after the start of the meeting, there was 1 shareholder held total of 2 shares attended the meeting as shown in the voting results table.

Mr. Nathee Naktnasukanjn asked to check the correctness of the abstained vote in agenda 2.

Mr. Suschanai Puakiatsakul, Legal Advisor, which responsible for the vote counting answered that because the amount of 2 shares which abstained from the vote could not calculate with 4 decimal places, which in the record of the meeting included the abstained vote in the total number of votes.

As there was no inquiry, the Chairman of the meeting, then, thanked the shareholders for attending the meeting and declared the meeting adjourned at 2:32 p.m.

(Mr. Damnoen Kaewthawee)
Chairman of the Meeting

(Mr. Tanes Sujjaboriboon)
Company Secretary / Minutes Taker