



**The documents of the Annual General Meeting of  
Shareholders 2020**

**BUSINESS ONLINE PUBLIC COMPANY LIMITED  
Thursday, July 30, 2020  
At 2:00 P.M.**

**No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room),  
Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120**



Ref: BOL 454/2020

8 July 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

Attention: Shareholder of Business Online Public Company Limited

Attachment:

1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders on 2 April 2019
2. The 2019 Annual Report of the Board of Directors and the Company's Statement of Financial Position and Statements of Comprehensive Income for the year ended 31 December 2019 in the form of a QR code
3. Information of the candidates proposed to be directors to replace those retired by rotation and to appoint new director
4. The Articles of Association regarding the Shareholder's Meeting and Voting Procedures
5. Names and information of independent directors being proposed as a proxy holder
6. Proxy Forms
7. Documents or evidence required to attend in the Shareholders' Meeting
8. Map of the meeting venue

Business Online Public Company Limited will arrange the 2020 Annual General Meeting of Shareholders on Thursday, 30 July 2020 at 2:00 p.m. at 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room), Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120. The agendas of the meeting shall be as follows:

**Agenda 1 To certify the Minutes of the 2019 Annual General Meeting of Shareholders**

Opinion of the Board: The Board deemed appropriate to propose and certify the Minutes of the 2019 Annual General Meeting of Shareholders as details in enclosure 1. However, the Company has published the minutes of the meeting on the Company's website, along with the 2020 AGM meeting invitation letter and related documents since June 29, 2020.

**Agenda 2 To acknowledge the report on the Company's operating results in 2019**

Facts and rationales: The Company's operating results according to the consolidated and separate financial statements for the financial year ended 31 December 2019 are summarized as follows:

The Company's operating results (Consolidated)	For the year 2018	For the year 2019	Increase (Decrease) %
Total revenue (Baht)	487,485,409	538,120,366	10.39
Net profit (Baht)	104,086,815	143,911,631	38.26

The company's operating results (Separate)	For the year 2018	For the year 2019	Increase (Decrease) %
Total revenue (Baht)	424,729,292	470,459,702	10.77
Net profit (Baht)	101,636,945	140,633,484	38.37

Details of the Company's operating results are provided in the 2019 Annual Report submitted with the meeting invitation letter in Enclosure 2.

*Opinion of the Board:* The Board deemed appropriate to acknowledge the report of the Company's operating results in 2019, as details shown in Enclosure 2.

**Agenda 3 To acknowledge the net profit allocation as statutory reserve and to acknowledge the interim dividend payment**

*Facts and rationales:* The Public Limited Companies Act B.E. 2535 (1992) Section 115 requires that the company pay dividends from its profit only, and section 116 requires that the company must set aside at least 5 percent of its net annual profit as a legal reserve until it reaches 10 percent of the company's registered capital.

The company has a policy to pay dividend of not less than 50 percent of consolidated net profit after tax. However, the payout ratio may be lower if the company plans to expand its operations. The dividend payment shall not exceed the retained earnings of the separate financial statements.

*Opinion of the Board:* The Board deemed appropriate to acknowledge the net profit allocation as statutory reserve and to acknowledge the interim dividend payment. The details are as follows:

- The company has set aside a reserve from the allocation of net profit for the year 2014 as a legal reserve in the amount of 8,260,000 baht, equivalent to 10% of the registered capital according to the resolution of the Board of Directors Meeting No. 1/2015, which is already complete as stipulated by law. Therefore, the Company does not need to allocate the net profit for the year 2019 as additional reserve of the company.
- For the accounting period ended on 31 December 2019, the consolidated net profits after tax are 143.91 million baht. The Company paid an interim dividend to shareholders at the rate of 0.15 baht/share, totaling 123.08 million baht representing approximately 85.52% compared to the year-end result for 2019 in accordance with the consolidated financial statements. The payment is divided into two (2) installments as follows:
  - No. 1 On September 2, 2019, the Company has paid the interim dividend from the Company's net profit at the rate of 0.06 baht/share, the non-BOI was 0.04 baht/share, whereas the BOI was 0.02 baht/share (at the par value of 0.10 baht), totaling 49.23 million Baht
  - No. 2 On April 10, 2020, the Company has paid the remaining interim dividend from the Company's net profit at the rate of 0.09 baht/share. The non-BOI was 0.06 baht/share and the BOI was 0.03 baht/share (at the par value of 0.10 baht), totaling 73.85 million baht. This 2<sup>nd</sup> dividend payment is to maintain the rights of shareholders to receive a dividend from the effect of the postponement of AGM due to the 2019 coronavirus pandemic (COVID-19).
  - Both interim dividend payment rates are paid in accordance with the Company's dividend policy. Therefore, the Board of Directors does no longer proposes more dividend payment for the fiscal year ended 31 December 2019.

Table of dividend payment comparison for the past 3 years

Details of Dividend Payment	Year 2017	Year 2018	Year 2019
Net Profit after Tax (Million Baht)	76.61	104.09	143.91
Number of Issued Shares (Share)	820,505,500	820,505,500	820,505,500

Details of Dividend Payment	Year 2017	Year 2018	Year 2019
Amount of dividend per share (Baht)	0.08	0.12	0.15*
Total amount of dividend payment (Million Baht)	65.64	98.46	123.08
Rate of Dividend Payment Against Net Profit (Estimate)	86%	95%	86%

**Agenda 4 To consider and approve the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2019 audited by a Certified Public Accountant**

*Facts and rationales:* In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992), the Board of Directors must prepare the Company's audited Statement of financial Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2019 in order to propose to the Annual General Meeting of Shareholders for approval.

*Opinion of the Board :* The Board of Directors deemed appropriate to propose to the meeting of shareholders to consider and approve the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2019 audited by a Certified Public Accountant as details shown in Enclosure 2.

**Agenda 5 To consider and approve the appointment of directors to replace those retired by rotation and to appoint new directors**

*Facts and rationales:* Under Article 18 of the Articles of Association, at least one-third or the closest number to one-third of the directors shall vacate offices at every annual ordinary general meeting. The directors who were due to retire by rotation would be as follows:

No.	Name	Position	Duration of directorship	Duration of director if appointment to the position for another term and the end of the term (Approximately)
1	Mr. Banyong Limprayoonwong	Independent Director & Chairman of the Board	2 years (2018 - 2019)	5 years
2	Ms. Manida Zinmerman	Independent Director, Audit Committee, and the Nomination and Remuneration Committee	17 years (2003 - 2019)	20 years
3	Ms. Suteera Sripaibulya	Independent Director, Audit Committee, and the Nomination and Remuneration Committee	12 years (2008 - 2019)	15 years
4	Ms. Chamaiporn Apikulvanich	Director, Corporate Governance and Chief Executive Officer	17 years (2003 - 2019)	20 years

In addition, the Company aims to expand business internationally and develop products with the potential to serve more customer needs and demands. The Nomination and Remuneration Committee therefore proposed the Board of Directors' at its meeting No. 1/2020 on February 20, 2020 to appoint one (1) new director, Mr. Pang Thieng Hwi, and deemed appropriate to propose to the Annual General Meeting of Shareholders to consider the appointment of new directors.

The nomination process operated by the Nomination and Remuneration Committee, except for the related directors, had considered the qualifications of directors as prescribed in the relevant laws, the Company's Articles of Association, and the Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, were of the opinion that all 4 directors whose terms have been expired and one newly appointed director are fully qualified under the Public Limited Companies Act B.E. 2535 (1992). Their knowledges, abilities, and business experience related to the company operation can be used to improve the operational efficiency for the greater Company.

In addition, the Nomination and Remuneration Committee has considered and deemed that Ms. Manida Zimmerman and Ms. Suteera Sripaibulya, 2 Independent Directors if reelected would have been a tenure of over 9 years, have been transparent in giving impartial advice while bringing the knowledge, experience, and expertise which greatly benefit the company. They also meet the qualifications for being independent directors and audit committee as specified by the Securities and Exchange Commission.

Therefore, the Board deemed appropriate to propose the meeting to consider the reinstatement of the 4 directors and an appointment of 1 new director. However, the Company gave opportunities for shareholders to propose agendas for the 2020 Annual General Meeting of Shareholders and nominate qualified candidates to be elected as the Company's directors during December 1, 2019 - December 31, 2019 and May 13, 2020 – June 12, 2020, where no agendas or candidates were proposed or nominated during these specified periods.

The Company therefore proposed to the meeting for an approval of the reinstatement of the following 4 directors and the appointment of the following 1 new director.

No.	Name	Proposed Position
1	Mr. Banyong Limprayoonwong	Independent Director & Chairman of the Board
2	Ms. Manida Zimmerman	Independent Director, Audit Committee, and the Nomination and Remuneration Committee
3	Ms. Suteera Sripaibulya	Independent Director, Audit Committee, and the Nomination and Remuneration Committee
4	Ms. Chamaiporn Apikulvanich	Director, Corporate Governance Director, and Chief Executive Officer
5*	Mr.Pang Thieng Hwi	Director

\* Appointment of new director

Details and profiles of the 4 directors and 1 new director are attached in Enclosure 3.

**Opinion of the Board:** These candidates have been scrutinized and carefully selected by the Board of Directors. It deems appropriate that all 3 directors are suitable for the company's business operations and they are independent directors who have been transparent in giving impartial advice. The Board deemed appropriate to propose the meeting to consider approving the reinstatement of Mr. Banyong Limprayoonwong, Ms. Manida Zimmerman, Ms. Suteera Sripaibulya and Ms. Chamaiporn Apikulvanich, and the appointment of Mr.Pang Thieng Hwi as new director.

**Agenda 6 To consider and approve the remuneration for the Company's Board of Directors in the year 2020**

**Facts and rationales:** The Company has clearly and transparently established the remuneration of the Board of Directors and sub-committees policy, which is appropriate for the duties

and responsibilities of each director compared with that of the same industry. The Nomination and Remuneration Committee (NRC) will consider and propose the remuneration prior to further approval from the shareholders.

The consolidated and the separate financial statements for the fiscal year ended 31 December 2019 are summarized as follows:

<b>The company's operating results (Consolidated)</b>	<b>For the year 2018</b>	<b>For the year 2019</b>	<b>Increase (Decrease) %</b>
Total revenue (Baht)	487,485,409	538,120,366	10.39
Net profit (Baht)	104,086,815	143,911,631	38.26

<b>The company's operating results (Separate)</b>	<b>For the year 2018</b>	<b>For the year 2019</b>	<b>Increase (Decrease) %</b>
Total revenue (Baht)	424,729,292	470,459,702	10.77
Net profit (Baht)	101,636,945	140,633,484	38.37

6.1 Propose the meeting of Shareholders consider and approve bonus payment to Chairman of the Board, Executive Chairman and Board of Directors for the year ended 31 December 2019 as per details below:

<b>No.</b>	<b>Name</b>	<b>Position</b>	<b>Year 2018 (Baht)</b>	<b>Year 2019 (Baht)</b>
1	Mr. Banyong Limprayoonwong	Chairman of the Board	400,000	500,000
2	Mr. Min Intanate	Executive Chairman	400,000	500,000
3	Mr. Prayoon Rattanachaiyanont	Director	160,000	200,000
4	Dr. Wilson Teo Yong Peng	Director	160,000	200,000
5	Mr. Anant Tangtatswas	Independent director/ Chairman of Audit Committee/ Chairman of Nomination and Remuneration Committee, and Chairman of Corporate Governance Committee	160,000	200,000
6	Ms. Manida Zimmerman	Independent director / Audit Committee/ Nomination and Remuneration Committee	160,000	200,000
7	Ms. Suteera Sripaibulya	Independent director / Audit Committee/ Nomination and Remuneration Committee	160,000	200,000
8	Asst.Prof.Dr. Karndee Leopairote	Independent director / Audit Committee/ Nomination and Remuneration Committee	160,000	200,000
		<b>Total</b>	<b>1,760,000</b>	<b>2,200,000</b>

*Ms. Chamaiporn Apikulvanich and Mr. Chaiyaporn Kiatnuntavimon offered to waive bonus as the director.*

**Opinion of the Board:** The Board of Directors deemed appropriate to propose the meeting to consider approval of paying bonus to the company's directors as per details above:

6.2 Propose the meeting of shareholders to consider and approve the directors' remuneration payment for the year 2020 as follows:

<u>No.</u>	<u>Name</u>	<u>Position</u>	<u>Year 2019</u> <u>(Baht/month)</u>	<u>Year 2020</u> <u>(Baht/month)</u>
1	Mr. Banyong Limprayoonwong	Independent Director & Chairman of the Board	299,250	314,213
2	Mr. Min Intanate	Director & Executive Chairman	298,012	313,177
3	Mr. Prayoon Rattanachaiyanont	Director	25,000	25,000
4	Mr. Anant Tangtatswas	Independent Director	25,000	25,000
		Chairman of Audit Committee	58,500	58,500
5	Ms. Manida Zimmerman	Independent Director	25,000	25,000
		Audit Committee	25,000	25,000
6	Ms. Suteera Sripaibulya	Independent Director	25,000	25,000
		Audit Committee	25,000	25,000
7	Asst.Prof.Dr. Karndee Leopairote	Independent Director	25,000	25,000
		Audit Committee	25,000	25,000
8	Mr. Pang Thieng Hwi*	Director	-	25,000

\*Appointment of new director

- The meeting allowance for Board of Directors who attend the meeting (per times) 5,000 Baht
- The meeting allowance for Nomination and Remuneration Committee who attend the meeting (per times) 5,000 Baht
- The meeting allowance for Corporate Governance Committee who attend the meeting (per times) 5,000 Baht
- Other benefits: None
- Nomination and Remuneration Committee and Corporate Governance Committee will not receive monthly remuneration, but receive the allowance (per attendance)
- Ms. Chamaiporn Apikulvanich and Mr. Chaiyaporn Kiatnuntavimon offered to waive the meeting allowance as the Corporate Governance Committee
- Dr. Wilson Teo Yong Peng, Ms. Chamaiporn Apikulvanich and Mr. Chaiyaporn Kiatnuntavimon offered to waive the director's remuneration.
- The remuneration of directors was considered by the Nomination and Remuneration Committee as the responsibilities and condition, as detailed in Enclosure 2, page 171

Opinion of the Board: The Board of Directors deemed appropriate to propose the shareholders meeting to consider approval for payment of remuneration to directors as per details above:

Duties and Authorities of the Board of Directors, Audit Committee, the Nomination and Remuneration Committee were described in the company's Annual Report, as detailed in Enclosure 2.

**Agenda 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2020**

Facts and rationales: Section 120 of the Public Limited Companies Act B.E.2535 (1992) requires that the meeting of shareholders appoint auditors and determine their remuneration.

Opinion of the Audit Committee: The Audit Committee has considered the audit fee and audit qualification and verify that EY Office Limited is an experienced, famous and generally accepted auditor. Moreover, the proposed audit fee is a reasonable rate.

The Audit Committee agreed with Executive Committee to propose the Board of Directors of the company to appoint auditors from EY Office Limited as annual auditors of the company in 2020. The

auditing fee shall not exceed 1,000,000 baht (One million baht) and other fees shall not exceed 240,000 baht (Two hundred and forty thousand baht).

Opinion of the Board : The Board of Directors deemed appropriate to consider and approve the appointment of the following auditors from EY Office Limited for the year 2020.

No.	Name	CPA Registration Number	Duration of nominated as the auditor for the company	Duration of CPA
1	Ms. Siriwan Nitdamrong	5906	2 Years (2018-2019)	2 Years (2018-2019)
2	Ms. Kamontip Lertwitworatep	4377	4 Years (2016-2019)	-
3	Mrs. Sarinda Hirunprasurtwutti	4799	4 Years (2016-2019)	-

Comparison of audit fees of 2019 and 2020

Detail	EY Office Limited		Increase (Decrease) from 2019
	2019	2020	%
Audit fee	1,000,000	1,000,000	-
Others*	240,000	240,000	-
Total	1,240,000	1,240,000	-

Remarks:

- \*Others include Audit fee for BOI and Annual Report review.
- Audit fee does not include other expenses.

EY Office Limited is also the auditor of subsidiary companies of Business Online Public Company Limited; D&B (Thailand) Co., Ltd. and BOL Digital Co., Ltd.

EY Office Limited and the Company's proposed auditors have no relationship or any interest with the company, executives or related persons, which may have an impact on performing task independently.

**Agenda 8 To consider any other matters (if any)**

The company has to set the record date on which shareholders have the rights for shareholder meeting on Tuesday, June 30, 2020.

The shareholders are cordially invited to attend the meeting on the date, and at the time and place as mentioned above. For the convenience of registration process, the Company will arrange the register from 1:00 P.M. Should any shareholders unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filing in the information and placing the shareholder's signature in the attached Proxy form (Details as shown in Enclosure 6) then attach together with the documents required as evidence to attend the meeting. (Detail as shown in Enclosure 7) The shareholders can appoint any other persons or the company's independent director (Detail as shown in Enclosure 5) on behalf you.

Yours sincerely,



(Mr. Banyong Limprayoonwong)  
Chairman of the Board  
Business Online Public Company Limited



(Translation)

**Business Online Public Company Limited**  
**Minutes of the 2019 Annual General Meeting of Shareholders**  
**2 April 2019**

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The meeting was held at MS Siam Tower 31 Floor, No. 1023 Rama 3 Road, Chong NonSi, Yannawa, Bangkok. There were shareholders present in person and by proxy detail as follower:

- 41 shareholders attending the Meeting in person held 106,255,123 shares.
- 19 shareholders authorized their proxies to attend the Meeting held 480,857,085 shares.
- A total of 60 shareholders attending the Meeting held 587,112,208 shares

Equivalent to 71.55% of the total 820,505,500 issued shares which constituted, a quorum was thus constituted according to the company regulations that “A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholders or shareholders’ representatives (if any), and the total shares must be one-third (1/3) of all the sellable shares of the Company.”

Mr. Banyong Limprayoonwong was the Chairman of the meeting. Mr. Chaiyaporn Kiatnuntavimon as Company Secretary and Ms. Supachaya Pansaeng Assistant Company Secretary acting operator and recorded the minutes of this meeting.

The Chairman proceeding of the Meeting began at 2:00 pm

Assistant Company Secretary clarifies the details to all shareholders’ meeting as follow.

1. The company has 10 Directors, there were 9 Directors presented in the meeting equivalent to 90% as follows:

- |                                    |   |
|------------------------------------|---|
| (1.) Mr. Banyong Limprayoonwong    | Chairman of Board of Directors                    |
| (2.) Mr. Min Intanate              | Director & Executive Chairman                     |
| (3.) Mr. Prayoon Rattanachaiyanont | Director  |
| (4.) Dr. Wilson Teo Yong Peng      | Director  |
| (5.) Mr. Anant Tangtatswas         | Independent Director                              |
|                                    | Chairman of Audit Committee                       |
|                                    | Chairman of Nomination and Remuneration Committee |
|                                    | Chairman of Corporate Governance Committee        |
| (6.) Ms. Suteera Sripaibulya       | Independent Director                              |
|                                    | Member of Audit Committee                         |
|                                    | Member of Nomination and Remuneration Committee   |
| (7.) Asst.Prof. Karndee Leopairote | Independent Director                              |
|                                    | Member of Audit Committee                         |
|                                    | Member of Nomination and Remuneration Committee   |

- (8.) Ms. Chamaiporn Apikulvanich      Director  
 Corporate Governance Committee  
 Chief Executive Officer
- (9.) Mr. Chaiyaporn Kiatnuntavimon      Director  
 Corporate Governance Committee  
 Chief Operating Officer & Company Secretary

Executive Committee who attend the meeting as follows:

- (1.) Ms. Kanyapan Buranarom      Chief Financial Officer  
 (2.) Ms. Intira Inturattana      Chief Data Officer  
 (3.) Ms. Atitavoraphan Towan      Chief Commercial Officer  
 (4.) Mr. Karoon Nimsanoh      System & Data Processing Assistant General Manager

Representative of Auditors from EY Office Limited

- (1.) Ms. Siriwan Nitdamrong      Auditor  
 (2.) Ms. Matika Pimpa      Assistant Auditor

Representative of legal consultant

- (1.) Ms. Supawee Mahaworasintorn      Legal advisor/Inspector

2. This Annual General Meeting of Shareholders according to the resolution of the Board of Directors meeting held on 14 February 2019 for consideration of various agendas according to the notice of the meeting by specifying the date of the list of shareholders who have the right to attend the general meeting On Thursday, February 28, 2019

3. In addition, the company treats to shareholders equitably by giving opportunity the minority shareholders to propose agenda and nominated candidate for director in advance. The company also informs the procedure to propose, the qualification of person who have rights to propose, proposal forms and channel via the company's website between 1 and 28 December 2018. Also informs the shareholders via SET portal. When such period is expired, no shareholders proposed agenda and nominated candidate for director.

4. To ensure that the meeting would understand the voting procedures when considering each matter on the agenda, Company Secretary explained the voting procedures as follows:

4.1 The company uses the registration system and counting votes with bar codes by registering shareholder who is already registered will receive white, perforated, ballot cards separated by agenda into each agenda and in agenda 5 will appoint directors to be retired by rotation Is a separate vote To appoint the committee individually On the ballot Will specify the name of the shareholder And the number of shares with voting rights, with one share per one vote.

4.2 Proxies As according to the Proxy Form B, which the proxy had already voted on Proxies, will not receive ballots.

4.3 The method of using voting cards is in each agenda. When the chairman has discussed any agenda, and has asked for the shareholders meeting to mark ( or ) voting in the agenda, only 1 channel vote. The company will collect the voting cards, and will only collect the shareholders who have voting in the event that they do not agree or abstain from voting. The effect of voting on each agenda item will be shown to the shareholders on the screen.

## 5. The Vote counting methods

5.1 In the absence of objections from shareholders or have other opinions It was considered that the meeting agreed

5.2 The agenda, according to the Proxy Form (Form B) that has been voted will count votes according to the proxy form Regardless of whether the proxy holder is present or not in the meeting room

5.3 Any agenda, according to the proxy that has not been voted shall be considered as agreed Regardless of whether the proxy holder is present or not in the meeting room.

5.4 Registered shareholders who have not yet voted. If not in the meeting room, be deemed to vote with

5.5. When the voting closed, the cards that arrived at the vote counting officer after the announcement was closed. Will be considered as agreed cards only

## 6. Suggestions or inquiries

6.1 In every agenda if shareholders or proxies wish to propose comments or to raise questions, to raise their hands, and when the Chairman approves, please notify the name-surname to the meeting first that is a shareholder or any name of proxy for the sake of in the minutes of the meeting and then offer comments or questions and requesting cooperation to offer opinions that correspond to the agenda only if proposing or inquiring about other matters, ask or propose in the final agenda.

6.2 When submitting comments or questions please propose a straightforward issue for the meeting to be effective. And do not waste time at the public meeting in which the company reserves the right to conduct meetings that are appropriate and appropriate for the time

7. When the meeting ends Please send the remaining ballots to the staff as well. When such period is expired, no shareholders proposed agenda and nominated candidate for director.

Then, the Chairman declared the meeting duly be convened to consider the following agenda.

### **Agenda 1 To certify the Minutes of the 2018 Annual General Meeting of Shareholders**

The Chairman assigned the company secretary division clarify details.

Assistant Company Secretary proposed the meeting to certify the Minutes of Annual General Meeting of Shareholders, held on March 28, 2018, a copy of which was sent to the shareholders together with the invitation letter. However, were sent to the Stock Exchange of Thailand within 14 days from the meeting date. And the company has published the said report on the company website So that the shareholders can check there was no shareholder asking to change in any way.

The Chairman gave shareholders an opportunity to ask question and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

**Resolution of the meeting:** The meeting unanimously resolved to certify the Minutes of the 2018 Annual General Meeting of Shareholders as the Assistant Company Secretary proposed.

Approved	587,112,208	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

## **Agenda 2 To acknowledge the report on the company's operating results for the year 2018**

The Chairman assigned Ms. Chamaiporn Apikulvanich Director and Chief Executive Officer clarify details.

Ms. Chamaiporn Apikulvanich Director and Chief Executive Officer proposed the meeting to certify the report on the company's operating results and Annual Report of the year 2018, as the detail follows.

the company's operating results (Consolidate)	For the year 2017	For the year 2018	Increase (Decrease) %
Total revenue (Baht)	436,517,076	487,485,409	11.68
Net profit after tax (Baht)	76,614,052	104,086,815	35.86

the company's operating results (Separate)	For the year 2017	For the year 2018	Increase (Decrease) %
Total revenue (Baht)	376,604,455	424,729,292	12.78
Net profit after tax (Baht)	71,809,289	101,636,945	41.54

Detail of the company's operating as per the Annual Report 2018 which enclosure with the invitation letter.

The Chairman gave shareholders an opportunity to ask question and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

Ms. Chamaiporn Apikulvanich Director and Chief Executive Officer Reported additional information regarding anti-corruption and corruption that The company has a policy against all forms of corruption. And there is a schedule for receiving complaints (Whistleblower Policy) covering whistleblowers, misconducts or complaints were including the process for dealing with the complaint and guidelines for fairness and protection of whistleblowers and related persons. In the past year, there were no complaints made regarding the said matter. And at the same time, the Human Resources Department has organized training for employees to see the importance and awareness in the fight against corruption.

**The meeting acknowledged:** The Company's operating results of the year 2018.

## **Agenda 3 To consider and approve the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2018 which audited by Certified Public Accountant**

The Chairman proposed the meeting to consider and approve the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31<sup>st</sup> December 2018, which had been verified and audited by the Audit Committee and the certified public accountant and assigning to Ms. Kanyapan Buranarom Chief Financial Officer proposed.

Ms. Kanyapan Buranarom Chief Financial Officer proposed the meeting to the key financial information as at 31 December 2018 to the Meeting as follows:

Total assets as of December 31, 2018 amounted to 692.90 million Baht, increased from the previous year. The increase was due to 2 parts which are (1) total current assets increased by 12% (2) similar non-current assets in the previous year and the main reason for the increase in total current assets by 12% is due to cash inflows and income in the process of receiving payment of approximately 54 million Baht, resulting in total assets An increase of approximately 52 million Baht compared to the previous year.

Shareholders' equity as of December 31, 2018 was closed at 505.24 million Baht, an increase of 7.78 percent from the previous year. The increase was due to the company's improved operating results.

The current ratio of current liabilities improved by 0.8 times, about 2.9 percent. Debt to equity ratio Equivalent to the rate in 2017 was 0.37 times and the book value per share due to the increase in shareholders' equity As a result, the book value per share increased to 0.62 Baht.

The company's income statement for fiscal year 2561, the Company had total revenue of 487.49 million Baht, an increase of approximately 50.97 million Baht or 11.68 percent increase for the reason that it was divided into two issues: (1) the revenue generated from the performance by operating as usual. And the expanding market for data services customers up approximately 16 percent (2) other income including interest and dividend income.

Net profit for the fiscal year 2018 closed at 104.09 million Baht, an increase of approximately 35.86 percent compared to last year's net profit.

The net profit increased by 5%. In 2017, net profit was 76.61 million baht. Increased cause due to cost. And cost is close to that of last year. But in terms of net profit margin As a result, the EPS increased from 0.09 Baht/share to 10 Baht/share.

The Chairman gave shareholders an opportunity to ask question and express opinion.

(1) Mr. Thawatchai Tianboonsong, shareholder, before entering the question, he thanked the company's management for doing a great job and have a question about from the increased net profit can the company keep its profits in the 100 million Baht range like this it be Red Ocean?

Mr. Min Intanate, director and Executive Chairman, answered regarding the increase in net profit, which is considered Blue Ocean, not Red Ocean, and answered more questions about using Big Data and understanding of using data tools. Management which is a trend in the overall industry in the overall society we can be in business must rely on data. Each business sector uses different data the trend of using information in the form of decision making in the business as well. Tools are there to help make accurate decisions and save time. It is an undeniable trend. The improved net profit is the intention and in the company's plan and believe that the future will continue to grow in which the management And the team will be fully under the leadership of the Board of Directors Will bring better performance every year to the shareholders.

(2) Mr. Thawatchai Tianboonsong, shareholder, have more questions by requesting clarification about Peer Power Company Limited and EcartStudio Company Limited

Mr. Chaiyaporn Kiatnuntavimon, director and Chief Operating Officer, answered for EcartStudio Company Limited ("Ecart"), the structure has been adjusted to generate income from the project form to provide more services and a change in the shareholding structure by The Company added more investment is Intouch Holding Public Company Limited due to the potential of e-Cart. To expand the service to be more Mass and the company also has a joint project with Ecart and in the future, the company will use Ecart solution to convert into another service by going to provide services to the government.

Peer Power Company Limited is in the process of waiting for the license in the past, focusing on the lending of SMEs in the form of P2P, is a fund raising from individual or institutional investors and lends directly to SMEs that need funds. Will be an intermediary instead of borrowing directly from a financial institution In the beginning of the year, the SEC listened to comments, which will open another license, which is a license that can create a platform similar to debentures or B/E. In the past, those who would issue B / In the future, SMEs can raise funds via B/E. At this time, Peer Power is in the process of discussing with the SEC to obtain a license.

Mr. Min Intanate, director and Executive Chairman, answered additional questions from Mr. Chaiyaporn Kiatnuntavimon, EcartStudio Company Limited which is the application company on the map. In addition, there is an application related to calling a Taxi which has Taxi Beam network at Thousands of provinces are in use. And at the same time, there is an application related to fishermen, etc. Whatever is related to creating an application on the map is an e-kart business which has a tendency to go a long way application is related to daily life and business.

Peer Power Company Limited is one of the leading companies in the P2P business that asks for a license. Believe that it will soon be licensed and fully operational which makes it possible to see new forms of financial services in the future, which are considered good trends.

(3) Mr. Thawatchai Tianboonsong, shareholder, have more questions as Mr. Min explained that Ecartstudio Company Limited has a good trend. Why not maintain the same percentage of shareholding?

Mr. Min Intanate, director and Executive Chairman, answered comparative questions, Eartstudio Company Limited is like delicious food. The food is delicious; we have to share it for others to eat. Eating only one or two people will prevent you from going far overfill that deliciousness will disappear. Therefore, we want the talented people or contribute to the success of joining us the importance is not how many percent of the shares we hold. But what is to do for the company to progress

After answering questions from the shareholders, the Chairman asked the meeting to consider the resolution.

**Resolution of the meeting:** the meeting unanimously resolved that the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2018, which has been audited by a certified auditor

Approved	587,522,308	Votes	Percent	100.0000
Disapproved	0	Votes	Percent	0.0000
Abstained	0	Votes	Percent	0.0000
Voided ballots	0	Votes	Percent	0.0000

**Agenda 4 To consider and approve the profit apportionment and dividend payment derived from operating results for the year ended 31 December 2018 and set the record date for Shareholder's right to receive dividend**

The Chairman informed the meeting to consider. The allocation of net profit to legal reserve fund and approval of dividend payment to shareholders by assigning to Ms. Kanyapan Buranarom Chief Financial Officer proposed the meeting.

Ms. Kanyapan Buranarom Chief Financial Officer, according to the Public Law requires the company to allocate a portion of its annual net profit as a reserve not less than 5% of its annual net profit, Less with the amount of accumulated losses brought forward (if any) until the company has reserves not less than 10 percent of the registered capital.

The Company has appropriated net income to legal reserve of 8,260,000 Baht, 10% of the company's registered the capital.

Ms. Kanyapan Buranarom Chief Financial Officer proposed the meeting to consider and approve the profit apportionment and dividend payment derived from operating results for the year ended 31 December 2018 at 0.12 Baht per share, derived from net profit under non BOI privilege 0.075 Baht per share and under BOI privilege 0.045 Baht per share (par 0.10 Baht) totaling 98.46 Million Baht of consolidated net profit after tax for the year 2018 at the rate of 94.59%. The record date on which shareholders have the rights for receive dividend on Thursday, March 28, 2019 and entitlement to receive dividends and the date of dividend payment would be on Thursday, April 11, 2019.

The Chairman gave shareholders an opportunity to ask question and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

**Resolution of the meeting:** The meeting unanimously resolved that the dividend payment which shareholders have the rights to receive dividend is Thursday, February 28, 2019 at 0.12 Baht per share and the date of dividend payment would be on Thursday, April 11, 2019 as detail above, be approved

Approved	587,522,509	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

**Agenda 5 To consider and approve the appointment of new directors replacing those retired by rotation**

The Chairman informed the meeting that according to Clause 18 of the Articles of Association specifies that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. In this year, there are 4 directors who must retire by rotation as the chairman assigned Mr. Anant Tangtatswas Chairman of Nomination and Remuneration Committee and consider compensation clarify details.

Mr. Anant Tangtatswas Chairman of Nomination and Remuneration Committee to clarify the details that in this year, there are 4 directors to be retired by rotation as follows

- |                                  |                                 |
|----------------------------------|---------------------------------|
| 1. Mr. Min Intanate              | Director and Executive Chairman |
| 2. Mr. Prayoon Rattanachaiyanont | Director                        |
| 3. Dr. Wilson Teo Yong Peng      | Director                        |

4. Mr. Chaiyaporn Kiatnuntavimon

Director, Corporate Governance Committee  
Chief Operating Officer and Company Secretary

Brief qualifications of the four retiring directors as detailed in invitation letter. During December 1 - 28, 2018, the company provided an opportunity to its shareholders to propose agenda for the meeting and list of qualified candidate (s) for the directorship, there was not any proposal from minority shareholders.

Board of directors Therefore considered based on the opinion of the Nomination and Remuneration Committee Consider that the consideration is appropriate to be beneficial to the company's operations And taking into account the qualifications as according to the Public Limited Companies Act B.E. 2535, the notification of the Securities and Exchange Commission And the stock market And relevant announcements of the Stock Exchange of Thailand As well as being knowledgeable and capable Perform duties responsibly. Be careful and honest Therefore, proposed to the meeting to approve the 4 directors to be re-appointed as directors of the company for another term. Appear in the meeting invitation documents submitted (By the Chairman of the Nominating Committee And considering the remuneration, invite all 4 directors to leave the meeting room)

1. Mr. Min Intanate	Director
2. Mr. Prayoon Rattanachaiyanont	Director
3. Dr. Wilson Teo Yong Peng	Director
4. Mr. Chaiyaporn Kiatnuntavimon	Director

The Chairman gave shareholders an opportunity to ask question and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

**Resolution of the meeting:** The meeting unanimously resolved to the appointment of the retired directors by rotation and the new directors to be the Company's directors. The shareholders vote individually.

#### 5.1 Mr. Min Intanate

Approved	587,522,609	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

#### 5.2 Mr. Prayoon Rattanachaiyanont

Approved	587,522,609	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

#### 5.3 Dr. Wilson Teo Yong Peng

Approved	587,522,609	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000



#### 5.4 Mr. Chaiyaporn Kiatnuntavimon

Approved	587,522,609	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

#### **Agenda 6 To consider and approve Directors' remuneration**

The chairman announced to the meeting, this agenda asks the shareholders to consider two separate issues, namely 1) Approval of bonus payment to the Board of Directors For the fiscal year 2018 and 2) the approval of the remuneration of directors for the year 2019, with the chairman assigning Mr. Anant Tangtatswas Chairman of Nomination and Remuneration Committee explanation to the meeting.

The Nomination and Remuneration Committee has considered from the duties and responsibilities of the committee and the work of the committee in accordance with the criteria and procedures for compensation. From the results of operations of the company for the fiscal year ended 31 December 2018, the past results are as follows:

the company's operating results (Consolidate)	For the year 2017	For the year 2018	Increase (Decrease) %
Total revenue (Baht)	436,517,076	487,485,409	11.68
Net profit after tax (Baht)	76,614,052	104,086,815	35.86

the company's operating results (Separate)	For the year 2017	For the year 2018	Increase (Decrease) %
Total revenue (Baht)	376,604,455	424,729,292	12.78
Net profit after tax (Baht)	71,809,289	101,636,945	41.54

6.1 Proposed the meeting of shareholders consider and approve paying bonus to Chairman of Board, Executive Chairman and Board of Directors as per details below:

No.	Name	Postion	Year 2017 (Baht)	Year 2018 (Baht)
1	Mr. Noravat Suwarn <sup>(1)</sup>	Chairman of the Board	320,000	-
2	Mr. Banyong Limprayoonwong <sup>(2)</sup>	Chairman of the Board	-	400,00
3	Mr. Min Intanate	Executive Chairman	200,000	400,000
4	Mr. Prayoon Rattanachaiyanont	Director	80,000	160,000
5	Mr. Wilson Teo Yong Peng	Director	80,000	160,000
6	Mr. Anant Tangtatswas	Independent Director/ Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee / Chairman of Corporate Governance Committee	80,000	160,000

No.	Name	Position	Year 2017 (Baht)	Year 2018 (Baht)
7	Ms. Manida Zimmerman	Independent director/ Member of Audit Committee / Member of Nomination and Remuneration Committee	80,000	160,000
8	Ms. Suteera Sripaibulya	Independent director/ Member of Audit Committee / Member of Nomination and Remuneration Committee	80,000	160,000
9	Asst.Prof. Karndee Leopairote	Independent director/ Member of Audit Committee / Member of Nomination and Remuneration Committee	80,000	160,000
		Total	1,000,000	1,760,000

\*Mr. Noravat Suwan remuneration until March 28, 2018. Mr.Banyong Limprayoonwong remuneration shall start from March 29, 2018.

Ms. Chamaiporn Apikulvanich and Mr. Chaiyaporn Kiatnuntavimon offered to waive bonus as the director.

The Chairman gave shareholders an opportunity to ask question and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

**Resolution of the meeting:** The meeting resolved with votes of more than 2 in 3 approve paying bonus to Chairman of Board, Executive Chairman and Board of Directors

Approved by	521,230,112	votes	Percentage of	88.7166
Disapproved by	0	votes	Percentage of	0.0000
Abstained by	0	votes	Percentage of	0.0000
No rights to vote	66,292,500	votes	Percentage of	11.2834
Voided ballots	0	votes	Percentage of	0.0000

For this matter, the interested shareholders who were present at the meeting and were not rights to vote this matter had a total of 66,292,500 votes.

6.2 The Chairman also proposed the meeting to consider the determination of director's remuneration for the year 2019 as the following details:

No.	Name	Position	Year 2018 (Baht/month)	Year 2019 (Baht/month)
1	Mr. Banyong Limprayoonwong	Chairman of the Board	285,000	299,250
2	Mr. Min Intanate	Executive Chairman	283,821	298,012
3	Mr. Prayoon Rattanachaiyanont	Director	20,000	25,000
4	Mr. Anant Tangtatswas	Independent Director	20,000	25,000
		Chairman of Audit Committee	53,500	58,500
5	Ms. Manida Zimmerman	Independent Director	20,000	25,000
		Audit Committee	20,000	25,000
6	Ms. Suteera Sripaibulya	Independent Director	20,000	25,000
		Audit Committee	20,000	25,000
7	Asst.Prof. Karndee Leopairote	Independent Director	20,000	25,000
		Audit Committee	20,000	25,000

- The meeting allowance for Board of directors who attend the meeting (per times) 5,000 Baht
- The meeting allowance for Nomination and Remuneration Committee who attend the meeting (per times) 5,000 Baht
- The meeting allowance for Corporate Governance Committee who attend the meeting (per times) 5,000 Baht
- Any other privileges granted to the directors none
- Ms. Chamaiporn Apikulvanich, Mr. Wilson Teo Yong Peng and Mr. Chaiyaporn Kiatnuntavimon offered to waive the directors' remuneration.
- Nomination and Remuneration Committee and Corporate Governance Committee will not receive monthly remuneration, but receive the allowance (per attendance).
- Ms. Chamaiporn Apikulvanich and Mr. Chaiyaporn Kiatnuntavimon offered to waive the meeting allowance as the Corporate Governance Committee.

The Chairman gave shareholders an opportunity to ask question and express opinion.

(1) Mr. Methee An-adirekkun, proxy from Thai Investors Association, asked Year 2019 has approved the directors' remuneration in the year 2020 to approve the bonus or not. The authorization does not include the bonus year 2019 to be turnover. It will be approved in 2020 that correct or not?

Mr. Min Intanate, Director, answered, the shareholders understood correctly.

(2) Mr. Kaiwan Kotwanit, shareholder, according to the invitation letter to page 6, stating whether any other benefits granted to the directors do not have this line not specified or not because it will be too closed. If there are other expenses that should not be paid by the directors.

Mr. Banyong Limprayoonwong, Chairman of Board of Directors, answered according to the expenses law. Directors' remuneration must comply with the resolution of the shareholders' meeting only. If the meeting has a resolution to disapprove, then cannot pay. The word "none here" means none other than this request for approval so that shareholders are comfortable that the company will not pay more than requested for approval.

Mr. Kaiwan Kotwanit, shareholder, there is additional suggestion that Agenda 6.2 is the main remuneration While Agenda 6.1 is considered as an extra remuneration, why is Agenda 6.2 and Agenda 6.1 not alternating?

Mr. Banyong Limprayoonwong, Chairman of Board of Directors, Accepted.

After answering questions from the shareholders, the Chairman asked the meeting to consider the resolution.

**Resolution of the meeting:** The meeting resolved with votes of more than 2 in 3 approving the directors of remuneration as details above.

Approved by	522,830,121	votes	Percentage of	88.9889
Disapproved by	0	votes	Percentage of	0.0000
Abstained by	0	votes	Percentage of	0.0000
No rights to vote	64,692,500	votes	Percentage of	11.0111
Voided ballots	0	votes	Percentage of	0.0000

For this matter, the interested shareholders who were present at the meeting and were not entitled to vote for or against this matter had a total of 64,692,500 shares

**Agenda 7 To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2019**

The Chairman assigning Mr. Anant Tangtatswas Chairman of Audit Committee proposed the meeting.

Mr. Anant Tangtatswas Chairman of Audit Committee announced to the meeting that the audit committee has considered the audit fees and qualifications of auditors and saw that EY Office Company Limited is an audit office with experience and reputation accepted by the public whose qualifications does not contradict the regulations specified by the Stock Exchange of Thailand.

Therefore, it is proposed to the meeting to consider and approve the appointment of Ms. Siriwan Nitdamrong, C.P.A. Registration No. 5906 and/or Miss Kamonthip Lertwitworatthep, C.P.A. Registration No. 4377 and/or Miss Sarinda Hirunprasertwut, C.P.A Registration No.4799 of EYOffice Company Limited as auditors for the company and subsidiaries, and approve the audit fees for 2018 detail as follower:

Detail	EY Office Limited		Increase (Decrease) from Year 2018
	2018	2019	%
Audit fee	1,000,000	1,000,000	-
Other*	200,000	240,000	20
Total	1,200,000	1,240,000	3.33%

Remarks:

- \*Other include Audit fee for BOI and Review Annual Report
- Audit fee does not include other expenses

EY Office Limited is the auditor of subsidiary company of Business Online Public Company Limited; D&B (Thailand) Co., Ltd. and BOL Digital Co., Ltd.

EY Office Limited and the auditors proposed as auditor of the company have no relationship or any interest with the company, executives or related persons, which may have an impact on performing task independently.

The Chairman gave shareholders an opportunity to ask question and express opinion.

Mr. Kaiwan Kotwanit, shareholder, information as shown on the slide and the meeting invitation letter in other service fees that increase by 20%, does not mean that the total increase of 20% in the total percentage channels is probably incorrect.

Mr. Min Intanate, director and Executive Chairman, acknowledge and receive back to the amendment.

After giving opportunities for shareholders to ask questions and express opinion but there is no question. Therefore, proposed that the meeting consider the resolution.

**Resolution of the meeting:** The meeting unanimously resolved that the appointment of the Company's auditors and their remuneration as proposed above, be approved.

Approved	587,522,622	Votes	Percentage of	100.0000
Disapproved	0	Votes	Percentage of	0.0000
Abstained	0	Votes	Percentage of	0.0000
Voided ballots	0	Votes	Percentage of	0.0000

**Agenda 8 To consider any other business (if any)**

No other business was proposed to the meeting for consideration; however, there were questions raised by the shareholders.

(1) Mr. Chokchai Sakunvisit, shareholder, asked Service MatchLink wants to know the direction of the management service, which will develop in which direction and in what current status.

Mr. Chaiyaporn Kiatnuntavimon, director and Chief Operating Officer, answered MatchLink is a platform for companies to find opportunities And make a difference from the previous services we have because in the past we would provide services in the form of annual fees Who will apply, pay for the service and use for 1 year. The company found that behaviour Or next trend If we want to expand the market to have more customers Will be a small group of customers or SMEs, which the customers will pay the annual fee may be quite difficult This is the beginning of the MatchLink model, which is a platform where the company uses our data that has Come to provide free service to a certain extent Which can draw users into the platform. Currently, there are approximately 1,000,000 users / month. In the past year, the company negotiated with financial institutions to find ways and opportunities to do business together it is expected that during Q2 - Q3 the company will be able to launch loans through the MatchLink system, where MatchLink

will be the intermediary to send the information of the operators that use to the bank. And the bank can consider the selection and approval

In a broad view or in the future the Company has a vision that we want to do business into the digital platform is more MatchLink Thus, it becomes a central platform that enables businesses to meet. And exploitation of the platform, such as wanting to buy Contact want chat option loan, which has a lot of the support platform digital future to achieve greater business links.

For the revenue model, the Company has to adjust visitors companies that want to check more information will have a model that will charge a fee such as on-board. In the past, will check only if the customer has the ability to pay the debt or not. But now the trend of inspections is increasing, such as checking suppliers from major agencies or multinational companies if you want to do business, you need to check the requirements, etc. Therefore, the platform will evolve the use of User information. At the same time, the company looks for new business models, such as customers who request to borrow money from the bank. And the bank lends through the platform, the company will collect management fees from the bank as a percentage of the loan amount, which will be another way of income etc.

(2) Mr. Chokchai Sakunvisit, shareholder, asked the interaction on the platform will create data between users in the system. The company has prepared how to manage with the data to benefit.

Mr. Chaiyaporn Kiatnuntavimon, director and Chief Operating Officer, answered It is the main idea that the company is trying to create a MatchLink platform. In the past, we will get information from the government and survey. This platform will create data from user behaviour of who is linked to be trading with will keep in the platform in case of problems such as trading and not making payment will begin to have depth of information at the same time, there will be user self-generated content - those who want to advertise themselves, such as receiving prizes or selling things, etc. In the past, this collection of data has limitations on the age of the information that is short in 1 year. The data may only be updated to 60. % Which the cost of updating is a lot, but while users benefit from, the data update will be natural. This information will create Big Data, AI, and Analytics. We have the technology and data to enable us to grow steadily.

(3) Mr. Kaiwan Kotwanit, shareholder, there are suggestions that it should be concluded in Item 8 on the agenda of all shareholders Slide show again. The questions that in its annual report page 36 Article 4 a specified percentage of shareholding 51.01 on the information given on page 38 and then combined deficit of around 3% do not know what to do.

Mr. Min Intanate, Director and Executive Chairman, answered, Responded to the question that 3.72% were at Pan Pacific Consultant Company Limited.

Mr. Kaiwan Kotwanit, shareholder, suggested that this information should be corrected in the annual report.

Mr. Min Intanate, Director and Executive Chairman, take note and get back to edit.

(4) Mr. Chalermdech Leewancharoen, shareholder, In the future, BOL will grow in any direction and in the message pages from the president mentioned Fintech, AI, Blockchain, Social Listening want to explain how these new technologies will affect the company and will be more competitive.

Mr. Min Intanate, Director and Executive Chairman, answered, at this time, if observed as a User of the Company, there will be a very clear change namely Product MatchLink, in which we will get data and usage behavior. In the future there will be a Big Data story between consumers and consumers or companies and companies that connect this information will give the company the ability to analyze as behavior and reliability of the product of that company. 1) Score Credit Bureau, which the company is a shareholder and the processor of the company National Credit Information Co., Ltd. 2) FS Score that uses 10-20 years of financial data to analyze risk rates 3) Social Listening that is developing on Product Corpus. In the process, the company will start collecting Social data to be a big database and at the same time will cooperate with educational institutions to do AI, is to collect consumer behavior to make a summary in numbers to help customers make decisions.

(5) Mr. Chalermdech Leewancharoen, shareholder, more about whether competitors AI are China and the United States. Is an expert. Khun Min sees it possible to compete with us in the country.

Mr. Min Intanate, Director and Executive Chairman, answered, nothing is impossible Today, the business that I do is not only I do it alone people around the world do we therefore have to do studies which have 2 ways. We must be better or become a partner in which the company has a policy of becoming a partner.

(6) Mr. Thawatchai Tianboonsong, shareholder, there are questions that 1) Social Score to get information the Company collaborated to allow other people to buy information or obtain information from applicants on the platform, and 2) when will ABIKS Development Company Limited build an office building

Mr. Min Intanate, Director and Executive Chairman, answered, for question 1, Product MatchLink is an attempt to get users. By providing basic information that is free and after that there will be members during whom members interacted the Company will receive the information. This information will become a score that everyone wants in the future. And the company created a social listening platform on the company's products that brought information from all routes with a lot of users to process and create products, which the company is trying to do, is the power of information. To be without having to take people to analyze Use the capabilities of the Engine to analyze instead. Therefore, what technology is necessary to buy a company to buy something that the company can create by themselves the Company will do it themselves.

For question 2, the office building of ABIKS Development Company Limited, the building has not been built because the company has just moved the office to the MS Siam Building. This meeting date is the first use which will be used about 5-6 years.

(7) Ms. Suwantha Charatthanet, shareholder, does the company have plans to operate abroad and where?

Mr. Chaiyaporn Kiatnuntavimon, director and Chief Operating Officer, answered, at present, the company is in the process of establishing a company in Vietnam and there are some negotiable partners which in 2019 will be able to start operation. Concept the Company wants to bring know-how used in Thailand. To use in Vietnam Initially, there will be a product in the bank group and MatchLink that will bring future revenue and studying other countries in the next step. And the company has talked with a partner, D&B, who has foreign information By bringing the information that D&B has to match with the

data of the same format without having to waste time importing new data And expanding into foreign countries.

(8) Ms. Suwantha Charatthanet, shareholder, the Company in Vietnam Can estimate whether any quarter will begin

Mr. Chaiyaporn Kiatnuntavimon, director and Chief Operating Officer, answered, Q2 is expected to start operations.

The Chairman thanked all shareholders for sacrificing their time to attend the meeting.

The meeting was adjourned at 4.00 p.m


(Signed by)     - *Banyong Limprayoonwong* -     Chairman of the meeting  
(Mr. Banyong Limprayoonwong)  
Chairman of Board of Directors

(Signed by)     - *Chaiyaporn Kiatnuntavimon* -     Director, and Company Secretary  
(Mr. Chaiyaporn Kiatnuntavimon)  
Chief Operating Officer

(Signed by)     - *Supachaya Pansaeng* -     Recorded the minutes of Meeting  
(Ms. Supachaya Pansaeng)  
Assistant Company Secretary





**Information of the candidates proposed to be directors to replace those retired by rotation  
and to appoint new director**

<b>Name</b>	<b>Mr. Banyong Limprayoonwong</b>	
<b>Age</b>	66	
<b>Nationality</b>	Thai	
<b>Propose for appointment</b>	Independent Director, Chairman of the Board	
<b>Shareholding Percentage</b>	None	
<b>Education</b>	<ul style="list-style-type: none"> <li>- LL.B, Ramkhamhaeng University</li> <li>- MPA, (Master of Public Administration), National Institute of Development Administration</li> <li>- Certificate, Thailand National Defence collage (2003)</li> </ul>	
<b>Training at Thai Institute of Director</b>	<ul style="list-style-type: none"> <li>- Certificate, Senior Executive Program (Class 32)</li> <li>- Certificate, Top Executive Program in Commerce &amp; Trade (TEPCOT) (Class 3/2010), Commerce Academy</li> <li>- Certificate, Public Director Certification Program (Class 7/2014), Public Director Institute (PDI)</li> <li>- Certificate, Director Accreditation Program (DAP) (Class 111/2014), Thai Institute of Director (IOD)</li> <li>- Certificate, Role of the Chairman Program (RCP) (Class 43/2018), Thai Institute of Director (IOD)</li> </ul>	
<b>Appointment Date</b>	29/03/2018	
<b>Duration of directorship</b>	2 Years (2018 - Present)	
<b>Present Position</b>	Independent Director, Chairman of the Board	
<b>Other Positions</b>	SET-Listed Companies <ul style="list-style-type: none"> <li>- Advisor, Legal Function Siam Commercial Bank Public Company Limited</li> </ul> Non-Listed Companies / Organizations <ul style="list-style-type: none"> <li>- Legal Advisor SCG Legal Counsel Company Limited</li> <li>- Advisor to the Board of Director Dhipaya Life Assurance Public Company Limited</li> <li>- Advisor to the Executive Committee Dhipaya Life Assurance Public Company Limited</li> </ul>	
<b>Any position in competing or relating business</b>	- None	
<b>2019 Meeting Attendance</b>	<ul style="list-style-type: none"> <li>- Attendance of Director 5/6 (83%)</li> <li>- Attendance of Non-Executive Director 1/1 (100%)</li> </ul>	

<b>Name</b>	<b>Ms. Manida Zimmerman</b>	
<b>Age</b>	53	
<b>Nationality</b>	Thai	
<b>Propose for appointment</b>	Independent Director, Audit Committee And Nomination and Remuneration Committee	
<b>Shareholding Percentage</b>	0.50%	
<b>Education</b>	<ul style="list-style-type: none"> <li>- MBA Assumption University</li> <li>- LL.M., Columbia University</li> <li>- LL.B., Thammasat University</li> <li>- Graduate Diploma Business Law, Thammasart University</li> </ul>	
<b>Training at Thai Institute of Director</b>	<ul style="list-style-type: none"> <li>- Certificate the Role of the Nomination and Governance Committee (RNG) Class 2/2012 (IOD)</li> <li>- Certificate the Director Certification Program (DCP) Class 8/2001 (IOD)</li> </ul>	
<b>Appointment Date</b>	24/10/2003	
<b>Duration of directorship</b>	17 Years (2003 - Present)	
<b>Present Position</b>	Independent Director, Audit Committee, Nomination and Remuneration Committee	
<b>Other Positions</b>	<p>SET-Listed Companies</p> <ul style="list-style-type: none"> <li>- None</li> </ul> <p>Non-Listed Companies / Organizations</p> <ul style="list-style-type: none"> <li>- None</li> </ul>	
<b>Any position in competing or relating business</b>	<ul style="list-style-type: none"> <li>- None</li> </ul>	
<b>2019 Meeting Attendance</b>	<ul style="list-style-type: none"> <li>- Attendance of Director 5/6 times (83%)</li> <li>- Attendance of Audit Committee 4/4 times (100%)</li> <li>- Attendance of Nomination and Remuneration Committee 2/2 times (100%)</li> <li>- Attendance of Non-Executive Committee 1/1 time (100%)</li> </ul>	

<b>Name</b>	<b>Ms. Suteera Sripaibulya</b>	
<b>Age</b>	66	
<b>Nationality</b>	Thai	
<b>Propose for appointment</b>	Independent Director, Audit Committee And Nomination and Remuneration Committee	
<b>Shareholding Percentage</b>	0.20%	
<b>Education</b>	- AMP, Advanced Management Program, 2013, Harvard University (USA)	
<b>Training at Thai Institute of Director</b>	- Bachelor of Science, Chiangmai University - Certificate Senior Executive Program (Capital Market Academy) Class 4 - Certificate Director Accredited Program (DAP) 2009 (IOD)	
<b>Appointment Date</b>	17/09/2008	
<b>Duration of directorship</b>	12 Years (2008 - Present)	
<b>Present Position</b>	Independent Director, Audit Committee, Nomination and Remuneration Committee	
<b>Other Positions</b>	SET-Listed Companies - Senior Executive Vice President, Technology Division Bangkok Bank Public Company Limited Non-Listed Companies / Organizations - Director National Credit Bureau Company Limited - Director National ITMX Company Limited - Director National Digital ID Company Limited - Director Bangkok Smartcard System Company Limited - Director Anew Corporation Company Limited - Director Processing Center Company Limited - None	
<b>Any position in competing or relating business</b>	- None	
<b>2019 Meeting Attendance</b>	- Attendance of Director 6/6 times (100%) - Attendance of Audit Committee 4/4 times (100%) - Attendance of Nomination and Remuneration Committee 2/2 times (100%) Attendance of Non-Executive Committee 1/1 time (100%)	

<b>Name</b>	<b>Ms. Chamaiporn Apikulvanich</b>	
<b>Age</b>	58	
<b>Nationality</b>	Thai	
<b>Propose for appointment</b>	Director and corporate and Governance Committee	
<b>Shareholding Percentage</b>	0.65%	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Applied Statistics (Computer Science, Hons.), National Institute of Development Administration (NIDA)</li> <li>- Bachelor of Arts (Economics, 2<sup>nd</sup> Class Hons.), University of the Thai Chamber of Commerce</li> </ul>	
<b>Training at Thai Institute of Director</b>	<ul style="list-style-type: none"> <li>- Certificate Director Accredited Program (DAP) 2004 (IOD)</li> <li>- Certificate Fostering a Board and Management Team 2005</li> <li>- Certificate Driving Company Success with IT Governance (ITG) Class 1/2016</li> <li>- Certificate Executive Development Program (EDP) Class 6</li> <li>- Certificate Cryptoasset Revolution Class 1</li> </ul>	
<b>Appointment Date</b>	24/10/2003	
<b>Duration of directorship</b>	17 Years (2003 – Present)	
<b>Present Position</b>	Director, Corporate Governance Committee	
<b>Other Positions</b>	SET-Listed Companies <ul style="list-style-type: none"> <li>- None</li> </ul> Non-Listed Companies / Organizations <ul style="list-style-type: none"> <li>- Director D&amp;B (Thailand) Company Limited</li> <li>- Director BOL Digital Company Limited</li> </ul>	
<b>Any position in competing or relating business</b>	<ul style="list-style-type: none"> <li>- None</li> </ul>	
<b>2019 Meeting Attendance</b>	<ul style="list-style-type: none"> <li>- Attendance of Director 6/6 Times (100%)</li> <li>- Attendance of Corporate Governance Committee 1/1 Times (100%)</li> </ul>	

<b>Name</b>	Mr.Pang Thieng Hwi	
<b>Age</b>	55	
<b>Nationality</b>	Malaysian	
<b>Propose for appointment</b>	Director	
<b>Shareholding Percentage</b>	None	
<b>Education</b>	- Bachelor of Arts and Master of Arts (Honorary Award), University of Cambridge,UK	
<b>Training at Thai Institute of Director</b>	None	
<b>Appointment Date</b>	None (New director)	
<b>Duration of directorship</b>	None (New director)	
<b>Present Position</b>	None (New director)	
<b>Other Positions</b>	<p>SET-Listed Companies</p> <ul style="list-style-type: none"> <li>- SVOA Public Company Limited</li> </ul> <p>Non-Listed Companies / Organizations</p> <ul style="list-style-type: none"> <li>- CEO &amp; Executive Director Keppel Telecommunications &amp; Transportation Ltd. (Singapore)</li> <li>- Director Keppel DC REIT Management Pte Ltd (Singapore)</li> <li>- Director M1 Limited (Singapore)</li> <li>- Director Asia Airfreight Terminal Company Ltd (Hong Kong)</li> <li>- Chairman/Director Trisilco Radiance Communications Sdn Bhd (Malaysia)</li> <li>- Director Nautilus Data Technologies, Inc (United States of America)</li> </ul>	
<b>Any position in competing or relating business</b>	- None	
<b>2019 Meeting Attendance</b>	None (New director)	

## **The Articles of Association regarding the Shareholder's Meeting and Voting Procedures**

### **Chapter III**

#### **Directors and Power of Directors**

##### **Clause 17**

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

(1) Each shareholder has one vote for each share held;

(2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and

(3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote

##### **Clause 18**

In every common annual meeting, director must retire from the position at least or approximately one-third of the board of directors (1/3). In the first two years after the company is registered, the members who take retire from the board of directors are chosen by lots. After that, the rule requires that committees serve the longest in the position retire from the position.

### **Chapter IV**

#### **Convening of Meeting**

##### **Clause 35**

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

##### **Clause 38**

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

##### **Clause 39**

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

**Clause 42**

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

**Clause 43**

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

**Chapter VI****Dividend and Capital Reserve****Clause 49**

The Company's board may pay interim dividend to shareholders from time to time when it is apparent to the board that the Company has made enough profits to do so. After the dividend is paid, the payment of the dividend must be reported to the quorum of the following shareholder meeting.

**Clause 51**

When allocating the net profits for each fiscal year, the company shall first offset its losses in previous years and set aside a legal capital reserve at 5% of the profits left over until the accumulated legal capital reserve has surpassed 10% of the registered capital.

The board of directors may arrange voting in order to allocate a portion of all its reserves for relevant beneficial activities of the company.

After the board approved, the company may transfer other capital reserves, legal capital reserve, and share premium to compensate retained losses of the company.

**Names and information of independent directors being proposed as a proxy holder**



**1) Mr. Banyong Limprayoonwong** Age 66

Position: Independent Director  
Chairman of the Board

Address: Business Online Public Company Limited  
1023 MS Siam Tower, 28th Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

The agenda concerning consideration: Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation  
Agenda 8 To consider and approve Directors' remuneration  
Agenda 1 – 5 Agenda 7 and Agenda 9 None

Special interest different from other Directors in every agenda item proposed and / or apart from agenda proposed at this meeting: None



**2) Mr. Anant Tangtatswas** Age 69

Position Independent Director  
Chairman of Audit Committee  
Chairman of Nomination and Remuneration Committee  
Chairman of Corporate Governance Committee

Address: Business Online Public Company Limited  
1023 MS Siam Tower, 28th Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

The agenda concerning consideration: Agenda 8 To consider and approve Directors' remuneration  
Agenda 1 – 7 and Agenda 9 None

Special interest different from other Directors in every agenda item proposed and / or apart from agenda proposed at this meeting: None



**3) Ms. Manida Zimmerman** Age 53

Position Independent Director  
Audit Committee  
Nomination and Remuneration Committee

Address: Business Online Public Company Limited  
1023 MS Siam Tower, 28th Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

The agenda concerning consideration: Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation  
Agenda 8 To consider and approve Directors' remuneration  
Agenda 1 – 5 Agenda 7 and Agenda 9 None

Special interest different from other Directors in every agenda item proposed and / or apart from agenda proposed at this meeting: None





**4) Ms. Suteera Sripaibulya** Age 66

Position Independent Director  
Audit Committee  
Nomination and Remuneration Committee

Address: Business Online Public Company Limited  
1023 MS Siam Tower, 28th Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

The agenda concerning consideration: Agenda 6 To consider and approve the appointment of new directors replacing those retired by rotation  
Agenda 8 To consider and approve Directors' remuneration  
Agenda 1 – 5 Agenda 7 and Agenda 9 None

Special interest different from other Directors in every agenda item proposed and / or apart from agenda proposed at this meeting: None



**5) Asst.Prof.Dr. Karndee Leopairote** Age 44

Position Independent Director  
Audit Committee  
Nomination and Remuneration Committee

Address: Business Online Public Company Limited  
1023 MS Siam Tower, 28th Floor, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

The agenda concerning consideration: Agenda 8 To consider and approve Directors' remuneration  
Agenda 1 – 7 and Agenda 9 None

Special interest different from other Directors in every agenda item proposed and / or apart from agenda proposed at this meeting: None

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
ทำยประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550  
Proxy Form A. (General Form)

อากรแสตมป์  
Duty stamp  
20 Baht

เขียนที่

Written at .....

วันที่ ..... เดือน ..... พ.ศ. ....  
Date ..... Month ..... A.D. ....

(1) ข้าพเจ้า ..... สัญชาติ .....  
I/We, ..... Nationality: .....  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
No. ...., Road: ..... Tambol/Subdistrict: .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

(2) เป็นผู้ถือหุ้นของบริษัท **บิซิเนส ออนไลน์** จำกัด (มหาชน)  
As a shareholder of **Business Online** Public Company Limited,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding a total of ..... shares; and have the right to vote equal to ..... votes as follow :  
หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share ..... shares and have the right to vote equal to ..... votes

(3) ขอมอบฉันทะให้  
Hereby appoint

1) ..... อายุ ..... ปี  
Age ..... years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. .... Road ..... Tambol/Subdistrict: .....

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

หรือ / OR

อายุ ..... ปี

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

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. .... Road ..... Tambol/Subdistrict: .....

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563  
ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น. ณ เลขที่ 1023 อาคารเอ็มเอส สยาม ชั้น 31 (ห้อง ASIC) ถนนพระราม 3 แขวงช่องนนทรี  
เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one person as my/our representative to participate in and vote at the meeting of Annual General Meeting of the  
Shareholders 2020 On Thursday, July 30, 2020, at 2:00 p.m., at No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room),  
Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120 or which may be postponed to any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy at the Meeting shall be treated as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signed: ..... Grantor  
(.....)

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

#### หมายเหตุ

#### Notes

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

Each shareholder who appoints a proxy shall appoint only one proxy to participate in and vote at the Meeting and may not apportion his/her shares for several proxies to vote.

แบบหนังสือมอบฉันทะ แบบ ข. (ที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550  
Proxy Form B.

อากรแสตมป์  
Duty stamp  
20 Baht

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date ..... Month..... A.D.....

(1) ข้าพเจ้า ..... สัญชาติ  
I/We, ..... Nationality: .....  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
No. ...., Road: ..... Tambol/Subdistrict: .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

(2) เป็นผู้ถือหุ้นของบริษัท **บิซิเนส ออนไลน์** จำกัด (มหาชน)  
As a shareholder of ..... Business Online ..... Public Company Limited,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding a total of ..... shares; and have the right to vote equal to ..... votes as follow :  
หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share..... shares and have the right to vote equal to ..... votes

(3) ขอมอบฉันทะให้  
Hereby appoint

1) ..... อายุ ..... ปี  
Age.....years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. ...., Road: ..... Tambol/Subdistrict: .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

หรือ / OR ..... อายุ ..... ปี  
Age.....years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. ...., Road: ..... Tambol/Subdistrict: .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น. ณ เลขที่ 1023 อาคารเอ็มเอส สยามทาวเวอร์ ชั้น 31 (ห้อง ASIC) ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one person as my/our representative to participate in and vote at the meeting of Annual General Meeting of the Shareholders 2020 On...Thursday, July 30, 2020....., at ....2:00.....p.m., at No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room), Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120 or which may be postponed to any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We hereby intend to have the proxy vote as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562**

**Agenda 1 To certify the Minutes of the 2019 Annual General Meeting of Shareholders**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 2 รับทราบรายงานของคณะกรรมการของบริษัทสำหรับผลการดำเนินงานประจำปี 2562**

**Agenda 2 To acknowledge the report on the Company's operating results in 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 3 รับทราบการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายเงินปันผลระหว่างกาล**

**Agenda 3 To acknowledge the net profit allocation as statutory reserve and to acknowledge the interim dividend payment**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของบริษัทสำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว**

**Agenda 4 To consider and approve the audited Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2019 audited by a Certified Public Accountant**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และแต่งตั้งกรรมการใหม่  
 Agenda 5 To consider and approve the appointment of directors to replace those retired by rotation and to appoint new directors

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) Grant the proxy the right to vote in accordance with my/our intention as follows

- เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด และแต่งตั้งกรรมการใหม่

Approve with appointment all team and appoint new directors

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve with partial of team as follows:

1. นายบรรยงค์ ลิ้มประยูรวงศ์ Mr. Banyong Limprayoonwong

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

2. นางสาวมานิดา ซินเมอร์แมน Ms. Manida Zimmerman

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

3. นางสาวสุธีรา ศรีไพบูลย์ Ms. Suteera Sripaibulya

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

4. นางสาวชไมพร อภิกุลวนิช Ms. Chamaiporn Apikulvanich

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

- แต่งตั้ง นายปัง เทียน ฮวี เป็นกรรมการใหม่

Appointment of Mr. Pang Thieng Hwi of new director

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท**

**Agenda 6 To consider and approve the remuneration for the Company's Board of Directors in the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

**6.1 พิจารณานุมัติการจ่ายเงินโบนัสให้ประธานกรรมการ ประธานกรรมการบริหาร และกรรมการบริษัท สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2562**

To consider and approve paying bonus to Chairman of the Board, Executive Chairman and Board of Directors for the year ended 31 December 2019

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**6.2 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท สำหรับปี 2563**

To consider and approve remuneration for the Company's Board of Directors in the year 2020

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี สำหรับปี 2563**

**Agenda 7 To consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration in the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda 8 To consider any other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ได้รับไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not expressed my/our intention with respect to votes in any item, or such intention is unclear or if the meeting takes into consideration any matters other than those specified above, including the amendment, alteration or addition of any facts, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems fit;

กิจการใดที่ผู้รับมอบอำนาจจะไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy at the Meeting shall be treated as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ ..... ผู้มอบอำนาจ  
Signed: ..... Grantor  
(.....)

ลงชื่อ ..... ผู้รับมอบอำนาจ  
Signed: ..... Grantee  
(.....)

ลงชื่อ ..... ผู้รับมอบอำนาจ  
Signed: ..... Grantee  
(.....)

#### หมายเหตุ (Notes)

1. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคน เพื่อแยกการลงคะแนนเสียงได้

Each shareholder who appoints a proxy shall appoint only one proxy to participate in and vote at the meeting and may not apportion his/her shares for several proxies to vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ได้รับไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจ แบบ ข. ตามแนบ In case of there are any statements to be indicated in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplement to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท..... **บิซิเนส ออนไลน์ จำกัด (มหาชน)**.....

Appointment of Proxy as Shareholder of..... **Business Online Public Company Limited**.....

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

For the Meeting of Annual General Meeting of the Shareholders 2020

ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น. ณ เลขที่ 1023 อาคารเอ็มเอส สยาม ชั้น 31 (ห้อง ASIC) ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

on Thursday, July 30, 2020 at 2:00 p.m. at No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room), Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120 or any adjournment to any other date, time and place

วาระที่..... เรื่อง.....  
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่..... เรื่อง.....  
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่..... เรื่อง.....  
Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ ..... เรื่อง .....

Item

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ ..... เรื่อง .....

Item

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signed: ..... Grantor  
(.....)

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน  
(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น) ทำยประกาศกรมพัฒนาธุรกิจการค้า  
เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากรแสตมป์  
Duty stamp  
20 Baht

Proxy Form C.

เขียนที่.....

Written at.....

วันที่.....เดือน.....พ.ศ.....

Date ..... Month ..... A.D. ....

(1) ข้าพเจ้า

สัญชาติ

I/We, ....., Nationality: .....

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
No. ...., Road: ....., Tambol/Subdistrict: .....  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

(2) เป็นผู้ถือหุ้นของบริษัท

บิซิเนส ออนไลน์

จำกัด (มหาชน)

As a shareholder of ..... Business Online ..... Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding a total of ..... shares; and have the right to vote equal to ..... votes as follow :

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary share ..... shares and have the right to vote equal to ..... votes

(3) ขอมอบฉันทะให้

Hereby appoint

1) ..... อายุ ..... ปี  
Age ..... years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. ...., Road: ....., Tambol/Subdistrict: .....

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

หรือ / OR

2) ..... อายุ ..... ปี  
Age ..... years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No. ...., Road: ....., Tambol/Subdistrict: .....

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
Amphoe/District: ..... Province: ..... Postal Code: .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี  
2563 ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น. ณ เลขที่ 1023 อาคารเอ็มเอส สยามทาวเวอร์ ชั้น 31 (ห้อง ASIC) ถนนพระราม 3  
แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one person as my/our representative to participate in and vote at the meeting of Annual General Meeting of the Shareholders  
2020 On Thursday, July 30, 2020, at 2:00 p.m., at No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room), Rama III Road,  
Chong Nonsi, Yannawa, Bangkok 10120 or which may be postponed to any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

In this meeting, I/We hereby intend to have the proxy vote as follows :

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

หุ้นสามัญ                      หุ้น และมีสิทธิออกเสียงลงคะแนนได้                      เสียง

Ordinary shares..... shares in total, which are entitled to cast .....votes; and

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด                      เสียง

Total..... votes

**วาระที่ 1                      พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562**

**Agenda 1                      To certify the Minutes of the 2019 Annual General Meeting of Shareholders**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 2                      รับทราบรายงานของคณะกรรมการของบริษัทสำหรับผลการดำเนินงานประจำปี 2562**

**Agenda 2                      To acknowledge the report on the Company's operating results in 2019**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 3                      รับทราบการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายเงินปันผล  
ระหว่างกาล**

**Agenda 3                      To acknowledge the net profit allocation as statutory reserve and to acknowledge the interim  
dividend payment**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของบริษัทสำหรับรอบปีบัญชี  
สิ้นสุด ณ วันที่ 31 ธันวาคม 2562 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว

Agenda 4 To consider and approve the audited Statement of Financial Position and Statement of  
Comprehensive Income for the year ended 31 December 2019 audited by a Certified Public  
Accountant

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และแต่งตั้งกรรมการใหม่  
Agenda 5 To consider and approve the appointment of directors to replace those retired by rotation and to  
appoint new directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

- เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด และแต่งตั้งกรรมการใหม่

Approve with appointment all team and appoint new directors

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

- เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve with partial of team as follows:

1. นายบรรยงค์ ลิ้มประยูรวงศ์ Mr. Banyong Limprayoonwong

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

2. นางสาวมานิดา ซินเมอร์แมน Ms. Manida Zimmerman

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

3. นางสาวสุธีรา ศรีไพบูลย์ Ms. Suteera Sripaibulya

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

4. นางสาวชไมพร อภิกุลวนิช Ms. Chamaiporn Apikulvanich

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

- แต่งตั้ง นายปัง เทียน ฮวี เป็นกรรมการใหม่

Appointment of Mr. Pang Thieng Hwi of new director

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท**

**Agenda 6 To consider and approve the remuneration for the Company's Board of Directors in the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Grant the proxy the right to vote in accordance with my/our intention as follows

**6.1 พิจารณานุมัติการจ่ายเงินโบนัสให้ประธานกรรมการ ประธานกรรมการบริหาร และกรรมการบริษัท สำหรับผลการดำเนินงานสิ้นสุด ณ วันที่ 31 ธันวาคม 2562**

To consider and approve paying bonus to Chairman of the Board, Executive Chairman and Board of Directors for the year ended 31 December 2019

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**6.2 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท สำหรับปี 2563**

To consider and approve remuneration for the Company's Board of Directors in the year 2020

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี สำหรับปี 2563**

**Agenda 7 To consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration in the year 2020**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

**วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda 8 To consider any other matters (if any)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

(4) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we have not expressed my/our intention with respect to votes in any item, or such intention is unclear or if the meeting takes into consideration any matters other than those specified above, including the amendment, alteration or addition of any facts, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems fit;

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy at the Meeting shall be treated as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signed: ..... Grantor  
(.....)

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

#### หมายเหตุ Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

A certification that the authorised signatory of the proxy form is licensed to operate the custodial business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplement to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท..... บีซิเนส ออนไลน์ จำกัด (มหาชน).....

Appointment of Proxy as Shareholder of..... Business Online Public Company Limited.....

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563

For the Meeting of 2020 Annual General Meeting of the Shareholders

ในวันพฤหัสบดีที่ 30 กรกฎาคม 2563 เวลา 14:00 น. ณ เลขที่ 1023 อาคารเอ็มเอส สยาม ชั้น 31 (ห้อง ASIC) ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

on Thursday, July 30, 2020 at 2:00 p.m. at No. 1023 MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room), Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120 or any adjournment to any other date, time and place

วาระที่.....เรื่อง.....

Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) Grant the proxy the right to consider and vote on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) Grant the proxy the right to vote in accordance with my/our intention as follows

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve.....เสียง		Disapprove.....เสียง		Abstain.....เสียง

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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the particulars contained in the Supplement to the Proxy Form are true, correct and complete in all respects.

ลงชื่อ.....ผู้มอบฉันทะ  
Signed: ..... Grantor  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed: ..... Grantee  
(.....)

## **Documents or evidence required to attend in the Shareholders' Meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19 February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the company to be transparent, fair and beneficial to shareholders, the company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the company considers appropriate.

### **1. Natural person**

#### ***1.1 Thai nationality***

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

#### ***1.2 Non-Thai nationality***

- (a) Passport of the shareholder; or
- (b) In case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

### **2. Juristic person**

#### ***2.1 Juristic person registered in Thailand***

- (a) Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) Copy of Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

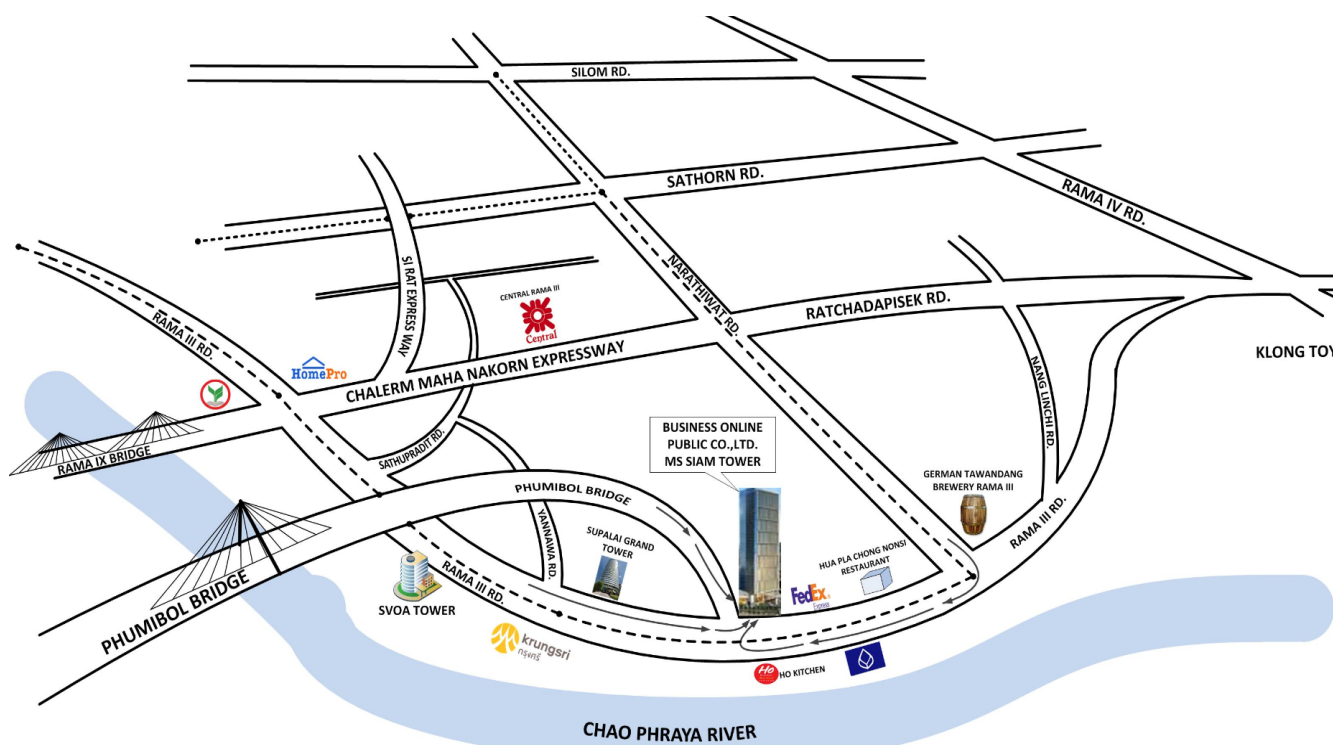
#### ***2.2 Juristic person registered outside of Thailand***

- (a) Corporate affidavit; and
- (b) Copy of Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1:00 P.M. on Thursday, April 2, 2020.

If any shareholder cannot attend the 2020 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to BOL.

**The map of the meeting venue of Business Online Public Company Limited**



**Meeting Venue Annual General Meeting 2020: MS SIAM Tower, 31<sup>st</sup> Floor (ASIC Room)**  
 No. 1023 Rama III Road, Chong Nonsi, Yannawa, Bangkok 10120

Transportation:

- Bus No. 89, 195, 205 or
- Express way No.1 and use rama 3 road or
- Express way No.2 and use Daokanong-BangKhlo and go to Bangkhlo

Neighborhood:

- On the same side: Huapla Chongnonsea Restaurant and FedEx
- Opposite: Ho Kitchen

Use elevator (High Zone)