



Ref BEYOND/BKK-BS-020/2566

March 20, 2023

**Subject:** Invitation to 2023 Annual General Meeting of Shareholders via Electronic Devices  
**To:** Shareholders

- Attachment:**
1. Annual Report and Sustainability Report for the Year 2022 (QR Code format)
  2. Profiles and experience of the auditors
  3. Profiles of the nominated candidates for the appointment of directors to replace the directors retiring by rotation and Definition of independent director
  4. Profiles of the Independent Directors to act as Proxy for Shareholders
  5. The Company's Articles of Association in relation to the General Meeting of Shareholders
  6. Registration Form for attending the AGM via Electronic Devices (E-AGM)
  7. Guidelines for attending the AGM via Electronic Devices (E-AGM) and the Appointment of Proxies, Procedure for Attending E-AGM, and Vote Counting
  8. Proxy Form A, Form B, and Form C
  9. Privacy Notice pursuant to Personal Data Protection Act, B.E. 2562 (2019)

The Meeting of the Board of Directors of Bound and Beyond Public Company Limited (the "**Company**") passed a resolution to approve the 2023 Annual General Meeting of Shareholders to be convened on Tuesday, April 25, 2023, at 14.00 hrs. **only via electronic devices** (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) including applicable laws and regulations prescribed by relevant Regulatory agencies of Thai listed companies

The Company has announced the schedule and agendas of the 2023 E-AGM on the Company's websites ([www.boundandbeyond.co.th](http://www.boundandbeyond.co.th)) and the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) since February 23, 2023, onwards to consider the following 10 agendas.

**Agenda 1 Matters informed by the Chairman.**

This provides an opportunity for the Chairman to independently communicate with the shareholders on issues of major importance which the shareholders should be informed.

**Vote required:** No vote casting is required because this agenda is for acknowledgment.

**Agenda 2 To consider and acknowledge the Company's performance report for the year 2022**

**Objective and Rationale**

Article 34(1) of the Company's Articles of Association states that "the Annual General Meeting of Shareholders shall acknowledge the report of the Board of Directors covering the Company's businesses during the preceding year".

Furthermore, pursuant to Section 113 of the Public Limited Companies Act B.E.2535, also defined that the Board of Directors shall deliver the Annual Report of the Board of Directors to the shareholders along with written notices calling for an annual general meeting. At present, the Annual Report of the Board of Directors for the year 2021, which contains correct and complete details as prescribed by the Public Limited Companies Act B.E.2535 and the regulations of the Securities and Exchange Commission has been already prepared by the Company; as a consequence, the Company desires

to present the Annual Report of the Board of Directors for the year 2022 to the shareholders for acknowledgment.

The details as appeared in the Annual Report for the Year 2022 (“**Form 56-1 One Report**”) which is distributed to the shareholders together with this Invitation Letter (QR Code) **Attachment No.1**.

### **Opinion of the Board of Directors**

The Board of Directors considered and deemed it appropriate to report the Company’s performance in the year 2022 to the meeting of shareholders for acknowledgment.

Indeed, the Company has already posted its 2022 Annual Report on the Company’s website (www.boundandbeyond.co.th) in the Investor Relations Menu in advance prior to the date of the Annual General Meeting of Shareholders for the shareholders and relevant persons’ acknowledgment.

**Vote required:** No vote casting is required because this agenda is for acknowledgment.

### **Agenda 3 To consider and approve the financial statement for the fiscal year ended December 31, 2022**

#### **Objective and Rationale**

According to Section 112 of the Public Limited Companies Act B.E. 2535 Article 34(2) of the Company’s Articles of Association, the Company is required to prepare the statement of financial position and the statement of profit and loss of the Company for the fiscal year ended December 31, 2022, to propose to the Annual General Meeting of Shareholders for consideration and approval.

The Company has prepared consolidated financial statements for the fiscal year ended December 31, 2022, which have been reviewed by the Audit Committee and audited by the Company’s Certified Public Accountant.

The details are shown in the Annual Report and Sustainability Report for the Year 2022 (QR Code) **Attachment No.1**. The summary of the significant figures are as follows:

Details	Consolidated Financial Statements	
	2022	2021
Total Asset (Million Baht)	13,345.63	14,105.64
Total Liabilities (Million Baht)	7,242.93	7,693.16
Total Shareholders’ Equity (Million Baht)	6,102.70	6,412.48
Total Revenue generated by sales, services, and ongoing operation (Million Baht)	2,148.31	221.68
Net profit (loss) for the year attributable - Owned by the Company (Million Baht)	(341.95)	877.73
Basic earnings (loss) per share (Baht/Share)	(1.18)	3.51

#### **Opinion of the Audit Committee**

The financial statement for the year 2022 has been executed in accordance with the Financial Reporting Standard, so the Audit Committee agreed to propose it to the Meeting of Shareholders to approve it.

### **Opinion of the Board of Directors**

The Board of Directors deemed appropriate to propose the meeting to consider and approve the Statement of Financial Position and Statement of Profit and Loss of the Company for the fiscal year ended December 31, 2022, which were reviewed by the Audit Committee, audited by the authorized auditor of the Company, and agreed by the Board of Directors. The Board of Directors and the Audit Committee have provided their opinions in the "Report on the Board of Directors' Responsibility for the Financial Report" and the "Audit Committee's Report", as appeared in the Annual Report for the Year 2022 (QR Code) (**Attachment No.1**).

The financial statements for the fiscal year ended December 31, 2022, has been publicized to the public via the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and the Company's website ([www.boundandbeyond.co.th](http://www.boundandbeyond.co.th)) in the Investor Relations Menu since February 23, 2023.

**Vote required:** Majority votes of shareholders attending the Meeting and casting their votes.

### **Agenda 4 To consider and acknowledge the omission of the allocation of 2022 net profit as a reserved fund and approve the omission of 2022 annual dividend payment**

#### **Objective and Rationale**

According to Section 116 of the Public Limited Companies Act B.E. 2535 Article 29 of the Company's Articles of Association, it specifies that the Company must allocate part of the annual net profit as a reserved fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to be not less than ten percent of the registered capital. Presently, the Company's registered capital is 6,026,599,840 Baht and the current legal reserve is 252,242,297 Baht according to the Company's separate financial statement.

Furthermore, the Company's Dividend Payment Policy stipulates that the Company shall generally pay dividends up to 50% of the net profit after deduction of corporate income taxes. An exemption can be allowed if the Board of Directors deems that preserving a portion of the net profit to cover future cash needs is appropriate. According to Section 115 and Section 116 of the Public Company Limited Act and Article 40 of the Company's Articles of Association, it is stipulated that dividends shall not be paid other than out of profits, and the Company shall allocate of its annual net profit to a reserve fund at the rate prescribed by applicable law.

According to the separate financial statements for the year ended December 31, 2022, the Company recorded a net loss of Baht 25,483,454.

### **Opinion of the Board of Directors**

The Board of Directors has considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2022 to acknowledge the omission of legal reserves because the Company did not turn a profit in 2022.

Having considering the separate financial statements, the Company's net loss for 2022 amounted to Baht 25,483,454, therefore, the Board of Directors considered and agreed to propose to the shareholders' meeting to acknowledge the omission of legal reserves because the Company has no profit for the 2022 operation.

Additionally, because the Company has net loss for the year 2022 of 25,483,454 Baht, the Board of Directors deemed it appropriate to refrain from paying the dividend for the year 2022 due to the Company having no profit for the turnover, which is in accordance with the law, regulations, and the Company's Dividend Payment Policy.

Therefore, the Board of Directors has considered and agreed to propose to the shareholders' meeting to acknowledge the omission of legal reserves and approve the omission of 2022 dividend payment.

<b>Details of Payment / Omitted Payment of Dividend</b>	<b>2022</b>	<b>2021</b>
1. Net Profit (loss) for the year	<b>(25,483,454) Baht</b>	524,845,927 Baht
2. Total Number of Paid-Up shares	<b>288,868,571 shares</b>	288,868,571 shares
3. Dividend Payment per share	<b>omitted dividend payment</b>	omitted dividend payment
4. Total Dividend Payment	<b>omitted dividend payment</b>	omitted dividend payment
5. Proportion of Dividend from Net Profit (%)	-	-

\* From Separate Financial Statement

**Vote required:** Majority votes of shareholders attending the Meeting and casting their votes.

**Agenda 5 To consider and approve the appointment of auditors and to determine the audit fee for the year 2023**

**Objective and Rationale**

In accordance with Article 34(5) of the Company's Articles of Association and Section 120 of the Public Limited Companies Act, B.E. 2535 stipulated that "the Annual General Meeting shall appoint an auditor and determine the audit fees for the Company every year. In appointing an auditor, the former auditor can be re-appointed."

**Opinion of Audit Committee**

The Audit Committee opined that the auditors from EY Office Company Limited, which is a certified audit firm by the Securities and Exchange Commission, performed their all contractually assigned duties completely and satisfactorily, and they were also independent and had no relationship or conflict of interest with the Company, its subsidiaries, affiliates, management, major shareholders, or related persons of the said persons, indicating that they are independent to audit and express their opinions on the Company's financial statements. As a result, the Audit Committee agreed to propose the nomination of 3 former auditors, from EY Office Company Limited for appointment as the Company's auditors for the year 2022. The details of the proposed auditors are as follows;

- 1. Ms. Manee Rattanabunnakit, Certified Public Accountant number 5313**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes as an auditor of the Company since 2021 and signed on the Company's Financial Statement since 2021 for 2 year; and/or
- 2. Mrs. Ponnard Paچارoen, Certified Public Accountant number 5238**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes as an auditor of the Company since 2021, but she has never signed on the Company's financial statement; and/or
- 3. Ms. Sineenart Jirachaikhuan Khan, Certified Public Accountant number 6287**, who was approved by the majority votes of the shareholders attending the Meeting and casting their votes, as an auditor of the Company since 2021, but she has never signed on the Company's financial statement.

Profiles and experience of the 3 auditors appear in **Attachment No. 2**.

In case those four auditors are not able to perform their work, EY Office Company Limited would appoint its proper, qualified, and certified auditor to perform the audit and express an opinion on the Company's financial statements in their place.

Qualifications and abilities of the auditor are considered from educational background, quality and efficiency of auditor's works, knowledge, proficiency, experience, support teams, the output of performance auditing, and independency of auditor - and the auditor has no direct or indirect benefit from, or interest in, audit duties.

In the year 2023, the determined audit fee including the quarterly review fee will be fixed at the total amount of 750,000 Baht, which is higher than the audit fee fixed in 2022. This rate is acceptable because it is in a similar range of audit fees charged by other audit firms.

**Information on the auditor's remuneration compared to the previous year**

(Unit: Baht)

<b>The Remuneration of the Auditor</b>	<b>2023 (Proposed Year)</b>	<b>2022</b>	<b>Increased Amount</b>
Audit Fee	750,000	700,000	7.14%
Non-Audit Fee	None	None	-

In addition, EY Office Company Limited is the auditor of the Company and its 4 subsidiaries. Several subsidiaries will use auditing services from auditors other than EY Office Company Limited if there are no complicated transactions in the preparation of the consolidated financial statements. On the other hand, the selection of auditors for each subsidiary is mostly based on service quality and audit fees. The Board of Directors will monitor and govern that the auditor will conduct and prepare the Company's financial statement according to the schedule.

**Opinion of the Board of Directors**

The Board of Directors considered and deemed it appropriate to propose the Meeting of Shareholders to appoint the auditors from EY Office Company Limited to act as the Company's auditors for the year 2023, details as follows:

1. Ms. Manee Rattanabunnakit                      Certified Public Accountant number 5313 and/or
2. Mrs. Poonnard Paocharoen                      Certified Public Accountant number 5238 and/or
3. Ms. Sineenart Jirachaikhuan Khan,      Certified Public Accountant number 6287.

and approve the determination of the 2023 audit fee in the amount of 750,000 Baht. The Board of Directors will monitor and govern that the auditor will conduct and prepare the Company's financial statement according to the schedule.

In the event those auditors are unable to perform their duties, EY Office Company Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

**Vote required:** Majority votes of shareholders attending the Meeting and casting their votes.

**Agenda 6 To consider and approve the appointment of directors to replace the directors retiring by rotation.**

**Objective and Rationale**

According to Section 71 of the Public Company Limited Act B.E. 2535 and Article 21 and 34(4) of the Company's Articles of Association stipulated that at every Annual General Meeting of Shareholders, one-third of the directors shall retire whether holding office in that term from the beginning or holding office for that term on behalf of another person, must vacate office. The director who retired by rotation may be re-elected.

There are three directors who will be retired in the 2023 Annual General Meeting of Shareholders as follows:

1. Mr. Chumpol Rimsakorn Director/ Chairman of the Audit Committee (Independent Director)
2. Dr. Kurujit Nakornthap Director/ Member of the Audit Committee (Independent Director)
3. Mr. Michael Sagild Director/ Member of the Nomination and Remuneration Committee

Apart from the Nomination and Remuneration Committee's selection of the Company's directors, the Company provided an opportunity for all shareholders to nominate qualified candidates for election as the Company's directors via the Stock Exchange of Thailand's channel and the Company's website at [www.boundandbeyond.co.th](http://www.boundandbeyond.co.th) / "Investor Relation" section between October 3, 2022, to February 1, 2023. However, no shareholder had nominated a qualified person to be elected as the Company's Director

The Company has established a policy stating that the Nomination and Remuneration Committee is responsible for filtering candidates or carefully and cautiously considering them in order to obtain people with knowledge, ability, and experience related to the Company's business. Further, the candidates must possess qualifications as required by the Company and be able to fully devote time to performing duties which is beneficial to the operation of the Company.

In addition, the Company's director selection process takes into account the diversity of the Board of Directors' structure as well as the preparation of a Board Skills Matrix to determine the qualifications of the directors that the Company wants to nominate by taking into consideration the necessary skills that the Company still lacks. The consideration includes appropriate qualifications and is consistent with the composition and structure of the Company's directors in accordance with the Company's short and long-term business strategies, regardless of gender, race, or religion. The candidate must not have any characteristics that are prohibited by law and must follow the principles of good corporate governance for listed companies. The efficiency with which the directors who retired by rotation performed their duties is also taken into account, and it appears that they've done so to the best of their ability, with dedication, and by continuing to provide useful comments to the Company.

#### **Opinion of Nomination and Remuneration Committee**

The Nomination and Remuneration Committee took into account continuity and consistency with the Company's business strategy, as well as directors' experience. Furthermore, the person nominated to be an independent director must be able to express their opinions independently and in accordance with the relevant criteria as part of the director selection process, with a transparent process in order to build shareholder confidence.

In addition, the Nomination and Remuneration Committee has considered that the two independent directors, namely Mr. Chumpol Rimsakorn and Dr. Kurujit Nakornthap, are fully qualified to serve as independent directors, which is in accordance with the criteria prescribed by the Company. After taking into account each independent director's past performance in terms of knowledge, ability, and experience, the performance of each independent director's duties is meaningful to all stakeholders and to the Company's growth. Furthermore, they have both proved that they have maintained the qualifications of independent directors with fairness and transparency and that there is no conflict of interest and/or any significant interest against the Company.

Additionally, all three directors, who are proposed to re-elect for another term, have performed their duties well and are capable of providing independent opinions and recommendations in the best interest of the Company and in compliance with the relevant regulations and laws. Hence, the Nomination and Remuneration Committee deemed it was reasonable and necessary to propose they to be re-elected for another term.

Accordingly, the Nomination and Remuneration Committee, excluding the directors who are proposed for re-election, cast their votes individually to propose to the Board of Directors for recommendation to the Annual General Meeting of Shareholders to consider the re-election of the three retired directors to be the Company's director for another term.

### **Opinion of the Board of Directors**

The Board of Directors, excluding the directors who are proposed for re-election, conducted its review of the screened process with considerate and cautious and opined that the 3 nominated directors are fully qualified for the Company's business operations and in accordance with the Company's Director Nomination Policy; therefore, agreed with the Nomination and Remuneration Committee to recommend the Annual General Meeting of Shareholders to re-elect (1) Mr. Chumpol Rimsakorn (2) Dr. Kurujit Nakornthap and (3) Mr. Michael Sagild, who retired by rotation, to resume their positions for another term.

The directors no. (1) and (2) are independent directors according to the definition of independent directors prescribed by the Company and they can express their opinions freely and in accordance with the relevant rules and the good corporate governance principles.

Profiles of the nominated candidates for the appointment of directors including age, tenure, education, experiences, position in other companies, meeting attendance, the distribution to the Company, and the definition of the independent director are enclosed in **Attachment No. 3**.

In this agenda, pursuant to the Articles of Association of the Company, the election of directors to replace the retiring directors will be resolved by majority votes and will be voted on an individual basis.

**Vote required:** Majority votes of shareholders attending the Meeting and casting their votes.

### **Agenda 7 To consider and approve the determination of the remuneration of the Board of Directors and Sub-Committees for the year 2023**

#### **Objective and Rationale**

To propose the Meeting of Shareholders to determine the remuneration of the directors who are Non-Executive Director of the Company for the year 2023.

The Company has set a clear and transparent remuneration policy for its directors, both in terms of monetary and other non-monetary such as annual retention fee, meeting allowances etc. The remuneration is considered from the Board of Directors' duties and responsibilities, performances, and expected benefit contributed by the directors. The remuneration is designed for the Company's Directors at a similar level to the industry compensation of Thai listed companies. It must also be appropriate to attract, retain and motivate the director the perform their role and carry out their responsibilities to accomplish the Company's goals through a transparent process that can build the shareholders' confidence.

Hence, the Nomination and Remuneration Committee is entrusted by the Company to consider and determine the directors' remuneration and submit such determined remuneration to the Board of Directors for review. The Board of directors' and Sub-Committees' remuneration will be proposed for approval by the meeting of shareholders.

#### **Opinion of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee considered the remuneration of the Board of Directors appropriately and discretionarily based on the comparative rate with others in the same industry, duties, responsibilities, and the meeting plans of the Board of Directors as well as each Sub-Committee for the year 2023 (The Executive Committee, The Audit Committee, The Nomination and Remuneration

Committee, and The Risk Management Committee) including business expansion and growth of the Company's profit. As a result, the Nomination and Remuneration Committee proposed to determine the 2023 remuneration of the Board of Directors and Sub-Committees, which is equivalent with the year 2022.

### **Opinion of the Board of Directors**

Having considered the performance of each director as well as the working plan of each sub-committees, the remuneration proposed by the Nomination and Remuneration Committee shall be deemed appropriate. By considering the suitability in comparison with companies in the industry and of similar size, duties, responsibilities, assigned plan for meetings of each sub-committee in 2023, including the expansion of the Company's business, the Board of Directors agreed with the Nomination and Remuneration Committee's opinion to propose the 2023 Annual General Meeting of Shareholders to consider and determine the 2023 Remuneration of the Board of Directors and Sub-Committees. Details of which are as follows;

- 1 Board of Directors' Remuneration:** maintaining the Annual Retention Fee as well as Meeting Allowance for non-executive directors attending the meeting as the same rate as determined as approved by shareholder meeting in 2022 at the following rate.

<b>The Board of Directors' Remuneration</b>	<b>Non-Executive Director</b>	<b>2023 (Proposed Year)</b>	<b>2022</b>
<b>1. Annual Retention Fee</b>	Chairman	300,000 Baht/Year	300,000 Baht/Year
	Director	300,000 Baht/Year	300,000 Baht/Year
<b>2. Meeting Allowance</b> (only director attending the meeting)	Chairman	35,000 Baht/Meeting	35,000 Baht/Meeting
	Director	30,000 Baht/Meeting	30,000 Baht/Meeting
<b>3. Other Remuneration</b>	Chairman Director	None	None

- 2 Sub-Committees' Remuneration:** The Annual Retention Fee for the Audit Committee and the Meeting Allowance for the other committees only for non-executive directors attending the meeting remain unchanged at the same rate as the 2022 remuneration, detail of which are as follows;

<b>Sub-Committees</b>	<b>Positions</b>	<b>Remuneration 2023 (Proposed year)</b>		<b>Remuneration 2022</b>	
		<b>Annual Retention Fee</b>	<b>Meeting Allowance</b>	<b>Annual Retention Fee</b>	<b>Meeting Allowance</b>
<b>Audit Committee</b>	Chairman	200,000 Baht	-	200,000 Baht	-
	Director	200,000 Baht	-	200,000 Baht	-
<b>Executive Committee</b>	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht
<b>Nomination and Remuneration Committee</b>	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht
<b>Risk Management Committee</b>	Chairman	-	25,000 Baht	-	25,000 Baht
	Director	-	20,000 Baht	-	20,000 Baht

Remark: \*For Non-Executive Director Only

**3) Other Benefits:** -None-

Duties and Responsibilities of each committee are described in the 2022 Annual Report (Form 56-1 One Report) The Duties and Responsibilities of each committee as well as the remuneration paid for each director are also shown in the Annual Report for the Year 2022 (QR Code) **Attachment No.1**.

Any director, who is a shareholder of the Company considered as having a conflict of interest, therefore, has no right to vote in this agenda.

**Vote required.** No less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

**Agenda 8 To consider and approve the decrease of the Company's registered capital in the amount of Baht 2,928,353,330 from the existing registered capital of Baht 6,026,599,840 to Baht 3,098,246,510 by means of canceling the unissued registered shares of the Company in the amount of 292,835,333 shares at the par value of Baht 10.**

**Objective and Rationale**

As the 2018 Annual General Meeting of Shareholders held on April 24, 2018, resolved to approve the issuance and allocation of warrants to purchase the Company's ordinary shares No. 1 ("PDI-W1 Warrants") amounting to 75,333,333 units to the existing shareholders of the Company according to the shareholding proportion free of charge and approved the allocation of 75,333,333 newly issued ordinary shares to reserve for the exercise of PDI-W1 warrants at a par value of 10 Baht per share. The Company, in subsequence, allocated PDI-W1 warrants to the Company's existing shareholders in the amount of 75,326,518 units and allocated newly issued ordinary shares to accommodate the exercise of PDI-W1 warrants of 75,326,518 shares at par value Baht 10 per share.

The Company thereafter decreased the Company's registered capital by 68,150 Baht by canceling the unissued registered shares of the Company, which were the remaining shares from the allocation, to reserve the exercise of the warrants PDI-W1 in the amount of 6,815 shares with a par value of 10 Baht per share, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 held on February 1, 2021. Nonetheless, PDI-W1 Warrants expired on May 15, 2021, with the remaining shares allocated to reserve for the exercise of PDI-W1 Warrants in the amount of 75,326,252 shares.

In addition, the Extraordinary General Meeting of Shareholders No. 1/2021, held on February 1, 2021, resolved to approve the increase of the Company's registered capital of 3,013,334,660 Baht from the existing registered capital and approved the allocation of such newly issued ordinary shares for:

1. Offered to the Company's existing shareholders in proportion to their shareholdings (the "Right Offering") in the amount of 226,000,100 shares at a par value of 10 Baht per share within the period specified by the Company, that is, between August 2, 2021, and August 6, 2021. Subsequently, some shareholders expressed their intention to exercise their rights to subscribe for 62,868,301 newly issued ordinary shares of the Company, so there were remaining shares allocated for offering to the existing shareholders in proportion to the shareholding of each shareholder in the amount of 163,131,799 shares with a par value of 10 Baht per share.
2. Reserved for the exercise of warrants to purchase the Company's ordinary shares No. 2 ("BEYOND-W2 Warrants") in the amount of 75,333,366 shares, which the Company will issue and allocate to the existing shareholders for exercising the right to subscribe for the newly issued ordinary shares of the Company under 1. with no charge. The Company then allocated 20,956,084 units of BEYOND-W2 warrants to the existing shareholders, who exercised their rights to subscribe

to the Company's newly issued ordinary shares. It allocated 20,956,084 units of BEYOND-W2 warrants to reserve for the exercise of the BEYOND-W2 warrants at a par value of 10 Baht per share. Therefore, the remaining shares reserved for the exercise of BEYOND-W2 warrants, which are unallocated, are 54,377,282 shares at a par value of 10 Baht per share.

For the reasons abovementioned, it was proposed that the meeting consider and approve the decrease of the Company's registered capital by 2,928,353,330 Baht from the existing registered capital of 6,026,599,840 Baht, in the amount of 3,098,246,510 Baht, by canceling the Company's unissued registered shares in the amount of 292,835,333 shares with a par value of 10 Baht per share, consisting of:

- A. The remaining shares allocated to reserve for the exercise of PDI-W1 warrants amount to 75,326,252 shares,
- B. The remaining shares allocated for offering to the Company's existing shareholders in proportion to the shareholding of each shareholder in the amount of 163,131,799 shares with a par value of 10 Baht per share and,
- C. The remaining shares allocated to reserve for the exercise of BEYOND-W2 warrants were unallocated in the amount of 54,377,282 shares with a par value of 10 Baht per share, as detailed above.

**Opinion of the Board of Directors**

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the decrease of the Company's registered capital of 2,928,353,330 Baht from the existing registered capital of 6,026,599,840 Baht, in the amount of 3,098,246,510 Baht, by canceling the Company's unissued registered shares in the amount of 292,835,333 shares with a par value of 10 Baht per share as detailed above. The Board of Directors considered that the decrease in the Company's registered capital reasonable and in compliance with applicable laws. Furthermore, the registered capital decrease did not negatively affect the Company or any shareholder benefits.

**Vote required:** No less than three quarters (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 in order to be in line with such a decrease of the Company's registered capital.**

**Objective and Rationale**

Due to the approval of the decrease of the Company's registered capital as detailed in Agenda 8 above, the Board of Directors agreed to propose to the shareholders' meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital. In this regard, the Company's Memorandum of Association clause 4 shall be repelled and replaced with clause 4 as follows:

**(1) Before the amendment of Clause 4 under the subject of "the Company's Registered Capital"**

<b>Clause 4</b>	<b>Registered Capital</b>	<b>6,026,599,840 Baht</b>	<b>(Six Thousand Twenty Six Million Five Hundred Ninety Nine Thousand Eight Hundred and Forty Baht)</b>
	<b>Divided into</b>	<b>602,659,984 Shares</b>	<b>(Six Hundred Two Million Six Hundred Fifty Nine Thousand Nine Hundred and Eighty Four</b>

			shares)
<b>Par Value</b>		<b>10 Baht</b>	<b>(Ten Baht)</b>
<b>Consisting of</b>			
<b>Ordinary Share</b>	<b>602,659,984 Shares</b>		<b>(Six Hundred Two Million Six Hundred Fifty Nine Thousand Nine Hundred and Eighty Four shares)</b>
<b>Preferred Share</b>	<b>- shares</b>	<b>(</b>	<b>- )</b>

**(2) After the amendment of Clause 4 under the subject of “the Company’s Registered Capital”**

<b>Clause 4</b>	<b>Registered Capital</b>	<b>3,098,246,510 Baht</b>	<b>(Three Thousand Ninety Eight Million Two Hundred forty Six Thousand Five Hundred and Ten Baht)</b>
	<b>Divided into</b>	<b>309,824,651 Shares</b>	<b>(Three Hundred Nine Million Eight Hundred Twenty Four Thousand Six Hundred and Fifty One shares)</b>
	<b>Par Value</b>	<b>10 Baht</b>	<b>(Ten Baht)</b>
	<b>Consisting of</b>		
	<b>Ordinary Share</b>	<b>309,824,651 Shares</b>	<b>(Three Hundred Nine Million Eight Hundred Twenty Four Thousand Six Hundred and Fifty One shares)</b>
	<b>Preferred Share</b>	<b>- shares</b>	<b>( - )</b>

**Opinion of the Board of Directors**

The Board of Directors agreed to propose to the shareholders’ meeting to consider and approve the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the decrease of the Company’s registered capital. In this regard, any person assigned by the Company’s authorized directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce shall also has the power to amend wording or take any action in order to comply with the order of the Registrar

**Vote required:** No less than three quarters (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 10 To consider and approve the amendment of the Company’s Articles of Association, Article 18, 19, 28, 29, 30, 31, 34, 40 and addition of Article 43.**

**Objective and Rationale**

According to the Public Limited Companies Act (No. 4) B.E. 2565, which amends the law to allow public companies to perform various operations through electronic media, increasing efficiency and convenience. In this respect, Section 31 of the Public Limited Companies Act B.E. must be approved by the shareholders’ meeting.

Therefore, in order to be in compliance with the amended Law, the amendment to the Articles 18-19 in Chapter 4, "the Board of Directors," Articles 28 – 31 in chapter 5, "the Shareholders' Meeting," Article 40 in chapter 7 "Dividends" and the addition of article 43 in chapter 8 "Other matters." of the Company's Article of Association shall be proposed to the 2023 Annual General Meeting of Shareholders for consideration and approval as follows:

**Details of the amendment of the Company' Article of Association are as follows:**

**(1) The amendment of Articles 18 and 19 in Chapter 4 "Board of Directors"**

Current Version	Proposed Amendment
<p>Article 18 The Board of Directors must meet at least four (4) times a year, each time at most three (3) months apart. The meeting's date, time, and place are at the discretion of the Chairman of the Board of Directors.</p>	<p>Article 18 The Board of Directors must meet at least four (4) times a year, each time at most three (3) months apart. The meeting's date, time, and place are <del>at the discretion of the Chairman of the Board of Directors</del> <b><u>the locality where the principal business office of the Company is located or in a nearby province or elsewhere in the Kingdom as specified by the Chairman</u></b></p> <p><b><u>As mentioned in paragraph one, the Board of Directors Meeting may be conducted via electronic media as provided in the law on electronic conferencing, and it shall be deemed that the head office of the Company is the meeting place.</u></b></p>
<p>Article 19 Meetings of the Board of Directors shall be summoned by the Chairman of the board of directors or any person assigned by the Chairman. The notice to the directors at least seven (7) days prior to the meeting date. Unless in urgent need to protect the rights or benefits of the Company, the Meeting may be notified by other means, or an earlier meeting date may be chosen.</p>	<p>Article 19 Meetings of the Board of Directors, <b><u>whether in person or via electronic conferencing</u></b>, shall be summoned by the Chairman of the board of directors or any person assigned by the Chairman. The notice to the directors at least seven (7) days prior to the meeting date. Unless in urgent need to protect the rights or benefits of the Company, the Meeting may be notified by other means, or an earlier meeting date may be chosen. <b><u>In case there is no chairman, the Vice-Chairman shall summon the Meeting of the Board of Directors. In the absence of a Vice Chairman, at least two (2) directors may jointly summons the Board of Directors' Meeting</u></b></p> <p><b><u>If it is reasonable or for the protection of the Company's benefit, at least two directors may</u></b></p>

	<p><b><u>jointly request that the chairman summons the Board of Directors' meeting and they shall also propose the meeting agenda to the chairman. In this case, the chairperson shall summon and fix the date of the board of directors' meeting within 14 days from the date of the request.</u></b></p> <p><b><u>In the case where the chairman does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14 day period mentioned in the above paragraph.</u></b></p>
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**(2) The amendment of Articles 28-31, 34 in Chapter 5 “Shareholders Meeting”**

<b>Current Version</b>	<b>Proposed Amendment</b>
<p>Article 28 The Board of Directors shall convene two (2) types of meetings of shareholders as follows</p> <p>(1) Annual general meeting shall be held once a year within four (4) months from the last day of the fiscal year of the Company.</p> <p>(2) Extraordinary meeting will be held whenever the Board of Directors deems appropriate or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that the reasons for such request shall be stated in the said letter. In this case, the Board of Directors shall call the shareholder meeting within forty five (45) days from the date of receiving of such letter from the shareholders.</p>	<p>Article 28 The Board of Directors shall convene two (2) types of meetings of shareholders as follows</p> <p>(1) Annual general meeting shall be held once a year within four (4) months from the last day of the fiscal year of the Company.</p> <p>(2) Extraordinary meeting will be held whenever the Board of Directors deems appropriate or shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that the reasons for such request shall be stated in the said letter. In this case, the Board of Directors shall call the shareholder meeting within forty five (45) days from the date of receiving of such letter from the shareholders.</p>

	<p><b><u>In case the Board of Directors fails to arrange for the Meeting within such a period under the above paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the Meeting within forty-five days from the date of expiration of the period under paragraph four. In such a case, the Meeting is deemed the Shareholders' Meeting summoned by the Board of Directors. The Company shall be responsible for any necessary expenses that may be incurred during such Meeting, and the Company shall reasonably provide facilitation.</u></b></p> <p><b><u>Suppose the shareholders summon a shareholders' Meeting under the second paragraph. In that case, if the shareholder has informed the company of his or her intention or given consent, the notice may be sent electronically, as specified in Article 43.</u></b></p> <p><b><u>In the event that, at the Meeting summoned by the shareholders under the second paragraph, the number of shareholders present does not constitute a quorum as prescribed by this Article of Association, the shareholders under the second paragraph shall jointly compensate the Company for the expenses incurred in making the arrangements for holding that Meeting.</u></b></p> <p><b><u>The Shareholders' Meeting may be conducted via electronic media, as the Electronic Conferencing Law provides, and it shall be deemed that the head office of the Company is the meeting place.</u></b></p>
<p>Article 29 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together</p>	<p>Article 29 In summoning the shareholders meeting <b><u>whether in person or via electronic conferencing</u></b>, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time,</p>

<p>with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall be made in a newspaper for no less than three (3) days prior to the meeting.</p>	<p>agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall be made in a newspaper <b><u>or via any electronic means</u></b> for no less than three (3) days prior to the meeting.</p>
<p>Article 30 In the case where Shareholders are unable to attend and vote at any shareholders' meetings in person, they may authorize other persons who has come of age as proxy to vote at the meetings on their behalf. The appointment shall be made in writing specifying the day, month and year of appointment, name of the proxy, the number of shares held by them and bearing the signatures of shareholder, proxy and witness, and specify the meeting and vote for which the appointment is the proxy for the said purpose shall be only one person regardless of how many shares are held by the shareholder. Such written appointment shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.</p>	<p>Article 30 In the case where Shareholders are unable to attend and vote at any shareholders' meetings in person, they may authorize other persons who has come of age as proxy to vote at the meetings on their behalf. The appointment shall be made in writing specifying the day, month and year of appointment, name of the proxy, the number of shares held by them and bearing the signatures of shareholder, proxy and witness, and specify the meeting and vote for which the appointment is the proxy for the said purpose shall be only one person regardless of how many shares are held by the shareholder. Such written appointment shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting. <b><u>The proxy may also be submitted electronically. It must ensure that the proxy is cast by the shareholder using a mechanism that is secure and trustworthy.</u></b></p>
<p>Article 31 At the shareholders meeting, there shall be shareholders and proxies attending the meeting amounting to not less than twenty - five (25) and holding or not less than one half of</p>	<p>Article 31 At the shareholders meeting whether in person, <b><u>whether in person or via electronic conferencing</u></b>, there shall be shareholders and proxies attending the meeting amounting to not less than</p>

<p>the total number of shareholders holding shares in aggregate not less than one-third (1/3) of the total number of issued shares to constitute a quorum.</p>	<p>twenty- five (25) and holding or not less than one half of the total number of shareholders holding shares in aggregate not less than one-third (1/3) of the total number of issued shares to constitute a quorum.</p>
<p>Article 34 Transactions to be conducted at the annual general meeting are as follows:</p> <ol style="list-style-type: none"> <li>(1) Acknowledging the report of the Board of Directors covering the Company's business during the preceding year;</li> <li>(2) Considering and approving the balance sheet and profit and loss statement as of the end of the fiscal year of the Company;</li> <li>(3) Considering the allocation of profits for dividend declaration in the case where the profit is sufficient for dividend payment;</li> <li>(4) Electing new directors in place of those who retire by rotation;</li> <li>(5) Appointing the auditor and fixing his remuneration;</li> <li>(6) Fixing remuneration of the Company directors;</li> <li>(7) Approving the transfer of the reserve other than statutory reserve or the share premium reserve to set off the accumulated loss of the Company;</li> <li>(8) Considering other business which is benefit for the Company.</li> </ol>	<p>Article 34 Transactions to be conducted at the annual general meeting are as follows:</p> <ol style="list-style-type: none"> <li>(1) Acknowledging the report of the Board of Directors covering the Company's business during the preceding year;</li> <li>(2) Considering and approving the balance sheet and profit and loss statement as of the end of the fiscal year of the Company;</li> <li>(3) Considering the allocation of profits for dividend declaration in the case where the profit is sufficient for dividend payment;</li> <li>(4) Electing new directors in place of those who retire by rotation;</li> <li>(5) Appointing the auditor and fixing his remuneration;</li> <li>(6) Fixing remuneration of the Company directors;</li> <li><del>(7) Approving the transfer of the reserve other than statutory reserve or the share premium reserve to set off the accumulated loss of the Company;</del></li> <li><b>(7)</b> Considering other business which is benefit for the Company</li> </ol>

**(3) The amendment of Articles 40 in Chapter 7 “Dividends”**

Current Version	Proposed Amendment
<p>Article 40 No dividends may be declared from any money except from the profits. In the case where the Company has an accumulated loss, the declaration of dividends shall be prohibited.</p> <p>The dividends shall be distributed as per the number of shares equally for each share unless it is otherwise stipulated under the matter concerning preferred shares. No declaration of dividends shall be made unless approved by the</p>	<p>Article 40 No dividends may be declared from any money except from the profits. In the case where the Company has an accumulated loss, the declaration of dividends shall be prohibited.</p> <p>The dividends shall be distributed as per the number of shares equally for each share unless it is otherwise stipulated under the matter concerning preferred shares. No declaration of dividends shall be made unless</p>

<p>Shareholders' Meeting.</p> <p>Subject to the Articles of Association, the Board of Directors may from time to time announce interim dividends if it deems that the Company has appropriate profits. The Board of Directors shall inform a declaration of interim dividends to the subsequent shareholders' meeting.</p> <p>Payment of dividends shall be made within one (1) month after the shareholders' meeting or the Board of Directors meeting has resolved, as the case may be, provided that such notice shall be made to shareholders and published in a newspaper.</p>	<p>approved by the Shareholders' Meeting.</p> <p>Subject to the Articles of Association, the Board of Directors may from time to time announce interim dividends if it deems that the Company has appropriate profits. The Board of Directors shall inform a declaration of interim dividends to the subsequent shareholders' meeting.</p> <p>Payment of dividends shall be made within one (1) month after the shareholders' meeting or the Board of Directors meeting has resolved, as the case may be, provided that such notice shall be made to shareholders and published in a newspaper <b><u>or apply any other means for electronic advertising.</u></b></p>
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**(4) The amendment by adding Articles 43 in Chapter 8 "Other Matters"**

Current Version	Proposed Amendment
-None-	<p>Article 43 <b><u>If the Company or the Board of Directors is required by these rules or the Public Limited Companies Act to deliver letters or documents to the Company's directors, shareholders, or creditors, and if those parties notify or give consent to receiving them electronically, the Company or the Board of Directors may do so. Any notice can be published in the newspaper or use electronic means of advertising instead, as specified in these Articles of Association or the Public Limited Companies Act.</u></b></p>

**Opinion of the Board of Directors**

The Board of Directors agreed to propose the 2023 Annual General Meeting of Shareholders to approve the amendment to the Company's Articles of Association on Article 18, 19, 28, 29, 30, 31, 34, 40 and the addition of Article 43, whereby the current provision will be revoked and replaced with the amended provision, and then submit to the authority for registration.

**Vote required:** No less than three quarters (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote.

The Board of Directors has no other agenda to propose to the Meeting of Shareholders for consideration. Nonetheless, the Company invited shareholders to propose additional agendas between October 3, 2022, and February 1, 2023, there was no additional agenda proposed by shareholders.

According to Section 105 paragraph 2 of the Public Limited Company Act B.E.2535, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the Notice of Meeting.

### Information for Shareholders

1. The Company has scheduled the Record Date to determine the shareholders' right to attend the 2023 Annual General Meeting of Shareholders on **March 25, 2023.**
2. The 2023 Annual General Meeting of Shareholders will be conducted via electronic devices (E-AGM) only, as well as the registration and voting. No physical meeting is provided.
3. Shareholders who wish to attend the Meeting in person or appoint a proxy to attend the 2023 Annual General Meeting of Shareholders (via electronic devices) (E-AGM), please complete, execute and submit the **Registration Form for attending the AGM via Electronic Device (E-AGM) (Attachment No. 6)** together with identification documents (in case of shareholder) or Proxy Form (in case of proxy) and supporting evidence as specified in Guidelines for attending the AGM via Electronic Devices (E-AGM) as specified in **Guidelines for attending the AGM via Electronic Devices (E-AGM) and the Appointment of Proxies, Procedure for Attending E-AGM, and Vote Counting (Attachment No. 7)** in order to verify the right to attend the E-AGM to the Company within April 24, 2023, via the following channels:

**E-mail:** [comsec@boundandbeyond.co.th](mailto:comsec@boundandbeyond.co.th)

**Post:** **Bound and Beyond Public Company Limited**

Company Secretary Department

No. 130- 132, Sindhorn Tower Building II, 15<sup>th</sup> Floor,

Wireless Road, Lumpini, Pathum Wan, Bangkok 10330

Tel: 02-0282626 EXT. 9101-2

When the Company receives all required documents from shareholders, the Company will verify the documents in order to confirm your meeting attendance. Once the verification is completed, Quidlab Company Limited (**Quidlab**), assigned by the Company to be the meeting control E-AGM system provider which has been certified by the Electronic Transactions Development Agency (ETDA), will send you an e-mail with your username, password, and weblink for logging in to the E-AGM system to your e-mail address provided to the Company.

4. If shareholders are unable to attend the Meeting via electronic media (E-AGM) in person, please appoint a proxy to attend the Meeting and vote on your behalf by using either Proxy Form A. or Form B. only. As for the foreign shareholders who have appointed the Custodian in the custody of shares, please use Proxy Form C. Proxy Forms are set out in **Attachment No. 8** Proxy Form A. Form B. or Form C. can also be downloaded at [www.boundandbeyond.co.th](http://www.boundandbeyond.co.th)
5. If shareholders wish to appoint the Company's independent director to act on your behalf, you can appoint either one of the independent directors as follows;

#### **1. Dr. Chokchai Aksaranan or 2. Mr. Bin Wieringa**

as a proxy to attend the Meeting and vote on your behalf, profiles of the independent directors to act as Proxy for shareholders can be found in **Attachment No. 4** by using the proxy form B

as enclosed, which is the form providing voting for each agenda and separated for the shareholders to vote for the election of each director individually.

Please be reminded that Dr. Chokchai Aksaranan and Mr. Bin Wieringa have an interest in agenda 7: To consider and approve the determination of the remuneration of the Board of Directors and Sub-Committees for the year 2023 but have no special interest in any agenda.

6. To ensure that the registration for E-AGM meeting attendance of the 2023 Annual General Meeting of Shareholders shall be convenient and in an orderly manner, the system will be opened 1 hour prior to the Meeting. However, **the streaming live/ live broadcast will begin at 14.00 hrs. only**. Please carefully read the E-AGM user manual, which will be sent with your username and password by email from **Quidlab**.

If you have any technical queries or problems in using/accessing the E-AGM system before or during the Meeting, please contact Quidlab via the following channels:

**Telephone:** 02-013-4322 or 080-008-7616

**E-mail:** info@quidlab.com or other channels specified in the e-mail sent by Quidlab

Therefore, the shareholders are cordially invited to attend the 2023 Annual General Meeting of shareholders via electronic devices (E-AGM) on the date, time, and procedures as abovementioned. The Meeting shall be conducted in electronic meeting only and no physical meeting shall be provided.

Yours faithfully,

**Bound and Beyond Public Company Limited**



(Mr. Sadawut Taechaubol)  
Chairman of the Board of Directors

**For additional information, please contact:**

Company Secretary Department:  
Tel. 02-028-2626 Ext. 9101-2

Investor Relations Department:  
Tel. 02-028-2626 Ext 9414

Quidlab Company Limited (technical problem relating to E-AGM system)  
Tel. 02-013-4322 or 080-008-7616