

- Translation -

Notice of the 2025 Annual General Meeting of Shareholders

BT Wealth Industries Public Company Limited

22 April 2025, 2.00 p.m.

The Company will hold the 2025 Annual General Meeting of Shareholders electronically

(E-AGM)

The E-AGM will be broadcast via electronic media from the Company's Meeting Room

At the Meeting Room, 3rd Floor : BT Wealth Industries PLC.,

593/3 Soi Ramkhamhaeng (Thepleela 1) Ramkhamhaeng Rd.,

Kwang Wangthonglang, Khet Wangthonglang, Bangkok 10310

Registration via Application IR Plus AGM at 12.00 p.m. (at noon)

<p>Shareholders who are unable to attend the Annual General Meeting of the Company can proxy for independent directors of the Company to attend the meeting and vote on their behalf according to the prescribed method.</p>
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BTW 2568/003

21 March 2025

To Shareholders

Notice of the 2025 Annual General Meeting of Shareholders

The Board of Directors of BT Wealth Industries Public Company Limited passed a resolution to convene the 2025 Annual General Meeting of Shareholders on 22 April 2025 at 2.00 p.m. via E-AGM broadcasting from the Company's 3rd Meeting Room at BT Wealth Industries Plc., 593/3 Ramkhamhaeng Rd., Wangthonglang, Bangkok 10310 to consider the following agendas:

Agenda No.1 To acknowledge the Company's operating performance, the Management Discussion and Analysis and other important information for the year 2024.

Objective and Rationale: The report of the Company's operating performance, the Management Discussion and Analysis and other important information for the year 2024 is shown in the 56-1 One Report for the year 2024 in the Attached Document for Agenda No. 1 & No. 2, according to the QR Code in the documents sent.

Board's recommendation: The Board would like to propose to the Shareholders Meeting for acknowledge the Company's operating performance, the Management Discussion and Analysis and other important information for the year 2024.

Required votes for resolution: This agenda is for acknowledgment therefore there is no need to vote.

Agenda No.2 To consider and approve the audited financial statements for the year ended 31 December 2024.

Objective and Rationale: The audited financial statement for the year ended 31 December 2024 have already been audited and certified by the auditors of the Company and it has been deemed correct in all material aspect of financial reporting standards to propose to the shareholders' meeting for consideration and approval in compliance with Section 112 of the Public Limited Companies Act B.E.2535 (as amended). (Attached Document for Agenda No. 1 & No.2, according to the QR Code in the documents sent).

Board's recommendation: It should be proposed to the Shareholders Meeting to approve the audited financial statement for the year ended 31 December 2024 which have been audited by the auditor and consented from the Audit Committee and the Board of Director with the following summary.

Item	Million Baht	
	The Company and its subsidiaries	The Company
Total Assets	640.21	410.94
Total Liabilities	399.44	167.54
Total Equity	240.77	243.40
Total Revenues	458.50	77.79
Cost and Total Expenses	497.73	51.60
Share of profit (loss) from investments in subsidiaries	0	(65.34)
Net Loss	(39.23)	(39.15)
Net Losst per share (Baht/share)	(0.05)	(0.05)

Required votes for resolution: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda No.3 To consider and approve the omission of dividend payment for the 2024 operating results.

Objective and Rationale: The Company has a policy to pay dividend in the amount not less than 40 per cent of annual net profit of the separate financial statement after legal reserve and other reserve (if any).

Board's recommendation: According to the separate financial statements for the year 2024, the Company has a net loss of Baht 39.15 million. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of dividend payments for 2024 operating results due to the operating loss.

Required votes for resolution: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda No.4 To consider and elect directors in replacement of those retired by rotation.

Objective and Rationale: According to Article 17 of the Company's Articles of Associations, one-third of the Company's directors must be retired at each annual general meeting of shareholders. If the number of directors cannot be divided into three equal parts, then the number of directors closest to one-third shall retire.

The two directors who have retired by rotation this year are Mr. Sakda Hanbuntrong and Mr. Piyapat Russamitinakornkul.

To select a person to serve as a director of that company, the Nomination & Remuneration and Good Governance Committee ("Nomination Committee") and the Board of Directors have scrutinized the qualifications, knowledge, abilities, experience, and performance of directors who will retire in accordance with the procedures and criteria prescribed by the Company. It is the same criteria for determining the persons nominated as directors from the shareholders, which has given the opportunity for shareholders to nominate from December 1-30, 2024 but no shareholders have nominated qualified candidates.

Nomination Committee's recommendation and Board's recommendation: (Without participation by any director having interest therein) The Board of Directors is of the opinion that the person who will be nominated as a director this time have passed the consideration according to the process prescribed by the Company and qualified in accordance with the relevant rules and are suitable for the company's business operations. They have experience, knowledge and abilities that are useful to the Company. The persons nominated to be independent directors are qualified in accordance with the laws relating to the requirements of independent directors, can give their opinions independently and have fully time to perform their duties.

The Nomination Committee and the Board of Directors therefore, resolved to propose to the shareholders' meeting to re-elected Mr. Sakda Hanbuntrong and Mr. Piyapat Russamitinakornkul to continue their offices as directors and sub-committees for another term.

Profiles of the 2 Directors appear in the Attached Documents for Agenda no.4

Required votes for resolution: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda No.5 To consider and approve the remuneration for the year 2025 and omit to pay gratuities from the 2024 operating results for directors.

Objective and Rationale: The Articles of Association stipulate that: "Director's gratuity and remuneration shall be as determined by the shareholders' meeting. Directors are entitled to receive remuneration from the Company in the form of prize money, meeting allowances, gratuity, bonuses, or other benefits in accordance with the rules or as determined by the shareholders' meeting. This may be defined as a fixed amount or placed as a rule, and shall be imposed from time to time, or shall be effective forever until further notice, and in addition to receiving allowances and benefits in accordance with the Company's regulations.

Nomination Committee's recommendation and Board's recommendation : In accordance with the policy and criteria for determining the remuneration of directors and sub-committees, which is based on the Company's performance in the previous year, performance of duties, functional duties and responsibilities of the Company's directors as well as be in line with the directors' remuneration of other listed companies in the same industry and the closed market- capitalized companies. The Nomination & Remuneration and Good Governance Committee and the Board of Directors therefore agreed to propose the remuneration of the directors for the year 2025 as follows :

1. Monetary remuneration will be monthly retainer fee (April 2025 – March 2026), determined according to the position of director and only one position will be given, at the same rate as in 2024 and to refrain from paying gratuities from the 2024 operating results for directors.

	Retainer Fee / person / month		Annual gratuity from the operating results	
	Year 2024	Year 2025 (propose)	Year 2023	Year 2024 (propose)
Board of Director				
Chairman of the Board	50,000	50,000	-	-
Chairman of Audit Com.	45,000	45,000	-	-
Director	40,000	40,000	-	-
Sub-Committee	no retainer fee or other compensation		-	-

Remark: 1. Executive Directors waive the right to receive payment for the position of director.
2. Sub-Committee such as Audit Committee / Risk Management Committee / Nomination Committee

2. Non-monetary benefits will be Directors and officers (D&O) liability insurance, life insurance, accident insurance and group health insurance.

Required Votes for Resolution: The resolution for this agenda requires the votes of not less than two-third of the total number of votes of shareholders who attend the meeting.

Agenda No.6 To consider and appoint the auditors and to determine the auditing fee for the year 2025.

Objective and Rationale: In order to comply with Article 120 of the Public Company Limited Act, which requires the AGM to consider the appointment of the Company's auditor and determine the annual auditor's remuneration.

Audit Committee's recommendation: The Audit Committee has considered the selection of the Company / Audit Firm and the Auditor to audit the Company's accounts for the fiscal year 2025. Considering that the auditor to propose the appointment is independent, no relationship or interest in any other nature with the Company, its executives, major shareholders or those related to the person in any way at all. And be a certified public auditor approved by the SEC to audit listed companies. In addition, the audit fee must be appropriate. Therefore, it is considered appropriate to propose to the Board of Directors for consideration and propose to the shareholders' meeting, as follows

1. To appoint auditors from Siam Truth Audit Company Limited

Auditor	CPA Reg. No.	The number of years that signed the Company's financial statements.
Mr. Bunjong Pichayaprasat	7147	has never signed the Financial statements of the Company
Mr. Kraisit Silapamongkonkul	9249	
Ms. Khaymanundt Chaichuen	8260	
Ms. Sirada Jarutakanont	6995	
Ms. Kornpreeya Soonphiphatsakul	10001	

Remark: The Company's Subsidiaries use the same audit firm and auditors as the Company.

In the case of the auditors as mentioned above unable to perform their duties, Siam Truth Audit Company Limited provides for other auditors of the Company acting on behalf of the auditors mentioned above.

Profiles of the auditors proposed are enclosed in the Attached Document for Agenda No.6.

2. To determine the audit fee for the year 2025 as follow:

	2024	2025 (propose year)
(Baht)	EY Office Limited	Siam Truth Audit Company Limited
BT Wealth Industries PLC	700,000	600,000
Subsidiaries	1,600,000	1,200,000
Total	2,300,000	1,800,000

In the past 2024 The Company and its subsidiaries use only audit services and do not use any other services from the audit firm to which the auditor belongs.

Board's recommendation: The Board of Directors concurred with the Audit Committee's recommendation whether the shareholders' meeting should appoint auditors from Siam Truth Audit Company Limited and determine the audit fee for the Company's fiscal year 2025 in the amount of Baht 600,000 and acknowledged the audit fee of the subsidiary as proposed.

Required votes for resolution: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda No.7 To consider and approve the issuance and offering of Convertible Bonds to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering) in an amount not exceeding 50,000,000.00 baht.

Objective and Rationale: The Company intends to issue and offer newly issued convertible bonds in a total amount not exceeding 50,000 units, at an offering price of 1,000 Baht per unit, with a total offering value not exceeding 50,000,000.00 Baht, to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) ("**Convertible Bonds**"). The proceeds from the issuance will be used to pay off debt or as the Company's working capital. The conversion price of the Convertible Bonds will not be less than 90.00% of the market price, where the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days ("**Floating Conversion Price**") prior to the date specified for conversion by the Convertible Bondholders. The conversion price must not be lower than 2.00 Baht per share ("**Minimum Conversion Price**"). Details are provided in Attached Document for Agenda No.7.

In this regard, the Convertible Bonds, not exceeding 50,000 units, shall be allocated in full to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) at the allocation ratio of 15,120 original shares to 1 Convertible Bonds unit. Any fraction from the calculation shall be discarded in all cases. Any shareholder of the Company who holds less than 15,120 shares will not receive the right to subscribe for the Convertible Bonds in proportion to their rights (but may subscribe in excess of their rights). The existing shareholders who are entitled to receive the allocation may subscribe for the Convertible Bonds in accordance with their rights, less than or in excess of their rights, or waive their rights to subscribe for the Convertible Bonds offered for sale this time. The Company will allocate the Convertible Bonds to the shareholders who subscribe in full first. If there are any Convertible Bonds remaining from the allocation in accordance with their rights, the Company will allocate the remaining Convertible Bonds to the shareholders who subscribe and pay for the Convertible Bonds in excess of their rights (until there are no Convertible Bonds left to be allocated) in accordance with the following criteria:

- (1) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is greater than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated among the existing shareholders who have subscribed for in excess of their rights in proportion to the shareholding of the existing ordinary shares of each shareholder who has subscribed for in excess of their rights. The allocation of the Convertible Bonds shall be carried out until there are no Convertible Bonds left to allocate.
- (2) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is less than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated to all the existing shareholders who have subscribed for in excess of their rights and paid for the subscription of the Convertible Bonds.

The Board of Directors approved the determination of the record date for shareholders entitled to receive the allocation of Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) on March 13, 2025 (Record Date). However, the granting of such rights remains uncertain as it is subject to approval by the shareholders' meeting. The Board also approved the proposal to the shareholders'

meeting for the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to determine details, amend, or take any necessary and related actions regarding the issuance and offering of Convertible Bonds to existing shareholders in proportion to their shareholding (Right Offering) to comply with the applicable laws. This authority includes, but is not limited to, the following actions:

- (1) Specify or amend details, methods and conditions related to the issuance and offering of Convertible Bonds as appropriate, whether it is a single issuance and offering or multiple offerings, including but not limited to the Terms and Conditions of Convertible Bonds, the date of issuance of Convertible Bonds, the par value of Convertible Bonds, the offering price, the number of ordinary shares to support the conversion of Convertible Bonds, the interest rate, the calculation and method of interest payment, the conversion price, the conversion rate, the period for exercising the right to convert, the redemption price, the redemption period, the expiration date of the conversion right, the method of allocating Convertible Bonds, or specifying the event in which the Company must issue additional new shares to support the change in the exercise of the conversion right, the conditions for adjusting the conversion right.
- (2) Negotiate, agree, enter into, amend, add, endorse and certify contract documents, applications for permission, requests for waivers, evidence, disclosure of information, sales report and other necessary and relevant documents for the issuance, offering and allocation of Convertible Bonds and the allocation of additional ordinary shares issued to support the exercise of conversion rights by Convertible Bondholders, including but not limited to contacting, filing, amending, adding, signing applications for permission, requests for waivers, evidence, disclosure of information, sales report and other documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Bond Market Association, the Thailand Securities Depository Co., Ltd., government agencies and/or agencies related to the issuance and offering of Convertible Bonds and the listing of additional ordinary shares from the exercise of conversion rights on the Stock Exchange of Thailand.
- (3) Authorize any person as a sub-attorney to act and perform the acts specified above on behalf of the Company and
- (4) Perform any other necessary and appropriate acts in connection with the issuance, offering and allocation of Convertible Bonds in order for the operations specified above to be completed.

Board's recommendation: The Board deems appropriate to the shareholder's meeting to consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 50,000 units at an offering price of 1,000 Baht per unit, with a total offering value not exceeding 50,000,000.00 Baht, the Convertible Bonds will be offered to the company's existing shareholders who are entitled to allocation in proportion to their shareholding (Right Offering), and to approve the determination of the record date for identifying shareholders entitled to the allocation of the convertible debentures under the Right Offering, which will be on March 13, 2025, and all related authorizations as proposed.

Required votes for resolution: The resolution for this agenda requires the votes of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda No.8 To consider and approve the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 units, to allocate to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)

Objective and Rationale: The Company intends to issue and offer warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) in an amount not exceeding 350,000,000 units, or 46.30% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2025, held on February 25, 2025. These warrants will be allocated to the Company's existing shareholders who subscribed for and were allocated Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero Baht), at a ratio of 1 unit of Convertible Bond to 7,000 units of BTW-W1. The warrants will have a term of 5 years from the issue date, with an exercise ratio of 1 unit of warrant to 1 ordinary share and an exercise price of 0.25 Baht per share (except in the case of an adjustment of the exercise price). The summary details of BTW-W1 are provided in the Summary of important details of warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders, as per Attached Document for Agenda No.8.

However, the exercise price of warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) at 0.25 baht per share is lower than the par value of the Company's shares, which has a par value of 0.50 Baht per share, due to the Company's accumulated losses as shown in the Statement of Financial Position of the Company as of December 31, 2024. Therefore, the Company may determine the exercise price of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) at a price lower than the par value of the Company's shares upon approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Company Act B.E. 2535 (1992) (and its amendments).

The Board of Directors also approved the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to:

- (1) Determine and change criteria, conditions, and details of the issuance and offering of BTW-W1 as deemed appropriate and within the authority prescribed by law.
- (2) Modify wording or details in documents, shareholders' meeting minutes, the Memorandum of Association, and/or any applications and/or perform actions to comply with the registrar's orders in filing for registration with the Department of Business Development, Ministry of Commerce.
- (3) Contact, negotiate, execute, amend, or sign applications for approval, waiver requests, notifications, and necessary evidence related to the issuance of the warrants, including submitting such applications, documents, and evidence to government agencies or relevant authorities.
- (4) Perform any actions necessary and appropriate related to the issuance and offering of the warrants and the underlying shares to ensure the success of the process, including registering the ordinary shares derived from the exercise of such warrants as listed securities on the Stock Exchange of Thailand, and appoint and delegate appropriate persons to act as sub-attorneys for the aforementioned matter.

Board's recommendation: The Board deems appropriate to the shareholder's meeting to consider and approve the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 units, or 46.30% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2025, held on February 25, 2025, these warrants will be offered to the existing shareholders who subscribe to and are allocated Convertible Bonds issued and offered under the Right Offering, free of charge (zero Baht), at a ratio of 1 convertible debenture unit to 7,000 units of BTW-W1 warrants and the warrants will have a term of 5 years from the date of issuance, with an exercise ratio of 1 warrant per 1 ordinary share and an exercise price of 0.25 Baht per share (subject to adjustment in case of price adjustments), and all related authorizations as proposed.

Required votes for resolution: The resolution for this agenda requires the votes of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda No.9 To consider and approve the increase in the Company's registered capital and the amendment to the Company's memorandum of association, Clause 4, to be in line with the increase of the Company's registered capital

Objective and Rationale: To reserve for the issuance and offering of Convertible Bonds and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1), the Company intends to increase its registered capital by 187,500,000.00 baht from the original registered capital of 378,000,000.00 baht, divided into 756,000,000 ordinary shares, with a par value of 0.50 baht per share, to the new registered capital of 565,500,000.00 baht, divided into 1,131,000,000 ordinary shares, with a par value of 0.50 baht per share, by issuing 375,000,000 additional ordinary shares, with a par value of 0.50 baht per share. This is to support the issuance and offering of Convertible Bonds in the amount of 25,000,000 shares and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) in the amount of 350,000,000 shares. The details are shown in the Report Form for Capital Increase (F53-4) as per Attached Document for Agenda No.9.

To align with the above-mentioned increase in registered capital, the Company must amend Clause 4 of the Company's Memorandum of Association as follows:

“Clause 4.	Registered capital amount	565,500,000.00 baht	(Five hundred sixty-five million, five hundred thousand baht)
	Divided into	1,131,000,000 shares	(One billion, one hundred thirty-one million shares)
	Par value per share	0.50 baht	(Fifty satang)
	Divided into:		
	Ordinary share	1,131,000,000 shares	(One billion, one hundred thirty-one million shares)
	Preferred share	- shares	(-)”

In this regard, the Board of Directors' meeting approved the proposal to be presented to the shareholders' meeting for consideration and approval of authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person assigned by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to register the capital increase and amend Clause 4 of the Memorandum of Association. This includes signing applications, or any documents related to the registration of the capital increase and the amendment of the Memorandum of Association of the company, as well as submitting the application for the capital increase and amendment to the Department of Business Development, Ministry of Commerce. It also includes making necessary corrections, amendments, or changes to the application or statements in such documents related to the registration of the capital increase and the amendment of the Memorandum of Association to be submitted to the Department of Business Development, Ministry of Commerce. Additionally, the authorized persons are empowered to take any necessary and related actions as deemed appropriate to ensure compliance with the laws, regulations, and interpretations of relevant government agencies, as well as in accordance with the recommendations or directives of the registrar or relevant officials.

Board's recommendation: The Board deems appropriate to the shareholder's meeting to consider and approve the increase of the Company's registered capital by 187,500,000.00 baht from the original registered capital of 378,000,000.00 baht, divided into 756,000,000 ordinary shares, with a par value of 0.50 baht per share, to the new registered capital of 565,500,000.00 baht, divided into 1,131,000,000 ordinary shares, with a par value of 0.50 baht per share, by issuing 375,000,000 additional ordinary shares, with a par value of 0.50 baht per share, to support the issuance and offering of Convertible Bonds in the amount of 25,000,000 shares and the issuance and offering of the Company's the warrants No. 1 (BTW-W1) in the amount of 350,000,000 shares, and the amendment of Clause 4 of the Company's Memorandum of Association to align with the increase in registered capital, including all related authorizations as proposed.

Required votes for resolution: The resolution for this agenda requires the votes of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda No.10 To consider and approve the allocation of additional ordinary shares

Objective and Rationale: As per Agenda 9, to approve the increase of the Company's registered capital by 187,500,000.00 baht from the original registered capital of 378,000,000.00 baht, divided into 756,000,000 ordinary shares, with a par value of 0.50 baht per share, to the new registered capital of 565,500,000.00 baht, divided into 1,131,000,000 ordinary shares, with a par value of 0.50 baht per share, by issuing 375,000,000 additional ordinary shares, with a par value of 0.50 baht per share. The Company intends to allocate 375,000,000 additional ordinary shares with a par value of 0.50 Baht per share to support the issuance and offering of Convertible Bonds and the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1), with the details as follows:

- (1) Allocate additional ordinary shares to support the issuance and offering of Convertible Bonds, not exceeding a total of 25,000,000 shares, with a par value of 0.50 baht per share, in an amount not exceeding 50,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 50,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering), with a conversion ratio of 1 unit of Convertible Bond to [the face value of the Convertible Bonds (Face Value) divided by

the conversion price] ordinary shares (any fractions shall be discarded in all cases). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for 15 consecutive business days (the **"Floating Conversion Price"**) prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 2.00 baht per share (the **"Minimum Conversion Price"**). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter.

- (2) Allocate additional ordinary shares to support the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 shares, with a par value of 0.50 baht per share, or 46.30% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2025, held on February 25, 2025, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 7,000 units of the warrants No. 1 (BTW-W1), totaling not exceeding 350,000,000 units.

However, the exercise price of warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) at 0.25 baht per share is lower than the par value of the Company's shares, which has a par value of 0.50 Baht per share, due to the Company's accumulated losses as shown in the Statement of Financial Position of the Company as of December 31, 2024. Therefore, the Company may determine the exercise price of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1) at a price lower than the par value of the Company's shares upon approval from the shareholders' meeting in accordance with Section 52 of the Public Limited Company Act B.E. 2535 (1992) (and its amendments).

In this regard, the Board of Directors approved the proposal to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or persons designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer to act on the following matters:

- (1) To determine and/or amend or change other necessary and related details regarding the allocation of the Company's additional ordinary shares as appropriate, provided they do not conflict with or violate applicable announcements, rules, or laws.
- (2) To negotiate, agree, execute, amend, supplement, or sign contracts, application forms, requests for permission, waiver requests, notifications, as well as instruments or documents related to the increase of capital and the allocation of the Company's newly issued additional ordinary shares. This includes certifying relevant documents, contacting, and/or receiving documents from officials or representatives of any relevant agencies and listing the Company's additional ordinary shares on the Stock Exchange of Thailand.
- (3) To register with the Department of Business Development, Ministry of Commerce, and to undertake any actions necessary to comply with the registrar's orders to complete the registration.
- (4) To carry out any other necessary, related, and/or subsequent actions regarding the capital increase and allocation of the Company's additional ordinary shares, in compliance with the applicable laws.

Board's recommendation: The Board deems appropriate to the shareholders' meeting to consider and approve the allocation of up to 25,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share to reserve for the issuance and offering of convertible bonds. Additionally, the Board proposed approval for the allocation of up to 350,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share to reserve for the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (BTW-W1), and all related authorizations as proposed.

Required votes for resolution: The resolution for this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Date for determination of the list of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders: 13 March 2025.

Date for determination of the list of shareholders entitled to receive the allocation of convertible debentures offered for sale to existing shareholders in proportion to their shareholding: 13 March 2025. However, The granting of the right to receive the allocation of the convertible debentures is still uncertain because it has to wait for approval from the shareholders' meeting.

Therefore, the Shareholders are invited to attend the 2025 Annual General Meeting of Shareholders by electronic means (E-AGM) on Tuesday, 22 April 2025. The Company will be open to register to confirm attendance via Application IR PLUS AGM from 12.00 pm. (at noon) until the meeting is completed on 22 April 2025. (please study procedures, documents and how to register for E-AGM according to the attached document number 5).

Yours sincerely,



Mr. Chotic Russamitinakornkul

Chief Executive Officer

BT Wealth Industries Public Company Limited

Attached Documents for Agenda no.4

Criteria and procedures for considering / nominating directors / Election of Directors to replace directors who retire by rotation

- 1) Qualified and not have characteristics prohibited under the Public Limited Companies Act and the Securities and Exchange Act. and the rules of the Stock Exchange of Thailand.
- 2) Knowledge ability and experience that is beneficial to the Company's business operations.
- 3) Have a history of performing directors' duties with caution, be honest and be able to devote your time to the fullest.
- 4) The person who will be nominated as an independent director is qualified in accordance with the laws. Comments can be provided freely.

Directors who are due to retire by rotation at the 2025 Annual General Meeting of Shareholders

- | | |
|-----------------------------------|---|
| 1. Mr. Sakda Hanbuntrong | Chairman of Nomination & Remuneration and Good Governance Committee /
Member of Audit Committee / Independent Director |
| 2. Mr. Piyapat Russamitinakornkul | Authorized Director / Executive Director |

Name and profile of persons nominated for directorship in place of directors who retire by rotation.



Name Mr. Sakda Hanbuntrong **Age** 71 Years
Position Chairman of Nomination & Remuneration and Good Governance Committee/
Member of Audit Committee / Independent Director

Education & Training

- Master of Arts (Business Law), Chulalongkorn University
- Bachelor of Laws, Chulalongkorn University
- Director Accreditation Program (DAP) in 2014, Thai Institute of Directors Association (IOD)

Director Position: BT Wealth Industries Public Company Limited

- Chairman of Nomination & Remuneration and Good Governance Committee / Member of Audit Committee / Independent Director
- Time Positions

- Starting	August 2014 – April 2025	10 years 8 months
- Starting – include the proposed agenda		13 years 8 months
- Attendance in 2024

- The Board of Director Meeting	9/9 times
- The Audit Committee's Meeting	6/6 times
- The Nomination & Remuneration and Good Governance Committee's Meeting	3/3 times

Director Position: Listed Companies (1 Company)

2014 - Present	Chairman of Nomination & Remuneration and Good Governance Committee / Member of Audit Committee / Independent Director	BT Wealth Industries Public Company Limited
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Director Position: Non Listed Companies * -

Remark There is no conflict in term of interest or business rival with the said companies.*

Shareholding of BTW	- None -
Relationship with the Company's Management and Directors	- None -
Position in other company that may cause any conflict of interest	- None -
Director's Prohibited Qualifications	- None –
Significant business relationships which result unable to act independently	- None –

Name and profile of persons nominated for directorship in place of directors who retire by rotation



Name Mr. Piyapat Russamitinakornkul **Age** 31 Years
Proposed positions Authorized Director / Executive Director

Education

- Masters of Business Administration National University of Singapore
- Bachelor of Engineering (Software Engineering) King Mongkut's Institute of Technology Ladkrabang

Training

- Director Accreditation Program (DAP) (class 207/2023) Thai Institute of Directors Association

Director Position : BT Wealth Industries Public Company Limited

Authorized Director / Executive Director

- Time Positions * Starting November 2023 - April 2025 1 years 5 months
* Starting – include the proposed agenda 4 years 5 months
- The Attendance in year 2024 The Board of Director Meeting 9/9 times
Executive Director Meeting 4/4 times

Director Position : Listed Companies 1 Company

November 2023 - Present Authorized Director / Executive Director BT Wealth Industries Public Company Limited

Director Position : Non Listed Companies * 2 Companies

July 2023 – Present Authorized Director Best Tech & Engineering Limited
July 2023 – Present Authorized Director Best Tech Industries Limited

Remark There is no conflict in terms of interest or business rival with the said companies.*

Shareholding of BTW 0.40% (as of 13 March 2025)

Relationship with the Company's Management and Directors Son of Mr. Chotic Russamitinakornkul

Position in other companies that may cause any conflict of interest - None -

Director's Prohibited Qualifications - None -

Significant business relationships which result unable to act independently - None –

Attached Documents for Agenda No.6

List and Profile of Certified Public Accountants Proposed for Appointment as Auditors for the Fiscal Year 2025

Siam Truth Audit Company Limited

338 Preecha Complex Building A, 8th Floor, Ratchadaphisek Road, Samsennok, Huaykwang, Bangkok 10310

Tel. 02-275-9599, 094-559-3894

The person to propose as the auditor this time does not hold BTW securities and has no relationship/interest with the Company/ Subsidiaries/Executives/Major Shareholders or persons related to persons.

Bunjong Pichayaprasat CPA Reg. No. 7147

Education	Master degree	Master of Accountancy, Chulalongkorn University
	Bachelor degree	Bachelor of Laws, Thammasat University
	Bachelor degree	Business Administration, Accounting, Rajamangala Institute of Technology Bangkok Technical College

Experiences

2017 -present	Siam Truth Audit Company Limited
2014 – 2016	PV Audit Company Limited
2005 – 2014	ANS Audit Company Limited
2004 – 2005	S.K. Accountant Services Co., Ltd.
1999 -2004	Sam Nak-Ngan A.M.C Co., Ltd.

Kraisit Silapamongkonkul CPA Reg. No. 9249

Education	Master degree	Master of Accountancy, Kasetsart University
	Bachelor degree	Bachelor of Laws, Thammasat University
	Bachelor degree	Bachelor of Accountancy, Audit Program, University of the Thai Chamber of Commerce

Experiences

2017 -present	Siam Truth Audit Company Limited
2013 – 2016	PV Audit Company Limited
2003-2013	ANS Audit Company Limited

Khaymanundt Chaichuen CPA Reg. No.8260

Education	Master degree	Master of Accountancy, Chulalongkorn University
	Bachelor degree	Bachelor of Laws, Thammasat University
	Bachelor degree	Bachelor of Accountancy, Audit Program, Faculty of Business Administration Chiang Mai University

Experiences

2017 -present	Siam Truth Audit Company Limited
2013 – 2016	PV Audit Company Limited
2005-2013	ANS Audit Company Limited
2003 -2004	Sam Nak-Ngan Dr. Virach & Associates
2002-2002	KPMG Phoomchai Audit Ltd.
2001-2002	Sam Nak-Ngan A.M.C Co., Ltd.

Dr. Sirada Jarutakanont CPA Reg. No.6995

Education	Postgraduate degree	Doctor of Business Administration, Thammasat University
	Master degree	Master of Science, Accounting, Thammasat University
	Bachelor degree	Business Administration, Accounting with first class honors, Burapha University

Experiences

2017 – present	Chairman of Subcommittee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King, Chonburi Branch
2015 – present	Siam Truth Audit Company Limited
2014 – present	Director of Accounting Professions, Education and Accounting Technology section Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2013 – present	Chairman of Audit Committee and Independent Director, N. D. Rubber Public Company Limited
2008 – present	Lecturer – Accounting and finance program, Faculty of Management and Tourism, Burapha University
2014 -2017	Consultant of Subcommittee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King, Chonburi Branch
2012 – 2014	Chairman of Subcommittee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King, Chonburi Branch
2010 – 2012	Chairman of accounting and finance program, Faculty of Management and Tourism, Burapha University
2012 – 2016	Deputy dean - Faculty of Management and Tourism, Burapha University
2006	Working Group for Accounting System of Thai Futures Exchange (TFEX)
2005	Working Group for Accounting System of The Agricultural Futures Exchange of Thailand (AFET) and member companies
2001 – 2003	PricewaterhouseCoopers ABAS Ltd.
2000-2001	Sam Nak-Ngan A.M.C Co., Ltd.

K0rnpreeya Soonphiphatkul CPA Reg. No.10001

Education	Master degree	Master of Accountancy, Chulalongkorn University
	Bachelor degree	Bachelor of Accountancy, Bangkok University

Experiences

2016 -present	Siam Truth Audit Company Limited
2010 – 2016	Bangkok Smartcard System Company Limited
2004-2010	S.K. Accountant Services Co., Ltd.

Summary of important details of

Convertible Bonds of BT Wealth Industries Public Company Limited No. 1/2025, Due 2026

with the issuer's right to early redemption and Convertible Bondholders' conditional right to early redemption

to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering)

Topic	Details
Issuer of Convertible Bonds	BT Wealth Industries Public Company Limited (the “Company”)
Objective	To use the proceeds from the issuance and offering of the Convertible Bonds to pay off debt or as the Company's working capital.
Plans for using proceeds from the offering of Convertible Bonds	To pay off debt or as the Company's working capital, in an amount not exceeding 50,000,000.00 baht.
Type	Convertible Bonds with registered holders have the right to convert into newly issued ordinary shares of the Company, not inferior, unsecured, have a bondholder representative, the issuer of the Convertible Bonds has the right to redeem before the maturity date and the holder of Convertible Bonds has the conditional right to redeem before the maturity date.
Value of Convertible Bonds offered	Not exceeding 50,000,000.00 baht
Face Value	1,000 baht per 1 Convertible Bond unit
Number of Convertible Bonds	Not more than 50,000 units
Methods of offering and allocation	<p>The Company will offer and allocate all Convertible Bonds to the Company’s existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right offering). The existing shareholders who are entitled to receive the allocation may subscribe for Convertible Bonds in accordance with their rights, less than or more than their rights, or may waive their rights to subscribe for the Convertible Bonds offered for sale this time. The Company will allocate the Convertible Bonds to the shareholders who subscribe in accordance with their rights until they are fully subscribed. If there are any Convertible Bonds remaining from the allocation according to their rights, the Company will allocate the remaining Convertible Bonds to the shareholders who subscribed and paid for the Convertible Bonds in excess of their rights until there are no Convertible Bonds left to allocate.</p> <p>The Company will complete the offering of newly issued Convertible Bonds and underlying shares within 12 months from the date on which the shareholders' meeting approves the Company's issuance of Convertible Bonds and underlying shares for the exercise of conversion rights.</p>

Topic	Details
Allocation ratio to existing shareholders	15,120 shares : 1 Convertible Bond unit (in case of any fraction from calculation, it must be discarded in all cases). However, any shareholder of the Company who holds less than 15,120 shares will not have the right to subscribe for Convertible Bonds according to their rights but can subscribe in excess of their rights.
Shares allocated to support the conversion of Convertible Bonds	<p>25,000,000 shares, representing 3.31% of the total number of outstanding shares of the Company, or 49.60% of the total number of outstanding shares of the Company as of the date of the Board of Directors' Meeting No. 1/2025 held on February 25, 2025, when combined with the number of shares supporting the warrants No. 1 (BTW-W1) totaling 350,000,000 shares issued and allocated in accordance with the resolution of the Annual General Meeting of Shareholders 2025 on this occasion.</p> <p>The number of shares to support the Convertible Bonds offered for sale this time, when combined with the number of shares issued by the Company to support the Convertible Bonds and/or warrants to purchase ordinary shares of the Company both this time and other times, does not exceed 50.00% of the total number of shares sold by the Company.</p> <p>*Method for calculating the proportion of ordinary shares to support the conversion of Convertible Bonds:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing Shareholders No. 1/2025}}{\text{Total No. of paid-up shares}}$ $= \frac{25,000,000}{756,000,000}$ $= 3.31\%$ <p>*Method for calculating the proportion of ordinary shares to support the conversion of Convertible Bonds, when combined with the number of shares the company issues to support Convertible Bonds and/or warrants to purchase ordinary shares both this time and other times:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing Shareholders No. 1/2025} + \text{No. of shares to supporting the exercise of BTW-W1}}{\text{Total No. of paid-up shares}}$ $= \frac{25,000,000 + 350,000,000}{756,000,000}$ $= 49.60\%$ <p>*The method for calculating the proportion of ordinary shares to support the exercise of the warrants No. 1 can be found in the details in Enclosure 2.</p>
Maturity of Convertible Bonds	1 year 6 months from the date of issuance of Convertible Bonds

Topic	Details
Interest rate	3.00% per year
Interest Payment	4 times per year, with interest paid quarterly from the date of issuance of the Convertible Bonds.
Restrictions on transfer of Convertible Bonds	- None -
Conversion price	Not less than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for 15 consecutive business days (the " Floating Conversion Price ") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price must not be less than 2.00 baht per share (the " Minimum Conversion Price ").
Conversion ratio	<p>1 Convertible Bond unit per [Face Value of Convertible Bond divided by exercise price] ordinary shares (if there is a fraction, discard it in all cases)</p> <p>The Company will immediately notify the calculation of the conversion price and conversion ratio of Convertible Bonds to the Stock Exchange of Thailand on the first day of the period for expressing the intention to exercise the conversion right.</p>
Day of conversion	On the date the Convertible Bonds expire
Period for expressing intention to exercise conversion rights	Not less than 15 days before the exercise date or any other period that the representative of the Convertible Bondholders (according to the resolution of the Convertible Bondholders' meeting) and the Convertible Bond issuer have agreed upon.
Exercise period and conversion rights schedule	The right to convert can be exercised when the Convertible Bonds have a maturity of 1 year 6 months from the date of issuance of the Convertible Bonds or on the maturity date of the Convertible Bonds.
Expiration date of conversion rights	1 year 6 months from the date of issuance of Convertible Bonds
Redemption on the expiration date of Convertible Bonds	<p>In the event that the Convertible Bondholder wishes to exercise the right to convert the Convertible Bonds into the Company's ordinary shares, the Convertible Bondholder has the right to exercise the right to convert into ordinary shares until the 15th business day prior to the redemption date (the "Last Conversion Date") without being required to convert. On the Last Conversion Date, each Convertible Bondholder will have 2 options:</p> <p>a) <u>Request to redeem in full cash</u>: Each Convertible Bondholder will receive 1,000 baht in cash per 1 Convertible Bond unit, which is equal to the value of the Convertible Bond, together with the final interest payment.</p> <p>b) <u>Request for redemption by conversion of Convertible Bonds</u>: (value of Convertible Bonds equal to 1,000 baht per unit) by redeeming all remaining Convertible Bonds into ordinary shares of the Company at an exercise price of 90.00% of the market price, whereby the market price is calculated from the</p>

Topic	Details
	<p>weighted average price of the Company's shares listed on the Stock Exchange of Thailand for 15 consecutive business days prior to the first day of the period for expressing the intention to exercise the conversion right each time, whereby the weighted average price is calculated from the price weighted by the trading volume on each consecutive business day (the "Floating Conversion Price"), whereby the conversion price must not be less than 2.00 baht per share (the "Minimum Conversion Price"), whereby the minimum conversion price may change if there is an adjustment of rights due to an adjustment event as specified in the relevant rules and as will be specified in the Terms and Conditions later.</p> <p>In the event that the Minimum Conversion Price is adjusted later, resulting in a fraction of shares from the conversion calculation, the Convertible Bondholders will receive a cash refund instead of such fractional shares by multiplying the fractional number of shares by the conversion price. In this regard, the Company will calculate the fractional number to no more than two decimal places (if the third place is greater than or equal to five, the Company will round up the second decimal place and round down the second decimal place if the third place is less than five). In addition, the Company will pay accrued interest to the Convertible Bondholders until (but not including) the conversion date.</p> <p>In this case, each Convertible Bondholder must choose either option a) or b) only. They cannot divide the Convertible Bonds they hold to choose option a) and b).</p>
Redemption value of Convertible Bonds	<p>The Convertible Bonds will have an aggregate redemption value equal to the par value of the Convertible Bonds, regardless of whether the Convertible Bonds are redeemed in one or more rounds.</p>
Call/Put Option and Conditions	<ul style="list-style-type: none"> • The Company has the right to redeem the Convertible Bonds prior to the maturity date (Call Option) • Convertible bondholders have the right to a conditional early redemption (Conditional Put Option). Convertible bondholders may exercise their right to redeem the Convertible Bonds if they have exercised their right to subscribe for newly issued ordinary shares under the BTW-W1 warrants, allocated to Convertible bondholders who subscribe to the Convertible Bonds in this issuance. Convertible bondholders may exercise early redemption only up to the amount they have used to subscribe for newly issued ordinary shares under BTW-W1 on each occasion. Additionally, the convertible bondholder and the warrant subscriber under BTW-W1 must be the same individual, and early redemption rights can only be exercised on the same date as the subscription of newly issued ordinary shares under BTW-W1.

Topic	Details
Convertible Bondholder representative	In the process of appointment, the Company will appoint a representative of Convertible Bondholders after the Board of Directors' meeting approves the Record Date for determining the list of shareholders entitled to subscribe for Convertible Bonds and will promptly notify the Stock Exchange of Thailand.
Registration of Convertible Bonds	Thai Bond Market Association (Thai BMA) (Optional)
Secondary market for ordinary shares resulting from conversion	The Stock Exchange of Thailand
The effect on the Company's shareholders if the conversion rights of Convertible Bonds are exercised (Dilution effect)	<ol style="list-style-type: none"> There will be no impact on the market price of the shares (Price Dilution) as the Minimum Conversion Price of the Convertible Bonds is not lower than the current market price. The impact on the voting rights of the existing shareholders (Control Dilution) will not occur because it is an offer and allocation of the entire Convertible Bonds to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right offering). However, in the case that the person exercising the right to convert the Convertible Bonds is not the existing shareholder of the Company in full, the effect on the voting rights of the current existing shareholders (Control Dilution) after the exercise of the conversion right of the Convertible Bonds under the assumption that the conversion right is exercised in full can be calculated as follows: Control Dilution $= \frac{\text{No. of shares supporting Convertible Bonds}}{\text{No. of paid-up shares} + \text{No. of shares supporting Convertible Bonds}}$ $= \frac{25,000,000}{756,000,000 + 25,000,000}$ $= 3.20\%$ <p>In the event that the Convertible Bonds are converted together with the exercise of the warrant No. 1, the details can be found in Enclosure 2.</p> The impact on profit sharing (EPS Dilution) cannot be calculated as the Company is operating at a loss.
Reasons for issuing new shares to accommodate changes in the exercise of rights	In order to maintain the benefits of Convertible Bondholders from being inferior to the original, the Company will adjust the Minimum Conversion Price and conversion ratio when any of the events specified in the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Securities under Private Placement and Offering for Sale of Convertible Debentures to Angel Investors, dated September 23, 2022, and Appendix 3 on the criteria and conditions after the approval for the offering of Convertible Bonds (and amendments), including the following events:

Topic	Details
	<ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's ordinary shares as a result of a share consolidation or share split 2. When the Company offers new shares at a low price¹ 3. When the Company offers Convertible Bonds at a low price¹ or offers warrants to purchase shares at a low price¹ 4. When the Company pays all or part of dividends in the form of newly issued shares to shareholders. 5. When the Company pays dividends in cash that exceed the rate specified in the rights terms. 6. When there is any other case of the same nature as items 1. to 5. above that makes any benefits that Convertible Bondholders will receive when exercising the conversion right less than before. <p>In the event that there is a change in the exercise of conversion rights for whatever reason, if additional new shares are required to be issued to accommodate such change in the exercise of conversion rights, the Company may issue additional new shares to accommodate such change in the exercise of conversion rights only after the resolution of the shareholders' meeting approving the issuance of sufficient shares to accommodate such change in the exercise of conversion rights has been submitted to the Securities and Exchange Commission.</p>

Remark: 1/ Low price refers to the announcement of the Stock Exchange of Thailand 46/2565 on the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at a low price.

Summary of important details of warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders

Topic	Details
Issuer and offeror of securities	BT Wealth Industries Public Company Limited (the “Company”)
Name of the warrants	Warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (“Warrant No. 1” or “BTW-W1”)
Types of warrants	Type of registered holder and transferable
Address of the warrants Issuer	593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang Bangkok 10310
Number of warrants issued and offered	Not exceeding 350,000,000 units. The issuance and offering of the warrants No. 1 will be carried out upon receiving approval from the Annual General Meeting of Shareholders 2025.
Number of ordinary shares allocated to support the exercise of rights under the warrants	<p>Not exceeding 350,000,000 shares, representing 46.30% of the total number of outstanding shares of the Company, or representing 49.60% of the total number of outstanding shares of the Company as of the date of the Board of Directors' Meeting No. 1/2025, held on February 25, 2025, when combined with the number of shares to support the Convertible Bonds No. 1/2025, totaling 25,000,000 shares, issued and allocated in accordance with the resolution of the Annual General Meeting of Shareholders 2025 on this occasion.</p> <p>The number of shares to support the warrants No. 1 offered this time, when combined with the number of shares issued by the Company to support the Convertible Bonds and/or warrants to purchase ordinary shares of the Company both this time and other times, does not exceed 50.00% of the total number of shares sold by the Company.</p> <p>* Method of calculating the proportion of ordinary shares supporting the exercise of rights under the warrants No. 1:</p> $= \frac{\text{No. of shares supporting the exercise of BTW-W1}}{\text{Total No. of paid-up shares}}$ $= \frac{350,000,000}{756,000,000}$ $= 46.30\%$

	<p>* Method of calculating the proportion of ordinary shares to support the exercise of the warrants No. 1 when combined with the number of shares the Company issues to support Convertible bonds and/or warrants to purchase ordinary shares of the Company both this time and other times:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing Shareholders No. 1/2025} + \text{No. of shares to supporting the exercise of BTW-W1}}{\text{Total No. of paid-up shares}}$ $= \frac{25,000,000 + 350,000,000}{756,000,000}$ $= 49.60\%$ <p>*The method of calculating the proportion of ordinary shares to support the conversion of Convertible Bonds, details can be found in Enclosure 1.</p>
Offering method	<p>Offered and allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) without any cost (zero baht) at a ratio of 1 Convertible Bond unit to 7,000 units of the warrants No. 1.</p> <p>However, the person who will exercise the right to purchase the Company's ordinary shares under the warrants No. 1 does not need to be a shareholder of the Company.</p>
Offer price per unit	0 baht per unit (zero baht)
Term of the warrants	5 years from the date of issuance of the warrants
Date of issue and offering of the warrants	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer is the person with the authority to determine the date of issuance and offering of the warrants No. 1 upon approval from the Annual General Meeting of Shareholders 2025.
Exercise Ratio	1 warrants unit for 1 ordinary share of the Company (subject to change according to the rights adjustment conditions)
Exercise price	<p>0.25 baht, except in the case of adjustment of the exercise price according to the rights adjustment conditions.</p> <p>In the event of an adjustment of the exercise price, the exercise price of the warrants No. 1 per unit after the adjustment of the exercise price in any case shall not be lower than the par value of the Company's ordinary shares.</p>
Period of exercise of rights	The holders of the warrants No. 1 can exercise their rights under the warrant every 1 year from the date of issuance and offering of the warrants No. 1.
First Exercise Date	The rights under the warrants can be exercised after 1 year from the date of issuance and offering of the warrants No. 1.

Last Exercise Date	The date on which the warrants No. 1 has reached its maturity date of 5 years from the date of issuance and offering of the warrants No. 1. However, in the event that the exercise date falls on a Company holiday, the exercise date shall be postponed to the last business day prior to the exercise date.
Period for notification of intention to exercise rights	Holders of warrants No. 1 who wish to exercise their rights to purchase ordinary shares of the Company must notify their intention to exercise their rights to purchase ordinary shares of the Company between 9.00 a.m. and 3.00 p.m. within 5 business days prior to each exercise date (the “ Notification Period ”). For the last exercise period, the last notification period is within 15 business days prior to the exercise date (the “ Last Notification Period ”).
The inability to cancel the notification of intention to exercise the rights	When the warrants holder has notified intention to exercise the right to purchase ordinary shares of the Company under the warrants No. 1, the warrants holder cannot cancel the notification of intention to exercise such right unless receiving written consent from the Company.
Offering period	The offering shall be completed within 1 year from the date on which the shareholders' meeting resolved to approve the issuance and offering of the warrants No. 1, in which the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer shall consider and determine the conditions and details accordingly.
Registrar of warrants	Thailand Securities Depository Co., Ltd.
Secondary market for warrants	The Company will list the warrants No. 1 as listed securities on the Stock Exchange of Thailand (the “ SET ”).
Secondary market for ordinary shares arising from the exercise of rights	The Company will list the ordinary shares resulting from the exercise of the warrants No. 1 as listed securities on the Stock Exchange.
Other rights and benefits	The ordinary shares issued pursuant to the exercise of the warrants No. 1 shall have the same rights and share status as the Company's ordinary shares previously issued in all respects.
Reasons for issuing new shares to accommodate changes in the exercise of rights	<p>In order to maintain the benefits of the warrants No. 1 Holders not to be inferior to the original, the Company will adjust the exercise price and exercise ratio when any of the events specified in Section 11(4)(c) occurs in accordance with the Capital Market Supervisory Board Announcement No. TorJor. 34/2551 on the request for permission and permission to offer for sale of newly issued warrants and newly issued shares to support the Warrants, dated December 15, 2008 (and amendments), which includes the following events:</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's shares as a result of a share consolidation or share split 2. When the Company offers newly issued shares at a low price¹ 3. When the Company offers Convertible Bonds at a low price or offers warrants at a low price¹

	<p>4. When the Company pays all or part of dividends in the form of newly issued shares to shareholders</p> <p>5. When the Company pays dividends in cash that exceed the rate specified in the Terms and Conditions</p> <p>6. When there is any other case of the same nature as 1. to 5. that causes any benefits that the warrants holder will receive when exercising the rights under the warrants to be lower than before</p> <p>The definition, calculation formula for adjusting the rights, and other additional details will be as specified in the Terms and Conditions.</p> <p>The Company will assign the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and determine the conditions and other details related to adjusting or changing the exercise rate and exercise price.</p>
The purpose of issuing the warrants and the benefits the Company will receive from the allocation of additional ordinary shares this time	To be used as reserve capital for the Company's future business expansion, including related businesses and extensions of the existing business, to increase revenue and create good returns for the Company, and to be used as working capital for operations. By issuing warrants this time, if the warrants holders exercise their rights to purchase the Company's ordinary shares in full, the Company will receive additional capital of not exceeding 87,500,000.00 baht.
Benefits that shareholders will receive from the capital increase	In the event that the warrants No. 1 holders exercise their rights to purchase additional ordinary shares of the Company under the warrants, the shareholders of the Company will receive benefits in connection with the Company being able to use the funds received for the Company's various future projects as appropriate and consistent with the objectives of the issuance and allocation of the warrants No. 1 this time.
Other conditions	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer shall have the authority to determine and change the criteria, conditions and details for the issuance and offering of the warrants No. 1 in all respects as deemed appropriate and under the authority prescribed by law, such as the allocation and offering date of the warrants No. 1, etc., including the authority to perform any necessary and appropriate actions related to the issuance and offering of the warrants No. 1 in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering any documents necessary or related to the issuance and offering of the warrants No. 1 and listing the warrants No. 1 as listed securities on the Stock Exchange of Thailand, as well as applying for permission from relevant agencies and appointing a sub-attorney, etc.
Impact on shareholders	See details in the attached document on the next page.

Note: 1/ Low price refers to the announcement of the Stock Exchange of Thailand 46/2565 on the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at a low price.

Dilution Effects

Since the issuance of the warrants No. 1 is an issuance and allocation to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), there will be no impact on the shareholders on the date of issuance of the warrants. This is based on the assumption that the existing shareholders exercise their rights to purchase ordinary shares under the warrants in full. However, if the rights to purchase shares in full under the warrants No. 1 are exercised by persons other than the existing shareholders in full, there will be an impact on the shareholders as follows:

1. The effect of dilution of shareholding proportion and voting rights (Control Dilution)

In the event that the exercisers of the warrants No. 1 is not the existing shareholder in full, there will be an impact on the reduction of the shareholding proportion and the voting rights of the existing shareholders (Control Dilution) from the exercise of such rights, with calculation details as follows:

$$\begin{aligned}
 &= \frac{\text{No. of shares supporting the exercise of BTW-W1}}{\text{No. of paid-up shares} + \text{No. of shares supporting the exercise of BTW-W1}} \\
 &= \frac{350,000,000}{756,000,000 + 350,000,000} \\
 &= 31.65\%
 \end{aligned}$$

In the event that the exercisers of the warrants No. 1 and the exercisers of the conversion rights of the Convertible Bonds No. 1/2025 are not the existing shareholders in their entirety, there will be an impact on the reduction of the shareholding proportion and the voting rights of the existing shareholders (Control Dilution) from the exercise of such rights, with the following details:

$$\begin{aligned}
 &= \frac{\text{No. of shares supporting the exercise of BTW-W1} + \text{No. of shares supporting Convertible Bonds issued to existing Shareholders No. 1/2025}}{\text{No. of paid-up shares} + \text{No. of shares supporting the exercise of BTW-W1} + \text{No. of shares supporting Convertible Bonds issued to existing Shareholders No. 1/2025}} \\
 &= \frac{350,000,000 + 25,000,000}{756,000,000 + 350,000,000 + 25,000,000} \\
 &= 33.16\%
 \end{aligned}$$

2. The impact of dilution of profit sharing (EPS Dilution)

The impact of EPS Dilution cannot be calculated as the Company is operating at a loss.

3. The impact of Price Dilution

There is no impact on the share price (Price Dilution) as the exercise price of the warrants No. 1 at 0.25 baht per share is higher than the market price before the offering.

Whereas, the market price before the offering means the weighted average price of the Company's shares on the Stock Exchange for the past 15 consecutive business days before the date on which the Board of Directors resolved to approve the offering price, i.e. between February 3, 2025 and February 24, 2025, which is equal to 0.2063 baht per share.

(F53-4)

Report Form for Capital Increase
BT Wealth Industries Public Company Limited
February 25, 2025

We, BT Wealth Industries Public Company Limited, hereby report the resolution of the Board of Directors' meeting No. 1/2025, dated February 25, 2025, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase

The Board of Directors Meeting has approved to propose to the shareholder's meeting to consider and approve the increase in the Company's registered capital in the amount of 187,500,000.00 baht from the original registered capital of 378,000,000.00 baht, divided into 756,000,000 ordinary shares, with a par value of 0.50 baht per share, to the new registered capital of 565,500,000.00 baht, divided into 1,131,000,000 ordinary shares, with a par value of 0.50 baht per share, by issuing 375,000,000 additional ordinary shares, with a par value of 0.50 baht per share, to support the issuance and offering of Convertible Bonds in the amount of 25,000,000 shares and the issuance and offering of the Company's the warrants No. 1 (BTW-W1) in the amount of 350,000,000 shares, by increasing capital in the following manner:

Type of capital increase	Type of securities	Number of shares	Par value (baht/share)	Total (baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	375,000,000	0.50	187,500,000.00
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (Old : New)	Selling price (baht/share)	Subscription and payment period	Remark
To support the conversion of Convertible Bonds	25,000,000	15,120 shares : 1 Convertible Bond unit	Offering price of 1,000 baht per 1 Convertible Bond unit	8 – 15 May 2025 ¹	Please consider the remark below
To support the exercise rights of the warrants No. 1 (BTW-W1)	350,000,000	1 Convertible Bond unit : 7,000 units of warrant No. 1 (BTW-W1)	Existing shareholders of the Company who subscribe for and are allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholding (Right Offering) will be allocated the warrant No. 1 (BTW-W1) at no cost (zero baht) in accordance with the Company's Terms and Conditions.	After receiving approval from the Annual General Meeting of Shareholders 2025, the offering is to be completed within 1 year from the date of the shareholders' resolution.	Please consider the remark below

1/ Subject to change according to the shareholders' meeting resolution.

Remark:

The Board of Directors has resolved at the Board of Directors Meeting No. 1/2025 on February 25, 2025, with the following important resolutions:

- The Board deems appropriate to the shareholder's meeting to consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 50,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 50,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering) ("**Convertible Bonds**"). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for 15 consecutive business days (the "**Floating Conversion Price**") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 2.00 baht per share (the "**Minimum Conversion Price**"). The details and other important conditions of the Convertible Bonds are set out in the Summary of important details of Convertible Bonds of BT Wealth Industries Public Company Limited No. 1/2025 to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) ("**Enclosure 1**")
- The Board deems appropriate to the shareholder's meeting to consider and approve the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 units, or 46.30% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2025, held on February 25, 2025, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 7,000 units of the warrants No. 1 (BTW-W1),

whereby the said warrants will have a term of 5 years from the date of issuance of the warrants. The exercise ratio of the warrant is 1 unit to 1 ordinary share and the exercise price is 0.25 baht per share (except in the case of adjustment of the exercise price). The brief details of BTW-W1 are set out in the Summary of important details of warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders (**“Enclosure 2”**).

3. The Board deems appropriate to the shareholder’s meeting to consider and approve the increase in the Company’s registered capital in the amount of 187,500,000.00 baht from the original registered capital of 378,000,000.00 baht, divided into 756,000,000 ordinary shares, with a par value of 0.50 baht per share, to the new registered capital of 565,500,000.00 baht, divided into 1,131,000,000 ordinary shares, with a par value of 0.50 baht per share, by issuing 375,000,000 additional ordinary shares, with a par value of 0.50 baht per share, to support the issuance and offering of Convertible Bonds in the amount of 25,000,000 shares and the issuance and offering of the Company’s the warrants No. 1 (BTW-W1) in the amount of 350,000,000 shares.
4. Approved to propose to the shareholder’s meeting to consider and approve the allocation of additional ordinary shares in the amount of 375,000,000 shares, with a par value of 0.50 baht per share, to support the issuance and offering of Convertible Bonds and the issuance and offering of the warrants No. 1 (BTW-W1), with the following details:
 - 4.1 Allocate additional ordinary shares to support the issuance and offering of Convertible Bonds, not exceeding a total of 25,000,000 shares, with a par value of 0.50 baht per share, in an amount not exceeding 50,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 50,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering), with a conversion ratio of 1 unit of Convertible Bond to [the face value of the Convertible Bonds (Face Value) divided by the conversion price] ordinary shares (any fractions shall be discarded in all cases). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company’s shares listed on the Stock Exchange for 15 consecutive business days (the **“Floating Conversion Price”**) prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 2.00 baht per share (the **“Minimum Conversion Price”**). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter.
 - 4.2 Allocate additional ordinary shares to support the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 shares, with a par value of 0.50 baht per share, or 46.30% of the Company’s paid-up capital as of the date of the Board of Directors’ Meeting No. 1/2025, held on February 25, 2025, to the Company’s existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 7,000 units of the warrants No. 1 (BTW-W1), totaling not exceeding 350,000,000 units.

2.2 The Company’s procedure in case there is remaining fractional shares:

In the event that there are fractional shares, the fractional shares shall be discarded in all cases.

3. Schedule for a shareholders’ meeting to approve the capital increase / allotment of capital increase shares

The Annual General Meeting of Shareholders 2025 has been scheduled for April 22, 2025, at 2.00 p.m. via E-AGM broadcasting. The list of shareholders entitled to attend the shareholders’ meeting has been determined on March 13, 2025 (Record Date).

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

- 4.1 Request for approval from the Annual General Meeting of Shareholders 2025
- 4.2 The Company will register the capital reduction, capital increase, and amendment of the memorandum of association with the Department of Business Development, Ministry of Commerce within 14 days from the date the shareholders' meeting resolved to approve the capital reduction and increase of registered capital and will proceed with the registration of changes in paid-up capital within 14 days from the date of receipt of full payment for the shares.
- 4.3 The Company will request permission from the Stock Exchange of Thailand to accept newly issued ordinary shares and warrants as listed securities.

5. Objectives of the capital increase and plans for utilizing the increased capital

The objectives of the capital increase are to use as the Company's working capital, with the objective of maintaining financial liquidity and continuity of the overall business operations. The Company would like to summarize the details of the capital increase objectives by type of capital increase as follows:

- 5.1 Capital increase from the issuance and offering of Convertible Bonds No. 1/2025 to existing shareholders in proportion to their shareholding (Right Offering) this time, in the amount not exceeding 50,000,000.00 baht, has the following objectives:
 - To pay off debt or as the Company's working capital, in an amount not exceeding 50,000,000.00 baht.
- 5.2 Proceeds from the issuance and offering of warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1), which will be allocated to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), not exceeding 87,500,000.00 baht, to be used as reserve funds for the Company's future business expansion, including related businesses and extensions of the existing business, to increase revenue and create good returns for the Company, and to be used as working capital for operations.

Summary of the details of the capital increase objectives, separated by type of capital increase and use of the capital increase, as follows:

No.	Details	Capital requirements	Period
1.	To pay off debt or as the Company's working capital	50,000,000.00 baht	Within 2025
2.	To be used as reserve capital for the Company's future business expansion, including related businesses and expansion of the existing business.	87,500,000.00 baht	Within 2030
Total		137,500,000.00 baht	

Remark

The use of such funds may be subject to change in the proportion of the use of funds according to the ability to raise funds including the appropriateness of investment in each situation to invest in projects in new businesses or any other in the future that the Company deems to have good returns and are beneficial to the Company and shareholders. The Company will comply with the rules of the Stock Exchange of Thailand regarding the list of acquisitions and disposals correctly.

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

- 6.1 Increase working capital for the Company's operations
- 6.2 The Company has reserve funds for future business expansion, including related businesses and extensions of existing businesses, in order to increase revenue and generate good returns for the Company, which will enable the Company to pay dividends to shareholders in the future if the operating results achieve the target profits.
- 6.3 The issuance of Convertible Bonds this time will enable the Company to maintain its financial liquidity and continuity of its overall business operations.

7. Benefits that the shareholders will receive from the capital increase / share allotment:

- 7.1 Benefits from the capital increase to support the issuance and offering of Convertible Bonds No. 1/2025 to existing shareholders in proportion to their shareholdings (Right Offering)

The existing shareholders of the Company will invest in debt instruments that have the opportunity to be converted into ordinary shares of the Company in the future. If the Convertible Bonds have not been converted, the Convertible Bondholders will receive the same protection as the Company's general creditors and will receive interest as specified in the Terms and Conditions. When the Convertible Bondholders deem appropriate and/or in accordance with the conditions specified in the Terms and Conditions, the Convertible Bondholders can exercise the right to convert the Convertible Bonds into ordinary shares of the Company in the specified proportion, giving the shareholders of the Company the opportunity to gain profit from the difference in share prices in the future.

- 7.2 Benefits from the capital increase to support the issuance and offering of warrants to purchase ordinary shares of BT Wealth Industries Public Company Limited No. 1 (BTW-W1), which will be allocated to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)

- Warrant holders will benefit from exercising their rights to purchase ordinary shares of the Company under the warrants No. 1. However, if the exercise price is lower than the price of the Company's shares traded on the Stock Exchange, the warrant holders will be able to exercise their rights to purchase the Company's ordinary shares at a price lower than the market price.
- The Company has a policy to pay dividends each year at a rate Not less than 40 percent of the Company's net profit after legal and other reserves (if any). The Company shall pay dividend taking into consideration its current cash and liquidity, performance, financial status (with additional conditions). If the warrant holder exercises the right to purchase ordinary shares of the Company under the warrants No. 1, they will have the right to receive dividends in the same manner as all shareholders of the Company.
- The Company will list the warrants on the Stock Exchange of Thailand. Therefore, shareholders who have been allocated the warrants No. 1 will be able to trade the warrants on the Stock Exchange.

- 7.3 The Company receives additional capital, which will enable the Company to continue its business and increase its ability to invest in other businesses, which will help strengthen its financial position, which will increase the Company's equity value in the long term.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

- The capital increase and allocation of ordinary shares to support the exercise of rights under the warrants, which will be allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholdings (Right Offering), will have an impact on the Company's existing shareholders, as detailed in **Enclosures 1 and 2** (under the Dilution Effect topic) of the report announcing the resolutions of the Board of Directors' Meeting No. 1/2025.
- The existing shareholders of the Company have the right to receive an allocation in proportion to their shareholding (Right Offering) at an allocation ratio of 15,120 shares to 1 Convertible Bond unit. If there is a fraction from the calculation, it must be discarded in all cases. Any shareholders of the Company who hold less than 15,120 shares will not receive the right to subscribe for Convertible Bonds in proportion to their rights (but can subscribe in excess of their rights).

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date / Month / Year
1.	Board of Directors Meeting No. 1/2025	February 25, 2025
2.	Record Date for Shareholders Eligible to Attend Annual General Meeting of Shareholders 2025 and Record Date for Shareholders Eligible to Receive Convertible Bonds Offered to Existing Shareholders in Proportion to Shareholding (Right Offering) (Record Date)	March 13, 2025
3.	Annual General Meeting of Shareholders 2025	April 22, 2025
4.	Register capital reduction, capital increase and amendment of memorandum of association with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of approval by the Annual General Meeting of Shareholders 2025
5.	Convertible Bonds subscription date	8 – 15 May 2025 ¹

1/ Subject to change according to the shareholders' meeting resolution.

We hereby certify that the information contained in this report form is correct and complete in all respects.

Mr. Chotic Russamitinakornkul	Authorized directors sign on behalf of the Company
Mr. Piyapat Russamitinakornkul	Authorized directors sign on behalf of the Company

Company's Articles of Association Relating to the Meeting of Shareholders

BT Wealth Industries Public Company Limited

Section 4 Board of Directors

- Article 14. The company shall have a board of directors consisting of at least five directors to conduct the business of the company and not less than half of whom shall reside within the Kingdom. The board of directors shall elect one of the directors to be the chairman of the board. In the case where it deems appropriated, the board of directors may elect vice-chairman or other position. The vice-chairman shall have duties as stipulated in the articles of association in the businesses entrusted by the chairman of the board.
- Article 16. The directors of the Company shall be elected by the shareholders meeting pursuant to the following criteria and procedures:
- (1) each shareholder shall have a number of votes equal to the number of shares held.
 - (2) each shareholder may exercise all the votes he or she has to elect one or several persons as director or directors.
If several persons are to be elected as directors, the shareholder may not split his or her votes to any person in any number.
 - (3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes casted for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote.
- Article 17. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors cannot be divided into three equal parts, then the number of directors closest to one-third shall retire.
The directors to retire from office in the first and the second year after the registration of the Company shall be determined by ballots. In every subsequent year, the directors who have served longest in office shall retire.
A director who vacates office may be re-elected.
- Article 22. Shareholder meeting may pass a resolution removing any director from office before the expiration of the term by a vote of not less than three-fourths (3/4) of the number of shareholders who attend the meeting and have the right to vote. And having shares amounting to not less than one-half (1/2) of the number of shares held by shareholders who attend the meeting and have the right to vote.
- Article 26/1. In holding the Board of Directors meeting or a meeting as required by law to have a meeting, the Chairman of the Board may require that the meeting be held via electronic media. The meeting through electronic media will comply with the rules stipulated in the law or related announcements.
- Article 30. Director's pension and remuneration shall be in accordance with the resolution of the meeting of shareholders. A director is entitled to receive remuneration from the Company in the forms gratuities, pension, bonus or any other nature of benefits pursuant to the Articles of Association, or as determined by the shareholders meeting, whereby such remuneration may be a fixed amount or subject to the criteria so laid out, and may be specified from time to time or remain in effective until there is a change. In addition, a director is also entitled to receive allowance and any welfare according to the Company's rules.

The provision in the previous paragraph shall not affect the rights of an officer or employee of the Company, who has been elected to be a director, to receive the remuneration and benefits in his/her capacity as an officer or employee of the Company.

The payment of remuneration in the first and second paragraph shall not be contradictory to the requirement governing the qualification of the Independent Director specified by Securities and Exchange Act.

Section 5 Meeting of Shareholders

Article 31 The place of the meeting of shareholders shall be in the locality in which the head office of the company is located or in a nearby province, or any other place set by the Board of Directors.

In case that the meeting is held via electronic means, the Company's head office shall be deemed to be the venue for the meeting.

In case that the shareholders call the meeting themselves according to the specified criteria. The shareholder calling the meeting may send notice of the meeting to the shareholders by electronic means if such shareholder has given the request or consent to the Company or the Board of Directors as required by law.

Article 32 The Board of Directors shall organize a shareholders' meeting to be held as an annual general meeting within 4 months from the last day of the accounting period of the Company.

All shareholders' meetings other than the aforesaid shareholders meeting shall be called extraordinary meetings. The Board of Directors may summon a shareholders meeting as an extraordinary meeting whenever it deems appropriate. The shareholders holding shares in aggregate of not less than ten percent (10) of the total number of the sold shares may at any time make a letter requesting the Board of Directors to summon an extraordinary meeting, provided that the reasons for summoning such meeting must be clearly stated in the said letter. In such event, the Board of Directors shall organize a shareholders meeting to be held within forty-five (45) days from the date of the receipt of the letter from the shareholders.

In case that the Board of Directors fails to hold a meeting within the period specified in second paragraph, any shareholder who has a matching name or other shareholders amalgamated with the amount of shares as applicable may call the meeting by themselves within forty-five (45) days from the expiration of the period under second paragraph. In such case, it shall be regarded as the shareholders meeting that the Board of Directors has called the meeting. The company is responsible for the necessary expenses incurred from organizing the meeting and providing reasonable convenience.

In case that it appears that at any shareholders' meeting which is summoned due to the shareholders under the third paragraph, the number of shareholders attending the meeting is not in the form of a quorum as specified in Article 34, the shareholders under the third paragraph must jointly responsible for reimbursing the expenses incurred from holding the meeting to the company.

Article 33 In summoning a shareholders meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date and time, the agenda and the matters to be proposed at the meeting by stating clearly which of them are proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of

Directors on such matters, together with any relevant details as appropriate; and shall send the same, together with relevant documents, to the shareholders and the Registrar not less than seven (7) days prior to the date of such meeting. Publication of the notice of the meeting shall also be made in newspapers for three (3) consecutive days, which must not be less than three (3) days prior to the date of the meeting. Alternatively, electronic advertising methods may be used instead. This shall be in accordance with the rules set by the Registrar.

Article 34 At a shareholders meeting, there must be shareholders and proxies (if any) present at the meeting with a number of not less than twenty-five (25) or not less than one-half of the total shareholders, whichever is lower, holding shares in aggregate of not less than one-third ($\frac{1}{3}$) of the total number of the sold shares, to form a quorum.

If, after the lapse of an hour from the time appointed for any shareholders meeting, the number of shareholders present at the meeting is not enough to form a quorum as prescribed, and if such meeting was summoned upon the requisition of shareholders, such meeting shall be dissolved. However, if such meeting was not summoned upon the requisition of the shareholders, another meeting shall be summoned again, and a notice of such meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such latter meeting, a quorum is not compulsory.

Article 35 At a meeting of shareholders, a shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar and contain at least the following particulars:

- a. the number of shares held by the principal
- b. the name of proxy
- c. the serial number of meeting which the proxy is authorized to attend and at which the proxy is authorized to vote

Proxy pursuant to the first paragraph may be made by electronic means instead. It must use a secure and reliable method that the proxy is performed by the shareholders. The rules and procedures shall be in accordance with the rules prescribed by the law and the Registrar.

Article 36 The Chairman shall preside as the chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall then preside at such meeting. If there is no Vice Chairman, or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders to be the chairman of the meeting.

Article 37 At the meeting of shareholders, every shareholder has one vote per one share. A shareholder having special interest in any matter to be voted shall have no right to vote on such matter, except for voting in the election of directors where there is no restriction.

Article 38 Any resolution of the meeting of shareholders or any approval of transaction shall be made by the majority vote of the shareholders who attend the meeting and cast their votes, unless otherwise prescribed by this Articles of Association or any other law.

Section 7 Dividend and Reserve

- Article 43 No dividend shall be paid except obtaining the approval resolution from the meeting of shareholders or meeting of Board of Directors. In case of interim dividend payment, the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for the period of not less than three (3) consecutive days. Alternatively, electronic advertising methods may be used instead. It shall be in accordance with the rules prescribed by the Registrar. Payment of dividends shall be made within one (1) month as from the date of that resolution.
- Article 44 The board of directors may, from time to time, pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.
- Article 45 The company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Section 8 Accounting Finance and Auditing

- Article 46 The accounting period of the Company shall commence on 1st January and end on 31st December of every year.
- Article 48 The Board of Directors shall provide a balance sheet and a profit and loss account at end of the company's account period and propose to the annual general meeting of shareholders to approve. Such balance sheet and a profit and loss account shall be examined by an auditor before submission to the meeting of shareholders.
- Article 49 The Board of Directors shall deliver the following documents to the shareholders together with written notices calling for an annual general meeting;
- (1) Copies of the balance sheet and the profit and loss account which have been examined by the auditor;
 - (2) The annual report of the board of directors and accompanying document to show information in the report.
- Article 51 The annual general meeting shall appoint an auditor and determine the auditing fee of the company every year. In appointing the auditor, the former auditor may be re-appointed.
- Article 52 The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.
- Article 53 The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures including the property and debts of the company during the working hours of the company. In this regard, the auditor shall also have the power to interrogate the directors, staff, employees, persons holding any position or having any duty in the company and agents of the company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the company.
- Article 54 The auditor has the right to present a written explanation to the meeting of shareholders and has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.

Independent Director Definition

The Company's Independent Director Definition is compliance with the Charter of the Board of Directors Re: Qualifications of Independent Directors and the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559, Re: Application for and Approval of Offering for Sale of Newly Issued Shares, which contains the following criteria:

- 1) Must not hold shares in excess of 1% (one percent) of the total number of voting shares of the Company, or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.
- 2) Is not and has not been a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person having controlling power, of the Company or the Company's parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.
- 3) Is not a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child of other directors, management person, major shareholder, controlling person, or the person being nominated to be a director, management person or a controlling person of the Company or the Company's subsidiary company.
- 4) Does not have and has not had any business relationship with the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Company, or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.
- 5) Is not and has not been an auditor of the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, and is not a significant shareholder, a controlling person, or a partner of any auditing firm or office for which the auditor of the Company, or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person is working, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.
- 6) Is not and has not been any professional service provider, including legal or financial advisor who obtains fee of more than Baht two million per year from the Company or the Company's parent company, subsidiary company, associated company, major shareholder, or controlling person, and not be a significant shareholder, or a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

- 7) Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company who is a related person of a major shareholder of the Company.
- 8) Does not engage in any business the nature of which is the same as that of the Company or the Company's subsidiary company and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary company, or not be a significant partner in a partnership, or a director participating in any management role, an employee, an officer, an advisor obtaining regular salary from, or a shareholder holding more than 1% (one percent) of the shares with voting rights of other company engaging in any business the nature of which is the same as that of the Company or the Company's subsidiary company and which, in any material respect, is competitive with the business of the Company or the Company's subsidiary company.
- 9) Does not have any other characteristics which may restrict such person from offering independent comment or opinion on the Company's operations.

Profiles of the Company's Independent Directors Proposed to Serve as Proxy for Shareholders

Name Mr. Sarawut Charuchinda **Age** 67 Years
Address 52 Soi Phaholyothin 4 Phaholyothin Phayathai Bangkok
positions Chairman of the Board of Director / Member of Risk Management
 Committee / Independent Director



Education

- Master of Business Administration in Finance University of Mississippi, U.S.A.
- Bachelor of Accountancy with Second-Class Honors Chulalongkorn University

Training

- Advanced Audit Committee Program (AACP) in 2015 Thai Institute of Directors Association (IOD)
- Directors Certificate Program (DCP) in 2000 Thai Institute of Directors Association (IOD)

Director Position :

- Listed Companies 4 Companies

July 2024-Present 2018 – Present 2019 - Present 2016 - Present	Chairman of the Board of Director / Member of Risk Management Committee / Independent Director Director / Member of the Executive and Sustainable Development Committee/ Member of the Corporate Governance and Risk Management Committee Chairman of the Board of Director / Chairman of Risk Management Committee Chairman of Audit Committee / Independent Director	BT Wealth Industries Public Company Limited Union Auction Public Company Limited AssetWise Public Company Limited Chic Republic Public Company Limited
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- Non Listed Companies* - Company

*Remark * There is no conflict in term of interest or business rival with the said companies.*

Shareholding of BTW

- None -

The presence/absence of interest in all the agendas presented at this AGM meeting

- None -

Profiles of the Company's Independent Directors Proposed to Serve as Proxy for Shareholders



Name Ms. Jongkolnee Tansuwan **Age** 61 Years
Address 254 Soi Intrapitak 1 Taksin Rd., Bangyeerua Thonburi Bangkok 10600
positions Vice Chairman / Chairman of Audit Committee / Chairman of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee / Independent Director

Education

- Master's Degree Accounting Thammasat University
- Bachelor Degree Accounting Thammasat University

Training

- High Certificate of Accounting Audit Thammasat University
- Director Accreditation Program (DAP) (35/2005) Thai Institute of Directors Association (IOD)

Director Position

- **Listed Companies** 1 Company
 Jul.2024-Present Independent Director / Vice Chairman / BT Wealth Industries Public Company Limited
 Chairman of Audit Committee /
 Chairman of Risk Management Committee /
 Member of Nomination & Remuneration and Good Governance Committee
- **Non-Listed Companies*** - Company

Remark There is no conflict in term of interest or business rival with the said companies*

Shareholding of BTW - None -

Significant business relationships which result unable to act independently - None –

Voting and counting of voting results

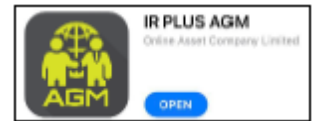
Shareholders or proxy can vote to approval or disapproval or abstention when the system is open to voting within the time that the Company prompts to vote on each term, an alert will be sent via Application IR Plus AGM.

1. Each voting session shall be counted by one share one vote, which must be voted by the shareholders or proxy only one of them: approval , disapproval or abstention. Voting cannot be divided into partial parts (unless it is a Custodian vote that, in proxy, requires the separation of votes).
 2. In case of proxy -
 - If the grantor has already assigned the proxy to vote each term in the proxy form, The Company will only accept the vote as determined by the grantor in the proxy form.
 - If the grantor does not specify the vote on any agenda in the proxy form or is not clearly stated or where the meeting is considered or voted on anything other than those specified in the proxy form, includes any changes or additional facts, Proxy has the right to consider and vote instead as proper.
 3. Voting on each agenda, shareholders who wish to vote disapproval or abstention can vote via electronic convention system (E-Voting) to continue counting votes. For approval, there is no need to vote through the E-Voting system, as the system is set to vote "approval" is the default.
 4. The counting of the results of the vote for each agenda will use the E-Voting system, as it is a meeting and voting via online media, which is divided into 3 categories as follows:
 - 4.1 An agenda that uses a majority vote of the shareholders who attend the meeting and vote. The vote base is calculated by counting only the votes of shareholders who voted approve and disapprove. This does not include the votes of shareholders who abstained from voting and voided.
 - 4.2 An agenda uses not less than two-thirds of the total number of votes of shareholders attending the meeting will calculate the vote base by counting the votes of all shareholders attending the meeting who voted in approve, disapprove, abstain, and void.
 - 4.3 An agenda uses not less than three-fourth of the total number of votes of shareholders who attend the meeting and have the right to vote. The vote base will be calculated by counting the votes of all shareholders who attended the meeting and have the right to vote who voted in approve, disapprove, abstain, and void.
- The Company will take all votes, deduct with disapprove votes, abstain, and void. The remainder will be counted as a vote of approval. In case of a tie vote, the Chairman of the Meeting shall have a casting vote. And since it's an online voting application, there are no cases of voids.
5. Chairman of the meeting or the official will inform the voting results to the meeting for every agenda when the votes of that session are finished.

Procedures, documents and how to register for Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

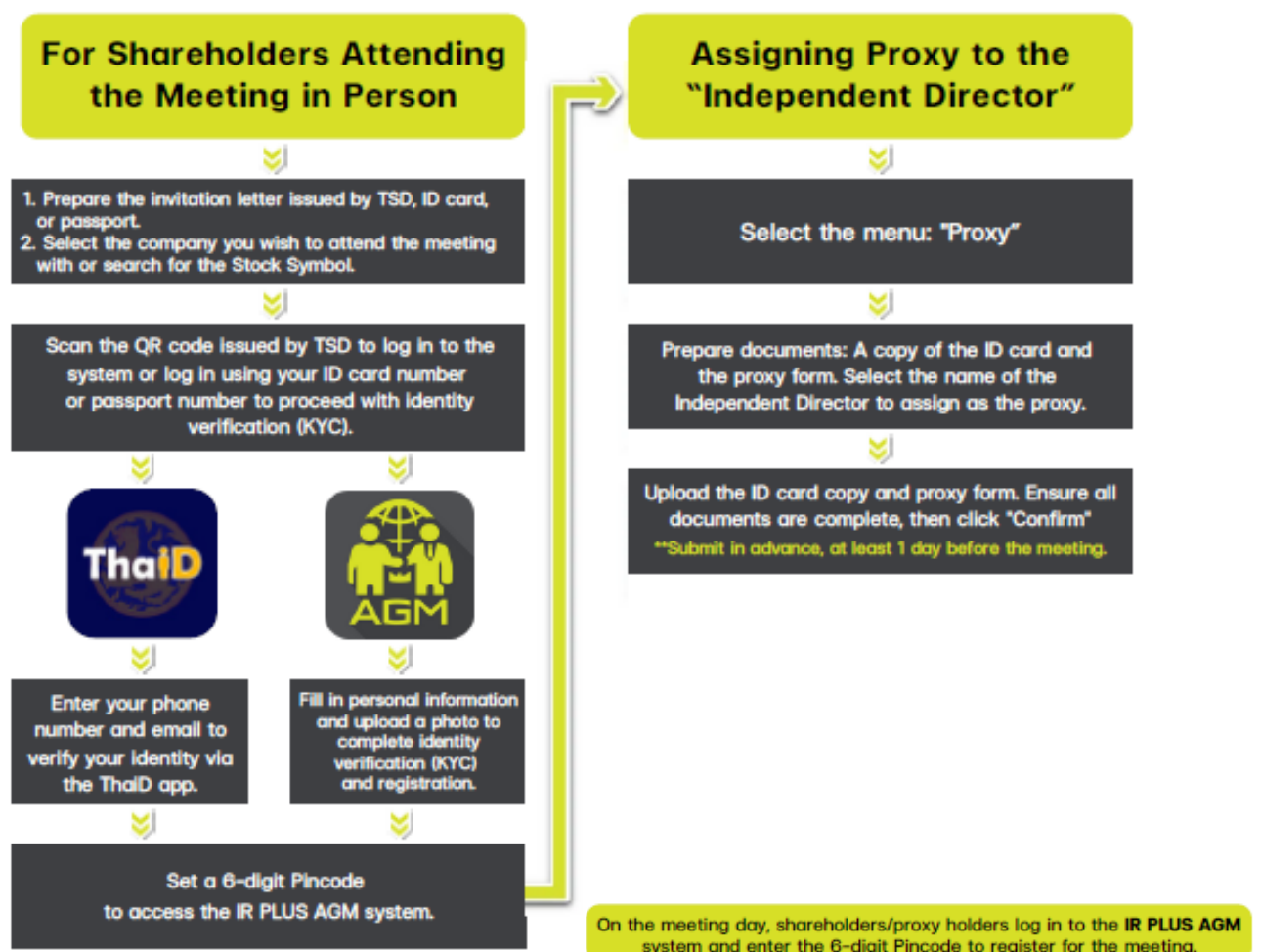
From App Store (Support since iOS.15) and Google Play Store (Support since Android 9)

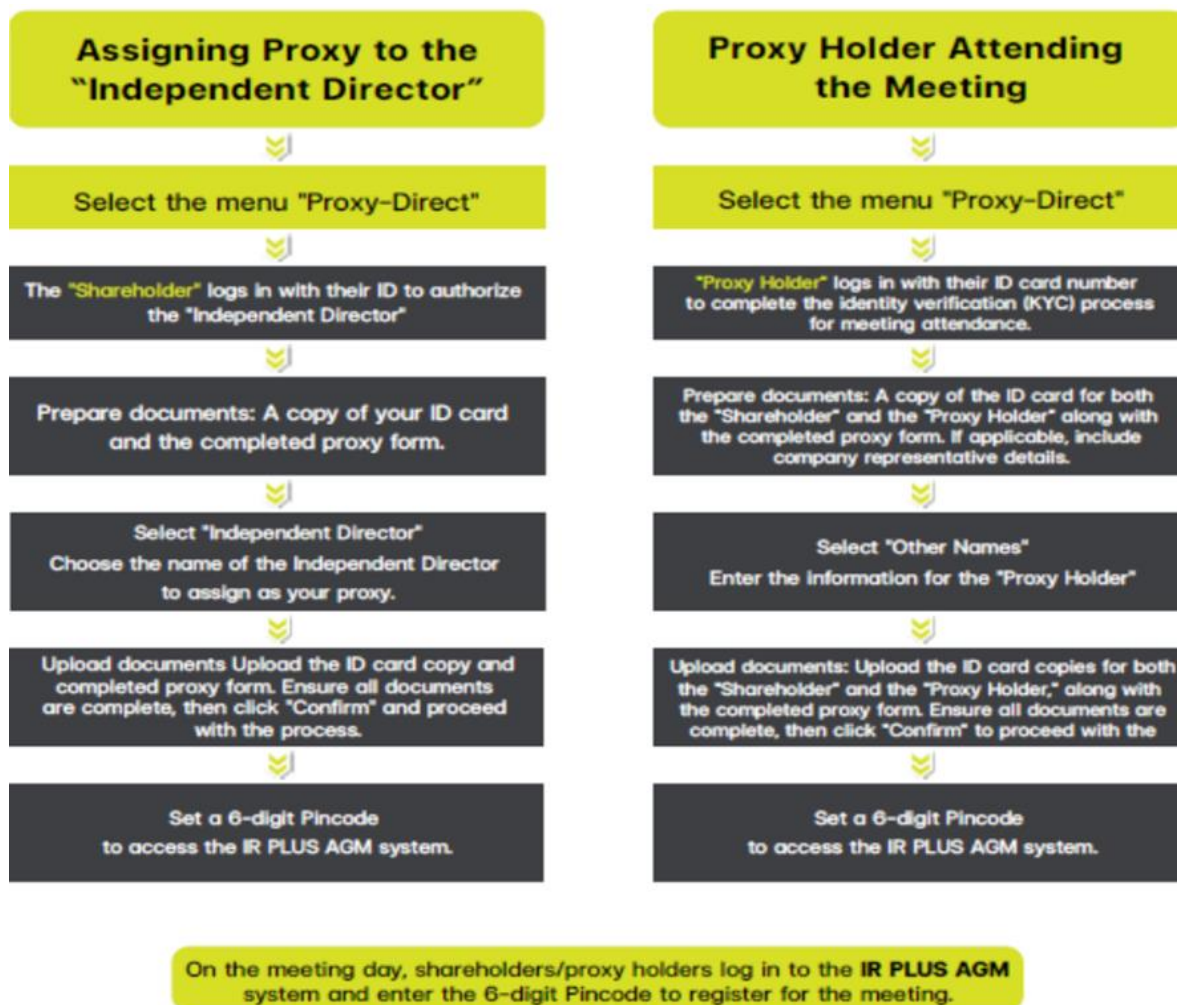


Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

2. Documents required

Invitation letter issued from TSD / National identity card or passport of Shareholders and Proxy (in case of using the proxy) / Proxy Form (in case of using the proxy)
3. **Identity verification process (KYC)** : can be done from 7 April 2025 until the meeting date)





4. Electronic registration and attendance (E-AGM)

On the Meeting date, the registration for attending the E-AGM can be done through the IR Plus AGM application, starting from 12.00 p.m. (at noon) until the meeting is completed on 22 April 2025. onwards. Once a shareholder has registered, the shareholder will be able to vote immediately. The shareholder can vote either Approve, Disapprove or Abstain.

5. How to Vote.

The system will default vote "Agree" on every agenda, that can change the vote result "Disagree" or "Abstain". Then press the bottom confirms to confirm. The system will change the voting result immediately.

6. Asking Question. Text format and Video call format.

In case, Asking questions via VDO Call



Click this symbol that shown on your screen, the type the question. Then, wait for a call back from the staff.

In case, Asking questions via Text



Click this symbol that shown in every agenda to send questions to be asked in that agenda. You can send a question to system at any time until the agenda is closed.

7. Other Menu



Document



Profile



Media or VDO Presentation



Live Stream



Proxy * Incase provide proxy to Independent Directors only. This must be completed 1 day prior the meeting date.



Log out ** When you confirm to log out the meeting, your vote will eliminate from the vote base immediately.

8. If you encounter any problems with your use, please contact us on business days Monday - Friday 09.00 – 17.30 hrs.

IR Plus AGM Call Center Tel : 02-022-6200 ext. 2 or Add Line ID :@irplusagm or

Email : irplus.agm@irplus.in.th

BT Wealth : Ms. Worawan Pongdumbun Tel: 02-314-2151-2 ext. 305 Email : worawan.v@btw.co.th



The Identification document for confirming attendance and Proxy

The Shareholders and proxy holders, who would like to attend the 2025 Annual General Meeting of Shareholders through Electronic Media (E-Meeting), please attach the identification document and proxy form as follow;

- In case of an individual shareholder attending the meeting in person.
 - Valid copy of Identification document of the Shareholders duly certified by the Shareholder and in case of name-surname change thereto; please attach registration document as well.
- In case of a shareholder represented by proxy attending the meeting.
 - 1) Valid copy of Identification document of the Shareholders duly certified by the Shareholder and in case of name-surname change thereto; please attach registration document as well;
 - 2) Valid copy of “Identification document” of the proxy holders duly certified by the proxy holder;
 - 3) Any Proxy Form duly filled in and signed by shareholder and proxy holder.
- In case of a representative of juristic Shareholder attending E-Meeting
 - 1) Copy of a company affidavit issued less than 6 months and duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
 - 2) Valid copy of Identification document of authorized director(s) duly certified by authorized director(s).
- In case the juristic shareholder attending E-Meeting by a proxy
 - 1) Copy of a company affidavit issued less than 6 months and duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
 - 2) Valid copy of Identification document of authorized director(s) duly certified by authorized director(s);
 - 3) Valid copy of Identification document of the proxy holders duly certified by the proxy holder;
 - 4) Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy holder.
- In case Custodian appointed as depositary by foreign investors
 - 1) Documents as under juristic entity above shall be prepared;
 - 2) In the event custodian has been authorized to sign on proxy, the following documents shall be produced:
 - A power of attorney appointing such custodian to sign on proxy;
 - A confirmation letter that signatory has been licensed to engage in custodian business.

Identification document the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License or Passport

Proxy and Proxy Form

In the case that a shareholder is unable to attend the meeting, the shareholder can grant other person as his/her proxy to attend the meeting and vote casting on their behalf. The Company has provided Proxy Forms B, which is in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The shareholder can download Proxy Form A., Proxy Form B. and Proxy Form C from the Company's website at www.btwealthindustries.com as follows;

1. Proxy Form A is the general and simple form.
2. Proxy Form B is the form in which each specific matter in detail is specified;
3. Proxy Form C is to be applied in the case that a foreign shareholder appoints a custodian in Thailand to take deposit and take care of shares.

The procedure of the appointment of proxy can be conducted as follows;

1. The general shareholder may choose either Proxy Form A or Proxy Form B., only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the vote casting for each agenda.
2. The shareholder who is a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper shall choose Proxy Form C.
3. The shareholder, who grants the proxy shall grant only one proxy to attend the meeting and cast voting. The shareholder cannot split his/her votes to different proxies to vote separately.
4. A vote casting of each agenda, a shareholder has to cast his/her vote by approving, disapproving or abstaining, only. Separation of vote casting is not allowed, (except for the vote casting of Custodian which the separation of vote casting is allowed)
5. The shareholder can grant any person to be his/her proxy as he/she wish, or grant the Independent Director of the Company as recommends (according to attached documents 3), only one person, to be his/her proxy.

If the shareholder grants the Independent Director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B. and specify the votes casting for each agenda, and go through the verification process or deliver the proxy form with the supporting documents, copy of id card, to the BT Wealth Industries Public Company Limited, 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1) Ramkhamhaeng Rd., Wangthonglang, Bangkok 10310 Telephone no. 0-2314-2151-2. For convenience of reviewing the documents, please kindly have the documents delivered to the Company by 15 April 2025.

6. The grantor affixes the 20 Baht duty stamp, crossed, and specified the date such proxy is made for a legally binding.

(Duty Stamp ฿20)

Proxy (Form A.)

Written at

Date..... Month..... Year.....

(1) I/ We Nationality
residing at..... Road..... Sub-District.....
District..... Province..... Postal Code.....

(2) Being a shareholder of **BT Wealth Industries Public Company Limited**
holding the total amount of..... shares and have the rights to vote equal to)..... shares

(3) Hereby appoint

☐ (1) Name Mr. Sarawut Charuchinda Age 67 Years. Residing at 52 Phaholyothin Rd.
Sub-District Phayathai District Phayathai Province Bangkok or

☐ (2) Name Ms. Jongkolnee Tansuvan Age 61 Years. Residing at 254 Soi Inthrapitak...
Taksin Rd. Sub-District Bangyeeruaui District Thonburi Province Bangkok or

☐ (3) Name..... Age..... Years. Residing at.....
Sub-District..... District..... Province..... Postal Code.....

Anyone of the above as my/our proxy to attend and vote on my behalf at the 2025 Annual Ordinary General Meeting on 22 April 2025, at 2.00 p.m. via E-AGM broadcasting from the Company's Meeting Room, 593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Wangthonglang, Bangkok or such other date, time and place as the meeting may be adjourned.

I/We shall be liable for any action taken by the proxy holder at the meeting.

signed..... Grantor
(.....)

signed..... Proxy
(.....)

signed..... Proxy
(.....)

signed..... Proxy
(.....)

Remark The shareholder must grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares cannot be divided to more than one proxy holder to vote.

The independent directors nominated by the company as proxies do not have special interests that differ from those of other directors in every agenda presented.

(Duty Stamp ฿20)

Proxy (Form B.)

Written at

Date..... Month..... Year.....

(1) I/ We Nationality
residing at..... Road..... Sub-District.....
District..... Province..... Postal Code.....

(2) Being a shareholder of **BT Wealth Industries Public Company Limited**

holding the total amount of..... shares and have the rights to vote equal to)..... shares

(3) Hereby appoint

- ☐ (1) Name Mr. Sarawut Charuchinda Age 67 Years. Residing at 52 Phaholyothin Rd.
Sub-District Phayathai District Phayathai Province Bangkok or
- ☐ (2) Name Ms. Jongkolnee Tansuvan Age 61 Years. Residing at 254 Soi Inthrapitak...
Taksin Rd. Sub-District Bangyeeruau District Thonburi Province Bangkok or
- ☐ (3) Name..... Age..... Years. Residing at.....
Sub-District..... District..... Province..... Postal Code.....

Anyone of the above as my/our proxy to attend and vote on my behalf at the 2025 Annual Ordinary General Meeting on 22 April 2025, at 2.00 p.m. via E-AGM broadcasting from the Company's Meeting Room, 593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Wangthonglang, Bangkok or such other date, time and place as the meeting may be adjourned.

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

- ☐ Agenda No.1 To acknowledge the Company's operating performance, the Management Discussion and Analysis and other important information for the year 2024.
- ☐ Agenda No.2 To consider and approve the audited financial statements for the year ended 31 December 2024.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No. 3 To consider and approve the omission of dividend payment for the 2024 operating results.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

The independent directors nominated by the company as proxies do not have special interests that differ from those of other directors in every agenda presented.

- ☐ Agenda No.4 To consider and elect directors in replacement of those retired by rotation.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Elect of whole set of directors
- ☐ Elect of some nominees individually as the follows:
- (1) Mr. Sakda Hanbuntrong ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Piyapat Russamitinakornkul ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.5 To consider and approve the remuneration for the year 2025 and omit to pay gratuities from the 2024 operating results for directors.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.6 To consider and appoint the auditors and to determine the auditing fee for the year 2025.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.7 To consider and approve the issuance and offering of Convertible Bonds to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering) in an amount not exceeding 50,000,000.00 baht.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.8 To consider and approve the issuance and offering of the warrants No. 1 (BTW-W1) in an amount not exceeding 350,000,000 units, to allocate to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering).
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.9 To consider and approve the increase in the Company's registered capital and the amendment to the Company's memorandum of association, Clause 4, to be in line with the increase of the Company's registered capital.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda No.10 To consider and approve the allocation of additional ordinary shares.
- ☐ (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting shall be deemed as the actions performed by myself/ourselves in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

signed..... Grantor

(.....)

signed..... Proxy

(.....)

signed..... Proxy

(.....)

signed..... Proxy

(.....)

Remark 1. The shareholder must appoint only one Proxy to attend and vote at the meeting and can not split the number of shares to more than one proxy for splitting votes.

2. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Supplemental Proxy Form B. as enclosed.

The independent directors nominated by the company as proxies do not have special interests that differ from those of other directors in every agenda presented.

Supplemental Proxy Form B

The proxy is granted by a shareholder of BT Wealth Industries Public Company Limited for the 2025 Annual General Meeting of Shareholders on 22 April 2025, at 2.00 p.m. via E-AGM broadcasting from the Company's Meeting Room, 593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Wangthonglang, Bangkok or such other date or such time and place as the meeting may be adjourned.

.....

☐ **Agenda Re :**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda Re :**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda Re :**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda Re :**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 4 To elect directors (Continue)**

☐ Name.....

☐ Approve

☐ Disapprove

☐ Abstain

☐ Name.....

☐ Approve

☐ Disapprove

☐ Abstain

☐ Name.....

☐ Approve

☐ Disapprove

☐ Abstain

☐ Name.....

☐ Approve

☐ Disapprove

☐ Abstain

Map of the location used for live electronic meetings (E-AGM)

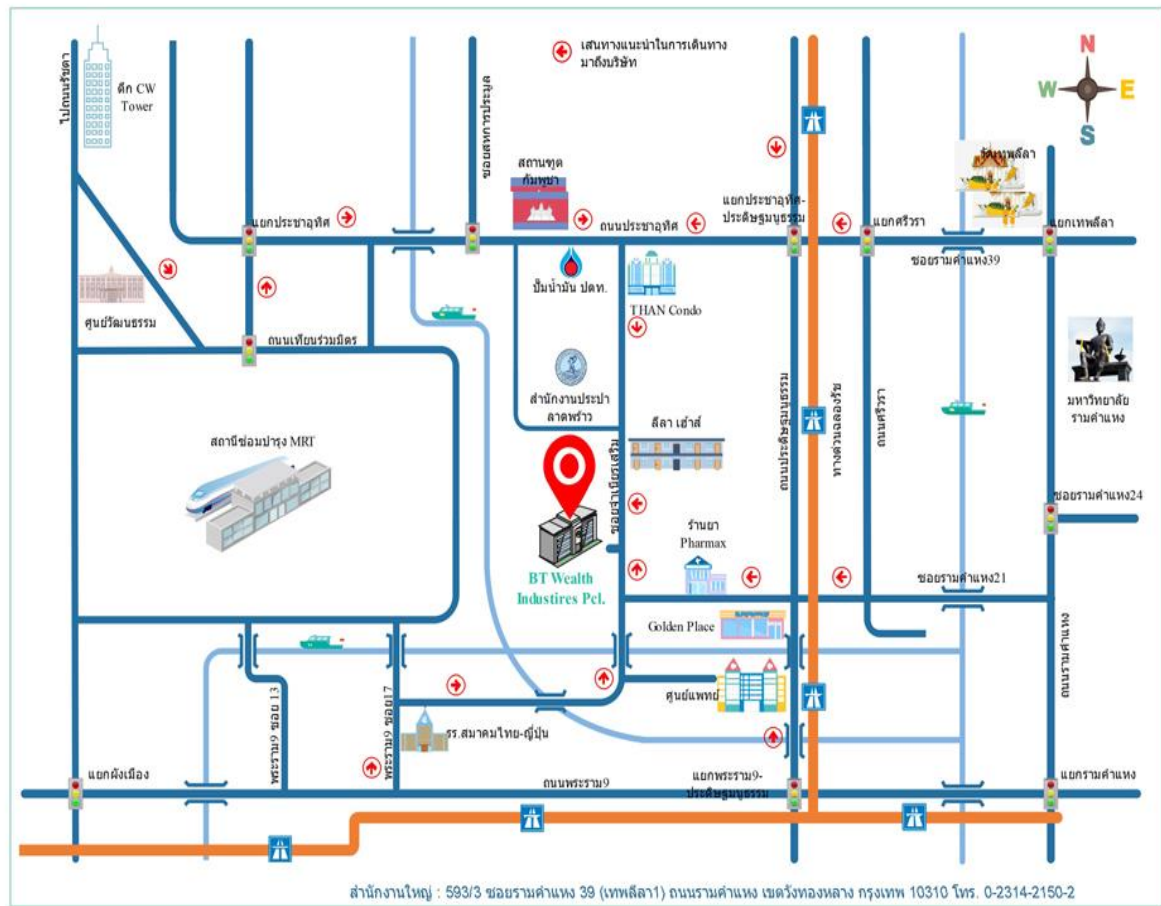
3rd Meeting Room

BT Wealth Industries Public Company Limited

593/3 Soi Ramkhamhaeng 39 (Thep Leela 1)

Ramkhamhaeng Road, Kwang Wangthonglang,

Khet Wangthonglang, Bangkok 10310



Privacy Notice for the 2025 Annual General Meeting of Shareholders

BT Wealth Industries Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data for each person (according to the form of information). in the following circumstances:

- 1.1) Personally identifiable information : name, surname, title, date of birth, age, gender, nationality, marital status, signature, photo, copy of identification card or passport (in case of foreigners), certificate of shareholding issued by securities company(ies) or certificates issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 1.2) Contact information : address, telephone number, facsimile number, email.
- 1.3) Other informations: information about shares holding, Securities Holder Registration No., IP address (in case of viewing meetings online if the company holds an online meeting) Body temperature, travel history and other information related to health information and symptoms of the disease, as well as information from CCTV cameras. Video Information Audio-visual information recorded at the venue of the AGM, where the Company recorded photos and animations of the meeting for the legitimate benefit and benefit of shareholders.

In the case that it is necessary for the Company to collect a copy of your identification card which may contain Sensitive Data such as religion, the Company has however no intention to collect any such Sensitive Data. Accordingly, you can redact any such Sensitive Data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the Annual General Meeting of Shareholders and to convene the Annual General Meeting of Shareholders as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquiries or questions on the Personal Data Protection can be addressed to the following channels:

Investor Relation

BT Wealth Industries Public Company Limited 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1)

Ramkhamhaeng Road, Kwang Wangthonglang, Khet Wangthonglang, Bangkok 10310

e-mail: ir@btw.co.th