

Baiya International Group Inc.
(the “Company”)
Proxy Form

I/We¹ _____

of _____

being a shareholder/shareholder(s) of the Company and the holder/holders of

_____ (number and class of shares)

appoint as my/our proxy²

of _____
at the 2026 extraordinary general meeting of the Company to be held at Room 18022, Floor 18, 112 W. 34th Street, New York, NY 10120 on **February 9**, 2026 at 10:45 A.M. ET and at any adjournment of that meeting.

Please indicate with a tick mark in the spaces opposite to the resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

¹ Full name(s) and address(es) to be inserted in block letters.

² Insert name and address of the desired proxy in the spaces provided.

Resolutions:		For	Against	Abstain
1.	IT IS RESOLVED, as an ordinary resolution, that: the Company’s authorised share capital, be increased from US\$180,000 divided into: (i) 64,000,000 Class A Ordinary Shares of par value US\$0.0025 each, (ii) 100,000,000 Class B Ordinary Shares of par value US\$0.0001 each and (iii) 100,000,000 Preferred Shares of par value US\$0.0001 each, to US\$ US\$12,680,000 divided into (i) 5,064,000,000 Class A Ordinary Shares of US\$0.0025 par value each, (ii) 100,000,000 Class B Ordinary Shares of par value US\$0.0001 each and (iii) 100,000,000 Preferred Shares of par value US\$0.0001 each with immediate effect (the “Authorised Share Capital Increase”).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	IT IS RESOLVED, as a special resolution that: conditional upon (i) the approval of the Authorised Share Capital Increase and (ii) the shareholders holding not less than two-thirds of the issued Class B Ordinary Shares of the Company consenting to the increase of the votes attached to each Class B Ordinary Share from twenty (20) votes per share to sixty (60) votes per share, the proposed Sixth Amended and Restated Memorandum and Articles of Association of the Company (the “Amended M&A”), in the form attached as Annex A to the notice of the extraordinary general meeting of shareholders of the Company held on February 9 , 2026 (the “Meeting”), be adopted by the Company in substitution for, and to the exclusion of, the existing Fifth Amended and Restated Memorandum and Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3	<p>IT IS RESOLVED, as an ordinary resolution, that:</p> <p>(a) conditional upon the approval of the board of directors of the Company (the “Board”)</p> <p>(i) all the issued and outstanding and authorized and unissued class A ordinary shares of the Company (the “Class A Ordinary Shares”) in the authorized share capital of the Company be consolidated, at any one time or multiple times during a period of up to two years of the date of the Meeting, at the exact consolidation ratio and effective time as the Board may determine from time to time in its absolute discretion provided that the accumulative consolidation ratio for all such share consolidation(s) (altogether, the “Share Consolidations” and each, a “Share Consolidation”) shall not be more than 1:5,000; and</p> <p>(ii) no fractional Class A Ordinary Shares be issued in connection with each of the Share Consolidations; if a shareholder is entitled to receive a fractional Class A Ordinary Share upon a Share Consolidation, the total number of Class A Ordinary Shares to be received by such shareholder be rounded up to the next whole Class A Ordinary Share.</p> <p>(b) the Board be authorized, at its absolute and sole discretion, to either (i) implement one or more Share Consolidations, and determine the exact consolidation ratio and effective date of such Share Consolidation during a period of two years of the date of the Meeting; or (ii) elect not to implement any Share Consolidation during a period of two years of the date of the Meeting.</p> <p>(c) if and when deemed advisable by the Board in its sole discretion, any director or officer of the company be authorized, for and on behalf of the company, to do all such other acts and things and execute all such documents necessary or desirable to implement Share Consolidation(s).</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<p>IT IS RESOLVED, as an ordinary resolution, that:</p> <p>subject to and immediately following the Share Consolidation(s) being effected, the Company adopt an amended and restated memorandum and articles of association in substitution for, and to the exclusion of, the Company’s then existing memorandum and articles of association, to reflect such Share Consolidation(s).</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<p>IT IS RESOLVED, as an ordinary resolution, that:</p> <p>a general mandate be and is hereby granted to the Board to exercise absolute discretion, for a period of twenty-four (24) months from the date of the Meeting, in deciding on the disposal of any assets of the Company, whether by sale, transfer, or any other method of disposition, and to determine and finalize all specific terms, conditions, pricing, and arrangements related to any such asset disposal as the Board deems fit.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6.	IT IS RESOLVED, as an ordinary resolution, that: the Board be and is hereby authorized and empowered, in its absolute discretion, to arrange and secure financing for the purpose of purchasing virtual currencies and/or digital assets through any means it deems suitable, including but not limited to equity financing, debt financing, issuance of convertible securities, or entering into credit facilities (the “ Financing ”), and to negotiate, determine, agree upon, and execute all terms, conditions, agreements, and definitive documentation related to such Financing and the underlying asset purchases, including matters of size, pricing, security, tenor, and use of proceeds.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	IT IS RESOLVED, as an ordinary resolution, that the Meeting be adjourned to a later date or dates or sine die, if necessary, to permit further solicitation and vote of proxies if, at the time of the Meeting, there are not sufficient votes for, or otherwise in connection with, the approval of the foregoing resolutions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated 2026

Executed by:

Signature of shareholder _____

Name of shareholder:

Name of Authorized Officer/Attorney³: _____

³ To be completed if the shareholder is a corporation – please insert name of authorized officer/attorney signing on behalf of the corporate shareholder.

TO VOTE ONLINE: www.Transhare.com click on Vote Your Proxy

Enter Your Control Number:

TO VOTE BY EMAIL: Please email your signed proxy form to Proxy@Transhare.com

TO VOTE BY FAX: Please fax this proxy form to 1.727. 269.5616

TO VOTE BY MAIL: Please sign, date and mail to:

Proxy Team
Transhare Corporation
17755 US Highway 19 N
Suite 140
Clearwater FL 33764