

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 2025 extraordinary general meeting of the Company to be held at Room 18022, Floor 18, 112 W. 34th Street, New York, NY 10120 on November 28, 2025 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, with effect upon approval by the NASDAQ Stock Market, (c) all the authorised, issued and unissued Class A Ordinary Shares be consolidated at a 25:1 ratio (the Share Consolidation), such that every twenty-five (25) issued and unissued existing Class A ordinary shares of US\$0.0001 par value each be consolidated into one Class A ordinary share of a par value of US\$0.0025 each (the Consolidated Class A Ordinary Shares), such Consolidated Class A Ordinary Shares shall rank pari passu in all respect with each other, so that following the Share Consolidation, the authorised share capital of the Company shall become 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; and (d) all fractional entitlements to the issued Consolidated Class A Ordinary Shares resulting from the Share Consolidation will not be issued to the shareholders of the Company and instead, any fractional shares that would have resulted from the Share Consolidation will be rounded up to the next whole number.	☐	☐	☐
2.	It is resolved as a special resolution that the Company adopt the fifth amended and restated memorandum and articles of association of the Company (the Fifth Amended M&AA) in the form attached as Annex A to the Notice of Meeting in its entirety and in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect (Charter Amendment), which reflects the revised authorized share capital following the Share Consolidation.	☐	☐	☐
3.	It is resolved as an ordinary resolution that any one or more of the directors and officers of the Company be and is hereby authorized to do all such acts and things and execute all such documents and deliver all such documents, which are ancillary to the Share Consolidation, the Charter Amendment and the adoption of the Fifth Amended M&AA, including but not limited to, making any relevant registrations and filings with any authorities in accordance with the applicable laws, rules and regulations, as any of them considers necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation; the registered office provider of the Company be instructed to make all necessary filings with the Registrar of Companies of the Cayman Islands in connection with the Share Consolidation; and the Company's transfer agent be instructed to update the register of members of the Company and that upon the surrender to the Company of the existing share certificates (if any) that they be cancelled and that any director of the Company be instructed to prepare, sign, seal and deliver on behalf of the Company new share certificates accordingly.	☐	☐	☐
4.	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.	☐	☐	☐

Dated 2025

Executed by:

Signature of shareholder

Name of Authorized Officer/Attorney: _____³

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