

9 April 2014

To: The Shareholders  
Berli Jucker Public Company Limited

Re: Notice of the Ordinary General Meeting of Shareholders No. 1/2014

By virtue of the Meeting of the Board of Directors No. 1/2014 of Berli Jucker Public Company Limited (“the Company”) held on 26 February 2014, it was resolved to hold the Ordinary General Meeting of Shareholders No. 1/2014 on 24 April 2014, at 15.00 hours, at the Meeting Room 1201-1202, 12<sup>th</sup> Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phraknong, Khet Klongtoey, Bangkok 10110, to consider the following agendas:

Agenda No. 1 To adopt the Minutes of the Ordinary General Meeting of Shareholders No. 1/2013 held on 25 April 2013.

Background The Ordinary General Meeting of Shareholders No. 1/2013 was held on 25 April 2013. A copy of the Minutes is delivered to the Shareholders together with this Notice. (Enclosure No. 1)

Board’s opinion The Board has considered and agreed that these Minutes are accurate and in accordance with the resolutions of the Meeting. The Shareholders should adopt such Minutes.

Agenda No. 2 To acknowledge the Company’s Annual Report and the Board of Directors’ Report on the Company’s operational results for 2013.

Background The report of the operations of the Company for the year 2013 appears in the Annual Report, which is delivered to the Shareholders together with this Notice. (Enclosure No. 2)

Board’s opinion The Board has considered and agreed that the operational results are satisfactory. The report of the Board of Directors on the Company’s 2013 operations will be presented to the Shareholders for acknowledgement.

Agenda No. 3 To consider and approve the Company’s Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2013.

Background The Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2013 as duly audited by the auditor and considered by the Audit Committee and the Board of Directors appears in the Financial Statements section of the Annual Report delivered to the Shareholders together with this Notice. (Enclosure No.2)



Board's opinion The Board has considered and agreed that the Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2013 were duly audited by the Auditor and considered by the Audit Committee and the Board of Directors. The Shareholders should approve the Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2013.

Agenda No. 4 To consider and approve the dividend payment based on the Company's operations for 2013 and the appropriation of profit as legal reserve.

Background Due to the profitable operation in 2013, by the resolution of the Board of Director's Meeting No. 6/2013, which was held on 13 August 2013, it was resolved to pay an interim dividend to all shareholders of the Company on 12 September 2013 at the rate of Baht 0.44 per share. The Company thus, reports such payment of interim dividend to Shareholders in this Ordinary General Meeting of Shareholders. Furthermore, the Company proposed to pay an additional dividend for 2013 of Baht 0.40 per share. Accordingly, the total amount of dividend payment for 2013 inclusive of interim dividend payment announced by the Company shall be Baht 0.84 per share. The Company shall pay dividend on 23 May 2014 to the entitled shareholders whose names appear in the share register book on 8 May 2014 and gather their names in pursuance to Section 225 of the Securities and Exchange B.E. 2535 (and additional amendment to the Act B.E. 2551), by closing the share register book for suspension of the share transfer on 9 May 2014. At present, the Company has the appropriation of profit as legal reserve of Baht 166,812,500 equivalent to 10 percent of the registered capital at the amount of Baht 1,668,125,000. The Statement of Dividend Payment is delivered to the Shareholders together with this Notice. (Enclosure No. 3)

Board's opinion The Board has considered and agreed that the proposed 2013 dividend payment at a rate of Baht 0.84 per share or 55.1 percent of net profit after tax, which the Company has duly considered its cash flow and/or investment in projects or expansion of projects for the existing business operations, was fair and in line with the dividend policy of the Company. The Shareholders should approve the dividend payment based on the Company's operations for 2013.

Agenda No. 5 To consider the election of Directors to replace those who retire by rotation.

Background In order to comply with the Clause 17 of the Company's Articles of Association which stipulates that "At every annual general meeting, one-third of the Directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from office. The Directors to retire on the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the Directors who have been longest in office shall retire. A retiring Director is eligible for re-election.", there shall be a consideration to elect directors to

replace the retired directors. There are 5 Directors retired by rotation this year. The 5 Directors who retire by rotation who are proposed for re-election are Mr.Chaiyut Pilun-Owad, Mr.Thirasakdi Nathikanchanalab, Mrs.Thapanee Techajareonvikul, Ms. Potjaneer Thanavaranit, and Police General Krisna Polananta.

The profiles of 5 Directors are delivered to the Shareholders together with this Notice. (Enclosure No. 4)

Board's opinion The Board has considered and agreed with the proposal of the Nomination and Remuneration Committee that 5 Directors namely Mr. Chaiyut Pilun-Owad, Mr. Thirasakdi Nathikanchanalab, Mrs. Thapanee Techajareonvikul, Ms. Potjaneer Thanavaranit, and Police General Krisna Polananta who retire by rotation are suitable to be re-elected to the Board as they are knowledgeable, capable and beneficial of managing the Company. The Shareholders should elect the proposed Directors to serve the Company for another term.

Agenda No. 6 To fix the remuneration for Directors.

Background In order to comply with the law and the Company's Articles of Association, which state that it is required to consider fixing the remuneration for Directors, the details of Remuneration for Directors, which was considered by the Nomination and Remuneration Committee, are delivered to the Shareholders together with this Notice. (Enclosure No. 5)

Board's opinion The Board has considered and agreed with the Nomination and Remuneration Committee that proposed remuneration for Directors in the total amount of not exceeding Baht 25,000,000 per year, is appropriate. The Shareholders should approve such remuneration for Directors and authorize the Nomination and Remuneration Committee and the Chairman of the Board to decide the details of payment and rates be paid to each Director according to their duties and responsibility of each Director.

Agenda No. 7 To appoint the Auditors and fix the audit fee for 2014.

Background In order to comply with the law and the Company's Articles of Association, which state that it is required to consider appointing the Auditors and fix the audit fee for 2014. The proposed appointees are Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Details of annual audit fee of the Company and Subsidiaries was delivered to the Shareholders together with this Notice. (Enclosure No. 6)

Board's opinion The Board has considered and agreed to propose the appointment of the Auditors, namely

1. Mr. Chavala Tienpasertkij CPA Registration No. 4301 or
2. Mr. Suphamit Techamontrikul CPA Registration No. 3356 or
3. Mr. Choopong Surachutikarn CPA Registration No. 4325

of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditors by empowering any one of those to conduct an audit and express an opinion on the Company's annual financial statements. The proposed auditors have been reviewed by the Audit Committee by considering their qualifications, auditing performance, work efficiency, absence of any relationship or conflict of interest with the Company or any person related to the Company, and amount of audit fee. The respective auditors are suitable to be the auditors of the Company as they are knowledgeable, reputable and approved by the Office of the Securities and Exchange Commission. The annual audit fee for 2014 of Baht 900,000 plus quarterly review fee of Baht 1,500,000 totalling Baht 2,400,000 is justifiable. The Shareholders should approve the appointment of the proposed Auditors and fix the audit fee at Baht 2,400,000 per year.

Agenda No. 8

To consider issue and approve the Employee Stock Option Program and the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries No. 3 (the BJC ESOP 2012 Scheme No. 3).

Background

To be a motivation and reward for the performance of the Company's executives and employees, so that they will be encouraged to perform their work to the fullest and create the maximum return for the Company and its shareholders and to retain the executives and/or employees with outstanding performance and who are irreplaceable, to work with the Company and its subsidiaries in long run so that the Company can achieve their commercial goals.

Under the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries ("Employee Stock Option Program") the Company will issue and offer Warrants for stock option in total amount of 80,000,000 units for a total period of 5 years : up to 16,000,000 units each year. In the case that there are Warrants remaining from the allocation of Warrants in amount of less than 16,000,000 units, such remained Warrants will be allocated in the next year in amount of more than 16,000,000 units; however the total amount of Warrants for total period of 5 years will be up to 80,000,000 units. Each issuance and offering for sale of the Warrants will be proposed to the Shareholders Meeting for approval and the Company will take all action as required in the notification of the Capital Market Supervisory Board No. Thor Chor. 32/2551 Re: Offering of Newly Issued Securities to Executives and Employees of a Company and/or its subsidiaries dated December 15, 2008.

In this regard, in 2014 the issuance and offering of Warrants for stock option to executives and employees of the Company and/or its subsidiaries to be proposed to the Meeting of Shareholders thus will be the third issuance and offering of Warrants for stock option to executives and employees of the Company and/or its subsidiaries under the Employee Stock Option Program. The Company will issue and offer Warrants for stock option in



total amount of up to 16,000,000 units and the period of Warrants will be 5 years from the date that the Company issues and offers Warrants.

The Summary of the Scheme in Relation to the Issuance and Offering for Sale of Warrants to Purchase the Ordinary Shares of Berli Jucker Public Company Limited issued to Executives and Employees of Berli Jucker Public Company Limited (“Company”) and/or its Subsidiaries No. 3 (“the BJC ESOP 2012 Scheme No. 3”) is delivered to the Shareholders together with this Notice. (Enclosure No. 7)

Board’s opinion

The Board has considered and agreed to propose to Shareholders that it should be approved the BJC ESOP 2012 and the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries No. 3 (“the BJC ESOP 2012 Scheme No. 3”) as proposed. The Management Board is empowered to specify and amend detailed necessary conditions regarding the offer of warrants as specified by law or in its insignificant part, namely date, time and procedure of warrant offering, procedure of warrant exercise or specification/ amendment of details to be in accordance with the regulations or command of related competent authorities to proceed any relevant actions to BJC ESOP 2012 No. 3 and the issuance and offering of warrants including the preparation, amendment, negotiation, permission submission and/or other documents, contact, requirement and documentary submission to the Securities Exchange of Commission, the Stock Exchange of Thailand and/or organization related to the issuance and offering of warrants.

Agenda No. 9

To consider and approve the allocation of new ordinary shares of the Company, for accommodating the issuance and offering of warrant for stock option to executives and employees of the company and/or subsidiaries No. 3 (“the BJC ESOP 2012 Scheme No. 3”)

Background

As a consequence from the agenda No. 8 regarding to consider issue and approve the Employee Stock Option Program and the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries No. 3 (“the BJC ESOP 2012 Scheme No. 3”), the Company will allocate of new ordinary shares as follows:

1. The Company will allocate new ordinary shares in the amount of not exceeding 16,000,000 shares at par value Baht 1 per share, for the rights to exercise the Warrants that are issued and offered to executives and employees of the Company and/or its subsidiaries No. 3 under the BJC ESOP 2012 scheme.

The Management Board is empowered to specify detailed conditions regarding the allocation of newly issued shares, namely 1) the allocation of newly issued shares for exercising the Warrants rights offered to executives and employees of the Company and/or its subsidiaries under

the BJC ESOP 2012 scheme and other relevant conditions thereof 2) the negotiation and execution of contracts including relevant documents and operation related in the allocation of newly issued shares and 3) the signing of the applications, apply for waiver and all necessary documents for substantiating the allocation of newly issued shares, contacting and filing the applications or waiver requests and other documentation submitted to the relevant government agencies or competent authorities and filing the applications to list the ordinary shares on the Stock Exchange of Thailand (SET). The Management Board is authorized to perform any acts/transactions which are necessary and appropriate to perfect the allocation of newly issued shares.

2. The Company will allocate new ordinary shares in the amount of not exceeding 32,000,000 shares at par value Baht 1 per share, for accommodating the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries under the Employee Stock Option Program in the year 2015 – 2016

Board's opinion

The Board has considered and proposed that Shareholders should approve the allocation of new ordinary shares of the Company. Details are as follows:

1. The Company will allocate new ordinary shares in the amount of not exceeding 16,000,000 shares at par value Baht 1 per share, for the rights to exercise the Warrants that are issued and offered to executives and employees of the Company and/or its subsidiaries No. 3 under the BJC ESOP 2012 scheme.

The Management Board is empowered to specify detailed conditions regarding the allocation of newly issued shares, namely 1) the allocation of newly issued shares for exercising the Warrants rights offered to executives and employees of the Company and/or its subsidiaries No. 3 under the BJC ESOP 2012 scheme and other relevant conditions thereof 2) the negotiation and execution of contracts including relevant documents and operation related in the allocation of newly issued shares and 3) the signing of the applications, apply for waiver and all necessary documents for substantiating the allocation of newly issued shares, contacting and filing the applications or waiver requests and other documentation submitted to the relevant government agencies or competent authorities and filing the applications to list the ordinary shares on the Stock Exchange of Thailand (SET). The Management Board is authorized to perform any acts/transactions which are necessary and appropriate to perfect the allocation of newly issued shares.

2. The Company will allocate new ordinary shares in the amount of not exceeding 32,000,000 shares at par value Baht 1 per share, for accommodating the issuance and offering of warrants for stock option to executives and employees of the Company and/or its subsidiaries under the Employee Stock Option Program in the year 2015 – 2016.

Agenda No. 10 To consider other business (if any).

Please note that the Company's Record Date for the rights of Shareholders to attend and vote at the Ordinary General Meeting of Shareholders No. 1/2014 is 1 April 2014. The Company will gather their names in pursuance to Section 225 of the Securities and Exchange Act B.E. 2535 (and additional amendment to the Act B.E. 2551), by closing the share register book for suspension of the share transfer on 2 April 2014. The Company's Record Date for the rights to receive the dividend payment is on 8 May 2014. The Company will gather their names in pursuance to Section 225 of the Securities and Exchange Act B.E. 2535 (and additional amendment to the Act B.E. 2551), by closing the share register book for suspension of the share transfer on 9 May 2014. Therefore, the Shareholders who are entitled to attend and vote at the Ordinary General Meeting of Shareholders No. 1/2014 and entitled to receive the dividend payment are those whose names are appeared in the Company's share register book on the Record Dates as specified above.

All shareholders are invited to attend on the date, at the time and place mentioned above. Any shareholders wish to authorize other persons as their proxies to attend and vote on their behalf, should kindly complete the attached proxy form and submit the same to the Company Secretary prior to the commencement of the Meeting.

Yours faithfully,  
Berli Jucker Public Company Limited

A handwritten signature in blue ink, appearing to be "Kamonwan Sivaraksa", written over a light blue circular stamp or watermark.

Kamonwan Sivaraksa  
Company Secretary

Enclosures:

1. Copy of Minutes of the Ordinary General Meeting of Shareholders No. 1/2013
2. 2013 Annual Report and Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2013.
3. Statement of Dividend Payment
4. Profiles of the directors proposed for re-election
5. Details of Remuneration for Directors
6. Details of Annual Audit Fee
7. Summary of the Scheme in Relation to the Issuance and Offering for Sale of Warrants to Purchase the Ordinary Shares of Berli Jucker Public Company Limited issued to Executives and Employees of Berli Jucker Public Company Limited (“Company”) and/or Its Subsidiaries No. 3 (“the BJC ESOP 2012 Scheme No. 3”)
8. Clarification on proxy, registration and evidence presentation for attending and voting at the Shareholders’ Meeting
9. Information of the Independent Directors who the Company proposes for being Proxies of the Shareholders
10. Articles of Association of the Company concerned on Meeting of Shareholders
11. Proxy Forms in compliance with the Notice of Department of Business Development
12. Map to Berli Jucker Public Company Limited

Note: If any 2013 Annual Report Book is required please contact Company Secretariat Office at 19<sup>th</sup> Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phraakanong, Khet Klongtoey, Bangkok 10110 or via e-mail; [comsec@bjc.co.th](mailto:comsec@bjc.co.th).