

Notice of the Annual General Meeting of
Shareholders No.1/2017

Berli Jucker Public Company Limited

Friday, 28 April 2017, at 15.00 hours
Held at Meeting Room 1201- 1202, 12th Floor
Berli Jucker House, 99 Soi Rubia
Sukhumvit 42 Road, Kwaeng Phrakanong
Khet Klongtoey, Bangkok

For convenience in the registration process,
Please bring along and present the Registration Form
with attached barcode to staff at the meeting

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TSD will deliver only 1 set of documentation for AGM 2017 and proxy to your principal address. Shareholders may see additional information at www.set.or.th or call SET Contact Center at 02-009-9999. If you wish to appoint a proxy-holder, you are required to authorize only one proxy-holder to attend and vote at the meeting and shall not split the number of shares to many proxy-holders.

20 Mach 2017

Re: Notice of the Annual General Meeting of Shareholders No. 1/2017

To: The Shareholders
Berli Jucker Public Company Limited

By virtue of the Meeting of the Board of Directors No. 1/2017 of Berli Jucker Public Company Limited (“the Company”) held on 15 February 2017, it was resolved to hold the Annual General Meeting of Shareholders No. 1/2017 on **28 April 2017 at 15.00 hours, at the Meeting Room 1201-1202, 12th Floor, Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phrakanong, Khet Klongtoey, Bangkok 10110**, to consider the following agendas:

Agenda No. 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2016 held on 29 June 2016

Background The Extraordinary General Meeting of Shareholders No. 2/2016 was held on 29 June 2016 and copy of its minutes is delivered to the Shareholders together with this Notice (Enclosure No.1)

Board’s opinion The Minutes were completely and correctly recorded and shareholders should adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2016 as proposed.

Agenda No. 2 To acknowledge the Board of Directors’ Report on the Company’s operational results for 2016

Background The report of the operations of the Company for the year 2016 appears in the Annual Report 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 2016 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 2016

Background The Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2016 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 was 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 2016 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 2016.

Agenda No. 4 To consider and approve the appropriation of profit as legal reserve and the dividend payment based on the Company's operations for 2016.

Background Due to the profitable operation in 2016 by the resolution of the Board of Director's Meeting No. 10/2016, which was held on 15 August 2016, it was resolved to pay an interim dividend to all shareholders of the Company on 13 September 2016 at the rate of Baht 0.12 per share. The Company thus, reports such payment of interim dividend to Shareholders in this Annual General Meeting of Shareholders. Furthermore, the Company proposed to pay an additional dividend for 2016 of Baht 0.38 per share. Accordingly, the total amount of dividend payment for 2016 inclusive of interim dividend payment announced by the Company shall be Baht 0.50 per share. The Company shall pay dividend on 26 May 2017 to the entitled shareholders whose names appear in the share register book on 11 May 2017 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 12 May 2017. At present, the Company has the appropriation of profit as legal reserve of Baht 405,395,500 equivalent to 10 percent of the registered capital at the amount of Baht 4,053,955,000. The Statement of Dividend Payment for year 2016 is delivered to the Shareholders together with this Notice. (Enclosure No. 3)

Board's opinion The Board has considered and agreed that the proposed 2016 dividend payment at a rate of Baht 0.50 per share or 49.9 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 2016.

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. In this Annual General Meeting of Shareholders of 2017, there are 5 Directors retired by rotation.

The 5 Directors who retire by rotation who are proposed for re-election are

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|--|----------------------|
| 1. Mr. Chaiyut Pilun-Owad, | Director |
| 2. Mr. Thirasakdi Nathikanchanalab, | Director |
| 3. Mrs. Thapanee Techajareonvikul, | Executive Director |
| 4. Police General Krisna Polananta | Independent Director |
| 5. Prof. Pirom Kamolratanakul M.D. M.Sc. | Independent Director |

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

The Company provided opportunity to shareholders via the Company's website from 27 October 2016 to 31 December 2016 to propose director candidate in advance. However, the shareholders did not propose any name.

Board's opinion The Board with the exception of the directors with special interest on this item has considered and agreed with the proposal of the Nomination Remuneration and Corporate Governance Committee that 5 Directors namely Mr. Chaiyut Pilun-Owad, Mr. Thirasakdi Nathikanchanalab, Mrs. Thapanee Techajareonvikul, Police General Krisna Polananta and Prof. Pirom Kamolratanakul, M.D. M.Sc.

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 year 2017 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 Remuneration and Corporate Governance 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 Remuneration and Corporate Governance 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 Remuneration and Corporate Governance 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 2017.

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 2017. The proposed appointees are Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Details of annual audit fee of the Company and Subsidiaries is 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. Dr. Kiatniyom Kuntisook CPA Registration No. 4800 or
2. Mr. Permsak Wongpatcharakorn CPA Registration No. 3427 or
3. Dr. Suphamit Techamontrikul CPA Registration No. 3356 or
4. Mr. Wonlop Vilaivaravit CPA Registration No. 6797 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 2017 of Baht 1,060,000 plus quarterly review fee of Baht 1,890,000 totalling Baht 2,950,000 is justifiable. The Shareholders should approve the appointment of the proposed Auditors and fix the audit fee at Baht 2,950,000 per year.

Agenda No. 8 Other business (if any)

The Company has fixed the Record Date for the right to attend at the Annual General Meeting of Shareholders No. 1/2017 on 2 March 2017 and the Book Closing Date for collecting shareholders names under Section 225 of the Securities and Exchange Act, B.E. 2535 (Amended B.E. 2551) on 3 March 2017.



(Translation)



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

-Signature-

Sureerat Silpasakulsuk
Company Secretary

Enclosures:

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 2/2016 held on 29 June 2016;
2. 2016 Annual Report and Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2016;
3. Statement of the appropriation of profit as legal reserve and the dividend payment based on the Company's operations for 2016;
4. Profiles of the directors proposed for re-election;
5. Details of Remuneration for Directors;
6. Details of Auditors and Annual Audit Fee for 2017;
7. Articles of Association of the Company concerned on The Shareholders' Meeting
8. Clarification on proxy, registration and evidence presentation for attending and voting at the Shareholders' Meeting;
9. Procedures related to attendance of Shareholder's Meeting;
10. Proxy Forms in compliance with the Notice of Department of Business Development
11. Information of the Independent Directors who the Company proposes for being Proxies of the Shareholders;
12. Map of the place of meeting at Berli Jucker Public Company Limited
13. Request Form for Annual Report, Financial Report and Corporate Responsibility Report 2016 in print