

11 April 2018

To: The Shareholders  
Berli Jucker Public Company Limited

**Subject: Notice of the Annual General Meeting of Shareholders No. 1/2018**

By virtue of the Board of Directors Meeting No. 1/2018 of Berli Jucker Public Company Limited (the “**Company**”) held on Tuesday 27 February 2018, it was resolved to hold the Annual General Meeting of Shareholders No. 1/2018 on **Thursday 26 April 2018 at 15.00 hours, at the Meeting Room Nos. 1201-1202, 12<sup>th</sup> Floor, Berli Jucker House, No. 99 Soi Rubia, Sukhumvit 42 Road, Kwaeng Phraakanong, Khet Klongtoey, Bangkok 10110**, to consider the following agendas:

**Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2017 held on Friday 28 April 2017**

Background The Annual General Meeting of Shareholders No. 1/2017 was held on Friday 28 April 2017 and the Company had prepared the Minutes of Meeting for such meeting as per the copy of Minutes of Meeting delivered to the shareholders together with this Notice. (Enclosure No.1).

The Minutes of the Meeting was submitted to the Stock Exchange of Thailand and the Ministry of Commerce on a timely basis and was published in the Company’s website.

Board’s opinion The Board has resolved to propose that the shareholders adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2017 as it were completely and correctly recorded according to the resolutions of the Annual General Meeting of Shareholders No. 1/2017.

**Agenda No. 2 To acknowledge the Company’s operational results for 2017**

Background In compliance with Article 37 of the Articles of Association of the Company which requires that the Company’s operational results must be reported to the shareholders, the Company’s operational results for 2017 is therefore delivered to the shareholders together with this Notice for the shareholders’ acknowledgement. (Enclosure No. 2 – CD version)

Board’s opinion The Board has resolved that the operational results of the Company for 2017 is satisfactory and resolved to propose that the shareholders acknowledge the directors’ report.

**Agenda No. 3** **To consider and approve the Company's Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2017 audited by the auditor**

**Background** In compliance with Section 112 of the Limited Public Company Act B.E. 2535 (as amended) and Article 37 of the Articles of Association of the Company, the Financial Statement Position and Statement of Comprehensive Income of the Company must be approved by the shareholders' meeting. The copy of Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2017, as duly audited by the auditor and considered by the Audit Committee and the Board of Directors, is therefore attached to this Notice for the shareholders' consideration. (Enclosure No. 2 – CD version)

**Board's opinion** The Board has resolved to propose to shareholders to consider and approve the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2017 as it was duly audited by the auditor and reviewed by the Audit Committee and the Board of Directors respectively.

**Agenda No. 4** **To consider and approve the appropriation of profit for legal reserve and dividend payment based on the Company's operations for 2017**

**Background** In compliance with Sections 115 and 116 of the Limited Public Company Act B.E. 2535 (as amended) and Articles 45 and 47 of the Articles of Association of the Company, the appropriation of profit for legal reserve and dividend payment must be approved by the shareholders' meeting and the Board of Directors may from time to time pay to the shareholders interim dividends if the Board estimates that the profits of the Company justify such payment. After dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders. The Company is also required to appropriate profit for legal reserve for not less than 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 10 percent of the registered capital.

By the resolution of the Board of Director's Meeting No. 4/2017 held on Tuesday 15 August 2017, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the profitable operation in 2017, on Wednesday 13 September 2017 at the rate of Baht 0.15 per share. The Company will report the payment of interim dividend to the shareholders in this Annual General Meeting of Shareholders. Furthermore, the Company

proposed to pay an additional dividend for 2017 at Baht 0.42 per share. Accordingly, the total amount of dividend payment for 2017 inclusive of interim dividend payment announced by the Company shall be Baht 0.57 per share.

The Company shall pay dividend on Friday 25 May 2018 to the eligible shareholders whose names appeared in the share register book on Monday 7 May 2018 subject to the approval of the Annual General Meeting of Shareholders No. 1/2018.

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 2017 is delivered to the shareholders together with this Notice. (Enclosure No. 3)

Board's opinion The Board has resolved that the dividend payment for year 2017 at the rate of Baht 0.57 per share was fair and in line with its cash flow and/or investment in projects or expansion of projects for the existing business operations. It is therefore deemed appropriate to propose to the shareholders to consider and approve the dividend payment for the Company's operations in 2017.

**Agenda No. 5 To consider and approve the re-election of directors in replacement of those who retire by rotation**

Background In compliance with Sections 70 and 71 of the Limited Public Company Act B.E. 2535 (as amended) and Articles 14 and 17 of the Articles of Association of the Company which prescribe 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 retiring directors."

In 2018, there are 5 directors who retire by rotation as follows:

1. Mr. Charoen Sirivadhanabhakdi Chairman
2. Khunying Wanna Sirivadhanabhakdi Vice Chairman

- |                             |   |
|-----------------------------|---|
| 3. Mr. Prasit Kovilaikool   | Independent Director,<br>Chairman of Audit<br>Committee |
| 4. General Nivat Meenayotin | Independent Director                                    |
| 5. Mr. Rungson Sriworasat   | Independent Director                                    |

The brief details and profiles of the retiring directors are delivered to the shareholders together with this Notice. (Enclosure No.4)

The Company had provided the opportunity to the shareholders to propose the qualified candidate(s) for the directorship via the Company's website from 14 November 2017 to 31 December 2017 in advance. There was no proposal from the shareholders.

Board's opinion The Board (except those director(s) with a vested interest) has resolved to propose to the shareholders to consider and approve the re-election of 5 directors namely Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Prasit Kovilaikool, General Nivat Meenayotin and Mr. Rungson Sriworasat for another terms, in agreement with the proposal of the Nomination, Remuneration and Corporate Governance Committee as they are knowledgeable, capable and beneficial of managing the Company.

**Agenda No. 6 To consider and approve election of the new director**

Background Due to the expansion of the Company's business, the Company would like to propose to the shareholders to consider and approve the increase in the number of the Board of Directors of the Company from 15 to 16 persons. The newly proposed director is Mrs. Thapanee Techajareonvikul. Her biography is delivered to the shareholders together with this Notice. (Enclosure No.5)

Board's opinion The Board (except those director(s) with a vested interest) has resolved to propose to the shareholders to consider and approve the increase in the number of directors of the Company from 15 to 16 persons and the election of Mrs. Thapanee Techajareonvikul as the new director of the Company. This is in agreement with the proposal of the Nomination, Remuneration and Corporate Governance Committee since the newly proposed director is fully qualified as per the regulations of the Securities and Exchange Commission and able to support the Company's business as the director.

**Agenda No. 7 To consider and approve the remuneration of the Board of Directors for 2018**

**Background** In compliance with Section 90 of the Limited Public Company Act B.E. 2535 (as amended) and Article 15 of the Articles of Association of the Company, which requires that the shareholders shall fix the remuneration for directors, the Company therefore would like to propose to the shareholders to fix the directors' remuneration according to the recommendation of the Nomination, Remuneration and Corporate Governance Committee. The details of which are delivered to the shareholders together with this Notice. (Enclosure No. 6)

**Board's opinion** The Board has resolved to propose to the shareholders to consider and approve the remuneration of the Board of Directors in the total amount of not exceeding Baht 50,000,000 per year. The proposed remuneration had been considered by the Nomination, Remuneration and Corporate Governance Committee by comparing with those of other group companies with similar amount of revenue and securities value as the Company. The Board had also resolved to propose to the shareholders to authorize the Nomination, Remuneration and Corporate Governance Committee and the Chairman of the Board to determine the details of payment and rates to be paid to each director according to their duties and responsibility.

**Agenda No. 8 To consider and approve the appointment of auditors and fix the audit fees for 2018**

**Background** In compliance with Section 120 of the Limited Public Company Act B.E. 2535 (as amended) and Articles 37, 38 and 39 of the Articles of Association of the Company which state that the shareholders shall appoint the auditors and fix the audit fees for 2018, the Company has therefore proposed Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company in 2018 and fixed the audit fee in the amount of Baht 1,210,000 and quarterly review fee in the amount of Baht 1,740,000, totalling Baht 2,950,000 as details attached and delivered to the shareholders together with this Notice. (Enclosure No. 7)

**Board's opinion** The Board has resolved to propose to the shareholders to consider and approve the appointment of the auditors, namely (1) Dr. Kiatniyom Kuntisook, CPA Registration No.4800 or (2) Mr. Permsak Wongpatcharapakorn, 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 Board has also resolved to propose that the shareholders approve the 2018 annual audit of Baht 1,210,000 plus quarterly review fee of Baht 1,740,000 totalling Baht 2,950,000.

**Agenda No. 9 To consider and approve the 2018 Employee Stock Option Program and issuance and offering of warrants to purchase the ordinary shares of the Company to executives and employees of the Company and/or its subsidiaries (the "BJC ESOP 2018 Program")**

**Background**

In order to motivate and reward the performance of the Company's executives and employees, to be encouraged to perform their working performance and generate the utmost benefit to the Company and its shareholders, and to retain the executives and/or employees who has outstanding performance irreplaceably for the Company in the long term to achieve the ultimate goal in business.

Under the BJC ESOP 2018 Program, the issuance and offering of warrants to purchase the ordinary shares ("**Warrants**") to executives and employees of the Company and/or its subsidiaries ("**BJC ESOP 2018 Program**"), the Company will issue and offer Warrants for stock option in the total amount of 80,000,000 units every year or a total period of 5 years: up to 16,000,000 units each year. Each issuance and offering for sale of the Warrants will be proposed to the shareholders for approval on a yearly basis and the Company will take all action as required by 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 2018, the issuance and offering of Warrants to executives and employees of the Company and/or its subsidiaries to be proposed to the Meeting of Shareholders will be the first issuance and offering of Warrants to executives and employees of the Company

and/or its subsidiaries under the BJC ESOP 2018. 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 Warrants.

The Summary of the BJC ESOP 2018 Program and the Issuance and Offering for Sale of Warrants to Executives and Employees of Berli Jucker Public Company Limited and/or its Subsidiaries is delivered to the shareholders together with this Notice. (Enclosure No. 8)

Board's opinion The Board has resolved to propose to the shareholders to consider and approve the BJC ESOP 2018 Program as an incentive and reward for executives and employees who have outstanding performance and for the best benefit of the Company and shareholders; and propose to the shareholders to authorize the Management Board to specify, amend or add any details or conditions necessary and in relation to the offer of the Warrants to the extent allowed by law or in its insignificant parts, namely date, time and procedure for Warrants offering, procedure of Warrants 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 2018 Program and the issuance and offering of the Warrants including the preparation, amendment, negotiation, permission, execution, submission of applications and/or other documents, contacts, information and documentary submission to the Securities and Exchange of Commission and the Stock Exchange of Thailand and/or any organization related to the issuance and offering of Warrants.

**Agenda No. 10 To consider and approve the decrease in the registered capital of the Company\***

Background In relation to Agenda No. 9 regarding the approval of the 2018 Employee Stock Option Program and the issuance and offering of Warrants to executives and employees of the Company and/or its subsidiaries (the “**BJC ESOP 2018 Program**”), the Company is required to decrease its registered capital to support the BJC ESOP 2018 Program according to Sections 136 and 139 of Limited Public Company Act B.E. 2535 (as amended) in the amount of Baht 19,328,301 from Baht 4,053,955,000 to Baht 4,034,626,699 by cancelling 19,328,301 unsold ordinary shares with a par value of Baht 1.00 per share.

**Board's opinion** The Board has resolved to propose to the shareholders to consider and approve the decrease in the Company's registered capital in the amount of Baht 19,328,301 from Baht 4,053,955,000 to the new registered capital of Baht 4,034,626,699 by cancelling 19,328,301 unsold ordinary shares with a par value of Baht 1.00 per share according to the law.

Remarks\*: Since Agenda Nos. 10 - 14 are subsequent to the Agenda No. 9. Thus, if Agenda No. 9 has not been approved, Agenda Nos. 10 – 14 shall not be considered by the shareholders's meeting.

**Agenda No. 11 To consider and approve the amendment of Article 4 of the Memorandum of Association in accordance with the decrease in the registered capital of the Company\***

**Background** To be consistent with the decrease in the registered capital, the Article 4 of the Memorandum of Association should be amended as follows:

“Article 4 Registered Capital: Baht 4,034,626,699  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine Baht)

Divided into: 4,034,626,699 shares  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

At Par Value of: Baht 1 (One Baht)

Divided into

Common Shares : 4,034,626,699 shares  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

Preferred Shares : - shares”

**Board's opinion** The Board has resolved to propose to the shareholders to consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to be as follows:

“Article 4 Registered Capital: Baht 4,034,626,699  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine Baht)

Divided into: 4,034,626,699 shares  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

At Par Value of: Baht 1 (One Baht)

Divided into

Common Shares : 4,034,626,699 shares  
(Four Thousand Thirty Four Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

Preferred Shares : - shares”

**Agenda No. 12 To consider and approve the increase in the registered capital of the Company\***

**Background**

In relation to Agenda No. 9 regarding the approval of the 2018 Employee Stock Option Program and the issuance and offering of Warrants to executives and employees of the Company and/or its subsidiaries (the “**BJC ESOP 2018 Program**”), the Company is required to increase its registered capital of Baht 80,000,000 from Baht 4,034,626,699 to Baht 4,114,626,699 by issuing 80,000,000 ordinary shares at par value of Baht 1 per share to accommodate the BJC ESOP 2018 Program. Details of the capital increase is delivered to the shareholders together with this Notice. (Enclosure No. 9)

**Board’s opinion** The Board has resolved to propose to the shareholders to consider and approve the increase in the Company’s registered capital in the amount of Baht 80,000,000 from Baht 4,034,626,699 to Baht 4,114,626,699 by the issuance of 80,000,000 ordinary shares at par value of Baht 1 per share to accommodate the BJC ESOP 2018 Program.

**Agenda No. 13 To consider and approve the amendment of Article 4 of the Memorandum of Association to be consistent with the increase in the registered capital of the Company\***

**Background**

To be consistent with the increase in the registered capital, the Article 4 of the Memorandum of Association should be amended as follows:

“Article 4 Registered Capital : Baht 4,114,626,699  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine Baht)

Divided into : 4,114,626,699 shares  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

At Par Value of : Baht 1 (One Baht)

Divided into

Common Shares : 4,114,626,699 shares  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

Preferred Shares : - shares”

Board’s opinion The Board has considered and deemed it appropriate to propose to the shareholders to consider and approve the amendment of Article 4 of the Memorandum of Association of the Company to be inconsistent with the increase of the registered capital as follows:

“Article 4 Registered Capital : Baht 4,114,626,699  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine Baht)

Divided into : 4,114,626,699 shares  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

At Par Value of : Baht 1 (One Baht)

Divided into

Common Shares : 4,114,626,699 shares  
(Four Thousand One Hundred Fourteen Million Six Hundred Twenty Six Thousand Six Hundred Ninety Nine shares)

Preferred Shares : - shares”

**Agenda No. 14 To consider and approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program\***

**Background**

In relation to Agenda No. 9 regarding the approval of the 2018 Employee Stock Option Program and the issuance and offering of Warrants to executives and employees of the Company and/or its subsidiaries (the “**BJC ESOP 2018 Program**”), the Company will allocate new ordinary shares as follows:

1. New ordinary shares in the amount of not exceed 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 under the BJC ESOP 2018 Program.

The Management Board is empowered to specify detailed conditions regarding the allocation of newly issued shares, namely (1) allocation of newly issued shares for exercising the Warrants offered to executives and employees of the Company and/or its subsidiaries under the BJC ESOP 2018 Program and other relevant conditions thereof (2) negotiation and execution of contracts including relevant documents and other operation related to the allocation of newly issued shares; and (3) signing of the applications, applying for waiver and all necessary documents for substantiation 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 also authorized to perform any acts/transactions which are necessary and appropriate to complete the allocation of newly issued shares.

2. New ordinary shares in the amount of not exceeding 64,000,000 shares at par value Baht 1 per share, for accommodating the issuance and offering of Warrants not exceeding 64,000,000 units for executives and employees of the Company and/or its subsidiaries under the Employee Stock Option Program in 2019 – 2022.

### Board's opinion

The Board has resolved to propose to the shareholders to consider and approve the allocation of new ordinary shares of the Company. Details are as follows:

1. 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 under the BJC ESOP 2018 Program.

The Management Board is empowered to specify detailed conditions regarding the allocation of newly issued shares, namely (1) allocation of newly issued shares for exercising the Warrants offered to executives and employees of the Company and/or its subsidiaries under the BJC ESOP 2018 Program and other relevant conditions thereof (2) negotiation and execution of contracts including relevant documents and other operation related to the allocation of newly issued shares; and (3) signing of the applications, applying for waiver and all necessary documents for substantiation 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 also authorized to perform any acts/transactions which are necessary and appropriate to perfect the allocation of newly issued shares.

2. New ordinary shares in the amount of not exceeding 64,000,000 shares at par value Baht 1 per share, for accommodating the issuance and offering of Warrants not exceeding 64,000,000 units for executives and employees of the Company and/or its subsidiaries under the Employee Stock Option Program in 2019 – 2022.

**Agenda No. 15 To consider and approve the increase in the amount for issuance and offering of debentures**

Background The proceeds from the issuance and offering of debentures shall be used to repay the existing debentures (Refinancing) and/or use of business and/or business expansion and/or working capital or for other purposes as the Board of Directors deems appropriate. Brief details of the debentures are as follows:

<b>Objectives:</b>	The proceeds from the issuance and offering of debentures shall be used to repay the existing debentures (Refinancing) and/or use of business and/or business expansion and/or working capital or for other purposes as the Board of Directors deems appropriate.
<b>Type:</b>	All types and forms of debentures, whether entered in a named certificate or not entered in a named certificate, with or without securities as a guarantee or guarantor, with or without a debenture holder representative, subordinated or unsubordinated, depending on the market conditions at the time of the issuance and offering for sale in each occasion, and other relevant factors.
<b>Currency:</b>	Thai Baht and/or in an equivalent amount in other currency
<b>Total Value:</b>	<p>Increase in the amount for issuance of debentures not exceeding Baht 20,000 million and when combined with the total outstanding debentures of the Company at a certain time must not exceed Baht 150,000 million or other currencies in the equivalent amount.</p> <p>In this regard, the Company is able to issue and offer for sale of additional debentures to replace the existing debentures which have been redeemed not exceeding such limit. At a certain time, the value of debentures which have been issued and sold but yet to be redeemed shall not exceed the said amount (revolving basis).</p>

<p><b>Offering for sale:</b></p>	<p>All debentures shall be offered for sale on one occasion, in one or more series. The offering for sale may be made to the general investors (public offering), and/or institutional investors, and major investors, and/or the qualified investors as defined under the relevant notifications of the Office of the Securities and Exchange Commission. The offering for sale can be made within the country and/or overseas, in accordance with the criteria stipulated under the relevant notifications of the Securities and Exchange Commission, and/or the Capital Market Supervisory Board, or subject to the relevant notifications, ministerial regulations, other rules and laws, which are in effect at the time of the issuance and offering for sale of the debentures.</p>
<p><b>Interest rate:</b></p>	<p>Subject to the market condition at the time of the issuance and offering for sale of the debentures and other relevant factors.</p> <p>In this regard, the interest rate shall be subject to the relevant notifications of the Securities and Exchange Commission, and/or the Office of the Securities and Exchange Commission, and/or other notifications or regulations, which are in effect at the time of each issuance and offering for sale of the debentures.</p>
<p><b>Terms of debentures:</b></p>	<p>Subject to the market condition at the time of the issuance and offering for sale of the debentures, and other relevant factors.</p>
<p><b>Premature redemption:</b></p>	<p>The debenture holders may or may not have the rights to redeem the debentures before its maturity date, and the Company may or may not have the rights to call for redemption of debentures before its maturity date, depending on the terms and conditions of each issuance.</p>

<p><b>Additional authority specification</b></p>	<p>The Board of Directors or the person whom assigned by the Board of Directors are empowered as follows:</p> <ol style="list-style-type: none"> <li>1) To specify the details related to the debentures including name, type, interest rate, redemption period, appointment of debenture holders' representative as well as details of the sale offering regardless of price limit, method, and duration of offering and allocation.</li> <li>2) To appoint the financial advisor and/or underwriter and/or rating institution of issuers and/or securities and/or any other person in the case of there is appointment in accordance with the rules of law or any other matters as may be deemed appropriate.</li> <li>3) To contact, negotiate, execute, sign, amend the contracts and/or other documents, provide information to be submitted to the Securities and Exchange Commission and/or other institutes related to the issuance and offering of such debenture as well as any other necessary matters in all aspects as it deem appropriate.</li> </ol>
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Board's opinion The Board has resolved to propose to the shareholders to consider and approve the increase in the amount for issuance and offering of debentures of the Company in the amount not exceeding Baht 20,000 million or other currencies in equivalent amount.

**Agenda No. 16 Other business (if any)**

The Company has fixed the name list of the shareholders who are entitled to attend and vote in the Annual General Meeting of Shareholders No. 1/2018 on Wednesday 14 March 2018 and the Record Date for specifying the list of shareholders who are entitled to receive the dividend payment on Monday 7 May 2018 subject to the approval of the Annual General Meeting of Shareholders No. 1/2018.

All shareholders are invited to attend the Annual General Meeting of Shareholders 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 fill-in and sign the attached proxy form and submit the same to registration counter prior to the commencement of the Meeting.

Yours faithfully,  
Berli Jucker Public Company Limited

-Signature-

Pattraporn Poovasathien  
Company Secretary

**Enclosures:**

1. Copy of Minutes of the Annual General Meeting of Shareholders No. 1/2017 held on 28 April 2017;
2. 2017 Annual Report and Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2017 (CD version);
3. Statement of the appropriation of profit as legal reserve and the dividend payment based on the Company's operations for 2017;
4. Supporting Information for election of directors to replace the directors who retire by rotation and their brief biography;
5. Supporting Information for election of the new director and his/her brief biography;
6. Information of the directors' remuneration for 2018;
7. Information of the auditors and auditing fees for 2018;
8. Information of the 2018 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 (BJC ESOP 2018 Program);
9. Articles of Association of the Company in relation to the Shareholders' Meeting;
10. Clarification on proxy, registration and evidence for attending and voting at the Shareholders' Meeting;
11. Procedures related to attendance of the Shareholder's Meeting;
12. Proxy Forms in compliance with the Notice of the Department of Business Development (No. 5);
13. Information of the Independent Directors who the Company proposes for being Proxies of the Shareholders;
14. Map to Berli Jucker Public Company Limited; and
15. Request Form for 2017 Annual Report, Financial Report and Corporate Social Responsibility Report in print.