

**Notice of the Annual General Meeting of
Shareholders No.1/2019
Berli Jucker Public Company Limited**

Tuesday, 23 April 2019, at 15.00 hours
Held at Meeting Room Nos. 1201- 1202, 12th Floor
Berli Jucker House, No. 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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Thailand Securities Depository Co., Ltd. will deliver only 1 set of documentation for Annual General Meeting of shareholders No.1/2018 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.

5 April 2019

To: The Shareholders
Berli Jucker Public Company Limited

Subject: Notice of the Annual General Meeting of Shareholders No. 1/2019

By virtue of the Board of Directors Meeting No. 1/2019 of Berli Jucker Public Company Limited (the “**Company**”) held on Wednesday 27 February 2019, it was resolved to hold the Annual General Meeting of Shareholders No. 1/2019 on **Tuesday 23 April 2019 at 15.00 hours, at the Meeting Room Nos. 1201-1202, 12th 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. 1/2018 held on Thursday 26 April 2018

Background The Annual General Meeting of Shareholders No. 1/2018 was held on Thursday 26 April 2018 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. 1/2018 as it were completely and correctly recorded according to the resolutions of the Annual General Meeting of Shareholders No. 1/2018.

Agenda No. 2 To acknowledge the Company’s operational results for 2018

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 2018 is therefore delivered to the shareholders together with this Notice for the shareholders’ acknowledgement. (Enclosure No. 2 – QR Code Version)

Board’s opinion The Board has resolved that the operational results of the Company for 2018 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 2018 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 2018, 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 – QR Code 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 2018 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 2018**

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. 4/2018 held on Tuesday 14 August 2018, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the profitable operation in 2018, on Thursday 13 September 2018 at the rate of Baht 0.18 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 2018 at Baht 0.55 per share. Accordingly, the total amount of dividend payment for 2018 inclusive of interim dividend payment announced by the Company shall be Baht 0.73 per share.

The Company shall pay dividend on Tuesday 21 May 2019 to the eligible shareholders whose names appeared in the share register book on Thursday 2 May 2019 subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.

At present, the Company has the appropriation of profit as legal reserve of Baht 411,462,670 equivalent to 10 percent of the registered capital at the amount of Baht 4,114,626,699. The Statement of Dividend Payment for year 2018 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 2018 at the rate of Baht 0.73 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 2018.

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 2019, there are 6 directors who retire by rotation as follows:

- | | |
|---------------------------------|----------------------|
| 1. Mr. Chaiyut Pilun-Owad | Director |
| 2. Mr. Sithichai Chaikriangkrai | Director |
| 3. Mr. Aswin Techajareonvikul | Director |
| 4. Mr. Prasert Maekwatana | Director |
| 5. Mr. Weerawong Chittmittrapap | Independent Director |
| 6. Mr. Kamjorn Tatiyakavee | Independent Director |

The brief details and profiles of the retiring directors and Qualification of the Independent 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 2018 to 31 December 2018 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 6 directors namely Mr. Chaiyut Pilun-Owad, Mr. Sithichai Chaikriangkrai, Mr. Aswin Techajareonvikul, Mr. Prasert Maekwatana, Mr. Weerawong Chittmittrapap and Mr. Kamjorn Tatiyakavee 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 the remuneration of the Board of Directors for 2019

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. 5)

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. 7 To consider and approve the appointment of auditors and fix the audit fees for 2019

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 2019, the Company has therefore proposed Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company in 2019 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. 6)

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 (3) Dr. Suphamit Techamontrikul, CPA Registration No.3356 or (3) 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 2019

annual audit of Baht 1,210,000 plus quarterly review fee of Baht 1,740,000 totalling Baht 2,950,000.

Agenda No. 8 **To consider and approve the Employee Stock Option Program (BJC ESOP 2018 No.2) 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 – WA 2018 Scheme No. 2”)**

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.

By the resolution of the Board of Nomination and Corporate Governance Committee’s Meeting No. 1/2019 has resolved to propose to the Board of Directors’s to consider and propose to shareholders to consider approving BJC ESOP 2018 No.2 to motivate and reward the performance of the Company’s executives and employees, to be encouraged to perform their working performance. The detail of which are deliverly together with the Notice (Enclosure No.7)

Board’s opinion The Board has resolved to propose to the shareholders to consider and approve issue and offer for sale the Warrants to Executives and Employees of the Company and/or its subsidiaries no2 (the “BJC – WA 2018 Scheme No. 2”)

Agenda No. 9 **To consider and approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program* For the Warrants will be offered to the Executives and Employees of the Company and/or its subsidiaries no.2 (the “BJC – ESOP 2018 Scheme No. 2”)**

Background In relation to Agenda No. 8 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 no.2 (the “BJC – ESOP 2018 Scheme No. 2”), 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 Scheme No. 2 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 Scheme No. 2 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. The total new ordinary shares in the amount of exceeding 48,000,000 shares for under the Employee Stock Option Program in 2020 – 2022.

The Board has resolved to propose amount of exceeding 16,000,000 shares for executives and employees of the Company and/or its subsidiaries under the BJC – ESOP 2018 Scheme No. 2

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 for **the “BJC – ESOP 2018 Scheme No. 2”** the Company will issue and offer for sale 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–WA 2018 Scheme No. 2 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 – WA 2018 Scheme No. 2 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. The total new ordinary shares in the amount of exceeding 48,000,000 shares for under the Employee Stock Option Program in 2020 – 2022.

The Board has resolved to propose amount of exceeding 16,000,000 shares for executives and employees of the Company and/or its subsidiaries under the BJC – ESOP 2018 Scheme No. 2

Agenda No. 10 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. 1/2019 on Monday 25 March 2019 and the Record Date for specifying the list of shareholders who are entitled to receive the dividend payment on Thursday 2 May 2019 subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.

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-

Kamonwan Sivaraksa
Company Secretary

Enclosures:

1. Copy of Minutes of the Annual General Meeting of Shareholders No. 1/2018 held on 26 April 2018;
2. 2018 Annual Report and Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2018;
3. Statement of the appropriation of profit as legal reserve and the dividend payment based on the Company's operations for 2018;
4. Supporting Information for election of directors to replace the directors who retire by rotation and their brief biography;
5. Information of the directors' remuneration for 2019;
6. Information of the auditors and auditing fees for 2019;
7. 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 (the "BJC – WA 2018 Scheme No. 2");
8. Articles of Association of the Company in relation to the Shareholders' Meeting;
9. Clarification on proxy, registration and evidence for attending and voting at the Shareholders' Meeting;
10. Procedures related to attendance of the Shareholder's Meeting;
11. Proxy Forms in compliance with the Notice of the Department of Business Development (No. 5);
12. Information of the Independent Directors who the Company proposes for being Proxies of the Shareholders;
13. Map to Berli Jucker Public Company Limited; and
14. Request Form for 2018 Annual Report, Financial Report and Corporate Social Responsibility Report in print.