

Notice of the Annual General Meeting of Shareholders No. 1/2020 Berli Jucker Public Company Limited

Thursday 9 July 2020, at 13.30 hours
Held at Grand Ballroom, Rajpruek Club, North Park
No. 100 Moo 3, Vibhavadi - Rangsit Road,
Tungsonghong, Laksi, Bangkok

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

Guideline for Preventing the Spread of Coronavirus (COVID-19) at the Annual General Meeting of Shareholders No. 1/2020

With our deep care over the health of all shareholders from the spread of Coronavirus (COVID-19) which could bring shareholders or proxies attending the meeting at risk. The Company would like to inform the guideline for attending the meeting as follows:

- 1. Shareholders who are in a high-risk group:** for example; those who have recently returned from high-risk countries in less than 14 days or those who suffer a fever or any respiratory symptoms, are able to vote in the meeting by proxying other person or independent director to attend the meeting and vote (as per the procedures in Enclosure No. 9), and submit questions for each of meeting agenda as per the normal practice.
- 2. The Company shall prepare the screening counter and thermal screening** of all meeting attendees before the meeting starts. Thus, the Company would like to seek kind cooperation from shareholders and proxies attending the meeting to kindly observe as follows:
 - Please fill in the Coronavirus (COVID-19) Screening Form and scan QR Code (In-Out) for entering and leaving the meeting area.
 - Please prepare your own face mask and wear the mask during the entire meeting period and around the meeting area.
 - If you appear to have a fever or have any respiratory symptoms during the meeting, please leave the meeting room immediately.

We reserve the right not to allow any persons who do not wear face masks or have fever measured by body temperature of above 37.5 degrees Celsius to enter into the meeting

No souvenirs will be given in the Annual General Meeting of Shareholders of the Company

The Company shall prepare a snack box for shareholders or proxies attending the meeting: 1 box per 1 registration form

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Thailand Securities Depository Co., Ltd. will deliver only 1 set of documentation for Annual General Meeting of shareholders No. 1/2020 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.

24 June 2020

Subject: Notice of the Annual General Meeting of Shareholders No. 1/2020

To: The Shareholders
Berli Jucker Public Company Limited

By virtue of the Board of Directors Meeting No. 3/2020 of Berli Jucker Public Company Limited (the “Company”) held on Thursday 14 May 2020, it was resolved to hold the Annual General Meeting of Shareholders No. 1/2020 on **Thursday 9 July 2020 at 13.30 hours, at Grand Ballroom, Rajpruek Club, North Park, No. 100 Moo 3, Vibhavadi - Rangsit Road, Tungsonghong, Laksi, Bangkok, 10210**, to consider the following agendas:

Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2019 held on Tuesday 23 April 2019

Background The Annual General Meeting of Shareholders No. 1/2019 was held on Tuesday 23 April 2019 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. 1/2019 as it were completely and correctly recorded according to the resolutions of the Annual General Meeting of Shareholders No. 1/2019.

Agenda No. 2 To acknowledge the Company’s operational results for 2019

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 2019 is shown in Annual Report which is therefore delivered to the shareholders together with this Notice for the shareholders’ acknowledgement.
(Enclosure No. 2 – QR Code Version)

In addition, the Company has paid the dividend for the Company's operating for 2019, at the rate of Baht 0.91 per share, totalling Baht 3,646,050,049, comprising two interim dividend payment namely 1) the first interim dividend payment for the first half of 2019, at the rate of Baht 0.18 per share, was paid on Friday 13 September 2019, at the amount of Baht 721,029,402 and 2) the second interim dividend payment from the Company's profit as of 31 December 2019 in replacement of the annual dividend payment for 2019, at the rate of Baht 0.73 per share, was paid on Friday 22 May 2020, at the amount of Baht 2,925,020,647. In the regard, the Board of Directors would not propose any other additional dividend payment of year 2019. Details of which are attached in Enclosure No. 3.

Board's opinion The Board has resolved that the operational results of the Company for 2019 is satisfactory. In compliance with the Articles of Association of the Company, it was resolved to propose that the shareholders acknowledge the Company's operational results for 2019.

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 2019 audited by the auditor

Background In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 37 of the Articles of Association of the Company, the Company shall prepare the Financial Statement Position and Statement of Comprehensive Income as of the last day of accounting year of the Company and propose to the shareholders' meeting for approval. Therefore, the Company prepares the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2019, as duly audited by the auditor and considered by the Audit Committee and the Board of Directors. The copy of Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2019 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 2019 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 re-election of directors in replacement of those who retire by rotation**

Background

In compliance with Sections 70 and 71 of the Public Limited Companies Act B.E. 2535 (1992) (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 2020, there are 6 directors who retire by rotation as follows:

- | | |
|--|---|
| 1. Mr. Charoen Sirivadhanabhakdi | Chairman of the Board of Directors |
| 2. Khunying Wanna Sirivadhanabhakdi | Vice Chairman of the Board of Directors |
| 3. Mr. Thirasakdi Nathikanchanalab | Director |
| 4. Prof. E.Pirom Kamolratanakul, M.D., M.SC. | Independent Director |
| 5. Police General Krisana Polanan | Independent Director |
| 6. Ms. Potjaneer Thanavarant | 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 12 November 2019 to 31 December 2019 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. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr.Thirasakdi Nathikanchanalab, Prof. E. Pirom Kamolratanakul, M.D., M.SC., Police General Krisana Polanan and Ms. Potjaneer Thanavarant for another terms, in agreement with the proposal of the Nomination, and Remuneration Committee as they are knowledgeable, capable and beneficial of managing the Company as an Independent Director have all qualifications as specified by relevant regulations and are able to provide opinions independently.

Agenda No. 5 To consider and approve the remuneration of the Board of Directors for 2020**Background**

In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 15 of the Articles of Association of the Company, which requires that the shareholders shall determine the remuneration for directors, the Company therefore would like to propose to the shareholders to determine the directors' remuneration according to the recommendation of the Nomination and Remuneration 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 and Remuneration Committee and deemed that it is a suitable rate, 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 and Remuneration 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 responsibilities.

Agenda No. 6 To consider and approve the appointment of auditors and determination the audit fees for 2020**Background**

In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (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 determine the audit fees, the Company has therefore proposed Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company in 2020 and determined 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)

In this regard, the Company has to postpone the annual general meeting of shareholders due to the outbreak of the 2019 coronavirus (COVID-19), the Company, therefore, is unable to propose the appointment of the auditor to the shareholders for approval to be in time for reviewing the first quarter of 2020 of the financial statements. The Company hereby informs the shareholders that the Company has authorized Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

namely (1) Dr. Kiatniyom Kuntisook, CPA Registration No.4800 or (2) Mr. Chavala Tienpasertkij, CPA Registration No.4301 or (3) Dr. Suwatchai Meakhaamnouychai CPA Registration No. 6638 or (4) Mr. Wonlop Vilaivaravit, CPA Registration No. 6797, to be the auditor for reviewing the first quarter of 2020 of the financial statements of the Company, as well as has submitted the first quarter of 2020 of the financial statements to the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. Such processes are comply with the leniency measures according to the Notification of the Capital Market Supervisory Board Tor Jor. 28/2563 announced on 27 March 2020. Hence, the Board has resolved to propose to the shareholders to consider and approve the appointment of auditors as mentioned above and determine the audit fees for 2020 in order to be in line with such notification.

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. Chavala Tienpasertkij, CPA Registration No.4301 or (3) Dr. Suwatchai Meakhaamnouychai CPA Registration No. 6638 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 financial statements. The proposed auditors have been reviewed and selected by the Audit Committee by considering their qualifications, auditing performance, work efficiency, and being an auditor approved by the Office of the Securities and Exchange Commission, as well as the Board has also resolved to propose that the shareholders approve the 2020 annual audit fee of Baht 1,210,000 plus quarterly review fee of Baht 1,740,000 totalling Baht 2,950,000 which are the suitable rate.

In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the proposed auditors neither have relationship with nor interests in the Company, its subsidiaries, executives, major shareholders, or its related persons. As such, in auditing and providing an opinion on the Financial Statements, the auditors have demonstrated their independence. Furthermore, the above-named certified public accountants have not audited the accounts of the Company exceeding the period prescribed under relevant notifications.

Agenda No. 7 Other business (if any)

The Company has scheduled the date to record the name list of the shareholders who are entitled to attend the Annual General Meeting of Shareholders No. 1/2020 on Wednesday 10 June 2020.

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. 1/2019 held on 23 April 2019;
2. 2019 Annual Report and Financial Statement Position and Statement of Comprehensive Income for the year ended 31 December 2019;
3. Statement of the appropriation of profit as legal reserve and the interim dividend payment based on the Company's operations for 2019;
4. Information for election of directors to replace the directors who retire by rotation, their brief biography and qualifications of the independent directors;
5. Information of the directors' remuneration for 2020;
6. Information of the auditors and audit fees for 2020;
7. Articles of Association of the Company in relation to the Shareholders' Meeting;
8. Procedures for the Annual General Meeting of Shareholders of Berli Jucker Public Company Limited for safeness during the spread of the Coronavirus 2019 (COVID-19)
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 Rajpruek Club, North Park; and
14. Request Form for 2019 Annual Report, Financial Report and Corporate Social Responsibility Report in print.