

9 April 2021

Subject: Notice of the 2021 Annual General Meeting of Shareholders

To: The Shareholders
Berli Jucker Public Company Limited

By virtue of the Board of Directors Meeting No. 1/2021 of Berli Jucker Public Company Limited (the “Company”) held on Tuesday, 23 February 2021, it was resolved to hold the 2021 Annual General Meeting of Shareholders on **Thursday, 22 April 2021 at 15.00 hrs., through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020)**, to consider the following agendas:

Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders no. 1/2020 held on Thursday, 9 July 2020

Background The Annual General Meeting of Shareholders No. 1/2020 was held on Thursday, 9 July 2020 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).

In this connection, 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. 1/2020 as it was completely and correctly recorded according to the resolutions of the Annual General Meeting of Shareholders No. 1/2020.

Agenda No. 2 To acknowledge the Company’s operational results for the year 2020

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 the year 2020 is shown in the 2020 Annual Report (Form 56-1 One Report) which 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 the year 2020 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 the year 2020.

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 2020 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, at every Annual General Meeting, 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 prepared the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2020, as duly audited by the auditor and reviewed 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 2020 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 2020 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 for the year 2020**

Background In compliance with Sections 115 and 116 of the Public Limited Company Act, B.E. 2535 (1992) (as amended) and the 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. 5/2020 held on Thursday, 13 August 2020, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the profitable operation in 2020, on Friday,

11 September 2020 at the rate of Baht 0.18 per share. The Company would like to report the payment of interim dividend to the shareholders in this Annual General Meeting of Shareholders. Furthermore, the Company proposes to pay an additional dividend for the year 2020 at Baht 0.60 per share. Accordingly, the total amount of dividend payment for the year 2020 inclusive of interim dividend payment announced by the Company shall be Baht 0.78 per share.

In this connection, the Company shall pay dividend on Friday, 21 May 2021 to the eligible shareholders whose names appeared in the share register book on Friday, 30 April 2021 subject to the approval of the 2021 Annual General Meeting of Shareholders.

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 2020 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 2020 at the rate of Baht 0.78 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 that the shareholders consider and approve the dividend payment for the Company's operations in 2020.

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 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 this 2021, there are 6 directors who retire by rotation as follows:

1. Mr. Tevin Vongvanich Vice Chairman of the Board of Directors
2. Mr. Prasit Kovilaikool Independent Director
3. Mr. Sithichai Chaikriangkrai Director
4. Mrs. Thapanee Techajareonvikul Director
5. Mr. Rungson Sriworasart Independent Director
6. General Thanadol Surarak 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 2020 to 31 December 2020 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. Tevin Vongvanich, Mr. Prasit Kovilaikool, Mr. Sithichai Chaikriangkrai, Mrs. Thapanee Techajareonvikul, Mr. Rungson Sriworasart and General Thanadol Surarak 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. 6 **To consider and approve the increase in the number of directors of the Company and the election of a 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 16 to 17 persons. The newly proposed director is Associate Professional Pimpana Srisawadi. 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 16 to 17 persons and the election of Assoc. Prof. Pimpana Srisawadi as the new director and independent director of the Company. This is in agreement with the

proposal of the Nomination and Remuneration Committee since the newly proposed director is fully qualified as per the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the regulations of the Securities and Exchange Commission with knowledge, expertise, experience in business operation and enhancing development of the Company as well as able to support in auditing and independently opine in accordance with related regulations.

Therefore, the Board has resolved to propose to the shareholders to consider and approve the increase in the number of directors of the Company and election of a new director, namely Associate Professional Pimpana Srisawadi as director and independent director of the Company.

Agenda No. 7 **To consider and approve the remuneration of the Board of Directors for the year 2021**

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. 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 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. 8 **To consider and approve the appointment of auditors and determination the audit fees for the year 2021**

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 the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company in 2021 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. 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. Choopong Surachutikarn, CPA Registration No. 4325 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 2021 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. 9 **To consider and approve the Employee Stock Option Program (BJC ESOP 2018 No. 3) 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. 3 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.

By the resolution of the Board of Nomination and Remuneration Committee's Meeting No. 1/2021 has resolved to propose to the Board of Directors's to consider and propose

to shareholders to consider approving BJC ESOP 2018 No. 3 to motivate and reward the performance of the Company's executives and employees, to be encouraged to perform their working performance.

Board's opinion The Board has resolved to propose to the shareholders to consider and approve the Employee Stock Option Program and the issuance and offering of Warrants to purchase the ordinary shares of the Company to Executives and Employees of the Company and/or its subsidiaries No. 3 (**the BJC-WA 2018 Scheme No. 3**) under the BJC ESOP 2018 No. 3 Program up to 16,000,000 units as details attached and delivered to the shareholders together with this Notice. (Enclosure No. 8).

Agenda No. 10 **To consider and approve the allocation of new ordinary shares of the Company for BJC ESOP 2018 Program for the Warrants to purchase the ordinary shares of the Company to Executives and Employees of the Company and/or its subsidiaries No. 3 (the "BJC-ESOP 2018 Scheme No. 3")**

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 No. 3 (**the "BJC-ESOP 2018 Scheme No. 3"**), the Company will allocate new ordinary shares 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 Scheme No. 3.

In this connection, 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. 3 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 32,000,000 shares for under the Employee Stock Option Program in 2021 – 2022.

The Company has resolved to propose to the shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 16,000,000 shares to reserve the exercise of rights to purchase the ordinary shares to executives and employees of the Company and/or its subsidiaries under the BJC-ESOP 2018 Scheme No. 3.

Board's opinion The Board has considered, in accordance with the previous agenda, and resolved to propose to the shareholders to consider and approve the allocation of newly issued ordinary shares of the Company to reserve for the exercise of rights under the BJC-ESOP 2018 Scheme No. 3. 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-WA 2018 Scheme No. 3.

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. 3 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 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 32,000,000 shares for under the Employee Stock Option Program in 2021 – 2022.

As a result, the Board has resolved to propose to the shareholders to consider and approve amount of not exceeding 16,000,000 shares for executives and employees of the Company and/or its subsidiaries under the BJC-ESOP 2018 Scheme No. 3.

Agenda No. 11 Other business (if any)

The Company has scheduled the date to record the name list of the shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders on Tuesday, 23 March 2021 and the date to record the name list of the shareholders who are entitled to receive dividend on Friday, 30 April 2021 subject to the approval of the 2021 Annual General Meeting of Shareholders.

All shareholders are invited to attend the 2021 Annual General Meeting of Shareholders through electronic media on the date and time mentioned above. Any shareholders wish to authorize other persons as their proxies to attend and vote on their behalf, please follow the procedure and guideline as details informed in the Enclosure.

Yours faithfully,
Berli Jucker Public Company Limited

-Signature-

(Mrs. Kamonwan Sivaraksa)
Company Secretary

Enclosures:

1. Copy of Minutes of the Annual General Meeting of Shareholders no. 1/2563 held on Thursday, 9 July 2020;
2. The 2020 Annual Report (Form 56-1 One Report), Financial Statements Position and Statement of Comprehensive Income for the year ended 31 December 2020;
3. Statement of the appropriation of profit as legal reserve and the dividend payment based on the Company's operations for the year 2020;
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 for appointment of new director and her brief biography of the proposed director;
6. Information of the directors' remuneration for the year 2021;
7. Information of the auditors and audit fees for the year 2021;
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 (the BJC-WA 2018 Scheme No. 3);
9. Articles of Association of the Company in relation to the Shareholders' Meeting;
10. Guidance, procedure manual and guideline for attendance at the 2021 Annual General Meeting of Shareholders
11. Supporting Document for Registration and Meeting Regulations;
12. Procedures related to attendance of the 2021 Annual General Meeting of Shareholders;
13. Proxy Forms in compliance with the Notice of the Department of Business Development (No. 5);
14. Information of the independent directors who the Company proposes for being Proxies of the Shareholders; and
15. Request Form for the 2020 Annual Report (Form 56-1 One Report), Financial Report and Corporate Social Responsibility Report in print.