



Berli Jucker Public Company Limited

Notice of the Annual General Meeting of Shareholders for the Year 2024 Berli Jucker Public Company Limited

Tuesday, 23 April 2024, at 15.00 hrs.
through electronic media according to the Emergency Decree
on Electronic Meeting B.E. 2563 (2020)

Guideline for the 2024 Annual General Meeting of Shareholders

Shareholders who wish to attend the meeting in person or proxies, please register to attend the meeting via the link <https://con.inventech.co.th/BJC160274R/#/homepage> or scan the QR Code (according to Enclosure No. 8) and prepare documents for registration. (According to Enclosure No. 9) to register via the AGM E-request system in advance between Tuesday, 12 April 2024, and Tuesday, 23 April 2024. Your registration documents will be verified to prove the identity of the shareholder. After your registration is approved, shareholders will receive an e-mail with a URL / username and password to log in to the system on the shareholder's meeting date on Tuesday, 23 April 2024, from 13.00 hrs. onward.

In this regard, please see more details related to the rules and guidelines for the 2024 Annual General Meeting of Shareholders. (According to Enclosure No. 8-9)





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Thailand Securities Depository Co., Ltd. will deliver only 1 documentation set for the 2024 Annual General Meeting of Shareholders and its 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 must authorize only one proxy-holder to attend and vote at the meeting and shall not split the number of shares to many proxy-holders.





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5 April 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: The Shareholders
Berli Jucker Public Company Limited

By virtue of the Board of Directors Meeting No. 1/2023 of Berli Jucker Public Company Limited (the “Company”) held on Thursday, 23 February 2023, it was resolved to hold the 2024 Annual General Meeting of Shareholders on **Tuesday, 23 April 2024 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 2023 Annual General Meeting of Shareholders held on Thursday, 26 April 2023

Background The 2023 Annual General Meeting of Shareholders was held on Thursday, 26 April 2023, and the Company had prepared the Minutes of Meeting for such meeting as per the copy of the Minutes of Meeting delivered to the shareholders together with this Notice. (Enclosure No.1)

In this connection, the Minutes of the Meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce on a timely basis and were published on the Company’s website.

Board’s opinion The Board has resolved to propose that the shareholders adopt the Minutes of the 2023 Annual General Meeting of Shareholders as it was entirely and correctly recorded according to the resolutions of the 2023 Annual General Meeting of Shareholders.

Agenda No. 2 To acknowledge the Company’s operational results for the year 2023

Background In compliance with Article 37 of the Company's Articles of Association, which requires that the Company’s operational results be reported to the shareholders, the Company’s operational results for the year 2023 are shown in the 2023 Annual Report (Form 56-1 One Report), which is therefore delivered to the shareholders together with this Notice for the shareholders’ acknowledgment.
(Enclosure No. 2 – QR Code Version)





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Board's opinion The Board has resolved that the Company's operational results for the year 2023 are satisfactory. In compliance with the Articles of Association of the Company, it was determined to propose that the shareholders acknowledge the Company's operational results for the year 2023.

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 2023, 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 2023, as duly audited by the auditor and reviewed by the Audit Committee and the Board of Directors. Therefore, a copy of the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2023 is attached to this Notice for the shareholders' consideration. (Enclosure No. 3 – QR Code version)

Board's opinion The Board has resolved to propose to shareholders that they consider and approve the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2023, as they were 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 2023

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





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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. 4/2023 held on Wednesday, 9 August 2023, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the profitable operation in 2023, on Thursday, 8 September 2023 at the rate of Baht 0.15 per share.

The Company would like to report the payment of interim dividends to the shareholders in this Annual General Meeting of Shareholders. Furthermore, the Company proposes to pay an additional dividend for the year 2023 at Baht 0.65 per share. Accordingly, the total dividend payment amount for the year 2023, including the interim dividend payment announced by the Company, shall be Baht 0.80 per share.

In this connection, the Company shall pay dividends on 23 May 2024 to the eligible shareholders whose names appeared in the share register book on 2 May 2024, subject to the approval of the 2024 Annual General Meeting of Shareholders.

Currently, the Company has the appropriation of profit as a legal reserve of Baht 411,462,670, equivalent to 10 percent of the registered capital in the amount of Baht 4,114,626,699. This Notice delivers the Statement of Dividend Payment for 2024 to the shareholders. (Enclosure No. 3)





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Board's opinion The Board has resolved that the dividend payment for the year 2023 at the rate of Baht 0.80 per share was fair and in line with the company's 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 2023.

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 in the first and second years following the company's registration 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 in electing directors to replace the retiring directors."

In 2024, 5 directors retire by rotation as follows:

1. Mr. Tevin Vongvanich Vice Chairman
2. Mr. Sithichai Chaikriangkrai Director
3. Mrs. Thapanee Techajareonvikul Director
4. Assoc. Prof. Kamjorn Tatiyakavee, M.D. Independent Director
5. Assoc. Prof. Pimpana Srisawadi, DBA. Independent Director

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





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The Company provided the shareholders with the opportunity to propose the qualified candidate(s) for the directorship in advance via the Company's website from 9 November 2023 to 31 December 2023. No proposal was received 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. Tevin Vongvanich Mr. Sithichai Chaikriangkrai Mrs. Thapanee Techajareonvikul Assoc. Prof. Kamjorn Tatiyakavee, M.D. and Assoc. Prof. Pimpana Srisawadi, DBA., to be a director for another term, in agreement with the proposal of the Nomination and Remuneration Committee, as they are knowledgeable, capable, and beneficial in managing the Company as an Independent Director. They have all qualifications as specified by relevant regulations and can provide opinions independently.

Agenda No. 6 **To consider and approve the remuneration of the Board of Directors for the year 2024**

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. It deemed it a suitable rate compared with those of other group companies with a 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





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rates to be paid to each director according to their duties and responsibilities.

Agenda No. 7 To consider and approve the appointment of auditors and determination the audit fees for the year 2024

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 2024 and determined the audit fee in the amount of Baht 1,220,000 and quarterly review fee in the amount of Baht 1,740,000 totaling Baht 2,960,000 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) Mr. Choopong Surachutikarn, | CPA No. 4325 or |
| (2) Mr. Chavala Tienpasertkij, | CPA No. 4301 or |
| (3) Mr. Wonlop Vilaivaravit | CPA No. 6797 or |
| (4) Miss Wimolporn Boonyusthian | CPA No. 4067 or |
| (5) Mr. Mongkol Somphol | CPA No. 8444 |

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 2024 annual audit fee of Baht 1,220,000 plus a quarterly review fee of Baht 1,740,000 totalling Baht 2,960,000 which are the suitable rate.





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In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the proposed auditors neither have a 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. 8 Other business (if any)

The Company has scheduled the date to record the name list of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on 21 March 2024 and the date to record the name list of the shareholders who are entitled to receive the dividend on 2 May 2024 subject to the approval of the 2024 Annual General Meeting of Shareholders.

All shareholders are invited to attend the 2023 Annual General Meeting of Shareholders through electronic media on the date and time mentioned above. Any shareholders who wish to authorize other persons as their proxies to attend and vote on their behalf, please follow the procedure and guidelines as detailed informed in the Enclosure.

Yours faithfully,
Berli Jucker Public Company Limited

-Signature-

(Miss Ornanong Muangphan)
Company Secretary





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Enclosures:

1. Copy of Minutes of the 2023 Annual General Meeting of Shareholders;
2. Annual Report for the year 2023 (Form 56-1 One Report), Financial Statements Position and Statement of Comprehensive Income for the year ended 31 December 2023;
3. Statement of the appropriation of profit as a legal reserve and the dividend payment based on the Company's operations for the year 2023;
4. Information for the 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 the year 2024;
6. Information of the auditors and audit fees for the year 2024;
7. Articles of Association of the Company in relation to the Shareholders' Meeting;
8. Guidance, procedure manual and guideline for attendance at the 2024 Annual General Meeting of Shareholders
9. Supporting Documents for Registration and Meeting Regulations;
10. Procedures related to attendance of the 2024 Annual General Meeting of Shareholders;
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; and
13. Request Form for the Annual Report for the year 2023 (Form 56-1 One Report) in print.



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