



Berli Jucker Public Company Limited

**Notice of the Annual General Meeting of
Shareholders for the Year 2026
Berli Jucker Public Company Limited**

Wednesday, 22 April 2026, at 15.00 hrs.
through electronic media according to the Emergency Decree
on Electronic Meeting B.E. 2563 (2020)

Guideline for the 2026 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/BJC286554R/#/homepage> or scan the QR Code (according to Enclosure No. 10) and prepare documents for registration. (According to Enclosure No. 11) to register via the AGM E-request system in advance between Thursday, 10 April 2026, and Tuesday, 22 April 2026. Your registration documents will be verified to prove the identity of the shareholder. After your registration is approved, shareholders will receive an email with a URL / username and password to log in to the system on the shareholder's meeting date, Wednesday, 22 April 2026, from 13.00 hrs. onward.

In this regard, please see more details related to the rules and guidelines for the 2026 Annual General Meeting of Shareholders. (According to Enclosure No. 10-11)





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Thailand Securities Depository Co., Ltd. will deliver only 1 documentation set for the 2026 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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7 April 2026

Subject: Notice of the 2026 Annual General Meeting of Shareholders

To: The Shareholders
Berli Jucker Public Company Limited

By the Board of Directors Meeting No. 1/2026 of Berli Jucker Public Company Limited (the “Company”) held on Tuesday, 24 February 2026, it was resolved to hold the 2026 Annual General Meeting of Shareholders on **Wednesday, 22 April 2026 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 Extraordinary General Meeting of Shareholders No.1/2026 held on Friday, 13 February 2026

Background The Extraordinary General Meeting of Shareholders No.1/2026 was held on Friday, 13 February 2026, 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)

Board’s opinion The Board has resolved to propose that the shareholders adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2026, as it was entirely and correctly recorded according to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2026.

Agenda No. 2 To acknowledge the Company’s operational results for the year 2025

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 2025 are shown in the 2025 Annual Report (Form 56-1 One Report), which is therefore delivered to the shareholders together with this Notice for the shareholders’ acknowledgment.
(Enclosure No. 4 – QR Code Version)





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Board's opinion The Board has resolved that the Company's operational results for the year 2025 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 2025.

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 2025, 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 the Statement of Comprehensive Income for the fiscal year ended 31 December 2025, which were 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 2025 is attached to this Notice for the shareholders' consideration.

(Enclosure No. 4 – 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 2025, 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 2025

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





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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, the dividend payment shall be reported to shareholders at the next shareholders' meeting. The Company is also required to appropriate profit for a 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 Directors' Meeting No. 3/2025, held on Wednesday, 13 August 2025, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the Company's profitable operations in 2025, on 12 September 2025, 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 2025 of Baht 0.36 per share. Accordingly, the total dividend payment for 2025, including the Company's interim dividend, shall be Baht 0.51 per share.

In this connection, the Company shall pay dividends on 21 May 2026

to the eligible shareholders whose names appeared in the share register book on 30 April 2026, subject to the approval of the 2026 Annual General Meeting of Shareholders.

Currently, the Company has appropriated 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 2025 to the shareholders. (Enclosure No. 5)





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Board's opinion The Board has resolved that the dividend payment for the year 2025 at the rate of Baht 0.36 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 2025.

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 lot. 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 2026, 5 directors will retire by rotation as follows:

1. Prof. Pirom Kamolratanakul, M.D., M.SC. Chairman of the Board of Directors
2. Mr. Tevin Vongvanich Vice Chairman of the Board of Directors
3. Miss Potjaneer Thanavarant Independent Director
4. Police General Krisna Polananta Independent Director
5. Mr. Prapakorn Thongthepphairote Director

The brief details and profiles of the retiring directors, together with the qualifications of the independent directors, are delivered to the shareholders with this Notice. (Enclosure No. 6)

The Company had provided the opportunity to the shareholders to propose the qualified candidate(s) for the directorship via the





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Company's website from 10 November 2025 to 31 December 2025 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 Prof. Pirom Kamolratanakul, M.D., M.SC., Mr. Tevin Vongvanich, Miss Potjaneer Thanavaranit, Police General Krisna Polananta, Police General Krisna Polananta and Mr. Prapakorn Thongthepphairote 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 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 remuneration of the Board of Directors for the year 2026**

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. 7)

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 to determine the details of payment and rates to be paid to each director according to their duties and responsibilities.





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Mr. Thapana Sirivadhanabhakdi, Mr. Aswin Techajareonvikul and Mrs. Thapanee Techajareonvikul have expressed their intention not to receive compensation as directors of the company. Directors of the company who receive monthly salary or consulting fees from the company are not entitled to receive compensation as directors of the company.

Agenda No. 7 **To consider and approve the appointment of auditors and determine the audit fees for the year 2026**

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 KPMG Phoomchai Audit Limited to be The auditor of the Company in 2026 determined the audit fee in the amount of Baht 2,220,000 and the fee for changing the auditor is 150,000 baht, bringing the total to 2,350,000 baht as details attached and 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 appointment of the auditors, namely

- | | |
|---------------------------------|------------------|
| (1) Mr. Ekkasit Chuthamsatid | CPA No. 4195 or |
| (2) Miss Yuwanuch Thepsongvaj | CPA No. 5371 or |
| (3) Miss Nadsasin Wattanapaisal | CPA No. 10767 or |
| (4) Mr. Udomsak Busaraniphan | CPA No. 11894 or |
| (5) Miss Pakkinai Phakkahn | CPA No. 11894 or |
| (6) Miss Pannida Suksawat | CPA No. 11722 |

of KPMG Phoomchai Audit Limited 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 the Board has also resolved to propose that the shareholders





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approve the 2026 annual audit fee of Baht 2,220,000 and the fee for changing the auditor is 150,000 baht, bringing the total to 2,350,000 baht, which is a reasonable amount.

In addition, KPMG Phoomchai Audit Limited and the proposed auditors have neither a relationship with nor any interests in the Company, its subsidiaries, executives, major shareholders, or related persons. As such, the auditors have demonstrated independence in auditing and providing an opinion on the Financial Statements. Furthermore, the above-named certified public accountants have not audited the Company's accounts beyond the period prescribed under the relevant notifications.

Agenda No. 8 To consider and approve the disposal of assets of the Company and its subsidiaries where the purchaser(s) is not a connected person

Background

As the Company and its 11 subsidiaries (as listed in Attachment 1 (List of Relevant Subsidiaries) of Enclosure 2) (collectively referred to as the “**Group**”) have the assets which are not used in business operations and/or not generating profit for the Group, the Company plans to sell such assets, totaling 33 items, comprising vacant lands and lands with buildings (collectively referred to as the “**Sale Assets**”) to the purchaser(s) offering the most favorable price (the “**Purchaser**”). Such Purchaser(s) may be a third party who is not a connected person (as proposed to the Shareholders’ Meeting for consideration and approval in this Agenda 8) and/or a connected person (as will be proposed to the Shareholders’ Meeting for consideration and approval in Agenda 9 hereafter), subject to a minimum pricing framework equal to the average appraised value as opined by the independent financial advisor (IFA) (as detailed in Attachment 3 (Total Value of Consideration) of Enclosure 2) (collectively referred to as the “**Disposal of Assets Transactions**”).

In this regard, the disposal of each item of the Sale Assets by the Company and its subsidiaries shall be independent from one another and shall not be conditional upon one another. Furthermore, the agendas for consideration and approval of the disposal of assets of the Company and its subsidiaries in Agenda 8 and Agenda 9 shall be independent from one another and shall not be conditional upon one another. If any agenda is not approved by the shareholders' meeting, the approved agenda shall remain fully effective, or the Company may propose another agenda to the





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shareholders' meeting for further consideration (as the case may be).

The Company plans to utilize the proceeds from the entry into the Disposal of Assets Transactions to repay its existing debts, including debts incurred from the acquisition of MM Mega Market Vietnam (the “MMVN”), to reduce its interest-bearing debts as part of the Company’s Deleveraging Plan.

In this regard, the Disposal of Assets Transactions in both cases, which are the case where the Purchaser(s) is not a connected person (which is proposed to the shareholders’ meeting for consideration and approval in this Agenda 8) and the case where the Purchaser(s) is a connected person (which will be proposed to the Shareholders’ Meeting for consideration and approval in Agenda 9 hereafter), have the details as follows:

(1) Direct Sale of Assets

The Company and its 10 subsidiaries, as listed in Items 1 - 10 of Attachment 1 (List of Relevant Subsidiaries) of Enclosure 2 (collectively referred to as the “**Sellers of Assets**”), will sell the direct sale assets, comprising vacant lands and certain lands with buildings, totaling 32 items, as detailed in Attachment 2.1 (List of Direct Sale Assets) of Attachment 2 of Enclosure 2 (“Direct Sale Assets”) to the Purchaser(s), subject to a minimum pricing framework equal to the “Average Appraised Value” as opined by the independent financial advisor (IFA) (as detailed in item 3.1 of Attachment 3 (Total Value of Consideration of the Direct Sale Assets) of Enclosure 2), with a total purchase price of not less than THB 11,016 million (the “Sale of Lands and Buildings Transaction”).

In addition, the Sellers of Assets, namely TGI, BJF and RIL, which are subsidiaries of the Company (as listed in Items 9, 6, and 8 of Attachment 1 (List of Relevant Subsidiaries) of Enclosure 2 (respectively)), will only sell the Direct Sale Assets Items 10.1 (only Title Deed No. 18667), 7 and 9.2 under Item 2.1 (*List of Direct Sale Assets*) of Attachment 2 of Enclosure 2 (respectively), to the Purchaser(s) who accepts the conditions that the vacant lands and lands with buildings (as the case may be) will be leased back from the Purchaser(s) after the transfer of ownership (Sale and Lease Back) at an arm’s-length rental rate and on arm’s-length commercial terms, whereby TGI will lease back the vacant lands for use in sand trading, and BJF and RIL will lease back the lands with buildings for a temporary use in the operation during the planning phase on the construction of their new factories, which are expected to take approximately 3 years to complete. At present,





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BJF and RIL have already acquired vacant lands for the construction of such new factories. The details of the vacant lands and lands with buildings to be leased back are set out in Items 10.1 (only the title deed no. 18667), 7 and 9.2 under Item 2.1 (*List of Direct Sale Assets*) of Attachment 2 of Enclosure 2 (respectively) (collectively referred to as the **“Sale and Lease Back Transaction”**)

(2) Sale of Assets through the Sale of Shares in Subsidiaries BJCCON, a subsidiary of the Company (details as specified in Item 2 of Attachment 1 (*List of Relevant Subsidiaries*) of Enclosure 2) (the **“Seller of Shares”**), will sell 41,400,000 ordinary shares in BCX (as listed in Item 11 of Attachment 1 (List of Relevant Subsidiaries) of Enclosure 2) held by BJCCON, representing 100.00 percent of the total issued shares of BCX (details as set out in Item 2.2 (*List of Sale Assets through the Sale of Shares in Subsidiaries*) of Enclosure 2) (the **“Sale Shares”**) to the Purchaser(s), at the total purchase price of not less than THB 715 million (which is the fair value of BCX shares appraised by the Adjusted Book Value Approach). Currently, BCX operates a warehouse leasing business and provides seminar and training services and owns two plots of land with buildings thereon, (the details are set out in Item 2.2(4) (*Information regarding the Assets of BCX*) of Attachment 2 of Enclosure 2) (**“Assets of BCX”**) (collectively referred to as the **“Sale of BCX Ordinary Shares Transaction”**).

Furthermore, in the event that the Purchaser(s) wishes to directly purchase the Assets of BCX instead of acquiring the Sale Shares, the Management Board shall have the authority to consider and approve the sale of the Assets of BCX to such Purchaser(s) at the total purchase price of not less than THB 827.50 million, within the Transaction Period (as defined below) and under the terms and conditions as approved by the shareholders’ meeting for consideration and approval in this Agenda 8.

In this regard, the Sale of Lands and Buildings Transaction and the Sale of BCX Ordinary Shares Transaction are hereinafter collectively referred to as the **“Disposal of Assets Transactions”**, representing the total transaction value of not less than THB 11,731 million. The Disposal of Assets Transactions constitute a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of





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Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the “**Notifications on Acquisition or Disposal of Assets**”).

In this regard, the sizes of the Disposal of Assets Transactions are detailed as follows:

- The Sale of Lands and Buildings Transaction has the highest transaction size of 3.29 percent, calculated based on the total value of consideration criterion, and based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value; and
- The Sale of BCX Ordinary Shares Transaction has the highest transaction size of 0.40 percent, calculated based on the net tangible assets criterion, and based on the assumption that BJCCON disposes of the Sale Shares of BCX using the adjusted book value approach.

In this regard, in the case of the direct sale of the Assets of BCX (instead of the sale of the Sale Shares), the highest transaction size shall be 0.25 percent, calculated based on the total value of consideration criterion and on the assumption that BJCCON is able to sell the Assets of BCX at the average appraised value.

Remarks: “Average Appraised Value” means the average appraised value of the Direct Sale Assets and the Assets of BCX, as appraised by two independent appraisers approved by the Office of the Securities and Exchange Commission, namely 15 Business Advisory Co., Ltd. and Knight Frank Chartered (Thailand) Co., Ltd., as of 30 January 2026 and 27 January 2026, respectively.

The calculation of the transaction size of the Disposal of Assets Transactions is based on the consolidated financial statements of the Company audited by the certified accountant for the fiscal year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other disposal of assets transactions required to be aggregated for calculation of the transaction size under the Notifications on Acquisition or Disposal of Assets during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). The total highest transaction size of these two transactions above (in accordance with the total value of consideration criterion which has the highest result) is equal to 3.50 percent, which is lower than 15 percent. Therefore, the Company is not required to comply with the requirements under the Notifications on Acquisition or Disposal of





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Assets in respect of such Disposal of Assets Transactions of the Company.

However, since the highest transaction size of the Disposal of Assets Transactions remains uncertain due to the determination of a minimum sale price equal to the average appraised value without specifying a maximum price threshold, the Company therefore deemed it appropriate to proceed as follows, as if the Disposal of Assets Transactions were classified as a class 1 transaction, i.e., a transaction with a transaction size equal to 50 percent or higher but not exceeding 100 percent under the criteria prescribed in the Notifications on Acquisition or Disposal of Assets.

- (1) To disclose the information memorandum in relation to the Disposal of Assets Transactions to the Stock Exchange of Thailand (the “SET”) in accordance with the Notifications on Acquisition or Disposal of Assets;
- (2) To appoint an independent financial advisor (IFA) to provide its opinion on the Disposal of Assets Transactions to the shareholders of the Company, and to submit such opinion to the Office of the Securities and Exchange Commission (the “SEC”), the SET, and the shareholders of the Company.

In this regard, the Company has appointed Jay Capital Advisory Limited, a financial advisor approved by the SEC, to act as the independent financial advisor to provide its opinion on the Disposal of Assets Transactions; and

- (3) To convene a shareholders’ meeting of the Company to obtain approval for entry into the Disposal of Assets Transactions, with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of the interested shareholders from the calculation base.

In this regard, the Lease Back Transaction is considered an acquisition of assets transaction under the Notifications on Acquisition or Disposal of Assets, with a small transaction size which is within the authority of the management to consider and approve such transaction.

In this regard, the details of the Disposal of Assets Transactions are set out in the Information Memorandum on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (Enclosure 2) and the Report of the Opinion of the Independent Financial Advisor on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (IFA Report) (Enclosure 3).





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Accordingly, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the entry into the Disposal of Assets Transactions of the Company and its subsidiaries, being the disposal of vacant lands and lands with buildings, totaling 33 items, to the Purchaser(s) who is not connected person, as per the aforementioned details (the case where the Purchaser(s) is a connected person will be proposed to the shareholders' meeting for consideration and approval in Agenda 9 hereafter), provided that the proposal for sale of the Sale Assets shall contain key terms and conditions divided by the types of agreements as detailed in Clause 3 (General Description of the Transactions) of Enclosure 2. The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets with the Purchaser(s) within 31 July 2026 (the "Transaction Period") (which is the period during the relevant asset appraisal report remains valid).

In addition, the Board of Directors deemed it appropriate to approve and to propose to the shareholders' meeting to authorise the Management Board of the Company, as listed in Clause 21.1 of Enclosure 2, to have the following powers:

- (1) To consider the sale of each item of the Sale Assets to the Purchaser(s) offering the most favorable price;
- (2) To consider the sale of Assets of BCX (instead of the Sale Shares) in case that the Purchaser(s) wishes to directly purchase the Assets of BCX instead of purchasing the shares; and
- (3) To proceed with any necessary actions related to the entry into the Disposal of Assets Transactions as appropriate to successfully complete the proposed transaction.

In this regard, this shall be subject to the Transaction Period and the key conditions of the sale proposal as approved by the shareholders' meeting of the Company.

Board's opinion

The Board of Directors has considered and opined that:

- (1) The Disposal of Assets Transactions are appropriate, reasonable and in the best interests of the Company and its shareholders as the proceeds to be received from the Disposal of Assets Transactions will reduce the Company's Net Debt / EBITDA ratio to approximately 6.34 times, from the current level of approximately 7.40 times. In this regard, excluding the impact on EBITDA from the estimated gain from sale of assets, the net debt to EBITDA (Net Debt / EBITDA) ratio would be approximately 7.63 times





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- (2) The value of the Sale Assets and the key conditions of the sale proposal are appropriate and reasonable and do not constitute a transfer of benefits, i.e.,
- 1) The purchase prices of the Direct Sale Assets are not lower than the average appraised value as determined by two independent appraisers, which the independent financial advisor considers to be appropriate;
 - 2) The purchase price of the BCX ordinary shares is not lower than the fair value appraised using the adjusted book value approach of BCX; and
 - 3) The key conditions of the sale proposal to the Purchaser(s), who is a third-party or the Connected Person, are the same.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the entry into the Disposal of Assets Transactions with the Purchaser(s), who are not connected persons, which constitutes an asset disposal transaction under the Notifications on Acquisition or Disposal of Assets, and the authorization of the Management Board to proceed with any relevant actions, with the details in all respects as proposed above.

Independent Financial Advisor's Opinion

The independent financial advisor (IFA) has considered and opined that the purchase price for the entry into the Disposal of Assets Transactions is appropriate, as such price is within the range of the fair value under the Market Value Approach (referenced from the appraised value of the independent appraisers in the case of the direct sale of lands and buildings, and referenced from the fair value appraised by the Adjusted Book Value Approach in the case of the Sale of BCX ordinary shares).

Agenda 9

To consider and approve the disposal of assets of the Company and its subsidiaries in the case where the purchaser(s) is a connected person

Background

In accordance with the objectives, reasons, and details of the entry into the Disposal of Assets Transactions as proposed to the shareholders' meeting for consideration and approval in Agenda 8, in the case where TCC Group and/or other connected persons (collectively referred to as the "TCC Group" or the "Connected Person Purchaser") is the Purchaser, the Disposal of Assets Transactions and the Sale and Lease Back Transaction (only in respect of the items of which TCC Group is the Purchaser) will constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules





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on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (collectively referred to as the “**Notifications on Connected Transactions**”).

Moreover, when the transaction size of the Disposal of Assets Transactions is calculated in accordance with the Notifications on Connected Transactions, the highest aggregate size of the connected transactions equals to 17.92 percent of the net tangible assets of the Company (based on the assumption that the Company and the relevant subsidiaries dispose of all Direct Sale Assets at the average appraised value and that BJCCON disposes of the Sale Shares of BCX at the fair value determined under the adjusted book value approach), which exceeds 3 percent of the net tangible assets of the Company, with reference to the consolidated financial statements of the Company audited by the certified accountant for the year ended 31 December 2025 (The Company and its subsidiaries have not entered into any other connected transactions required to be aggregated for calculation of the transaction size under the Notifications on Connected Transactions during the six-month period prior to the date on which the Board of Directors approved the entry into this transaction). Accordingly, the Company is required to proceed as follows:

- (1) To disclose the information memorandum in relation to the Disposal of Assets Transactions to the SET in accordance with the Notifications on Connected Transactions;
- (2) To appoint an independent financial advisor (IFA) to provide its opinion on the Disposal of Assets Transactions to the shareholders of the Company, and to submit such opinion to the SEC, the SET, and the shareholders of the Company.
- (3) To convene a shareholders’ meeting of the Company to obtain approval for entry into the Disposal of Assets Transactions, with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, excluding the votes of the interested shareholders from the calculation base.

In addition, in the event that TCC Group is the Purchaser of the Direct Sale Assets, which requires the lease-back as a condition of the sale proposal, the Sale and Lease Back Transaction will constitute a connected transaction under the category of a transaction in support of ordinary business with arm’s-length commercial terms pursuant to the Notifications on Connected





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Transaction, which is under the authority of the management to proceed

In this regard, the details of the Disposal of Assets Transactions are set out in the Information Memorandum on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (Enclosure 2) and the Report of the Opinion of the Independent Financial Advisor on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (IFA Report) (Enclosure 3).

Accordingly, the Board of Directors (excluding the interested directors) deemed it appropriate to propose to the shareholders' meeting to consider and approve the entry into the Disposal of Assets Transactions of the Company and its subsidiaries, which are the disposal of vacant lands and lands with buildings, totaling 33 items, to the Purchaser(s) who is connected person, as per the details mentioned in Agenda 8 and as per the aforementioned details, provided that the proposal for sale of the Sale Assets shall contain key terms and conditions divided by the types of agreements as detailed in Clause 3 (General Description of the Transactions) of Enclosure 2. The Company and its subsidiaries shall enter into the relevant sale and purchase agreements for the Sale Assets with the Purchaser(s) within the Transaction Period (which is the period during the relevant asset appraisal report remains valid).

In addition, the Board of Directors (excluding the interested directors) deemed it appropriate to propose to the shareholders' meeting to authorise the Management Board of the Company, as listed in Clause 21.1 of Enclosure 2, to have the following powers:

- (1) To consider the sale of each item of the Sale Assets to the Purchaser(s) offering the most favorable price;
- (2) To consider the sale of Assets of BCX (instead of the Sale Shares) in the case that the Purchaser(s) wishes to directly purchase the Assets of BCX instead of purchasing the shares; and
- (3) To proceed with any necessary actions related to the entry into the Disposal of Assets Transactions as appropriate to successfully complete the proposed transaction.

In this regard, this shall be subject to the Transaction Period and the key terms and conditions of the sale proposal as approved by the shareholders' meeting of the Company.





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Board's opinion

The Board of Directors (excluding the interested directors) has considered and opined that the entry into the Disposal of Assets Transactions with the Purchaser(s), who is connected persons, is appropriate, reasonable, and for the best interest of the Company and the shareholders of the Company, for the reasons appearing in the “Board’s Opinion” of Agenda 8.

By proposing to the shareholders’ meeting to consider and approve the entry into the Disposal of Assets Transactions with the Purchaser(s), who is connected persons, it will expand the opportunities for the sale of assets of the Company and its subsidiaries and may help reduce the time required to sell the assets of Company and its subsidiaries (when compared to the time required to sell the assets to Purchaser(s), who is not connected persons).

Therefore, it is deemed appropriate to propose to the shareholders’ meeting to consider and approve the entry into the Disposal of Assets Transactions with the Purchaser(s), who is connected persons, which constitutes an asset disposal transaction under the Notifications on Acquisition or Disposal of Assets and a connected transaction under the Notifications on Connected Transactions, and the authorization of the Management Board to proceed with any relevant actions, with the details in all respects as proposed above.

Independent
Financial
Advisor's
Opinion

The independent financial advisor (IFA) has considered and was of the view that the price for the entry into the Disposal of Assets Transactions is appropriate. The reasons of which are as stated in the “Independent Financial Advisor's Opinion” of Agenda 8.





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Agenda No. 10 Other business (if any)

The Company has scheduled the date to record the name list of the shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders on 24 March 2026 and the date to record the name list of the shareholders who are entitled to receive the dividend on Wednesday, 30 April 2026 subject to the approval of the 2026 Annual General Meeting of Shareholders.

All shareholders are invited to attend the 2026 Annual General Meeting of Shareholders through electronic media on the above date and time. 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-

(Mr. Theerat Tohsanguan)
Company Secretary





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Enclosures:

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2026;
2. Information Memorandum on the Connected Transaction and the Assets Disposition Transaction of Berli Jucker Public Company Limited (List 2)
3. Report of the independent financial advisor's opinion on the acquisition of assets which is classified as a related party transaction.
4. Annual Report for the year 2025 (Form 56-1 One Report), Financial Statements Position and Statement of Comprehensive Income for the year ended 31 December 2025;
5. Statement of the appropriation of profit as a legal reserve and the dividend payment based on the Company's operations for the year 2025;
6. Information for the election of directors to replace the directors who retire by rotation, their brief biography, and qualifications of the independent directors;
7. Information on the directors' remuneration for the year 2026;
8. Information on the auditors and audit fees for the year 2026;
9. Articles of Association of the Company about the Shareholders' Meeting;
10. Guidance, procedure manual, and guideline for attendance at the 2026 Annual General Meeting of Shareholders
11. Supporting Documents for Registration and Meeting Regulations;
12. Proxy Forms in compliance with the Notice of the Department of Business Development (No. 5);
13. Information of the independent directors whom the Company proposes to be Proxies of the Shareholders; and
14. Request Form for the Annual Report for the year 2025 (Form 56-1 One Report) in print
15. Privacy Policy



99 Berli Jucker House, Soi Rubia, Sukhumvit 42 Road, Phrakhanong Subdistrict, Khlongtoei District, Bangkok 10110 Thailand
Tel +66 2146 5999 | www.bjc.co.th