



Berli Jucker Public Company Limited

Notice of the Extraordinary General Meeting of Shareholders No.1/2026

Berli Jucker Public Company Limited

Friday, 13 February 2026, at 13.30 hrs.
through electronic media according to the Emergency Decree
on Electronic Meeting B.E. 2563 (2020)

Guideline for the Extraordinary General Meeting of Shareholders No.1/2026

Shareholders who wish to attend the meeting in person or proxies, please register to attend the meeting via the link <https://app.inventech.co.th/BJC835345R/#/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 Friday, 6 February 2026, and Friday, 13 February 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 on Friday, 13 February 2026, from 13.30 hrs. onward.

In this regard, please see more details related to the rules and guidelines for the Extraordinary General Meeting of Shareholders No.1/2026. (According to Enclosure No. 5-6)





Berli Jucker Public Company Limited

(Translation)

Content

Supporting Documents of the 2026 Annual General Meeting of Shareholders	Page
• Notice of the 2026 Annual General Meeting of Shareholders	1
• Copy of Minutes of the 2025 Annual General Meeting of Shareholders (Enclosure 1)	7
• Information Memorandum on the Acquisition of Assets and the Connected Transaction between a Subsidiary and a Connected Person of Berli Jucker Public Company Limited (Enclosure 2)	27
• Independent Financial Advisor's Opinion Report on the Acquisition of Assets and Connected Transaction (Enclosure 3)	
• Articles of Association of the Company in relation to the Shareholders' Meeting (Enclosure 4)	52
• Guidance, procedure manual and guideline for attendance at the 2026 Annual General Meeting of Shareholders (Enclosure 5)	56
• Supporting Documents and Meeting Regulations (Enclosure 6)	62
• Proxy Forms in compliance with the Notification of the Department of Business Development Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007) (Enclosure 7)	
▪ Proxy Form A	65
▪ Proxy Form B	67
▪ Proxy Form C	71
• Information of the independent directors whom the Company proposes to be proxies of the shareholders (Enclosure 8)	76
• Privacy Policy (Enclosure 9)	78

Thailand Securities Depository Co., Ltd. will deliver only 1 documentation set for the Extraordinary General Meeting of Shareholders No.1/2026 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.





Berli Jucker Public Company Limited
(Translation)

January 29, 2026

Subject: Notice of Extraordinary General Meeting of Shareholders No. 1/2026

**To: The Shareholders
Berli Jucker Public Company Limited**

By the Board of Directors Meeting No. 6/2025 of Berli Jucker Public Company Limited (the “Company”) held on Wednesday, December 17, 2025, it was resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2026 on **Friday, February 13, 2026 at 13.30 hrs., through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020)**, to consider the following agendas:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the Year 2025 held on April 22, 2025

Background

The Company held the Annual General Meeting of Shareholders for 2025 on Tuesday, April 22, 2025, 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 1).

In this connection, the Meeting minutes were submitted to the Stock Exchange of Thailand and the Ministry of Commerce on a timely basis and published on 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 for 2025 as it was entirely and correctly recorded according to the resolutions of the Annual General Meeting of Shareholders for 2025.

Voting

This agenda item requires approval by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the acquisition of assets and connected transaction, whereby C-Distribution Asia Pte. Ltd., a subsidiary of the Company, shall acquire shares of TCC Land International (Singapore) Pte. Ltd. from Golden Land International Pte. Ltd.



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



Berli Jucker Public Company Limited

Background

To develop and expand the Company's business with the goal of becoming a major modern trade operator in Vietnam, coupled with expanding its own consumer goods distribution channels. This will result in the Group having a comprehensive supply chain infrastructure in Vietnam, thereby enabling it to further expand its product sales and services to a new customer base. It is therefore proposed that the meeting consider and approve C-Distribution Asia Pte. Ltd. ("CDA"), a subsidiary in which the Company indirectly holds approximately 100 percent of the total issued shares of CDA, to acquire all ordinary shares of TCC Land International (Singapore) Pte. Ltd. ("TCCLI") from Golden Land International Pte. Ltd. ("GLI"), totaling 921,800,000 shares (all shares of TCCLI) at a price of approximately THB 24.41 per share, with a total value of THB 22,500 million (the "**Acquisition of TCCLI Share Transaction**").

TCCLI operates as a holding company, holding all shares in MM Mega Market (Vietnam) Company Limited ("MMVN") as its sole investment. MMVN is a legal entity incorporated under Vietnamese law and operates wholesale distribution centers for consumer goods with branches throughout Vietnam. Upon completion of the Acquisition of TCCLI Share Transaction, TCCLI and MMVN will become subsidiaries of the Company.

Asset Acquisition

The Acquisition of TCCLI Share Transaction constitutes an acquisition of assets under 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 Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) and the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) (collectively, the "**Notification on Acquisition or Disposition of Assets**"), with the highest transaction size based on the net tangible assets criterion, calculated from the Company's reviewed consolidated financial statements for the 9-month period ended September 30, 2025, equal to 30.03 percent. As the Company has not entered into any acquisition of assets in the 6-month period prior to the Board of Directors' meeting, the highest transaction size





Berli Jucker Public Company Limited

exceeds 15 percent but is less than 50 percent and is classified as a Type 2 transaction under the Notification on Acquisition or Disposition of Assets. In this regard, the Company is not required to seek shareholders' approval under the Notification on Acquisition or Disposition of Assets. However, the Company deems it appropriate to propose this matter to the shareholders' meeting for approval of the Acquisition of TCCLI Share Transaction under the Notification on Acquisition or Disposition of Assets, to provide shareholders with sufficient information for their careful consideration in compliance with the Notification on Acquisition or Disposition of Assets.

Connected Transaction

Furthermore, the Acquisition of TCCLI Share Transaction constitutes a transaction between a subsidiary of a listed company and a connected person of the listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions (as amended) 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 Connected Transactions B.E. 2546 (2003) (as amended) (collectively, the "**Notification on Connected Transactions**"), since GLI is a legal entity whose major shareholder is a major shareholder of the Company (TCC Corporation Company Limited). Therefore, the Acquisition of TCCLI Share Transaction is a connected transaction concerning assets under the Notification on Connected Transactions, with a transaction value of THB 22,500 million, or 35.08 percent of the Company's net tangible assets, calculated from the Company's reviewed consolidated financial statements for the 9-month period ended September 30, 2025, which exceeds THB 20 million or exceeds 3 percent of the Company's net tangible assets. As the Company has not entered into any connected transactions with GLI or GLI's related persons (except normal business transactions or transactions supporting normal business) in the 6-month period prior to the Board of Directors' meeting, the Company is required to comply with the Notification on Connected Transactions. Details of the transaction are set out in the Information Memorandum on the Acquisition of Assets and Connected Transaction between a Subsidiary and a Connected





Berli Jucker Public Company Limited

Person of Berli Jucker Public Company Limited (**Enclosure 2**).

Board's opinion

The Board of Directors (excluding the Interested Directors) deems it appropriate for CDA, a subsidiary of the Company, to acquire all shares of TCCLI, which will result in TCCLI and MMVN becoming subsidiaries of the Company, to develop and expand the Company's business. The Board of Directors (excluding the Interested Directors) has considered and determined that the Acquisition of TCCLI Share Transaction is appropriate, with reasonable pricing, conditions, and overall benefits to the Company, and does not constitute unfair benefit transfer.

The Acquisition of TCCLI Share Transaction will enable the Company to acquire MMVN, a major wholesaler focusing on serving professional business customers, with 30 branches throughout Vietnam. MMVN focuses on selling products at wholesale prices and mega-sized products, enabling the Company to immediately expand its customer base and access Vietnam's high-potential market. Furthermore, the Acquisition of TCCLI Share Transaction will enhance opportunities to distribute and sell products from the Group's manufacturing and distribution business into MMVN's wholesale supply chain, which will improve cost management efficiency and generate stable revenue, particularly from the manufacturing and distribution business in Vietnam. This will elevate the Group's position as a large and robust consumer goods group both in Thailand and in the Southeast Asia region going forward.

Independent Financial Advisor's Opinion

The Independent Financial Advisor has considered and opined that the transaction price is appropriate as it is within the fair value range assessed by the Independent Financial Advisor

Voting

This agenda item requires approval by votes of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote, excluding votes of interested shareholders.





Berli Jucker Public Company Limited

Agenda 3 To consider other matters (if any)

The Company has scheduled the date to record the name list of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 on Tuesday, January 20, 2026.

All shareholders are invited to attend the Extraordinary General Meeting of Shareholders No. 1/2026 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 in the Enclosure.

Yours faithfully,

Berli Jucker Public Company Limited

- Signature -

(Mr. Theerat Tohsanguan)
Company Secretary



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



Berli Jucker Public Company Limited

Enclosure

1. Copy of Minutes of the 2025 Annual General Meeting of Shareholders;
2. Information Memorandum on the Acquisition of Assets and the Connected Transaction between a Subsidiary and a Connected Person of Berli Jucker Public Company Limited;
3. Independent Financial Advisor's Opinion Report on the Acquisition of Assets and Connected Transaction;
4. Articles of Association of the Company in relation to the Shareholders' Meeting;
5. Guidance, procedure manual, and guideline for attendance at the Extraordinary General Meeting of Shareholders No. 1/2026;
6. Registration documents and meeting procedures for the Extraordinary General Meeting of Shareholders No. 1/2026;
7. Proxy Forms in compliance with the Notice of the Department of Business Development (No. 5) B.E. 2550 (2007);
8. Information of the Independent Directors who the Company proposes to be Proxies of the shareholders; and
9. Personal Data Protection Policy.



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