



**Berli Jucker Public Company Limited**

(Translation)

5 April 2023

**Subject: Notice of the 2023 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 Wednesday, 22 February 2023, it was resolved to hold the 2023 Annual General Meeting of Shareholders on **Wednesday, 26 April 2022 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 2022 Annual General Meeting of Shareholders held on Thursday 21 April 2022**

Background The 2022 Annual General Meeting of Shareholders was held on Thursday 21 April 2022 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 2022 Annual General Meeting of Shareholders as it was completely 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 2022**

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 2022 are shown in the 2022 Annual Report (Form 56-1 One Report) which is therefore





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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 2022 are 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 2022.

**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 2022 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 2022, as duly audited by the auditor and reviewed by the Audit Committee and the Board of Directors. Therefore, a copy of Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2022 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 to consider and approve the Financial Statement Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2022 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 2022**

**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



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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. 3/2022 held on Wednesday, 10 August 2022, the Board resolved to pay an interim dividend to all shareholders of the Company, based on the profitable operation in 2022, on Wednesday, 8 September 2022 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 2022 at Baht 0.15 per share. Accordingly, the total amount of dividend payment for the year 2022 inclusive of the interim dividend payment announced by the Company shall be Baht 0.80 per share.

In this connection, the Company shall pay dividends on 24 May 2023 to the eligible shareholders whose names appeared in the share register book on Monday, 8 May 2023 subject to the approval of the 2023 Annual General Meeting of Shareholders.

At present, the Company has the appropriation of profit as a 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 2022 is delivered to the shareholders with this Notice. (Enclosure No. 3)





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**Board's opinion** The Board has resolved that the dividend payment for the year 2022 at the rate of Baht 0.80 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 2022.

**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 2023, there are 6 directors who retire by rotation as follows:

- |  |                      |
|--|----------------------|
| 1. Mr. Charoen Sirivadhanabhakdi           | Chairman             |
| 2. Mr. Tevin Vongvanich                    | Vice Chairman        |
| 3. Mr. Prasit Kovilaikool                  | Independent Director |
| 4. Prof. Pirom Kamolratanakul, M.D., M.SC. | Independent Director |
| 5. Police General Krisna Polananta         | Independent Director |
| 6. Mr. Rungson Sriworasart                 | 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 had provided the opportunity to the shareholders to propose the qualified candidate(s) for the directorship via the Company's website from 9 November 2022 to 31 December 2022 in advance. There was no proposal from the shareholders.

### Board's opinion

The Board (except those director(s) with a vested interest) has resolved to propose to the shareholders to consider and approve the re-election of 6 directors namely Mr. Charoen Sirivadhanabhakdi, Mr. Tevin Vongvanich, Mr. Prasit Kovilaikool, Prof. Pirom Kamolratanakul, M.D., M.SC., Police General Krisna Polananta and Mr. Rungson Sriworasart 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 2023**

### Background

In compliance with Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and Article 15 of the Articles of Association of the Company, which requires that the shareholders shall determine the remuneration for directors, the Company therefore would like to propose to the shareholders to determine the directors' remuneration according to the recommendation of the Nomination and Remuneration Committee. The details of which are delivered to the shareholders together with this Notice. (Enclosure No. 5)

### Board's opinion

The Board has resolved to propose to the shareholders to consider and approve the remuneration of the Board of Directors in the total amount of not exceeding Baht 50,000,000 per year. The proposed remuneration had been considered by the Nomination and Remuneration Committee and deemed that it is a suitable rate, by 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





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determine the details of payment and 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 2023**

#### **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 2023 and determined the audit fee in the amount of Baht 1,210,000 and quarterly review fee in the amount of Baht 1,740,000 totalling Baht 2,950,000 as details attached and delivered to the shareholders together with this Notice. (Enclosure No. 6)

#### **Board's opinion**

The Board has resolved to propose to the shareholders to consider and approve the appointment of the auditors, namely (1) Mr. Choonpong Surachutikarn, CPA Registration No. 4325 or (2) Mr. Chavala Tienpasertkij, CPA Registration No. 4301 or (3) Mr. Wonlop Vilaivaravit CPA Registration No.6797 or (4) Mr. Nantawat Sumraunhant CPA Registration No. 7731 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 2022 annual audit fee of Baht 1,210,000 plus a 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 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







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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 2023 Annual General Meeting of Shareholders on 22 March 2023 and the date to record the name list of the shareholders who are entitled to receive the dividend on 8 May 2023 subject to the approval of the 2023 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-*

(Mrs. Kamonwan Sivaraksa)  
Company Secretary





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**Enclosures:**

1. Copy of Minutes of the 2022 Annual General Meeting of Shareholders;
2. Annual Report for the year 2022 (Form 56-1 One Report), Financial Statements Position and Statement of Comprehensive Income for the year ended 31 December 2022;
3. Statement of the appropriation of profit as a legal reserve and the dividend payment based on the Company's operations for the year 2022;
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 2023;
6. Information of the auditors and audit fees for the year 2023;
7. Articles of Association of the Company in relation to the Shareholders' Meeting;
8. Guidance, procedure manual and guideline for attendance at the 2023 Annual General Meeting of Shareholders
9. Supporting Documents for Registration and Meeting Regulations;
10. Procedures related to attendance of the 2023 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 2022 (Form 56-1 One Report) in print.



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