



Document for the 2023
Annual General Meeting of Shareholders
BCPG Public Company Limited

Monday, 10th April 2023 at 13:30 hours

Via Electronic Means (E – Meeting)

Registration for Attend the Meeting starts from 11:30 hours onwards

Shareholders who wish to attend the meeting in person or by proxies
able to register and submit a request to attend the meeting

From Monday, 27th March 2023 at 8:30 a.m.

until the end of the meeting on Monday, 10th April 2023

From this link <https://inv.inventech.co.th/BCPG102225R/#/homepage>

Or Scan QR Code



QR code for downloading the documents
for the meeting and Proxy Form in PDF file



QR code for downloading the documents
Form 56-1 One Report 2022 in PDF



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Privacy Notice for the 2023 Annual General Meeting of Shareholders

BCPG Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance with the Privacy Data Protection Act B.E. 2562 (2019).

1. Personal Data to be Collected

The Company has its necessity to collect your personal data, i.e. name, surname, address, telephone number, photograph, identification card, securities registration number, and information regarding the use of electronic systems, such as email and IP address (in case of viewing an online meeting). The Company will record and broadcast video and audio during the meeting for the legitimate interest and the benefits of the shareholders. In case of the proxy, the Company is required to request for the shareholder’s identification card, which may contain religious information, which is deemed as sensitive personal data, appearing on the card. As the Company does not intend to collect such information, the data subject can redact such information.

2. Personal Data Collection

The personal data will be collected directly from the data subject and will be proceeded as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as Securities Registrar or Thailand Securities Depository Company Limited (TSD) only if it is necessary and by methods specified by laws.

3. Objectives of Personal Data Collection, Usage, and Disclosure

The Company will collect, use, and disclose your personal data for the purposes of convening and holding the 2023 Annual General Meeting of Shareholders as required by law. The Company will also collect, use, and disclose your personal data and your reference person’s personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019), authorizing the Company to collect such data without obtaining any consent for the purposes of the legitimate interests of the Company, other persons, or other juristic persons, or for the compliance with applicable laws.

4. Duration of Personal Data Retention

The Company will retain your personal data so long as it is necessary for the purposes of collecting, using, and disclosing the personal data as specified in this notice. In the event that the retention period of personal data cannot be clearly specified, the Company will keep the information in accordance with the expected period of the data retention standard (e.g. maximum prescription period of 10 years under general law).

5. Your Rights as Personal Data Subject

As the personal data subject, you have the rights set forth in the Personal Data Protection Act B.E. 2562 (2019), including other rights which may include the right to withdraw consent, the right to request for accessing to and receiving personal data, the right to request for correcting personal data, the right to request for removing or destroying personal data, the right to request for suspending the use of personal data, the right to request for transferring personal data by means specified by laws, the right to complain, and the right to object to the collection, usage, or disclosure of your personal data.

6. Disclosure of Personal Data with Other Persons or Other Agencies

The Company may be required to disclose your personal data to individuals or juristic persons or government agencies cooperating with the Company to carry out the objectives stated in this notice as necessary, such as technology system providers, regulators, government agencies, or according to the orders of the competent authorities.

7. Contact

If you have any query or require more information regarding the personal data protection, please contact via the following address: Personal Data Protection Officer, BCPG Public Company Limited, No. 2098, M Tower Building, 12th Floor, Sukhumvit Road, Phra Khanong Tai Sub-District, Phra Khanong District, Bangkok 10260, or email: DPOoffice@bcpggroup.com

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บริษัท บีซีพีจี จำกัด (มหาชน)

สำนักงานใหญ่ : 2098 อาคาร เอ็ม ทาวเวอร์ ชั้น 12
ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง
กรุงเทพมหานคร 10260
โทรศัพท์ 0 2335 8999 โทรสาร 0 2335 8900
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- Translation -

No. 10000/019/2023

13th March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

Attention: Shareholders of BCPG Public Company Limited

- Enclosures:
1. Form 56-1 One Report 2022
(Shareholders may download from QR code as appeared in the cover page of this invitation);
 2. Biographies of the Proposed Directors (**Enclosure for Agenda Item 4**);
 3. Biographies of the Proposed Auditors (**Enclosure for Agenda Item 6**);
 4. Comparison table of the current version and the new draft of the Articles of Associations of the Company in relation to the proposed amendments / additions (**Enclosure for Agenda Item 7**);
 5. **Enclosure for Agenda Item 8**;
 - 5.1 **Information Memorandum of the Intercompany Loan** between BCPG Public Company Limited and the Subsidiaries with Bangchak Corporation Public Company Limited and/or Bangchak Treasury Center Company Limited which is considered as a Connected Transaction;
 - 5.2 **Opinion Report of the Independent Financial Advisor (IFA)** supporting for consider and approve the transaction to Provision of providing or receiving financial assistance with a connected party
 6. Profile of Independent Directors for Proxy;
 7. Proxy Forms;
 8. The Company's Articles of Association with regard to the Shareholders' Meetings;
 9. Form 56-1 One Report 2022 (Book) Request Form;
 10. Procedures for Attending the 2023 Annual General Meeting of Shareholders via Electronic Means (E – Meeting) and Proxy.

The Board of Directors of BCPG Public Company Limited (the “Company”) has resolved to convene the 2023 Annual General Meeting of Shareholders on Monday, 10th April 2023, at 13:30 hours., Convening Via Electronic Means (E – Meeting). There are 8 agenda items to be considered in the meeting, as follows:

Agenda Item 1: To acknowledge the Board of Directors' report on the 2022 performance statement.

Facts and Rationale: The report on the 2022 performance statement is set out in the Form 56-1 One Report 2022 which the shareholders are able to download through the QR Code according to the details as set out in attachment (**Enclosure 1**).

Opinion of the Board: The Board of Directors deemed it appropriate to propose the shareholders' meeting to be informed of the 2022 performance statement.

Voting Requirement: This agenda item is only for acknowledgement; therefore, no voting is required.

Agenda Item 2: To consider and approve Audited Financial Statements for the year ended 31st December 2022.

Facts and Rationale: The Company prepared the Financial Statements for the year ended 31st December 2022 of the Company and its subsidiaries which had been audited by the auditor and reviewed by the Audit Committee. The auditor is of the opinion that the Financial Statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which are set out in the "Financial Statements" part of the Form 56-1 One Report 2022 according to the details as set out in attachment (**Enclosure 1**).

Opinion of the Board: The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the Financial Statements for the year ended 31st December 2022 which have been audited by the auditor and reviewed by the Audit Committee and has been agreed on by the Board of Directors.

Voting Requirement: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 3: To consider and approve allocation of profits for Legal reserved fund and for dividend payment.

Facts and Rationale:

(A) Section 116 of The Public Limited Companies Act B.E. 2535 (1992) and article 40 of the Articles of Association of the Company provide that the Company shall allocate no less than 5 percent of its annual net profit which shall be deducted by the accumulated losses brought forward (if any) to a legal reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

According to the 2022 operational results of the Company, the annual net profit was THB 2,645,474,385. Therefore, it is proposed to allocate THB 132,273,719 to a legal reserve fund, which is an amount not less than 5 percent of the net profit of the Company as required by law and the Articles of Association of the Company.

(B) The Company's dividend payment policy is to pay no less than 40 percent of its net profit presented in the separate financial statement, after deduction of all types of reserves required. However, the dividend payment will also be subject to each year's economic situation, cash flow, and the investment plan of the Company and of its affiliated companies, as well as necessity, appropriateness, and other factors as the Board of Directors may deem expedient.

The Board of Directors Meeting No. 2/2023 dated 20th February 2023, has considered, and resolved it appropriate to propose the shareholders' meeting to approve the allocation of annual net profit of 2022 in the amount of THB 132,273,719 to a legal reserve fund and the allocation of net profits for dividend payment for the performance in the second half of the 2022 year at the rate of THB 0.16 per share, amounting to approximately THB 465.24 million. After combining such amount with the interim dividend payment of the entire year of 2022 (at the rate of THB 0.20 per share), the total sum of the 2022-year dividend will be THB 0.36 per share, amounting to approximately THB 1,044.42 million, which is equivalent to 41.56 percent of its net profit according to separate financial statement (after deduction of all types of reserves required under the Articles of Association of the Company and by law), which is in accordance with the dividend payment policy of the Company.

The individual shareholders shall be entitled to apply for a tax credit for dividend which is paid in accordance with the Revenue Code of Thailand as follows:

- **The dividends of Baht 0.11 per share**, paid from the profit occurring from operating result of the business which is subject to corporate income tax at the rate of 20 percent. Individual shareholders will receive dividend after withholding tax deduction and shall be entitled to a tax credit equal to dividend amount times 20/80
- **The dividend of Baht 0.05 per share**, paid from the profit which is exempted from the corporate income tax. Individual shareholders will receive dividend after withholding tax deduction and shall not be entitled to a tax credit.

The date to determine the names of shareholders who are entitled to receive dividend payment (Record Date) is Tuesday, 7th March 2023 and the dividend payment date is scheduled on Friday, 21st April 2023, subject to the shareholders' approval to be obtained from this 2023 Annual General Meeting of Shareholders.

Comparison table of dividend payment for previous year:

Details of Dividend Payment	Year 2022 (year proposed for consideration)	Year 2021
1. Net profit of the parent company (THB million)	2,645.47	2,052.27
2. Number of shares (Million shares)	2,907.74	2,894.01
3. Basic earnings per share (THB/Share)	0.91	0.76
4. Total amount of annual dividend (THB/Share)	0.36	0.33
5. Total amount of dividend payment (THB million)	1,044.42	926.02
6. Proportion of dividend payment from net profit after deducting legal reserve (Percent)	41.56	47.50

Opinion of the Board: The Board of Directors deemed it appropriate to propose the shareholders' meeting to

(A) consider and approve the allocation of annual net profits as a legal reserve fund in the amount of THB 132,273,719 and

(B) consider and approve dividend payment from net profit for dividend payment for the performance in the second half of the 2022 year at the rate of THB 0.16 per share, totaling THB 465.24 million. After combining such amount with the interim dividend payment of the entire year of 2022 (at the rate of THB 0.20 per share), the total sum of the 2022-year dividend will be THB 0.36 per share, amounting to approximately THB 1,044.42 million. The date to determine the names of shareholders who are entitled to receive dividend (Record Date) is Tuesday, 7th March 2023. The dividend payment date is scheduled on Friday, 21st April 2023.

Voting Requirement: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 4: To consider and approve the appointment of directors in replacement of those who are due to retire by rotation.

Facts and Rationale: Article 20 of the Company's Articles of Association provides that the Board of Directors shall comprise no fewer than 5 persons and no more than 12 persons, and Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 22 of the Articles of Association provide that at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closet to one-third shall vacate from office. In the first and second year after the registration of the Company, unless otherwise agreed among the directors, the directors who will vacate shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate, and that a director who vacates office may be re-elected. Currently, the Company has 12 directors and in this 2023 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- | | | |
|----|-----------------------------------|----------------------|
| 1. | Mrs. Vilai Chattanrassamee | Independent Director |
| 2. | Mr. Surin Chiravisit | Independent Director |
| 3. | Pol. Gen. Visanu Prasatthongosoth | Independent Director |
| 4. | Mr. Niwat Adirek | Director |

In nominating directors, during the period from 31st August 2022 to 31st December 2022, the Company has invited its shareholders, via the Stock Exchange of Thailand and on the Company's website, to propose the persons they deem appropriate with qualifications to be nominated and further propose them to the shareholders' meeting for their election as directors. After such invitation period had lapsed, no person was proposed by the shareholders to be nominated as directors.

The Board of Directors has nominated the directors by cautiously and thoroughly considering those persons with knowledge, capability, experience and a good professional track record, leadership, broad vision, including moral principles and ethics, a good attitude toward the organization, as well as being able to devote their time in the interests of the Company's business operation. In addition, the Board of Directors also took into account the diversity of the Board of Directors structure and has conducted a board skills matrix to list down the qualifications of the director to be nominated by taking into consideration the necessary skills which are lacking,

qualifications suitable and in line with the composition and structure of the Board of Directors in accordance with the business strategy of the Company and the continuity for the Company's operation, as well as the directors listed in the Thai Institute of Directors' forum, the independence of the independent directors concerning their effectiveness to perform duties, including that such independent directors must be able to provide opinions on an independent basis and in accordance with the relevant rules and regulations regarding nomination of directors. All such factors are considered in nominating directors with transparent process in order to build up confidence of the shareholders.

The Board of Directors, excluding the directors who have the conflict of interest, agreed with the Nomination and Remuneration Committee (NRC) to propose the shareholders' meeting to approve the appointment of 2 directors who are due to retire by rotation to be re-appointed as the directors for another term, namely:

- 1) Pol. Gen. Visanu Prasatthongsoth Independent Director
- 2) Mr. Niwat Adirek Director

and to propose to elect two new directors to replace the directors who are retired by rotation, namely:

- 1) Mr. Suthep Wongvorazathe Independent Director
- 2) Pol.Lt.Gen. Chaiwat Chotima Independent Director

The details regarding brief biographies of the abovementioned persons are set out in attachment (**Enclosure 2**).

Opinion of the Board: The Board of Directors, excludes the directors who have the conflict of interest, agreed with the Nomination and Remuneration Committee (NRC) to propose the shareholders' meeting to consider and approve the re-appointment of those two directors who are retired by rotation, namely 1) Pol. Gen. Visanu Prasatthongsoth 2) Mr. Niwat Adirek to be directors of the Company for another term and to propose to elect two new directors to replace the directors who retired by rotation, namely, 1) Mr. Suthep Wongvorazathe and 2) Pol.Lt.Gen. Chaiwat Chotima.

After the appointment of the proposed directors, there shall be the total number of 12 directors, which is not exceeding the maximum number of directors allowed under the Company's Articles of Association.

Voting Requirement: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5: To consider and approve the directors' remuneration for 2023.

Facts and Rationale: Section 90 of the Public Limited Companies Act B.E. 2535 (1992) states that “the payment of remuneration of directors shall be in accordance with the resolution of the shareholders’ meeting based on a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting”.

According to the remuneration policy for directors, the Company will, with transparent process and build up confidence of the shareholders, take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business which are listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to perform their duties with having quality and capable of performing their duties in order to achieve the target according to business directions as set by the Company.

The Nomination and Remuneration Committee (NRC) has determined the remuneration of the directors for the year 2023 by referring to the directors’ remuneration policy of the Company and to the good corporate governance including comparing the remuneration with the average remuneration rate of other listed companies based on the survey report of the directors remuneration of the listed companies prepared by the Thai Institute of Directors, including the business expansion and the growth of the operational results of the Company and the current economic situation. As a result, the Nomination and Remuneration Committee (NRC) deemed it appropriate that the directors’ remuneration for the year 2023 shall be as follows:

1. Monthly remuneration and meeting allowance

	Monthly Remuneration (Baht/person)		Meeting Allowance (Baht/person/time) (Only for directors who attend the meeting)	
	2023 (year proposed for consideration)	2022	2023 (year proposed for consideration)	2022
The Board of Directors (Remain unchanged, as the same rate as 2016 - 2022)	30,000	30,000	30,000	30,000

Remuneration of sub-committees : view that it is appropriate to propose to the Annual General Meeting of Shareholders to approve the increase of the monthly remuneration of the Audit committee from 10,000 baht per month to 20,000 baht per month.

In this regard, the meeting allowance of the Audit Committee and other sub-committees remain unchanged, as the same rate as 2016 – 2022. The comparison table is as follows:

The Sub-Committees	Monthly Remuneration (Baht/person)		Meeting Allowance (Baht/person/time) (Only for directors who attend the meeting)	
	2023 (year proposed for consideration)	2022	2023 (year proposed for consideration)	2022
1. The Audit Committee	20,000 (proposed Change)	10,000	15,000	15,000
2. The Nomination and Remuneration Committee	-	-	15,000	15,000
3. The Enterprise-wide Risk Management Committee	-	-	15,000	15,000
4. The Corporate Governance Committee	-	-	15,000	15,000
5. Investment Committee	-	-	15,000	15,000

The Chairman of the Board of Directors and the Chairman of the Sub-Committees shall receive monthly remuneration and meeting allowances higher than other members of such Board of Directors and the Sub-Committees by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than other members of the Board of Directors by 12.5 percent.

2. Directors' bonus (remained the same rate as 2016 - 2022)

The directors' bonus will be paid at the rate of 0.75 percent of the net profits but not exceeding THB 3,000,000 per 1 director and shall be calculated proportionately by taking into consideration of each one's actual periods of being the director. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall receive a bonus higher than those members at the rate of 25 percent and 12.5 percent, respectively.

In addition, there were other necessary and actual expenses incurred by the Company due to the necessity in the performance of duties of the directors as detailed in the Form 56-1 One Report 2022 under topic “Directors’ Remuneration”.

Other benefits: - None –

Remarks: The details of the Sub-Committees’ scope of duties and the policy on determination of director’s remuneration are set out in the Form 56-1 One Report 2022 under topic “Organization Structure” (**Enclosure 1**).

Opinion of the Board: The Board of Directors has considered, taking into account the opinions of the Nomination and Remuneration Committee (NRC), the Board of Directors deemed it appropriate to propose the shareholders’ meeting to approve the director’s remuneration for the year 2023 as proposed.

Voting Requirement: The resolution on this agenda item shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

Agenda Item 6: To consider and approve the appointment of the auditor and determination of the audit fee in the year of 2023.

Facts and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 (1992) states that “The annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the Company every year. In appointing the auditor, the former auditor may be reappointed.”

In selecting the auditor for year 2023, the Audit Committee has taken into account the past performance, experience, and readiness of the auditor, an accepted standard in their working performance, as well as the audit fee proposed by the auditor whereby the consideration of such fee has taken into account the higher inflation rate and the increase of the Company’s transaction. The Audit Committee deemed it appropriate to appoint

- 1) Mr. Sakda Kaotanthong, Certified Public Accountant Registration No. 4628 (Number of year which he is auditor for the Company: 3 year), or
- 2) Mr. Waiyawat Kosamamchaiyakij, Certified Public Accountant Registration No. 6333 (Number of year which he is auditor for the Company: 2 years), or
- 3) Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068 (Number of year which he is auditor for the Company: none)

(Details of brief Biographies of these 3 persons are set out in the attachment (**Enclosure 3**)) of KPMG Phoomchai Audit Ltd. as the auditor for the year 2023 of the Company as well as

to determine that the 2023 audit fee is THB 1,300,000, increased from the year 2022 approximately 2.60 percent, excluding other actual Miscellaneous expenses which will be incurred during the provided service such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc., but those expenses will be limited to not exceeding 8 percent of the audit fee VAT and the remuneration for examining compliance with the conditions of BOI certificate.

The comparison detail of the remuneration paid to KPMG Phoomchai Audit Ltd. in the previous year are as follows:

Auditor Remuneration	2023 (year proposed for consideration)	2022
Audit Fee ^❶	THB 1,300,000	THB 1,267,000

Remark:

- ❶ The Audit Fee does not include any actual expenses which will be incurred during the provided services such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc. whereby such expenses shall be limited to not exceeding 8 percent of the audit fee.
- ❷ Non-Audit Fee includes certification fee for 2 BOI certificates, THB 40,000 for each certificate, totaling THB 80,000.

In this regard, KPMG Phoomchai Audit Ltd, and the auditors according to the list proposed above has no conflict of interest in the Company, the Company's subsidiaries, or with the executives, major shareholder, or any person in relation to them. Moreover, it provides performance standards which is accepted in the international standard and has good knowledge and understanding in the Company's business. Therefore, these factors ensure that the Company's audit will be proceeded in a timely, qualified, and reliable manner. KPMG Phoomchai Audit Ltd. and its overseas branch are the auditors, directly and indirectly, of the 18 subsidiaries of the Company for the year 2023. Some of the subsidiaries (most of them having no complicated transactions for preparation of consolidated financial statements) engaged other auditors from other office. The selection of auditor of each company will be considered by mainly taking into account the service quality and audit fee. The Board of Directors and the Audit Committee will supervise to ensure that the financial statements are timely prepared. (This excludes the overseas subsidiaries where the financial statements are not required by law to be audited.)


Opinion of the Board: The Board of Directors has considered, taking into account the opinions of the Audit Committee, and deemed it appropriate to propose the shareholders' meeting to approve the appointment of Mr. Sakda Kaotanthong, Certified Public Accountant Registration No. 4628, or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333, or Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2023 as well as to determine the audit fee at THB 1,300,000. In this regard, such audit fee does not include other actual Miscellaneous expenses (Which will be incurred during the provided service such as travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, etc., but those expenses will be limited to not exceeding 8 percent of the audit fee) VAT and the remuneration for examining compliance with the conditions of BOI certificate.

Voting Requirement: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 7: To consider and approve the amendment/Additional to Article 15, Article 18, Article 27, Article 29, Article 39 and Article 44 of the Articles of Association of the Company

Facts and Rationale: As the relevant regulatory agencies have announced the amendment to laws, announcements, or orders, which is an external factor that results in the non-compliance of the Company's Article of Associations with the updated law, including the fact that the Company has changed its logo. Therefore, the Company deems it appropriate to propose the amendment to Article 15, Article 18, Article 27, Article 29, Article 39, and Article 44 of the Articles of Association of the Company to be up-to-date and completely comply with the provisions of the law including the current practices of regulators and in accordance with the standards of the company listed on the Stock Exchange of Thailand. The Company still emphasizes good corporate governance and the rights of shareholders.

The essence of the amendment to the Articles of Association of the Company can be summarized as follows:

Revision topics	The essence and reason for the proposed amendment
<p>1.) Amendment/adding language to be in line with the amendment in laws, announcements, and orders, totaling 5 clauses, i.e., Articles 15, 18, 27, 29, and 39.</p>	<p>Amend to comply with the Public Limited Companies Act (No. 4) B.E. 2565(2022), published in the Royal Thai Government Gazette on 23rd May 2022, with effect from the day following the date of its publication in the Royal Thai Government Gazette (24th May 2022), and Announcement of the Department of Business Development, Ministry of Commerce. The main points that have been amended / added can be summarized as follows:</p> <p>1.) Amendments to Article 15, Article 29 and Article 39</p> <p>to enable the delivery of letters, or documents to the directors, shareholders or creditors of the Company and the advertisement messages of the Public Company Limited to be conducted by electronic means.</p> <p>Including the change to Article 29 about the timeframe of the delivery of the Board of Directors' meeting appointment letter to be in compliance with the amended law.</p> <p>2.) Amendment to Article 18 to facilitate shareholders to designate a proxy for the shareholders' meeting by electronic means as announced by the Department of Business Development, Ministry of Commerce.</p> <p>3.) Amendment to Article 27 to increase flexibility in managing Board meetings for greater efficiency. The new law stipulates that the vice-chairman or 2 directors may jointly call a meeting of the Board of Directors, in case the Chairman is absence or for whatsoever reason. Previously, only the Chairman of the board had the right to call the meeting of the board of directors.</p>
<p>2.) Amendment to the Company's seal in Article 44</p>	<p>Amendment to the Company's seal replacing the current logo with the new logo.</p> <p>44. The Company's seal shall be the following affixed seal.</p> <div data-bbox="903 1839 1209 2024" data-label="Image">  </div>

Shareholders may consider further details in the comparison table of the current version and the new draft of the Company's Articles of Association, together with the rationale for such amendment pursuant to (**Enclosure 4**).

Additionally, to facilitate the registration of the new Articles of Association of the Company with the Department of Business Development, Ministry of Commerce, and for the compliance of the registrar's order, the Company deems it appropriate to authorize a person(s) to be designated by the Board of Directors or the Authorized Director of the Company to amend and/or add details or language in the Articles of Association pursuant to the registrar's order, provided that such amendment/ addition shall not affect the essence of the amendments/ additions to the Articles of Association aforesaid.

The board's opinion: The board views that it is appropriate to propose to the shareholders' meeting to approve the amendment / additional to the Company's Articles of Association.

Voting Requirement: The resolution on this agenda item shall be passed by votes of not less than three-fourths of the total number of votes of shareholders attending the Meeting and having the right to vote.

Agenda Item 8: To consider and approve the Provision of Intercompany Loan between BCPG Public Company Limited and its subsidiaries with Bangchak Corporation Public Company Limited and/or Bangchak Treasury Center Company Limited (BCTC) which is considered as a connected transaction.

Facts and Rationale: The Company and its subsidiaries would like to seek approval for entering into intercompany loan with Bangchak Corporation Public Company Limited and/or Bangchak Treasury Center Company Limited (BCTC), in order to increase efficiency in cash flow management, reduce financial costs and increase the returns from money management and financial cooperation within the Bangchak Group. The request for approval in this agenda is to enter into a intercompany loan agreement to predetermined the framework of borrowing and/or lending among the Bangchak Group within the amount of not exceeding THB 10,000 million or equivalent with the period of not more than 5 years and other conditions as the

details appear in **the Information Memorandum of the Intercompany Loan (Enclosure 5.1)**. In addition, the counter party of this transaction is a major shareholder and/or a subsidiary of the major shareholder of the Company, therefore, the transaction of entering into the intercompany loan is considered as a connected transaction in the category of giving and/or receiving financial assistance. The highest transaction size is equal to 56 percent when calculated based on the net tangible assets of the Company, according to the consolidated financial statements of the Company ended 31st December 2022 which have been audited by the auditor of the Company. Therefore, it is considered as a large size connected transaction which requires the Company to disclose the information memorandum and comply with the rules of the Notification on Connected Transactions, including the appointment of an independent financial advisor to provide opinions on the transaction. In this respect, the Board of Directors has resolved to appoint Silom Advisory Co., Ltd. as an independent financial advisor to provide opinions to the shareholders in approving the aforesaid connected transactions. **The Opinion Report of the Independent Financial Advisor is as per (Enclosure 5.2).**

Opinion of the Board: The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approved the transaction on the Provision of Intercompany Loan between the Company and its subsidiaries with Bangchak Corporation Public Company Limited (BCP) and/or Bangchak Treasury Center Co., Ltd. (BCTC) within the amount not exceeding 10,000 million baht or equivalent as presented in the agenda.

Voting Requirement: The resolution on this agenda item shall be passed by votes of not less than three-fourths of the total number of votes of shareholders attending the Meeting and having the right to vote, excluding the votes of the interested shareholders.

Agenda Item 9: Other business (if any)

Facts and Rationale: The Company has invited the shareholders to propose agenda for the 2023 Annual General Meeting of Shareholders during the period between

31st August 2022 to 31st December 2022 via the Stock Exchange of Thailand and on the Company's website. After such invitation period had lapsed, there was no agenda proposed by the shareholders.

In this regard, 7th March 2023 is scheduled as the date to record the names of the shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders. The Company published the Notice calling this Meeting and its supporting documents on its website at: www.bcpvgroup.com under the topic "Investor Relations/ Shareholders Information/ Shareholders' Meeting" that is [http://www.bcpvgroup.com/th/investor-relations/shareholder-information/ shareholders-meeting](http://www.bcpvgroup.com/th/investor-relations/shareholder-information/shareholders-meeting). If any shareholder wishes to have the Company clarified any issues in relation to above-proposed agenda, please send questions to the Company in advance via Email : ir@bcpvgroup.com or facsimile number +66 (0) 2335 8900.

The Company deems it appropriate to organize the 2023 Annual General Meeting of Shareholders only via electronic means (E – Meeting) in accordance with the Emergency Decree on Electronic Conferencing B.E. 2563 (2020) and relevant regulations. The Company would like to request the shareholders who wishes to attend the meeting via electronic means to proceed in accordance with the steps as shown in **(Enclosure 10)**.

Sincerely yours,

- Signed -


(Mr. Niwat Adirek)

Chief Executive Officer and President
and Secretary of the Board of Directors


The Office of Chief Executive Officer

Tel: +66 (0) 2335 8941


Biographies of the Proposed Directors

Name-Surname	Pol. Gen. Visanu Prasatthongsoth	
Type of Director to be Appointed	Independent Director	
Age	60 years old	
Nationality	Thai	
Education / Training <ul style="list-style-type: none"> Master of Business Administration, University of San Francisco, U.S.A. Master of Political Science, Sukhothai Thammathirat, Open University Bachelor of Arts (Economics), Vanderbilt University, U.S.A. Federal Bureau of Investigation (FBI) National Academy (NA - 174) Certificate, National Defence Course (NDC53), The National Defence College Certificate, Top Executive Program, Class 2, Capital Market Academy (CMA), Stock Exchange of Thailand Certificate, Director Accreditation Program (DAP 11/2004), Thai Institute of Directors (IOD) Certificate, Audit Committee Program (ACP 7/2005), Thai Institute of Directors (IOD) Certificate, Finance for Non-Finance Director (FND 19/2005), Thai Institute of Directors (IOD) Certificate, Corporate Governance for Capital Market Intermediaries (CGI 3/2015), Thai Institute of Directors (IOD) Certificate, Advance Audit Committee Program (AAP 20/2015), Thai Institute of Directors (IOD) 		
Experience <ul style="list-style-type: none"> 2020 – Present : Senior Inspector General, Royal Thai Police 2017 : Assistant Commissioner General, Royal Thai Police 		
Years as a Director	11 months 23 days (The director's term is started on 1 st February 2022) (Counted as of 23 rd January 2023)	
Shareholding in the Company	200,000 Common shares, - None - Warrants (as of date 23 rd January 2023)	
Relationship with executives /major shareholders of the company/ subsidiaries		None
Following relationship with the Company, parent company, subsidiaries, affiliates, or any juristic person which may conflict with the Company's beneficial interest at present or in the past 2 years		
<ul style="list-style-type: none"> Being the director that participate in the managing of the company, Being an employee or counselor, which receive monthly salary <ul style="list-style-type: none"> Being professional service provider Having significant business relationship 		<div style="text-align: center;">None</div> <div style="text-align: center;">None</div> <div style="text-align: center;">None</div>


Biographies of the Proposed Directors

Name - Surname Type of Director to be Appointed Age Nationality	Pol. Gen. Visanu Prasatthongsoth Independent Director 60 years old Thai	
Present Director Position <ul style="list-style-type: none"> • Other Listed Companies <ul style="list-style-type: none"> • Directors, Bangkok Airways Public Co., Ltd. • Independent Directors and Chairman of Audit Committee, Financia Syrus Securities Public Co., Ltd. • Independent Directors and Chairman of Nomination and Remuneration Committee Chewathai Public Co., Ltd. • Non-Listed Companies <ul style="list-style-type: none"> • Senior Inspector General, Royal Thai Police • Vice president, The Badminton Association of Thailand Under Royal Patronage of His Majesty the King • Directors, Thai Kodama Company Limited • Directors, BIRA PROPERTY Company Limited • Directors, Mae Aroon Company Limited • Directors, Modern Manu Company Limited 		
Rival business or Other businesses which may conflict with the Company's beneficial interest		None
Meeting Attendance of the Year 2022	<ul style="list-style-type: none"> • The Board of Directors 12/12 Times • The Enterprise-wide Risk Management Committee 7/7 Times 	


Biographies of the Proposed Directors

<div> <div>Name-Surname</div> <div>Mr. Niwat Adirek</div> </div> <div> <div>Type of Director to be Appointed</div> <div>Director</div> </div> <div> <div>Age</div> <div>64 years old</div> </div> <div> <div>Nationality</div> <div>Thai</div> </div>	
<div>Education / Training</div> <ul style="list-style-type: none"> Master's Degree, Electrical Power Engineering Rensselaer Polytechnic Institute, USA Bachelor's Degree, Engineering, Chulalongkorn University Directors Certification Program (DCP) Class 321/2022, Thai Institute of Directors Association (IOD) 	
<div>Experience</div> <ul style="list-style-type: none"> February 2022 : Chief Executive Officer and President, BCPG Public Company Limited July 2021 : President and Senior Executive Vice President Operation BCPG Public Company Limited January 2020 : Senior Executive Vice President Operation, BCPG Public Company Limited March - December 2019 : Advisor, Business Development, BCPG Public Company Limited 1997 – 2018 : Senior Executive Vice President, CLMVT Business Development : Senior Executive Vice President, International 2 Business Development : Executive Vice President, International Business Development : Senior Vice President, Business Development : Vice President, Business Development : Electricity Generating Public Company Limited (EGCO) 1991 – 1997 : Engineering Manager ItalThai Engineering Co., Ltd. 1980 – 1991 : Electric Engineer Electricity Generating Authority of Thailand (EGAT) 	
<div>Years as a Director</div> <div>11 months 23 days (The director's term is started on 1st February 2022) (Counted as of 23rd January 2023)</div>	
<div>Shareholding in the Company</div> <div>3,400 Common shares, 142 Warrants (as of date 23rd January 2023)</div>	
<div>Relationship with executives /major shareholders of the company/ subsidiaries</div> <div>None</div>	
<div>Following relationship with the Company, parent company, subsidiaries, affiliates, or any juristic person which may conflict with the Company's beneficial interest at present or in the past 2 years</div>	
<ul style="list-style-type: none"> Being the director that participate in the managing of the company, None Being an employee or counselor, which receive monthly salary <ul style="list-style-type: none"> Being professional service provider None Having significant business relationship None 	

Biographies of the Proposed Directors

<div> <div>Name-Surname</div> <div>Mr. Niwat Adirek</div> </div> <div> <div>Type of Director to be Appointed</div> <div>Director</div> </div> <div> <div>Age</div> <div>69 years old</div> </div> <div> <div>Nationality</div> <div>Thai</div> </div>	
<div>Present Director Position</div> <div> <div> <div>Other Listed Companies</div> <div>None</div> </div> <div> <div>Non-Listed Companies</div> <div> <div>Director, BCPG Indochina Company Limited</div> <div>Director, BSE Power Holdings (Thailand) Company Limited</div> <div>Director, Indochina Development Operation and Holdings Pte. Ltd.</div> <div>Director, BCPG Japan Corporation</div> <div>Director, BCPG Engineering Company</div> <div>Director, BCPG Wind Corporatief U.A.</div> <div>Director, PetroWind Energy Inc. (PWEI)Foundation</div> </div> </div> </div>	
<div>Rival business or Other businesses which may conflict with the Company's beneficial interest</div> <div>None</div>	
<div>Meeting Attendance of the Year 2022</div> <div> <div> <div>The Board of Directors</div> <div>12/12 Times</div> </div> <div> <div>The Enterprise-wide Risk Management Committee</div> <div>9/10 Times</div> </div> <div> <div>Investment Committee</div> <div>16/16 Times</div> </div> <div> <div>Corporate Governance Committee</div> <div>2/2 Times</div> </div> </div>	

Biographies of the Proposed Directors

Name-Surname Type of Director to be Appointed Age Nationality	Mr. Suthep Wongvorazathe Independent Director 73 years old Thai	
Education / Training <ul style="list-style-type: none"> Master of Business Administration, University of Wisconsin, USA Bachelor of Business Administration, University of Wisconsin, USA Director Accreditation Program (DAP48/2005), Thai Institute of Directors Association (IOD) 		
Experience <ul style="list-style-type: none"> 2012 – 2022 Director, Bangchak Corporation Public Company Limited. 2019 Director, HSH - Siam Chaophraya Holdings Company Limited 2003 - 2016 Chairman of Audit Committee and Independent Director, Chumporn Palm Oil Industry Public Company Limited 2010 - 2011 Chairman of the Executive Board, Export-Import Bank of Thailand 		
Years as a Director Nominated to be elected as a director for the first time.		
Shareholding in the Company - None - Common shares, - None - Warrants (as of date 23 rd January 2023)		
Relationship with executives /major shareholders of the company/ subsidiaries None		
Following relationship with the Company, parent company, subsidiaries, affiliates, or any juristic person which may conflict with the Company's beneficial interest at present or in the past 2 years		
<ul style="list-style-type: none"> Being the director that participate in the managing of the company 		None
<ul style="list-style-type: none"> Being an employee or counselor, which receive monthly salary <ul style="list-style-type: none"> Being professional service provider Having significant business relationship 		None None
Present Director Position		
<ul style="list-style-type: none"> Other Listed Companies: <ul style="list-style-type: none"> Chairman, Khonburi Sugar Public Company Limited Chairman, M.K. Real Estate Development Public Company Limited Chairman of the Nomination Committee OKEA ASA - Oslo Stock Exchange (OSE) 	<ul style="list-style-type: none"> Non-Listed Companies <ul style="list-style-type: none"> Chairman and Chairman of Executive Board, Thai Agro Exchange Company Limited Director, Asia Kangnam Company Limited Director, New Corp Company Limited 	
Rival business or Other businesses which may conflict with the Company's beneficial interest None		

Biographies of the Proposed Directors

Name-Surname	Pol. Lt. Gen. Chaiwat Chotima
Type of Director to be Appointed	Independent Director
Age	69 years old
Nationality	Thai

Education / Training	
<ul style="list-style-type: none">• Master degree in Political Science, New Mexico University, USA• Bachelor of Political Science, Thammasat University• Top Executive program, Capital Market Academy, class 15• Advance Security Management Program (ASMP), Class 3, The National Defence College• Diploma, The Joint State - Private Sector Course Class 19, The National Defence College• Advanced Police Administration Program , class 17, Institute of Police Administration Development• Conference concerning Narcotics and launder money Control in others countries i.e. USA, UK, Canada, Germany, Australia, Japan, Hong Kong etc.• Director Certification Program (DCP194/2014) Thai Institute of Directors (IOD)• Financial Statements for Directors (FSD26/2014) Thai Institute of Directors (IOD)• Certificate, Executive Program in Energy Literacy for a Sustainable Future, Class 7, Thailand Energy Academy (TEA)• Top Executive Program, Class 15, Capital Market Academy (CMA), Stock Exchange of Thailand	
Experience	
<ul style="list-style-type: none">• 2014 – 2022 Director, Bangchak Corporation Public Company Limited.• 2011 Commissioner , Narcotics Suppression Bureau• 2010 Inspector-General (Inspection Division 8)	
Years as a Director	Nominated to be elected as a director for the first time.
Shareholding in the Company - None - Common shares, - None - Warrants (as of date 23rd January 2023)	
Relationship with executives /major shareholders of the company/ subsidiaries	
None	
Following relationship with the Company, parent company, subsidiaries, affiliates, or any juristic person which may conflict with the Company’s beneficial interest at present or in the past 2 years	
<ul style="list-style-type: none">• Being the director that participate in the managing of the company,• Being an employee, contractor or counselor, which receive monthly salary<ul style="list-style-type: none">• Being professional service provider• Having significant business relationship	<div>None</div> <div>None</div> <div>None</div>
Present Director Position	
<ul style="list-style-type: none">• Other Listed Companies:<div>None</div>	<ul style="list-style-type: none">• Non-Listed Companies<ul style="list-style-type: none">• Vice President and Secretary, Thailand Boxing Association• Vice Chairman, Asian Boxing Confederation (ASBC)
Rival business or Other businesses which may conflict with the Company’s beneficial interest	
None	

Biographies of the Proposed Auditors

Mr. Sakda Kaotanthong	
Education, Licenses and Certificates	<ul style="list-style-type: none"> ● Bachelor of Accounting, Thammasat University ● Master of Science in Accounting, Thammasat University ● Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University ● SEC licensed auditor, CPA No. 4628
Experience	<p>Mr. Sakda is KPMG in Thailand's Chief Administrative Officer and Audit Partner. He has more than 30 years of extensive experience across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. He is also involved in various services apart from audit, including the full scope of IFRS conversion and merger and acquisition projects. Mr. Sakda's experience in audit services spans various industries, such as industrial market including energy and consumer market and retail. He has provided service to both local and multinational clients, especially Japanese clients and listed companies.</p>

Mr. Waiyawat Korsamarnchaiyakij	
Education, Licenses and Certificates	<ul style="list-style-type: none"> ● Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology ● Master degree Financial Accounting from Chulalongkorn University ● Diploma in auditing, Thammasat University ● Certificate on taxation and principles of accounting, Ramkhamhaeng University ● SEC licensed auditor, CPA No. 6333
Experience	<p>Mr. Waiyawat is an audit partner at KPMG Thailand and has over 26 years of experience in public accounting, including a year secondment program at KPMG office in Singapore. He has managed complex audits for clients in a variety of industries, primarily in the energy and natural resources, power and utility, industrial market and financial services. He is also specialized in IFRS engagements.</p>

Biographies of the Proposed Auditors

Mr. Charoen Phosamritlert	
Education, Licenses and Certificates	<ul style="list-style-type: none"> ● Bachelor of Accounting, Bangkok University ● Master of Business Administration, Chulalongkorn University ● Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University ● TLCA Leadership Development Program (LDP), Thai Listed Companies Association ● SEC and BOT licensed auditor, CPA No. 4068
Experience	<p>Mr. Charoen is a Chief Executive Officer (CEO) of KPMG in Thailand, Myanmar and Laos. He has more than 30 years of experience providing audit and business advisory services. He is with extensive experiences in variety of industries, primarily in consumer Markets, telecommunications and media, industrial markets, and also covering multinational and listed companies. He is part of the overseas teams for the audit of national clients listed in Foreign Stock Exchanges and coordinator for the global audit of U.S. based clients doing business in Thailand and Asia Pacific. Furthermore, he is involved in merger and acquisition projects on a regular basis. Also, he frequently does for Public Speaking as a guest speaker to many business events.</p>

Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>Article 15.</p> <p>In convening the shareholders' meeting, the Board of Directors shall issue Meeting Appointment Letter specifying venue, time, date and agenda of the meeting, and matters which will be proposed to the meeting, and details as deemed appropriate. The agenda shall be specified to be the matter proposed for acknowledgement, for approval or for consideration, as well as opinion of the director in the said matter. The said letter shall be delivered to the shareholders and registrar at least seven (7) days prior to meeting date for acknowledgment. The meeting appointment notice shall be advertised in newspaper for three (3) consecutive days and at least three (3) days prior to the meeting date.</p> <p>The meeting venue may be specified to be other venue apart from the locality which is the location of the Company's head office or nearby provinces.</p>	<p>Article 15.</p> <p>In convening the shareholders' meeting, the Board of Directors shall issue Meeting Appointment Letter specifying venue, time, date and agenda of the meeting, and matters which will be proposed to the meeting, and details as deemed appropriate. The agenda shall be specified to be the matter proposed for acknowledgement, for approval or for consideration, as well as opinion of the director in the said matter. The said letter shall be delivered to the shareholders and registrar at least seven (7) days prior to meeting date for acknowledgment. The meeting appointment notice shall be advertised in newspaper <u>or via electronic means or another means as prescribed by law</u> for three (3) consecutive days and at least three (3) days prior to the meeting date.</p> <p>The meeting venue may be specified to be other venue apart from the locality which is the location of the Company's head office or nearby provinces.</p> <p><u>The delivery of meeting appointment letter stipulated in the first paragraph may be made via electronic means or another means as prescribed by law.</u></p>	<p>For the compliance with the Public Company Limited Act:</p> <ul style="list-style-type: none"> ➤ Section 6 regarding the advertisement via electronic means; and ➤ Section 7/1 regarding the delivery of letter or documents via electronic means

Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>Article 18.</p> <p>In the shareholders' meeting, the shareholder may authorize other person with full age to attend the meeting and vote in lieu of him/her in the meeting. Power of Attorney shall be dated and affixed with the signature of the authorizing shareholder in the form determined by the registrar.</p> <p>This Power of Attorney shall be delivered to the Chairman of the Board or the person entrusted by the Chairman of the Board at the meeting venue prior to meeting attendance of the proxy.</p>	<p>Article 18.</p> <p>In the shareholders' meeting, the shareholder may authorize other person with full age to attend the meeting and vote in lieu of him/her in the meeting. Power of Attorney shall be dated and affixed with the signature of the authorizing shareholder in the form determined by the registrar.</p> <p>This Power of Attorney shall be delivered to the Chairman of the Board or the person entrusted by the Chairman of the Board at the meeting venue prior to meeting attendance of the proxy.</p> <p><u>The authorization may be made via another means as prescribed by law, including via electronic means.</u></p>	<p>For the compliance with the Public Company Limited Act:</p> <p>Section 102 regarding the authorizing of proxy for the shareholders' meeting via electronic means</p>

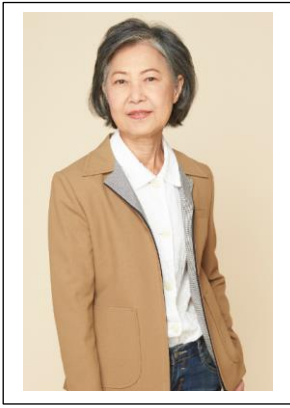
Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>Article 27.</p> <p>The Chairman of the Board shall call the board of directors' meeting.</p> <p>At least two (2) directors may request the Chairman of the Board to call the board of directors' meeting. In the event of request by at least two directors, the Chairman of the Board shall schedule the meeting date within fourteen (14) days from the requested date.</p> <p>The secretary of the Board shall notify to make the appointment of the Board of Directors as entrusted by the Chairman of the Board.</p>	<p>Article 27.</p> <p>The Chairman of the Board shall call the board of directors' meeting.</p> <p><u>If it is reasonable or for the protection of the Company's benefit,</u> at least two (2) directors may request the Chairman of the Board to call the Board of Directors' meeting <u>and they shall propose the meeting agenda to the Chairman.</u> In the event of request by at least two directors, the Chairman of the Board shall <u>call and</u> schedule the meeting date within fourteen (14) days from the requested date.</p> <p><u>In the event that the Chairman does not proceed in accordance with paragraph 2, the requesting directors may jointly call and schedule the meeting date to consider the proposed agenda within fourteen (14) days following the end of such 14-day period mentioned in the second paragraph.</u></p> <p><u>In the absence of a Chairman, the Vice Chairman shall call the Board of Directors' meeting. In case the Vice Chairman is absence, any two directors may jointly call the Board of Directors' meeting.</u></p> <p>The secretary of the Board shall notify to make the appointment of the Board of Directors as entrusted.</p>	<p>For the compliance with the Public Company Limited Act:</p> <ul style="list-style-type: none"> ➤ Section 81 regarding the call of Board of Directors' meeting; and ➤ Section 81/1 regarding the call of Board of Directors' meeting in case the Chairman is absence

Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>Article 29.</p> <p>In calling the board of directors' meeting, a meeting appointment letter shall be delivered to the directors or representative of the director at least seven (7) days prior to the meeting date. Unless in the event of necessity and urgency to preserve the rights or benefits of the Company, the meeting notice can be performed by other means and schedule an earlier meeting date.</p>	<p>Article 29.</p> <p>In calling the Board of Directors' meeting, a meeting appointment letter shall be delivered to the directors or representative of the director <u>at least three (3) days prior to the meeting date</u>. Unless in the event of necessity and urgency to preserve the rights or benefits of the Company, the meeting notice can be performed by other means and schedule an earlier meeting date.</p> <p><u>The delivery of the meeting appointment letter for the Board of Directors' meeting, including the enclosure thereof, may be made via electronic means or another means as prescribed by law.</u></p>	<p>For the compliance with the Public Company Limited Act:</p> <ul style="list-style-type: none"> ➤ Section 6 regarding the advertisement via electronic means; ➤ Section 7/1 regarding the delivery of letter or documents via electronic means; and ➤ Section 82 regarding the delivery of a meeting appointment letter for the Board of Directors' meeting.

Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>Article 39.</p> <p>The annual dividend payment shall be made only under resolution of the shareholders' meeting.</p> <p>Subject to Article 40., dividend is not prohibited to be apportioned from other type of money apart from profit. In the event where the Company has still earned retained deficit, dividend apportionment is prohibited.</p> <p>Dividend for ordinary shares shall be apportioned based on number of shares in equal dividend per share.</p> <p>The Board of Directors may periodically pay interim dividend to the shareholders only if deemed appropriate that the Company generates adequate profit for such payment. The said resolution of the Board of Directors must consist of votes at least three-fourth of the number of directors who attend the meeting. The next shareholders' meeting shall be reported for acknowledgement.</p> <p>The dividend payment shall be made within one (1) month from the resolution date of the meeting of the shareholders or of the board of directors as the case may be. The written notice for such dividend payment shall be delivered to the shareholders and advertised in newspaper within one (1) month from the approval date of the meeting of the shareholders or of the board of directors.</p>	<p>Article 39.</p> <p>The annual dividend payment shall be made only under resolution of the shareholders' meeting.</p> <p>Subject to Article 40., dividend is not prohibited to be apportioned from other type of money apart from profit. In the event where the Company has still earned retained deficit, dividend apportionment is prohibited.</p> <p>Dividend for ordinary shares shall be apportioned based on number of shares in equal dividend per share.</p> <p>The Board of Directors may periodically pay interim dividend to the shareholders only if deemed appropriate that the Company generates adequate profit for such payment. The said resolution of the Board of Directors must consist of votes at least three-fourth of the number of directors who attend the meeting. The next shareholders' meeting shall be reported for acknowledgement.</p> <p>The dividend payment shall be made within one (1) month from the resolution date of the meeting of the shareholders or of the Board of Directors as the case may be. The notice for such dividend payment shall be delivered to the shareholders <u>by written notice, electronic means or another means as prescribed by law</u> and advertised in newspaper, <u>or advertised via electronic means or another means as prescribed by law</u>, within one (1) month from the approval date of the meeting of the shareholders or of the Board of Directors.</p>	<p>Amend in accordance with law governing public limited companies.</p> <p>➤ Article 6 Advertise via electronic method and</p> <p>➤ Article 7/1 The notice calling for the meeting send via electronic method.</p>

Table Comparing the Amendments of the Articles of Association of The Company		Reason of the Amendments
Existing Provision	New Provision	
<p>44. The Company's seal shall be the following affixed seal.</p> 	<p>44. The Company's seal shall be the following affixed seal.</p> 	<p>Amend to the Company's seal using the current logo to replace the original logo</p>

Profile of Independent Directors for Proxy *



1. Name : **Mrs. Vilai Chattanrassamee**
 Position in the Company : Independent Director,
 Chairperson of Audit Committee,
 Member of Nomination and Remuneration Committee
 Age : 69 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakonong,
 Phrakonong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



2. Name : **Surin Chiravisit**
 Position in the Company : Independent Director,
 Member of Audit Committee,
 Member of Nomination and Remuneration Committee
 Age : 75 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakonong,
 Phrakonong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



3. Name : **Mr. Theeraj Athanavanich**
 Position in the Company : Independent Director,
 Member of Audit Committee
 Age : 59 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakonong,
 Phrakonong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



4. Name : **General Kanit Sapitaks**
 Position in the Company : Independent Director,
 Chairperson of Nomination and Remuneration Committee
 Age : 72 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakonong,
 Phrakonong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None

Profile of Independent Directors for Proxy *



5. Name : **General Ongard Pongsakdi**
 Position in the Company : Independent Director,
 Chairperson of Corporate Governance Committee
 Age : 71 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakanong,
 Phrakanong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



6. Name : **General Sakda Niemkham**
 Position in the Company : Independent Director,
 Member of Corporate Governance Committee
 Age : 64 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakanong,
 Phrakanong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



7. Name : **Mr. Thaworn Ngamganokwan**
 Position in the Company : Independent Director,
 Member of Enterprise-wide Risk Management Committee
 Age : 66 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakanong,
 Phrakanong, Bangkok 10260
 Conflict of Interest in the Agenda : None
 Special Conflict of Interest : None



8. Name : **Police General Visanu Prasartthongsoth**
 Position in the Company : Independent Director,
 Chairperson of Enterprise-wide Risk Management Committee
 Age : 60 years old
 Contacting Address : BCPG Public Company Limited
 No. 2098, Sukhumvit Road, South Phrakanong,
 Phrakanong, Bangkok 10260
 Conflict of Interest in the Agenda : Agenda item 4: To consider and approve the
 appointment of directors in replacement of those
 who are due to retire by rotation because Pol. Gen.
 Visanu is the director who is due to retire by
 rotation and is nominated to be appointed as a
 director of the Company for another term.
 Special Conflict of Interest : None

***Remark** The Company has set the qualification and definition for the Company's Independent Directors regarding shareholding which is more stringent than required by law (the legal requirement at the maximum of not exceeding 1% of the total eligible voting shares). The qualifications of Independent Directors are as follows:

1. **Not holding more than 0.5 percent** of the total eligible voting shares of the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company. In this regard, the shareholding held by related persons to such independent director shall be counted.
2. Not being or having been a director participating in management role, an employee, a staff, an advisor who receives a regular salary or a controlling person of the Company, parent companies, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling persons of the Company unless he/she ceases to have such restriction for not less than 2 years before his/her appointment. This restriction excludes the case that he/she was a government official or advisor of the government agency which is a major shareholder or controlling person of the Company.
3. Not having or having had blood relationship with or relationship by legal registration as the father, mother, spouse, sibling, and child including spouse of child, of other directors, executives, major shareholders, controlling persons or person(s) who is nominated to be the director, executives, or controlling persons of the Company or subsidiaries.
4. Not having or having had no business relationship with the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company that would impede his/her independent discretion. Not being or having been a significant shareholder or controlling person of a person who has business relationship with the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company, unless he/she ceases to have such restriction for not less than 2 years before his/her appointment.
5. Not being or having been an auditor of the Company, parent companies, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. Not being the significant shareholders, controlling persons, or partners of an audit firm where it is the auditor of the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company is working for, except he/she ceases to have such restriction for not less than 2 years before his/her appointment.
6. Not being or having been a professional service provider including legal advisor or financial advisor who receives service fee exceeding THB 2,000,000 a year from the Company, parent companies, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. Not being a significant shareholder, controlling person, or a partner of such service provider firm, except he/she ceases to have such restriction not less than 2 years before his/her appointment.
7. Not being a director appointed as a representative of Company's directors, major shareholders or shareholder who is a related person of the major shareholders of the Company.
8. Not undertaking any businesses having the nature of which is the same as the Company or its subsidiaries and is competitive with the business of the Company or subsidiaries or not being a significant partner in the partnership, or a director who is involved in the company management, an employee, a staff member, an advisor who receives regular salary or a shareholder holding more than 1 percent of total eligible voting shares of the other companies having the business nature which is the same as the Company or its subsidiaries and is competitive with business of the Company or subsidiaries.
9. Not having any characteristics that cause incapability of such independent directors to provide independent opinion on the operation of the Company.



Proxy Form A

Enclosure 7

(Duty Stamp 20 Baht)

Shareholder's Registration No. _____ Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Address _____

(2) being a shareholder of **BCPG Public Company Limited ("the Company")**

holding the total amount of _____ shares and are entitled to vote equal to _____ votes as follows:

☐ ordinary share _____ shares and are entitled to vote equal to _____ votes

☐ preference share _____ shares and are entitled to vote equal to _____ votes

(3) Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in Enclosure 4)

☐ 1. Name _____ age _____ years
residing at _____ or

☐ 2. Name _____ age _____ years
residing at _____ or

☐ 3. Name _____ age _____ years
residing at _____

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Monday, 10th April 2023 at 13:30 hrs., convening via electronic means (E – Meeting) or on such other date and at such other place as may be adjourned or changed.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects.

Signature _____ Proxy Grantor

()

Signature _____ Proxy Holder

()

Signature _____ Proxy Holder

()

Signature _____ Proxy Holder

()

Remark

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

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Proxy Form B

Enclosure 7
(Duty Stamp 20 Baht)

Shareholder's Registration No. _____ Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Address _____

(2) being a shareholder of **BCPG Public Company Limited ("the Company")**
holding the total amount of _____ shares and are entitled to vote equal to _____ votes as follows:

☐ ordinary share _____ shares and are entitled to vote equal to _____ votes

☐ preference share _____ shares and are entitled to vote equal to _____ votes

(3) Hereby appoint (The shareholder may appoint the representatives who are of juristic age or independent director of the Company of which details as in **Enclosure 4**)

☐ 1. Name _____ age _____ years

residing at _____ or

☐ 2. Name _____ age _____ years

residing at _____ or

☐ 3. Name _____ age _____ years

residing at _____

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Monday, 10th April 2023 at 13:30 hrs., convening via electronic means (E – Meeting) or on such other date and at such other place as may be adjourned or changed.

I/We therefore would like to vote for each agenda item as follows:

Agenda 1 To acknowledge the Board of Directors' report on 2022 performance statement.

Agenda 2 To consider and approve Financial Statements for the year ended 31st December 2022.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve allocation of profits for Legal reserved fund and for dividend payment.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ To elect directors as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ To elect each director individually
- 1) Name Pol. Gen. Visanu Prasatthongosoth
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2) Name Mr. Niwat Adirek
- ☐ Approve ☐ Disapprove ☐ Abstain
- 3) Name Mr. Suthep Wongvorazathe
- ☐ Approve ☐ Disapprove ☐ Abstain
- 4) Name Pol. Lt. Gen. Chaiwat Chotima
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the directors' remuneration in the year of 2023.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the appointment of the auditor and determination of audit fee in the year of 2023.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the amendment/Additional to Article 15, Article 18, Article 27, Article 29, Article 39 and Article 44 of the Articles of Association of the Company.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the Provision of Intercompany Loan between BCPG Public Company Limited and its subsidiaries with Bangchak Corporation Public Company Limited and/or Bangchak Treasury Center Co., Ltd. (BCTC) which is considered as a connected transaction.

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 Other business (if any).

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain



- (5) Vote of the Proxy in any Agenda which is not in accordance with this Proxy Form shall be invalid and shall not be the vote of the Shareholder.
- (6) In case I/We do not specify the authorization in any agenda, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signature_____Proxy Grantor
()

Signature_____Proxy Holder
()

Signature_____Proxy Holder
()

Signature_____Proxy Holder
()

Remark

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.





Regular Continued Proxy Form B.

Granting of power to a proxy as a shareholder of BCPG Public Company Limited in respect of
Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023
Annual General Meeting of Shareholders on Monday, 10th April 2023 at 13:30 hrs., convening via
electronic means (E – Meeting) or on such other date and at such other place as may be
adjourned or changed.

Agenda No

Subject:

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as
deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No

Subject:

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as
deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No

Subject:

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as
deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No

Subject:

- ☐ (a) The Proxy is entitled to consider and vote on my/our behalf as
deem appropriate.
- ☐ (b) The Proxy shall vote in accordance with my/our intention as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda No

Subject: Election of Directors (Continued)

- (1) Name _____
☐ Approve ☐ Disapprove ☐ Abstain
- (2) Name _____
☐ Approve ☐ Disapprove ☐ Abstain
- (3) Name _____
☐ Approve ☐ Disapprove ☐ Abstain
- (4) Name _____
☐ Approve ☐ Disapprove ☐ Abstain
- (5) Name _____
☐ Approve ☐ Disapprove ☐ Abstain

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The Company's Articles of Association with regard to the Shareholders' Meetings

Article 13. The Board of Directors must hold the shareholders' meeting as Annual General Meeting of Shareholders within four (4) months from ending date of the Company's accounting year.

The shareholders' meeting in other occasion apart from the aforesaid shall call "Extraordinary Meeting". The Board of Directors shall call the shareholders' meeting as extraordinary meeting whenever depending upon its appropriate consideration, or when a shareholder or any of the shareholders with total counted number of shares at least ten (10) percent of total number of sold shares have jointly signed to issue the letter for requesting. the Board of Directors to convene the shareholders' meeting as extraordinary meeting, clearly specifying issue, reason and purpose of the request to convene the shareholders' meeting. In case of the shareholders' request, the Board of Directors must hold the shareholders' meeting within forty five (45) days from the received date of letter from shareholders.

Article 14. The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider the report of the board of directors concerning the Company's business during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund;
- (4) To consider and appoint the directors to replace the directors who have retired from office upon the expiration of their term of office;
- (5) To consider and determine the directors' remuneration;
- (6) To consider and appoint an auditor and determine the auditor's remuneration;
- (7) To consider other matters.

Article 15. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date.

A meeting of shareholders can be held in other places, other province in which the Company's head office is situated or any other location nearby province.

Article 16. At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

In the case that, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

Article 17. The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If the Vice-Chairman of the board of directors is not present at the meeting or cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 18. At a shareholders' meeting, a shareholder may assign any other person who is *sui juris* to attend and vote on his/her behalf. A proxy form shall be dated and signed by the principal and shall comply with the form as prescribed by the registrar. The proxy form must be submitted to the Chairman of the board of directors or other person designated by the Chairman, at the meeting venue before the proxy attending the meeting.

Article 19. In casting votes at a shareholders' meeting, each share shall have one (1) vote. The resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the Chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
 - (b) To acquire or accept the transfer of a business of other companies or private companies by the Company;
 - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
 - (d) To amend the Memorandum of Association or the Articles of Association of the Company;
 - (e) To increase or decrease the Company's registered capital or the issuance of debentures;
 - (f) To amalgamate the Company's business with another company or wind up the Company.

Form 56-1 One Report 2022 (Book) Request Form

Dear Shareholders,

According to the vision of the organization, and the realization of global warming impact by reducing the amount of paper to be used; BCPG Public Company Limited has arranged for QR code as appeared in the attendance form of the 2023 Annual General Meeting of Shareholders so that shareholders may download Form 56-1 One Report 2022 of the Company in the electronic form from that QR code.

Nevertheless, any shareholder who would like to receive a hard copy of Form 56-1 One Report 2022, please fill in the form below and send it back to us via E-mail: ir@bcpggroup.com, the Company will accordingly deliver the hard copy to you.

Name.....Surname.....

Address No.Mhoo Soi.....

Village.....Road.....

Subdistrict.....District ..

Province.....Post code.....

Tel No..... Fax No.

Email.....

Have intention to receive the hard copy of Form 56-1 One Report 2022 in book form.

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Guideline for Attending the 2023 Annual General Meeting of Shareholders via Electronic Means (E - Meeting) and Appointment of Proxy

BCPG Public Company Limited

Monday, 10th April 2023 at 1:30 p.m

Proxy

1. A shareholder authorizing any person who is not an independent director of the Company, as a proxy, must authorize only one proxy who is become one's legal age to attend the meeting and cast the votes under the Proxy Form as attached in **Enclosure 7**.

2. In case that a shareholder wishes to authorize an independent director of the Company, as a proxy, the shareholder may authorize:

- | | |
|--|---|
| 1) Mrs. Vilai Chattanrassamee; or | 5) General Ongard Pongsakdi; or |
| 2) Mr. Surin Chiravisit; or | 6) General Sakda Niemkham; or |
| 3) Mr. Theeraj Athanavanich; or | 7) Mr. Thaworn Ngamganokwan; or |
| 4) General Kanit Sapitaks; or | 8) Police General Visanu Prasartthongsoth |

In this regard, the Company would like to request for your cooperation to authorize at least 2 independent directors as proxies in case where one of them is under force majeure and is not able to attend the meeting. The details of independent directors are set out in **Enclosure 6**.

3. For a shareholder who authorizes the independent directors as the proxies, please deliver the Proxy Form together with supporting documents or evidence for proxy appointment to the Company prior to the meeting by Friday, 7th April 2023 by completely filling the information with the signature. In case there is any change or deletion of any important statements, the proxy grantor must sign the signatures in all modified places. THB 20 stamp duty must be affixed in the Proxy Form.

Supporting Documents Required for Appointment of Proxy

1. **In case the proxy grantor is an individual person** (It is recommended to use Proxy Form B and specify votes casting in each agenda item.)

- 1.1 A notification of meeting (registration form) which contains the barcode
- 1.2 Proxy Form in which the information is completely and correctly filled, together with the signatures of the proxy grantor and the proxy
- 1.3 A copy of an identification card or a copy of a driver license or a copy of passport (in case a proxy grantor is a foreigner) of the proxy grantor, certified as a true copy by the proxy grantor. In this regard, the copy of such documents must clearly show the proxy grantor's information and face, and must not be expired prior to or on the date of the meeting.

- 1.4 A copy of an identification card or a copy of a driver license or a copy of passport (in case a proxy is a foreigner) of the proxy, certified as a true copy by the proxy. In this regard, the copy of such documents must clearly show the proxy's information and face, and must not be expired prior to or on the date of the meeting for the registration according to the using process of Inventech Connect system.
2. **In case the proxy grantor is a juristic person** (It is recommended to use Proxy Form B and specify votes casting in each agenda item.)
 - 2.1 A notification of meeting (registration form) which contains the barcode
 - 2.2 Proxy Form in which the information is completely and correctly filled, together with the signatures of the proxy grantor, by the authorized person(s) of the juristic person and affixing with such juristic person's seal (if any), and the proxy
 - 2.3 In case the proxy grantor is a juristic person registered in Thailand, a copy of Affidavit which is issued by the Department of Business Development, Ministry of Commerce not exceeding 6 months prior to the date of the meeting, certified as a true copy by the authorized person(s) of the juristic person and affixing with such juristic person's seal (if any)
 - 2.4 In case the proxy grantor is a juristic person registered in a foreign country, a copy of juristic person certificate, which is issued by a competent government agency of the country where such juristic person is located, certified by the notary public or the competent government agency, not exceeding 1 year prior to the date of the meeting
 - 2.5 In case of a foreign juristic person, any copy of document whose original is not in English, its English translation must also be provided and the authorized person(s) of such juristic person must sign to certify the correctness of such English translation.
 - 2.6 A copy of an identification card or a copy of a driver license or a copy of passport (in case a proxy is a foreigner) of each of the representative(s) of the juristic person (who signs the Proxy Form) and the proxy, which clearly shows his/her information and face, and must not be expired prior to or on the date of the meeting. Such copy must be certified as a true copy for the registration according to the using process of Inventech Connect system.
3. **Proxy Form C** (This form is used only in case where a shareholder is a foreign investor and appoints a Custodian in Thailand as a share depository and keeper)
 - 3.1 A notification of meeting (registration form) which contains the barcode
 - 3.2 Power of attorney from the shareholder, who is a foreign investor, to authorize the Custodian to sign the Proxy Form on behalf of such shareholder
 - 3.3 Letter certifying that a person signing the Proxy Form has obtained a license to operate the Custodian business.

- 3.4 Proxy Form which is signed by the authorized persons of the juristic person in accordance with the Affidavit and affixing with such juristic person's seal (if any).
- 3.5 In case the proxy grantor is a juristic person registered in Thailand, a copy of Affidavit which is issued by the Department of Business Development, Ministry of Commerce not exceeding 6 months prior to the date of the meeting, and certified as a true copy by the authorized persons of the juristic person and affixing with such juristic person's seal (if any).
- 3.6 In case the proxy grantor is a juristic person registered in a foreign country, a copy of juristic person certificate which is issued by a competent government agency of the country where such juristic person is located, certified by the notary public or the competent government agency, not exceeding 1 year prior to the date of the meeting.
- 3.7 Any of the above documents whose original is not in English, an English translation must be also provided and the person using such document or the authorized person(s) of such person must sign to certify the correctness of such English translation.
- 3.8 A copy of an identification card or a copy of a driver license or a copy of passport (in case a proxy is a foreigner) of each of the representative(s) of the juristic person (who signs the Proxy Form) and the proxy, which clearly shows his/her information and face, and must not be expired prior to or on the date of the meeting. Such copy must be certified as a true copy by the proxy for the registration according to the using process of Inventech Connect system.

In this regard, the Proxy Form that the Company sent to the shareholders as appeared in **Enclosure 7** is the Proxy Form with the detailed information for granting proxy (Form B).

In case that a foreign investors and appoints a custodian in Thailand to be a share depository and keeper desire to appoint a proxy is able to download such Proxy Form (Form C.) at the Company's website by accessing following menus: Investor Relations > Shareholder Information > Shareholders' Meeting through the following link:

<https://www.bcpgroup.com/en/investor-relations/shareholder-information/shareholders-meeting>




QR Code for Download

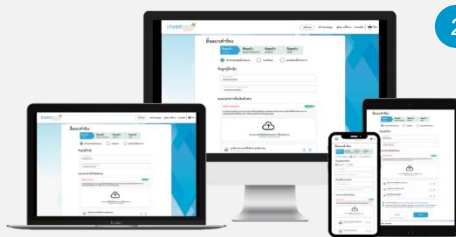
Proxy Form C.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/BCPG102225R/#/homepage> or scan QR Code  follow the steps as shown in the picture



**** Merge user accounts, please using**

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that **the electronic registration will be available from 27th March 2023 at 8:30 a.m. and shall be closed on 10th April 2023 Until the end of the meeting.**
3. The electronic conference system will be available on 10th April 2023 at 11:30 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by Friday, 7th April 2023 at 12.00 a.m.

BCPG Public Company Limited.

Corporate Secretary

2098 M Tower Building, 12th Floor, Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260 Thailand.

If you have any problems with the software, please contact Inventech Call Center



02-931-9132



@inventechconnect

The system available during 27th March 2023 – 10th April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)




Report a problem

@inventechconnect

Installation Guide for Webex Meetings


For Shareholders use via PC/Laptop is not install application, for use via Mobile are install steps as follows.

For IOS Operating System

- 1 Go to Application **App Store** 
- 2 Search **Webex Meetings**
- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



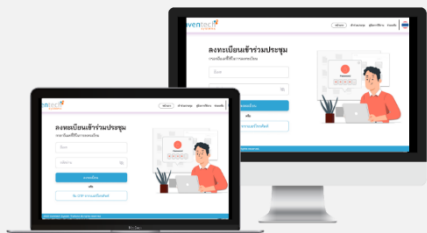
For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search **Webex Meetings**
- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL for join meeting from email approve
- 2 Get Username and password or request OTP to login
- 3 Click **"Register"** button the system has already registered and counted
- 4 Then click **"Join Attendance"** button
- 5 Click **"Watch Meeting"** button



- 6 Click **"Open Webex"** button
- 7 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 7.1 Fill in the Name and Email Address to match the information you submitted the request form.
 - 7.2 Click on **"Next"** button
- 8 Click on **"Join"** button to get in to meeting.

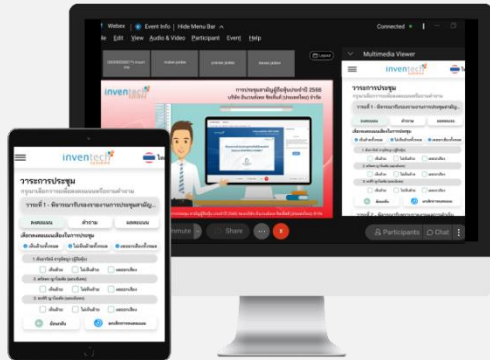
- 6 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 6.1 Fill in the Name and Email Address to match the information you submitted the request form
 - 6.2 Click on **"OK"** button
- 7 Click on **"Allow"** for accept access for application
- 8 Click on **"Join"** button to get in to meeting.





Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click "Continue" button on menu
- 2 Get email and password that you received from your email or request OTP
- 3 Click on "Login" button
- 4 Then click on "Join Attendance" button
- 5 Select which agenda that you want to vote
- 6 Click on "Vote" button
- 7 Click the voting button as you choose
- 8 The system will display status your latest vote



Use Cases Mobile/iPad

- 1 Click on "Participants" or symbol 
- 2 Click on menu "Chat" and choose message from InvenTech Connect (Android) or click on "Chat" or Symbol  (iOS)
- 3 Click link in the chat message.
- 4 Click on "Continue" button
- 5 Get email and password that you received from your email or request OTP
- 6 Click on "Login" button
- 7 Then click on "Join Attendance" button
- 8 Select which agenda that you want
- 9 Click on "Vote" button
- 10 Click the voting button as you choose
- 11 The system will display status your latest vote

To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open
 - microphone and camera

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual e-Request



User Manual e-Vote

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

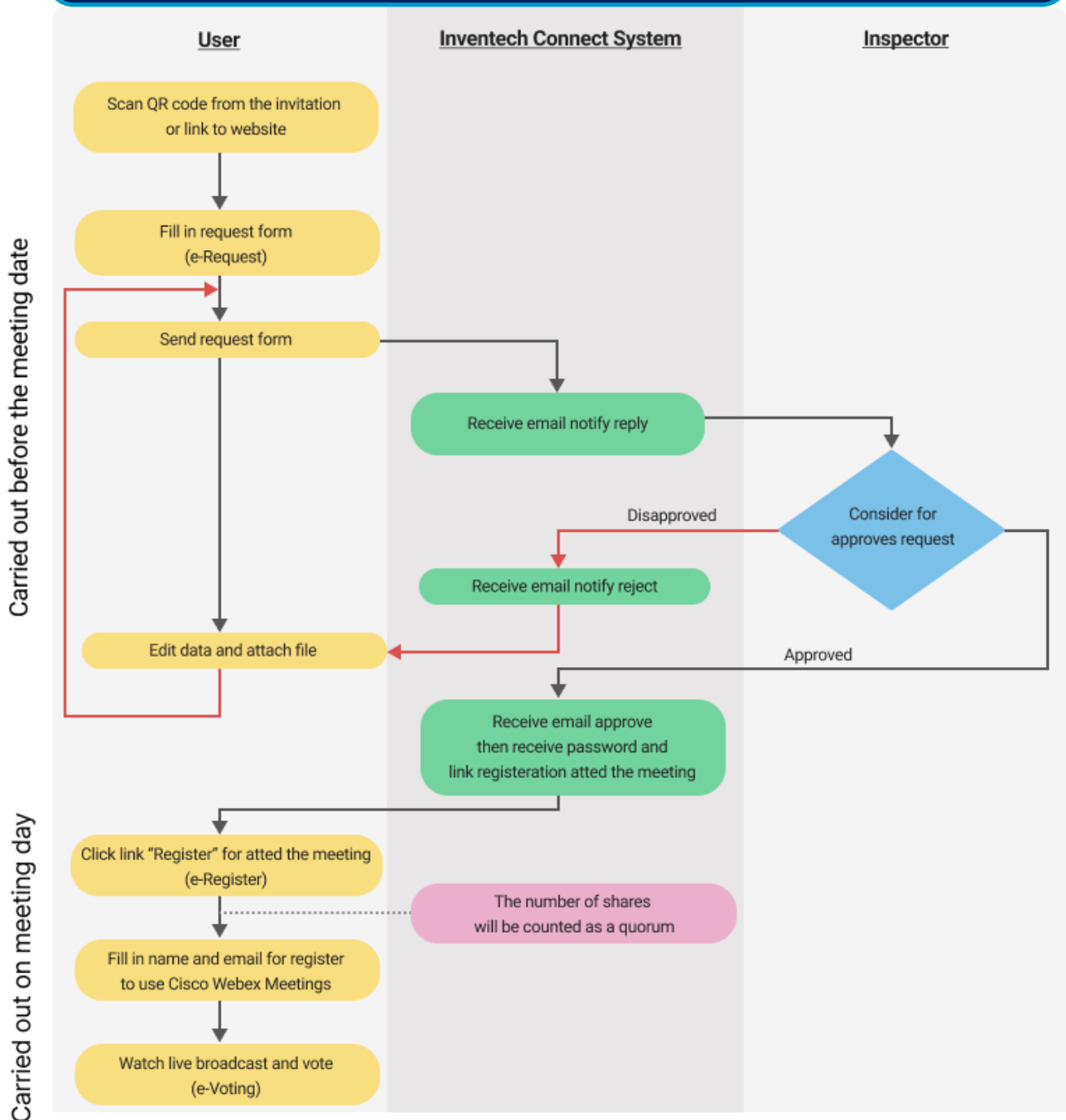
1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not support internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrq/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Note

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