



Document for the 2024
Annual General Meeting of Shareholders
BCPG Public Company Limited

Tuesday, 9th April 2024 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 Thursday, 28th March 2024 at 8:30 a.m.

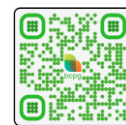
until the end of the meeting on Tuesday, 9th April 2024

From this link <https://pro.inventech.co.th/BCPG160099R/#/homepage>

Or Scan QR Code



QR code for downloading the documents
for the meeting and Proxy Form



QR code for downloading the documents
Form 56-1 One Report 2023





Privacy Notice for the 2024 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, face 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 2024 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



บริษัท บีซีพีจี จำกัด (มหาชน)
สำนักงานใหญ่ : 2098 อาคาร เอ็ม ทาวเวอร์ ชั้น 12
ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง
กรุงเทพมหานคร 10260
โทรศัพท์ 0 2335 8999 โทรสาร 0 2335 8900
เลขประจำตัวผู้เสียภาษี 0107559000095

BCPG Public Company Limited
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Sukhumvit Road Phra Khanong Tai, Phra Khanong,
Bangkok 10260 Thailand
Tel. 66 (0) 2335 8999 Fax. 66 (0) 2335 8900
Tax ID 0107559000095

Website
www.bcpvgroup.com



- Translation -

No. 10000 / 013 /2024

11th March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of BCPG Public Company Limited

- Enclosures:
1. Form 56-1 One Report 2023
(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. Profile of Independent Directors for Proxy;
 5. Proxy Forms;
 6. The Company's Articles of Association with regard to the Shareholders' Meetings;
 7. Form 56-1 One Report 2023 (Book) Request Form;
 8. Procedures for Attending the 2024 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 2024 Annual General Meeting of Shareholders on Tuesday, 9th April 2024, at 13:30 hours., Convening Via Electronic Means (E – Meeting). There are 6 agenda items to be considered in the meeting, as follows:

Agenda Item 1: To acknowledge the Board of Directors' report on the 2023 performance statement.

Facts and Rationale: The report on the 2023 performance statement is set out in the Form 56-1 One Report 2023 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 2023 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 2023.

Facts and Rationale: The Company prepared the Financial Statements for the year ended 31st December 2023 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 2023 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 2023 which have been audited by the auditor and reviewed by the Audit Committee and has been agree 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 2023 operational results of the Company, the annual net profit was THB 1,103,865,287. Therefore, it is proposed to allocate THB 55,193,264 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. 2/2024 dated 20th February 2024, has considered, and resolved it appropriate to propose the shareholders' meeting to approve the allocation of annual net profit of 2023 in the amount of THB 55,193,264 to a legal reserve fund and the allocation of net profits of the 2023 year for dividend payment in the second half of the 2023 year at the rate of THB 0.15 per share, amounting to approximately THB 449.36 million. After combining such amount with the interim dividend payment of the entire year of 2023 (at the rate of THB 0.10 per share), the total sum of the 2023 year dividend will be THB 0.25 per share, amounting to approximately THB 740.25 million, which is equivalent to 70.59 percent of its net profit according to separate financial statement (after deduction of the legal 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.

Meanwhile, The dividend of Baht 0.15 per share, paid from the profit which is exempted from the corporate income tax. The 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, 5th March 2024 and the dividend payment date is scheduled on Monday, 22nd April 2024, subject to the shareholders' approval to be obtained from this 2024 Annual General Meeting of Shareholders.

Comparison table of dividend payment for previous year:

| Details of Dividend Payment | Year 2023 (year proposed for consideration) | Year 2022 |
|---|--|-----------|
| 1. Net profit of the parent company (THB million) | 1,103.87 | 2,645.47 |
| 2. Number of shares (Million shares) | 2,995.76 | 2,907.74 |
| 3. Basic earnings per share (THB/Share) | 0.38 | 0.91 |
| 4. Total amount of annual dividend (THB/Share) | 0.25 | 0.36 |
| 5. Total amount of dividend payment (THB million) | 740.25 | 1,044.42 |
| 6. Proportion of dividend payment from net profit after deducting legal reserve (Percent) | 70.59 | 41.56 |

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 55,193,264 and

(B) consider and approve dividend payment from net profits of the 2023 year for dividend payment in the second half of the 2023 year at the rate of THB 0.15 per share, totaling THB 449.36 million. After combining such amount with the interim dividend payment of the entire year of 2023 (at the rate of THB 0.10 per share), the total sum of the 2023 year dividend will be THB 0.25 per share, amounting to approximately THB 740.25 million. The date to determine the names of shareholders who are entitled to receive dividend (Record Date) is Tuesday, 5th March 2024. The dividend payment date is scheduled on Monday, 22nd April 2024.

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 2024 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- | | | |
|----|--------------------------|----------------------|
| 1. | Mr. Pichai Chunchavajira | Director |
| 2. | Mr. Thammayot Srichuai | Director |
| 3. | Mr. Thaworn Ngamganokwan | Independent Director |
| 4. | General Sakda Niemkham | Independent Director |

In nominating directors, during the period from 28th August 2023 to 31st December 2023, 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 an invitation period had lapsed, no person was proposed by the shareholders to be nominated as directors.

The Nomination and Remuneration Committee (NRC) 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 qualifications of independent directors to be consistent with the law regarding the requirements of independent directors. Efficiency in performing duties as an independent director including being able to express opinions independently. All such factors are considered in nominating directors with a transparent process in order to build up the 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 three directors who are due to retire by rotation to be re-appointed as the directors for another term, namely:

1. Mr. Pichai Chunchavajira Director
2. Mr. Thammayot Srichuai Director
3. General Sakda Niemkham Independent Director

and to propose to elect Mrs. Vilai Chattanrassamee as a new independent director to replace the directors who are retired by rotation. 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 three directors who are retired by rotation, namely 1) Mr. Pichai Chunhavajira 2) Mr. Thammayot Srichuai 3) General Sakda Niemkham to be directors of the Company for another term. Concurrently with to propose to elect Mrs. Vilai Chattanrassamee as a new independent director to replace the directors who are retired by rotation. After the appointment of the proposed directors, there shall be the total number of 12 directors, which does not exceed 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 2024.

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 2024 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 2024 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) | |
|--|--|--------|---|--------|
| | 2024 (year proposed for consideration) | 2023 | 2024 (year proposed for consideration) | 2023 |
| The Board of Directors (Remain unchanged, as the same rate as 2016 - 2023) | 30,000 | 30,000 | 30,000 | 30,000 |

Remuneration of sub-committees : view that it is appropriate to propose to the shareholders' meeting to consider approving to maintain the monthly remuneration of the Audit Committee is equal to 2023. And the meeting allowances of all sub-committees. Maintain the same rate as 2016 – 2023. 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) | |
|--|--|--------|---|--------|
| | 2024 (year proposed for consideration) | 2023 | 2024 (year proposed for consideration) | 2023 |
| 1. The Audit Committee | 20,000 | 20,000 | 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 and Sustainable Development 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 - 2023)

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 2023 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 2023 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 2024 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 2024.

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 2024, 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 years which he is auditor for the Company: 4 year), or

2) Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333 (Number of years which he is auditor for the Company: 2 years), or

3) Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068 (Number of years which he is auditor for the Company: none)

4) Mr. Yoottapong Soontalinka, Certified Public Accountant Registration No. 10604 (Number of years which he is auditor for the Company: none)

(Details of brief Biographies of these 4 persons are set out in the attachment (**Enclosure 3**) of KPMG Phoomchai Audit Ltd. as the auditor for the year 2024 of the Company as well as to determine that the 2024 audit fee is THB 1,372,000 increased from the year 2023 approximately 5.53 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 | 2024 (year proposed for consideration) | 2023 |
|------------------------|---|---------------|
| Audit Fee ¹ | THB 1,372,000 | THB 1,300,000 |

Remark:

- 1 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.
- 2 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 24 subsidiaries of the Company for the year 2024. 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 for 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 Kosamamchaiyakij, Certified Public Accountant Registration No. 6333, **or** Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068 **or** Mr. Yootapong Soontalinka, Certified Public Accountant Registration No. 10604 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2024 as well as to determine the audit fee at THB 1,372,000. 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: Other business (if any)

Facts and Rationale: The Company has invited the shareholders to propose agenda for the 2024 Annual General Meeting of Shareholders during the period between 28th August 2023 to 31st December 2023 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, 5th March 2024 is scheduled as the date to record the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders. The Company published the Notice calling this Meeting and its supporting documents on its website at: www.bcpgroup.com under the topic "Investor Relations/ Shareholders Information/ Shareholders' Meeting" that is [http://www.bcpgroup.com/th/investor-relations/shareholder-information/ shareholders-meeting](http://www.bcpgroup.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@bcpgroup.com or facsimile number +66 (0) 2335 8900.

The Company deems it appropriate to organize the 2024 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 8**.

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 | Mr. Pichai Chunhavajira |  |
| Type of Director to be Appointed | Director | |
| Age | 74 years old | |
| Nationality | Thai | |
| Education / Training | | |
| <ul style="list-style-type: none"> • Master's Degree (Business Administration), Indiana University of Pennsylvania, USA • Bachelor's Degree (Accounting), Thammasat University • Honorary Ph.D. (Accounting), Thammasat University • Honorary Ph.D. (Financial Management), Maharakam University • Honorary Ph.D. (Accounting), Sripatum University • Diploma, National Defence College, The Joint Stage – Private Sector Course Class 13, Thailand National Defence College, National Defence Studies Institute • Certified Auditor • Certificate, Director Accreditation Program (DAP 49/2006), Thai Institute of Directors (IOD) • Certificate, Director Certification Program (DCP 143/2009), Thai Institute of Directors (IOD) • Certificate, Leadership Program (Class 5), Capital Market Academy | | |
| Experience (In Brief) | | |
| <ul style="list-style-type: none"> • Feb. 2024 – Present Chairman, The Stock Exchange of Thailand (SET) Board of Governors • 2012 – Present Chairman, The Bangchak Corporation Public Company Limited • 2017 – Present Chairman, BBGI Public Company Limited • 2014 – 2017 Member of Board, Bank of Thailand • 2001 – 2013 Director, PTT Exploration and Production Public Company Limited | | |
| Years as a Director | 7 Years 10 months 26 days (The director's term is started on 25 th March 2016) (Counted as of 20 th February 2024) | |
| Shareholding in the Company | 1,169,642 Common shares (as of date 20 th February 2024) | |
| 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 • 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

| | | | | |
|--|---|---|---|---|
| Name - Surname | Mr. Pichai Chunhavajira |  | | |
| Type of Director to be Appointed | Director | | | |
| Age | 74 years old | | | |
| Nationality | Thai | | | |
| Present Director Position | | | | |
| <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> ● Other Listed Companies ● The Bangchak Corporation Public Company Limited ● BBGI Public Company Limited </td> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> ● Non-Listed Companies ● Chairman, The Stock Exchange of Thailand (SET) Board of Governors ● President, Thailand Boxing Association ● Vice President, National Olympic Committee of Thailand ● President of the Asian Boxing Confederation (ASBC) ● Advisor to the Prime Minister ● Advisor to The Board of Investment of Thailand ● Board of State Enterprise Director Screening Committee ● Member of The Monitoring committee solving problem operations for Thai Airways International Company </td> </tr> </table> | | | <ul style="list-style-type: none"> ● Other Listed Companies ● The Bangchak Corporation Public Company Limited ● BBGI Public Company Limited | <ul style="list-style-type: none"> ● Non-Listed Companies ● Chairman, The Stock Exchange of Thailand (SET) Board of Governors ● President, Thailand Boxing Association ● Vice President, National Olympic Committee of Thailand ● President of the Asian Boxing Confederation (ASBC) ● Advisor to the Prime Minister ● Advisor to The Board of Investment of Thailand ● Board of State Enterprise Director Screening Committee ● Member of The Monitoring committee solving problem operations for Thai Airways International Company |
| <ul style="list-style-type: none"> ● Other Listed Companies ● The Bangchak Corporation Public Company Limited ● BBGI Public Company Limited | <ul style="list-style-type: none"> ● Non-Listed Companies ● Chairman, The Stock Exchange of Thailand (SET) Board of Governors ● President, Thailand Boxing Association ● Vice President, National Olympic Committee of Thailand ● President of the Asian Boxing Confederation (ASBC) ● Advisor to the Prime Minister ● Advisor to The Board of Investment of Thailand ● Board of State Enterprise Director Screening Committee ● Member of The Monitoring committee solving problem operations for Thai Airways International Company | | | |
| Rival business or Other businesses which may conflict with the Company's beneficial interest | | None | | |
| Meeting Attendance of the Year 2023 | <ul style="list-style-type: none"> ● The Board of Directors | 13/13 Times | | |

Biographies of the Proposed Directors

| | | |
|---|--|---|
| Name-Surname | Mr. Thammayot Srichuai |  |
| Type of Director to be Appointed | Director | |
| Age | 65 years old | |
| Nationality | Thai | |
| Education / Training | | |
| <ul style="list-style-type: none"> • Bachelor's Degree (Electrical Engineering), Rajamangala University of Technology • Honorary Doctor of Engineering Degree (Electrical Engineering), Rajamangala University of Technology Thanyaburi • Honorary Doctor of Engineering Degree in Renewable Energy Engineering, Maejo University • The Executive Program in Energy Literacy for a Sustainable Future TEA (Class 8), Thailand Energy Academy • Diploma, National Defence College (Class 52), The National Defence Course • Certificate, The Civil Service Executive Development Program: Visionary and Moral Leadership (Class 56), Civil Service Training Institute, Office of the Civil Service Commission • Command and General Program (Class 47), Thailand National Defence College, National Defence Studies Institute • Power Curriculum Program for Executives (Class 1), Ministry of Energy • Certificate, Director Certification Program (DCP 239/2017), Thai Institute of Directors (IOD) • Certificate, Corporate Governance for Executives (CGE 5/2015), Thai Institute of Directors (IOD) | | |
| Experience | | |
| <ul style="list-style-type: none"> • Present Retire • 1 October 2017 - 30 September 2018 Permanent Secretary, Ministry of Energy • 1 October 2016 - 30 September 2017 Deputy Permanent Secretary, Ministry of Energy • 2014 – 2016 Director General of Department of Alternative Energy Development and Efficiency | | |
| Years as a Director | 5 Years 3 months 19 days (The director's term is started on 1 st November 2018) (Counted as of 20 th February 2024) | |
| Shareholding in the Company | 337,500 Common shares (as of date 20 th February 2024) | |
| 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 | | <p style="text-align: right;">None</p> <p style="text-align: right;">None</p> <p style="text-align: right;">None</p> |
| Present Director Position | | |
| <ul style="list-style-type: none"> • Other Listed Companies <p style="margin-left: 20px;">- None -</p> | | <ul style="list-style-type: none"> • Non-Listed Companies <p style="margin-left: 20px;">- None -</p> |
| Rival business or Other businesses which may conflict with the Company's beneficial interest | None | |
| Meeting Attendance of the Year 2023 | | |
| <ul style="list-style-type: none"> •The Board of Directors 13/13 Times •The Investment Committee 8/8 Times | | <ul style="list-style-type: none"> •The Enterprise-wide Risk Management Committee 8/8 Times |

Biographies of the Proposed Directors

| | | |
|--|--|---|
| Name-Surname Type of Director to be Appointed Age Nationality | General Sakda Niemkham Independent Director 64 years old Thai |  |
| Education / Training <ul style="list-style-type: none"> • Bachelor's Degree, Science (Mechanical Engineering) (Class 31), Chulachomkiao Royal Military Academy • Airborne Training Course (Class 139), Special Warfare Center • Ranger Training Course (Class 69), Special Warfare Center • Officer Basic Course Cavalry (Class 1/1986) • Officer Advance Course Cavalry, Australia (ROAC) • Officer Advance Course Cavalry, Thailand • Administrator Army Comptroller Course • The Course of the 71, Command and General Staff Collage • The Course of the 52, Royal Thai Army War Collage • Diploma, National Defence College, The National Defence Course (Class 57) • Certificate, Director Accreditation Program (DAP 164/2019), Thai Institute of Directors (IOD) • Certificate, Strategic Board Master (SBM 9/2020), Thai Institute of Directors (IOD) • Certificate, Ethical Leadership Program (ELP 24/2021), Thai Institute of Directors (IOD) | | |
| Experience <ul style="list-style-type: none"> • 2020 Perform duties in Chief general staff officer of Minister of Defense Ministry of Defense • 2019 Chief of the Army Cavalry Squadron • May – Sept. 2019 Director, The Government Lottery Office • 2018 Task force of Advisor, National Security Council • 2017 Director, 5th Operations Coordination Center (Mission of The Southern Border Provinces), Royal Thai Army • 2015 Professional, Royal Thai Army and perform duties in Deputy Director, Office of The Policy and Strategy Security, Internal Security Operation Command (OPSS, ISOC) | | |
| Years as a Director 4 Years 7 months 19 days (The director's term is started on 1 st July 2019) (Counted as of 20 th February 2024) | | |
| Shareholding in the Company - None - Common shares (as of date 20 th February 2024) | | |
| 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 • Being an employee, contractor 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

| | | |
|--|---|---|
| <p>Name-Surname</p> <p>Type of Director to be Appointed</p> <p>Age</p> <p>Nationality</p> | <p>General Sakda Niemkham</p> <p>Independent Director</p> <p>64 years old</p> <p>Thai</p> |  |
| <p>Present Director Position</p> <ul style="list-style-type: none"> • Other Listed Companies: - None - • Non-Listed Companies <ul style="list-style-type: none"> • Chief Advisor of General Sunthorn Kongsompong Foundation (AD 1991) | | |
| <p>Rival business or other businesses which may conflict with the Company's beneficial interest</p> | | <p>None</p> |
| <p>Meeting Attendance of the Year 2023</p> <ul style="list-style-type: none"> • The Board of Directors 13/13 Times • The Audit Committee 9/9 Times • The Corporate Governance and Sustainable Development Committee 2/2 Times | | |

Biographies of the Proposed Directors

| | | |
|--|--|---|
| Name-Surname Type of Director to be Appointed Age Nationality | Mrs. Vilai Chattanrassamee Independent Director 69 years old Thai |  |
| Education / Training <ul style="list-style-type: none"> • Master's Degree (Accounting), Thammasat University • Bachelor's Degree (Accounting), Chulalongkorn University • Certified Auditor • Fellow Member, Thai Institute of Directors (IOD) • Director Certification Program (DCP 13/2001), Thai Institute of Directors (IOD) | | |
| Experience <ul style="list-style-type: none"> • Director of Audit Committee, King Mongkut's Institute of Technology Ladkrabang • Director of Audit Committee, Saha Thai Steel Pipe Public Company Limited • Honorary secretary, Federation of Accounting Professions Under the Patronage of H.M. the King • Vice Chairman of Accounting Professions Committee in Accounting System • Treasurer, Federation of Accounting Professions Under the Patronage of H.M. the King • Director of Federation Accounting Professions Committee in Managerial Accounting, Federation of Accounting Professions Under the Patronage of H.M. the King • Sub-Committee of Accounting Standard Screening, Federation of Accounting Professions Under the Patronage of H.M. the King • Lecturer of Managerial Accounting Committee and Accounting System Committee, Federation of Accounting Professions Under the Patronage of H.M. the King • Director and Executive Committee, Thai Cold Rolled Steel Sheet Public Company Limited • Financial and Accounting Consultant, Prachuap Port Company Limited • Financial and Accounting Consultant, Westcoast Engineering Company Limited • Audit Committee, Asian Seafood Cold Storage Public Company Limited • Executive Vice President, Finance and Accounting, Sahaviriya Steel Industries Public Company Limited • Chief Financial Officer, GMM Grammy Entertainment Public Company Limited • Executive Vice President - Finance and Accounting, Siam Integrated Cold Rolled Steel Public Company Limited • Executive Vice President - Finance and Accounting, Nation Publishing Group Public Company Limited | | |
| Years as a Director | | Nominated to be elected as a New Independent director. |
| Shareholding in the Company | | 374,214 Common shares (as of date 20 th February 2024) |
| 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 | | None None None |

Biographies of the Proposed Directors

| | | |
|--|---|---|
| <p>Name-Surname</p> <p>Type of Director to be Appointed</p> <p>Age</p> <p>Nationality</p> | <p>Mrs. Vilai Chattanrassamee</p> <p>Independent Director</p> <p>69 years old</p> <p>Thai</p> |  |
| <p>Present Director Position</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <ul style="list-style-type: none"> • Other Listed Companies: <ul style="list-style-type: none"> • Director of Audit Committee, Director of Corporate Governance, Nominating and Compensation Committee, MK Restaurant Group Public Company Limited • Chairman of the Audit Committee, Director of Risk Management Committee and Director of Nomination and Remuneration Committee, Saha Thai Terminal Public Company Limited </div> <div style="width: 48%;"> <ul style="list-style-type: none"> • Non-Listed Companies <ul style="list-style-type: none"> • Audit Committee Administration of Mahidol University • Sub-Committee Procurement and Administration Government Policy, Thai Government Procurement, The Comptroller General's Department • Advisor Finance and Accounting, King Mongkut's Institute of Technology Ladkrabang • Independent Observer of Integrity Pact, Anti-Corruption Organization of Thailand (ACT) • Chairman of the Audit Committee Member of the Nomination and Remuneration Committee, Northland Experience Co., Ltd. • Director, Horton International Co., Ltd. </div> </div> | | |
| <p>Rival business or other businesses which may conflict with the Company's beneficial interest</p> | | <p>None</p> |

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 31 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 27 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 31 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> |

| Mr. Yoottapong Soontalinka | |
|---|---|
| Education, Licenses and Certificates | <ul style="list-style-type: none"> ● Bachelor of Accounting, Thammasat University ● SEC licensed auditor, CPA No. 10604 |
| Experience | <p>Yoottapong is an Audit & Assurance Partner at KPMG Thailand with more than 18 years of experience providing auditing and accounting services in various business fields. In addition, he has experience working abroad in Indonesia, Myanmar and Laos, including working with both local and multinational company, Both private company and listed companies. His sector experience includes working with client in Industries market, Retail, Services, Agricultural, Energy Business and Non-profit organizations, etc. He also has extensive experiences in International Financial Reporting Standards.</p> |

Profile of Independent Directors for Proxy *



1. Name : **Mr. Suthep Wongvorazathe**
Position in the Company : Independent Director, Vice Chairman, Member of Nomination and Remuneration Committee
Age : 75 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraканong, Phraканong, Bangkok 10260
Conflict of Interest in the Agenda : None
Special Conflict of Interest : None



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



3. Name : **General Ongard Pongsakdi**
Position in the Company : Independent Director, Chairman of Corporate Governance and Sustainable Development Committee
Member of Nomination and Remuneration Committee
Age : 71 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraканong, Phraканong, Bangkok 10260
Conflict of Interest in the Agenda : None
Special Conflict of Interest : None

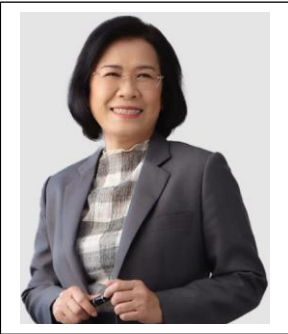


4. Name : **Police General Visanu Prasattongsoth**
Position in the Company : Independent Director, Chairman of Enterprise-wide Risk Management Committee
Age : 61 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraканong, Phraканong, Bangkok 10260
Conflict of Interest in the Agenda : None
Special Conflict of Interest : None

Profile of Independent Directors for Proxy *



5. Name : **Pol.Lt.Gen. Chaiwat Chotima**
Position in the Company : Independent Director,
Member of Nomination and Remuneration Committee
Age : 71 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraakanong,
Phraakanong, Bangkok 10260
Conflict of Interest in the Agenda : None
Special Conflict of Interest : None



6. Name : **Ms. Salagjit Pongsirichan**
Position in the Company : Independent Director,
Member of Audit Committee
Age : 56 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraakanong,
Phraakanong, 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,
Chairman of Audit Committee
Member of Enterprise-wide Risk Management Committee
Age : 65 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraakanong,
Phraakanong, Bangkok 10260
Conflict of Interest in the Agenda : None
Special Conflict of Interest : None



8. Name : **General Sakda Niemkham**
Position in the Company : Independent Director,
Member of Audit Committee,
Member of Corporate Governance and Sustainable
Development Committee
Age : 64 years old
Contacting Address : BCPG Public Company Limited
No. 2098, Sukhumvit Road, South Phraakanong,
Phraakanong, 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 Mr. Thaworn 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 an 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.

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Proxy Form A

Enclosure 5

(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 2024 Annual General Meeting of Shareholders on Tuesday, 9th April 2024 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 5
(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 2024 Annual General Meeting of Shareholders on Tuesday, 9th April 2024 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 2023 performance statement.**

Agenda 2 **To consider and approve Financial Statements for the year ended 31st December 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 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 Mr. Pichai Chunhavajira
- Approve Disapprove Abstain
- 2) Name Mr. Thammayot Srichuai
- Approve Disapprove Abstain
- 3) Name General Sakda Niemkham
- Approve Disapprove Abstain
- 4) Name Mrs. Vilai Chattanrassamee
- Approve Disapprove Abstain



Agenda 5 To consider and approve the directors' remuneration in the year of 2024.

- (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 2024.

- (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 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 2024
Annual General Meeting of Shareholders on Tuesday, 9th April 2024 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 the end 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 the event of the shareholders' request, the Board of Directors must hold the shareholders' meeting within forty-five (45) days from the received date of the 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 convening the shareholders' meeting, the Board of Directors shall issue a 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 or via electronic means or another means as prescribed by law for three (3) consecutive days and at least three (3) days prior to the meeting date.

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.

The delivery of meeting appointment letter stipulated in the first paragraph may be made via electronic means or another means as prescribed by law.

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.

The authorization may be made via another means as prescribed by law, including via electronic means.

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 2023 (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 2024 Annual General Meeting of Shareholders so that shareholders may download Form 56-1 One Report 2023 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 2023, 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 2023 in book form.

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**Guideline for Attending the 2024 Annual General Meeting of Shareholders
via Electronic Means (E - Meeting) and Appointment of Proxy
BCPG Public Company Limited
Tuesday, 9th April 2024 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 5**.
2. In case that a shareholder wishes to authorize an independent director of the Company, as a proxy, the shareholder may authorize:
 - 1) Mr. Suthep Wongvorazathe; **or**
 - 2) General Kanit Sapitaks; **or**
 - 3) General Ongard Pongsakdi; **or**
 - 4) Police General Visanu Prasarththongsoth; **or**
 - 5) Pol.Lt.Gen. Chaiwat Chotima; **or**
 - 6) Ms. Salagit Pongsirichan; **or**
 - 7) Mr. Thaworn Ngamganokwan; **or**
 - 8) General Sakda NiemkhamIn 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 4**.
3. For a shareholder who authorizes the independent directors as the proxies, please submit a request to attend the meeting by Electronic Means of the specific procedure or deliver the Proxy Form together with supporting documents or evidence for proxy appointment to the Company prior to the meeting by Friday, 5th April 2024 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 Appoinment of Proxy

1. **In case the proxy grantor is an individual person** (It is recomended 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 5** is the proxy under the general proxy form (Form A) or 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/document/shareholder-meetings>




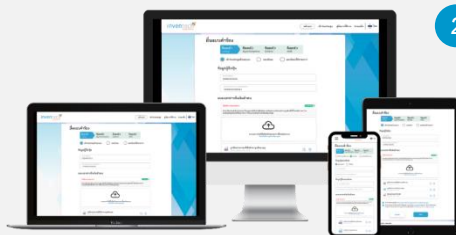
QR Code for Download
Proxy Form C.

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://pro.inventech.co.th/BCPG160099R/#/homepage> or scan QR Code  and 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 steps
 - 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 28th March 2024 at 8:30 a.m. and shall be closed on 9th April 2024 Until the end of the meeting.**

3. The electronic conference system will be available on 9th April 2024 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, 5th April 2024 at 12.00 p.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

 02-931-9138

 @inventechconnect

The system available during 28th March 2024 – 9th April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

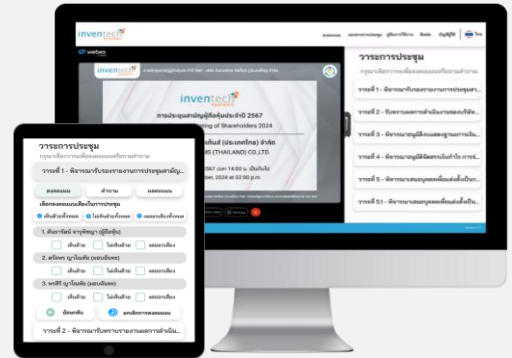


Report a problem

@inventechconnect

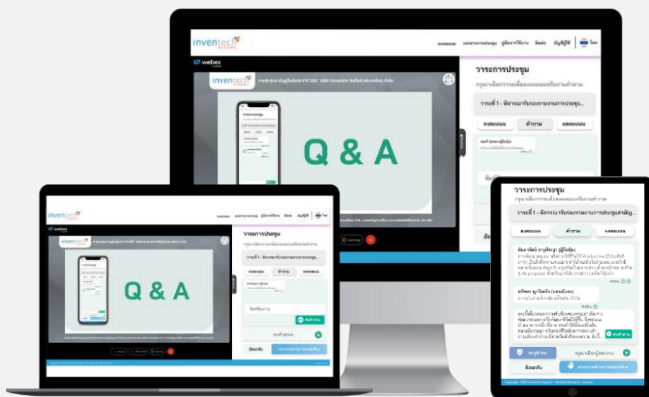
Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 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 for that agenda 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 the microphone and camera

How to use InvenTech Connect



User Manual e-Request



User Manual e-Voting

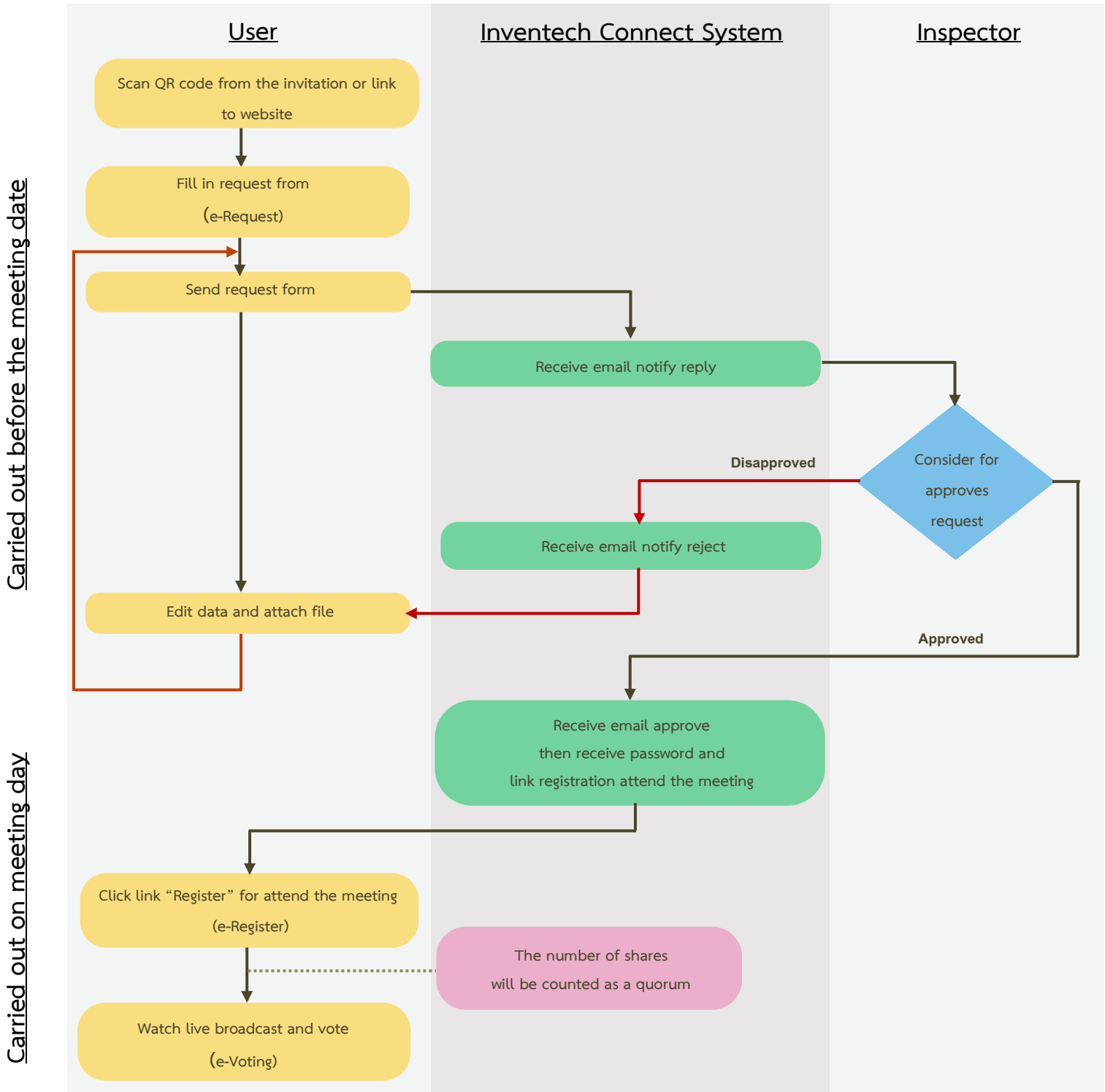


Video of using InvenTech Connect

* 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 be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be 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.**

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.



BCPG Public Company Limited

Head Office : 2098 M Tower Building, 12th Floor,
Sukhumvit Road, Phra Khanong Tai Sub-district,
Phra Khanong District, Bangkok 10260 Thailand



Website: www.bcpgroup.com