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Document for the 2020  
Annual General Meeting of Shareholders  
BCPG Public Company Limited

Thursday, 9<sup>th</sup> April 2020 at 13.30 hours  
Baimai Meeting Room, M Tower Building, 8<sup>th</sup> Floor  
No. 2098, Sukhumvit Road, Phra Khanong Tai Sub-district  
Phra Khanong District, Bangkok 10260

Registration starts from 11.00 hrs onwards

For convenience in the registration  
Please bring your barcode already printed on  
the registration form to show at the meeting.

Guidelines for preventing the spread of virus COVID-19

The Company requests that any shareholder, who has flu-like symptoms or have travelled to and from risky countries with having spread of disease, appoints someone or any independent director of the Company as a proxy to attend and vote in the shareholders' meeting instead.

The Company has, of necessity, to conduct screening for the shareholders coming to attend the AGM at the screening point. In the case where the Company discovers before the beginning of the meeting that you are possible to have any symptoms at risk, we would like to request your kind operation to appoint someone or any independent director of the Company as a proxy to attend and vote in the meeting instead.

This screening procedure is for benefit of the public health and to prevent other shareholders and other people around the area from infection threatening which would be spreading to the public.

No gifts will be given.

However, the Company still serve beverage and food to shareholders and proxies attending the meeting

(1 person per 1 set).



QR code for downloading  
the documents for the meeting  
in PDF file



QR code for downloading  
the documents for 2019 Annual  
Report in PDF file





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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- TRANSLATION -

No. 10000/011/2019

9<sup>th</sup> March 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

Attention: Shareholders of BCPG Public Company Limited

- Enclosures:
1. 2019 Annual Report  
(Shareholders may download the Annual Report 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. Table Comparing the Existing Articles of Association and the Draft New Articles of Association with the Excerpt of the Relevant Law and Reasons and Necessities of the Amendments;
  5. Draft of the Company's new Articles of Association (44 articles in total)  
(Enclosure 4 and 5 are for Agenda Item 7);
  6. Profile of Independent Directors for Proxy;
  7. Guidelines for Registration, Appointments of Proxies, Documentation and Evidence Required to Be Presented by the Attendants on the Date of the Meeting;
  8. Proxy Forms;
  9. The Company's Articles of Association with regard to the Shareholders' Meetings;
  10. Map for the Venue of the 2020 Annual General Meeting of Shareholders;
  11. 2019 Annual Report (Book) Request Form.

The Board of Directors of BCPG Public Company Limited (the "Company") has resolved to convene the 2020 Annual General Meeting of Shareholders on Thursday, 9<sup>th</sup> April 2020, at 13.30 hrs., at Baimai Meeting Room, 8<sup>th</sup> Floor, M Tower Building, No. 2098 Sukhumvit Road, Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260. 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 2019 performance statement**

**Facts and Rationale:** The report on the 2019 performance statement is set out in the 2019 Annual Report which has been delivered to the shareholders together with this notice. (Enclosure 1)

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the shareholders' meeting to be informed the 2019 performance statement.

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

**Agenda Item 2: To consider and approve the Audited Financial Statements for the year ended 31<sup>st</sup> December 2019**

**Facts and Rationale:** The Company prepared the Financial Statements for the year ended 31<sup>st</sup> December 2019 of the Company and 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 Annual Report (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 31<sup>st</sup> December 2019 which have been audited by the auditor and reviewed by the Audit Committee and approved 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 the allocation of profits for reserved fund and for dividend payment**

**Facts and Rationale:** The Public Limited Companies Act B.E. 2535 (1992) and the Articles of Association of the Company provide that the Company shall appropriate no less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a legal reserved fund until this fund attains an amount not less than 10 percent of the registered capital. With respect to the dividend payment, the Company's dividend payment policy is to pay no less than 40 percent out of its net profit after deduction of all reserves required under the Articles of Association of the Company and by law. However, the dividend payment will 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.

According to the performance in 2019 of the Company, the net profit for the year based on the consolidated financial statements was THB 1,800,758,597 and the Company appropriated the profit as the legal reserve in an amount of THB 78,608,923 which is an amount of not less than 5 percent of its net profit as required by law and the Articles of Association of the Company.

The Company deemed it appropriate to make dividend payments from the net profit out of the operational results of the fourth quarter of 2019 at the rate of THB 0.16 per share which is equivalent to THB 319.95 million. After such amount is combined with all the interim dividend payments paid from the operational results of the first to third quarters of 2019, the dividend payment to be paid for the year 2019 will be a total of THB 0.64 per share, equivalent to THB 1,279.30 million **(the "2019 Total of Dividend")**, representing to 71.03 percent of the net profit of the group of the Company which is in accordance with the Company's dividend payment policy.

Taking into consideration of the profit generated from the particular business of the Company in 2019, the 2019 Total of Dividend consists of (1) the dividend payment paid from the net profit generated from the particular business in the amount of THB 1,279.30 million which is equivalent to 81.37 percent of the net profit generated from the particular business of the Company in 2019 (in this regard, the Company has allocated the amount of THB 78.61 million as the legal reserve fund, which is equivalent to 5 percent of the profit generated from the particular business of the Company in 2019) and (2) the dividend payment paid from the accrued profit in the amount of THB 25.48 million.

In this regard, the abovementioned dividend payments for the fourth quarter of 2019 are distributed from the net profit which is exempted from the corporate income tax. As a result, those who are entitled to the dividend payment will not receive the dividend tax credit as prescribed under Section 47 *bis* of the Revenue Code. Details are as follows:

- Dividend payments, in the amount of THB 0.027 per share, were paid from the profit which the Company received from doing businesses which investment incentives are obtained. Shareholder who is a natural person that received the dividend will not be subject to withholding tax and will not receive tax credit.
- Dividend payments, in the amount of THB 0.133 per share, were paid from the dividends the Company received. The dividend received by the Company is exempted to be included in the net income for corporate tax calculation. Shareholder who is a natural person that received the dividend will not be subject to withholding tax and will not receive tax credit.

The Company will determine the shareholders who are entitled to receive dividend on 4<sup>th</sup> March 2020 (Record Date) and the dividend will be paid on 23<sup>rd</sup> April 2020.

#### Comparison table of dividend payment for previous year:

Details of dividend payment	Year 2019	Year 2018
1. Net profit of the parent company (THB million)	1,801.42	2,219.23
2. Number of shares (Million shares)	1,998.89	1,996.83
3. Profit per share (THB/Share)	0.90	1.11
4. Total amount of annual dividend (THB/Share)	<b>0.64</b>	<b>0.64</b>
➤ interim dividend payment	0.48	0.48
➤ last dividend payment	0.16	0.16
5. Total amount of dividend payment (THB million)	1,279.30	1,277.98
6. Proportion of dividend payment (Percent)	71.03	57.59

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the appropriation of profits as a legal reserve and for the dividend payment from the net profit out of the operational results of the fourth quarter of 2019 to be at the rate of THB 0.16 per share, totaling THB 319.95 million. After such amount is combined with all the interim dividend payments during 2019, at a total of THB 0.48 per share, the dividend payment to be paid for the year 2019 will be a total of THB 0.64 per share, totaling THB 1,279.30 million. In this regard, the Board of Directors deemed it appropriate to propose that 4<sup>th</sup> March 2020 is scheduled as the date to record the names of the shareholders who are entitled to dividend payments (Record Date) and 23<sup>rd</sup> April 2020 is scheduled as the date for payment of the dividends. However, the dividend payment is subject to an approval from the 2020 shareholders' meeting.

**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 new 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 elected.

Currently, the Company has 12 directors and in this Annual General Meeting of Shareholders 2020, there are 4 directors who are due to retire by rotation as follows:

1. Mrs. Vilai Chattanrassamee Independent Director
2. Dr. Pankanitta Boonkrong Independent Director
3. Professor Dr. Suchatvee Suwansawat Independent Director
4. Mr. Bundit Sapianchai Director / President

In nominating directors, during the period from 1<sup>st</sup> September 2019 to 31<sup>st</sup> December 2019, 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 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 considering those persons with knowledge, capability, a good professional track record, leadership, vision, moral principles, 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 skill 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 ability to perform duties, including that such independent directors must be able to provide opinions on an independent basis in accordance with the relevant rules and regulations. All such factors are considered in the process of nominating directors to ensure transparency and consistency for the shareholders.

The Board of Directors, excluding the interested directors, deemed it appropriate to propose the shareholders' meeting to consider the appointment of 3 directors who are due to retire by rotation to be reappointed as the directors for another term, namely 1) Mrs. Vilai Chattanrassamee 2) Professor Dr. Suchatvee Suwansawat and 3) Mr. Bundit Sapianchai. And propose the shareholders' meeting to approve the new director namely Mr. Kritsada Chinavicharana. 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 interested directors, 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 due to retire by rotation as the directors of the Company for another term i.e. 1) Mrs. Vilai Chattanrassamee 2) Professor Dr. Suchatvee Suwansawat and 3) Mr. Bundit Sapianchai. And propose the shareholders' meeting to approve the new director namely Mr. Kritsada Chinavicharana. After the proposed appointment, the directors of the Company shall be in the total number of 12 persons 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 in the year of 2020**

**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 shareholders attending the meeting”.

According to the remuneration policy for directors, in determining the remuneration, the Company will, to ensure transparency of the 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 listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and business strategies set by the Company.

The Nomination and Remuneration Committee has determined the remuneration of the directors for the year 2020 by adhering to the directors’ remuneration policy of the Company and to the good corporate governance by 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. As a result, the Nomination and Remuneration Committee deemed it appropriate that the directors’ remuneration for the year 2020 shall be at the same rate as 2019 rate as follows:

**1. Monthly remuneration and meeting allowance (remained the same rate as 2019)**

<b>Board of Directors</b>	<b>Monthly Remuneration (THB/Person)</b>	<b>Meeting Allowance (only for those who attend a meeting) (THB/meeting/person)</b>
Board of Directors	30,000	30,000
Subcommittees		
1. Audit Committee	10,000	15,000
2. Nomination and Remuneration Committee	-	15,000



Board of Directors	Monthly Remuneration (THB/Person)	Meeting Allowance (only for those who attend a meeting) (THB/meeting/person)
3. Enterprise-wide Risk Management Committee	-	15,000
4. Corporate Governance Committee	-	15,000
5. Investment Committee	-	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 of 2019)**

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. The calculation of bonus will be based on the office term of each director. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors will be entitled to a bonus at the rate of 25 percent and 12.5 percent higher than other directors, 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 Annual Report under topic "Directors' Remuneration".

**Other benefits:** - None –

**Remarks:** The subcommittees' scope of duties and the policy on the determination of director's remuneration are set out in the Annual Report under topic "Organization Structure". **(Enclosure 1)**

**Opinion of the Board:** After due consideration, taking into account the opinions of the Nomination and Remuneration Committee, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the director's remuneration for the year 2020 which is the same rate as 2019 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 2020.**

**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 2020, the Audit Committee has taken into account the past performance, experience, and readiness of the auditor, and standards and reliability in their working performance, as well as the audit fee proposed by the auditor considered with the higher inflation rate and the increase of Company’s transaction. The Audit Committee deemed it appropriate to appoint

- 1) Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068, (with 0 year(s) of BCPG’s audit experience) or
- 2) Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333, (with 2 year(s) of BCPG’s audit experience) or
- 3) Mr. Sakda Kaotanthong, Certified Public Accountant Registration No. 4628, (with 0 year(s) of BCPG’s audit experience)

(Brief Biographies of these 3 persons being nominated as auditors are set out in the attachment (**Enclosure 3**)) of KPMG Phoomchai Audit Ltd. as the auditor for the year 2020 as well as to determine the audit fee at THB 1,237,000, which increases from 2019 fee for THB 47,000 or 3.95 percent.

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

Auditor Remuneration	2020	2019
Audit Fee*	THB 1,237,000	THB 1,190,000

**Remark:**

- ❶ The Audit Fee does not include any actual expenses which will be incurred from the provided services e.g. travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expenses etc. whereby such expenses shall not exceed 10 percent of the audit fee.
- ❷ Non-Audit Fee includes 3 BOI certificates certification fee, THB 75,000 for each certificate, totaling THB 225,000 which remains the same as 2019.

In this regard, KPMG Phoomchai Audit Ltd. has no conflict of interest in the Company, the Company's subsidiaries, or with the directors, major shareholder or any person in relation to them. Moreover, it provides services with international standards and has a knowledge and understanding of the Company's business. Therefore, these factors ensure that the Company's audit will be timely, qualifying and reliable.

KPMG Phoomchai Audit Ltd. and its overseas branch were the external auditors (direct and indirect) of the 11 subsidiaries of the Company for the year 2020. Some of the subsidiaries (most of which featured no complicated transactions upon preparation of consolidated financial statements) engaged other audit offices by taking into account the service quality and audit fee. The directors and The Audit Committee ensure 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:** After due consideration, taking into account the opinions of the Audit Committee, the Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the appointment of Mr. Charoen Phosamritlert, Certified Public Accountant Registration No. 4068, or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333, or Mr. Sakda Kaotanthong, Certified Public Accountant Registration No. 4628 of KPMG Phoomchai Audit Ltd. as the auditor for the year 20 as well as to determine the audit fee at THB 1,237,000. In this regard, such audit fee does not include any actual expenses which will be incurred as a result of the provided services e.g. travelling expenses, telephone fee, postal fee, cost of stamp duty, photocopy expense, (whereby the total expenses must not exceed 10 percent of the audit fee.)

**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 to the Articles of Association of the Company**

**Facts and Rationale:** As the relevant regulator has made an amendment to the law, regulation and policy. Some of the Company's existing Articles of Association are not in accordance with the amendment and some did not include necessary subject matters. In this regard, the Company deemed it appropriate to amend the

Company's Articles of Association to be update, complete, in compliance with the law and policy of the regulator and the standard of the companies listed in the Stock Exchange of Thailand. Where the Company still focus on the Corporate Governance standard and make no impact to its shareholders right. Therefore, the Company deemed it appropriate to propose to the shareholders' meeting to approve the amendment to the Articles of Associations of the Company by cancel the existing the Articles of Association (having 44 articles in total) and enforce the new Articles of Association (having 44 articles in total). The subject matters of the amendment can be categorized in three main parts as follows:

Amendment	Subject Matter
1. Amendment to make the article of association be in accordance with the amended laws and regulations	1.1 Amendment to the criteria of shareholders' right to convene extraordinary general meeting to be in accordance with the amended Section 100 of the Public Limited Company Act. 1.2 Addition of the Electronic board of directors' meeting to enhance flexibility in operation of the Company 1.3 Addition of the board of directors' meeting notice and relating documents delivery by electronic mail.
2. Amendment to the Company's seal	Amendment to the Company's seal (Changing to the Company's current logo)
3. Amendment to include necessary subject matters and to be in accordance with general practice, and the law	3.1 Issuance of Share Certificate: add other securities' certificate issuance procedure to accommodate future operation. 3.2 Share Transfer: add the effect of share transfer against third person due to the registration of the transfer by the Company. 3.3 Addition of the director's qualification by includes the criteria pursuant to the Securities Act. 3.4 Addition of the validity and bidding of affairs done by director, board of directors and a person assigned by the director in case of the disqualification and flaw in respect of the election and appointment of the directors.

Shareholders may find the amendment in detail in the Table comparing the Company's Existing Articles of Association and the Draft New Articles of Association with the Excerpt of the Relevant Law and Reasons and Necessities of the Amendments (**Enclosure 4**) and Draft of the Company's new Articles of Association (**Enclosure 5**).

Moreover, in order for the filing of the application for the registration of the new Articles of Association with the Department of Business Development, Ministry of Commerce to be complete and in accordance with the registrar's order, the Company deemed it appropriate to propose that the person, who is to be delegated by the Board of Directors of the Company or the authorized directors, shall be authorized to amend and/or add details in the Articles of Association to be in accordance with the registrar's order without affecting the subject matters of the amendment of the Articles of Association of the Company so proposed.

**Opinion of the Board:** The Board of Directors of the Company deemed it appropriate to propose to the shareholders' meeting to approve the amendment to the Articles of Association of the Company as proposed

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

**Agenda Item 8: Other business (if any)**

**Facts and Rationale:** The Company has invited the shareholders to propose agenda for 2019 Annual General Meeting of Shareholders during the period between 1<sup>st</sup> September 2019 to 31<sup>st</sup> December 2019 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, 4<sup>th</sup> March 2020 is scheduled as the date to record the names of the shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders and to receive the dividend payments (Record Date).

The Company published the Notice calling this Meeting and its supporting documents on its website at: [www.bcpgroup.com](http://www.bcpgroup.com) under the topic "Investor Relations/ Shareholders Information/ shareholders' meeting" i.e. <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@bcpggroup.com](mailto:ir@bcpggroup.com) or facsimile number +66 (0) 2335 8900.

The shareholders and/or proxies are cordially invited to attend the shareholders' meeting at date, time and place as stated above. The shareholders and/or proxies are allowed to register from 11.00 hours onward. Any shareholder who wishes to attend the meeting may attend the meeting in person or appoint any person who is of the juristic age to be his/her proxy to attend the meeting and cast votes on his/her behalf. In order to have a smooth and fast registration, the Company would appreciate it if the shareholders and proxies bring the documentation and evidences which details are as prescribed in Enclosure 7 and 8 to affirm the shareholder's right to attend the meeting. In case where the shareholder appoints an independent director to be his/her proxy, please provide evidence which has details as prescribed in Enclosure 7 and 8 to the Company so the Company can proceed as requested.

Sincerely yours,

**- Signed -**

(Mr. Bundit Sapianchai)

President and Secretary to the Board of Directors


Corporate Compliance

Tel: +66 (0) 2335 8941

## Biographies of the Proposed Directors

<b>Name-Surname</b>	Mrs. Vilai Chattanrassamee	
<b>Type of Director to be Appointed</b>	Independent Director	
<b>Age</b>	66 years old	
<b>Nationality</b>	Thai	
<b>Education / Training</b>		
<ul style="list-style-type: none"> <li>• Master's Degree (Accounting), Thammasat University</li> <li>• Bachelor's Degree (Accounting), Chulalongkorn University</li> <li>• Certified Auditor</li> <li>• Fellow Member, Thai Institute of Directors (IOD)</li> <li>• Certificate, Director Certification Program (DCP 13/2001), Thai Institute of Directors (IOD)</li> </ul>		
<b>Experience</b>		
<ul style="list-style-type: none"> <li>• Honorary secretary, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Honorary secretary, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Vice Chairman of Accounting Professions Committee in Accounting System</li> <li>• Treasurer, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Director of Federation Accounting Professions Committee in Managerial Accounting, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Sub-Committee of Accounting Standard Screening, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Lecturer of Managerial Accounting Committee and Accounting System Committee, Federation of Accounting Professions Under the Patronage of H.M. the King</li> <li>• Director and Executive Committee, Thai Cold Rolled Steel Sheet Public Company Limited</li> <li>• Director and Executive Committee, Thai Cold Rolled Steel Sheet Public Company Limited</li> <li>• Financial and Accounting Consultant, Prachuap Port Company Limited</li> <li>• Financial and Accounting Consultant, Westcoast Engineering Company Limited</li> <li>• Executive Vice President, Finance and Accounting, Sahaviriya Steel Industries Public Company Limited</li> <li>• Chief Financial Officer, GMM Grammy Entertainment Public Company Limited</li> <li>• Executive Vice President, Finance and Accounting, Siam Integrated Cold Rolled Steel Public Company Limited</li> <li>• Executive Vice President, Finance and Accounting, Nation Publishing Group Public Company Limited</li> <li>• Finance and Administration Manager, Digital Equipment Co., Ltd.</li> <li>• Controller, TMX (Thailand) Company Limited</li> <li>• Finance Manager, Sweden Motors Company Limited</li> <li>• Senior Auditor, SGV Na Thalang Company Limited</li> <li>• Senior Auditor, SGV Na Thalang Company Limited</li> </ul>		
<b>Years as a Director</b>	3. years 10 months (The director's term is started on 25th March 2016)	
<b>Shareholding in the Company</b>	302,500 shares (as of date 31 <sup>st</sup> December 2019)	
<b>Relationship with executives /major shareholders of the company/ subsidiaries</b>	None	
<b>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</b>		
<ul style="list-style-type: none"> <li>• Being the director that participate in the managing of the company</li> <li>• Being an employee, contractor or counselor, which receive monthly salary                             <ul style="list-style-type: none"> <li>• Being professional service provider</li> <li>• Having significant business relationship</li> </ul> </li> </ul>		<p>None</p> <p>None</p> <p>None</p>

## Biographies of the Proposed Directors


<b>Name-Surname</b>	Mrs. Vilai Chattanrassamee			
<b>Type of Director to be Appointed</b>	Independent Director			
<b>Age</b>	66 years old			
<b>Nationality</b>	Thai			
<b>Present Director Position</b>				
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> <li>● <b>Other Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, MK Restaurant Group Public Company Limited</li> <li>● Director and Chairman of the Audit Committee, Saha Thai Terminal Public Company Limited</li> </ul> </li> </ul> </td> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> <li>● <b>Non-Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, King Mongkut's Institute of Technology Ladkrabang</li> <li>● Audit Committee, Saha Thai Steel Pipe Public Company Limited</li> <li>● Director, Horton International Co., Ltd</li> <li>● Sub-Committee Procurement and Administration Government Policy, Thai Government Procurement, The Comptroller General's Department</li> <li>● Independent Observer of Integrity Pact, Anti-Corruption Organization of Thailand (ACT)</li> </ul> </li> </ul> </td> </tr> </table>			<ul style="list-style-type: none"> <li>● <b>Other Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, MK Restaurant Group Public Company Limited</li> <li>● Director and Chairman of the Audit Committee, Saha Thai Terminal Public Company Limited</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>● <b>Non-Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, King Mongkut's Institute of Technology Ladkrabang</li> <li>● Audit Committee, Saha Thai Steel Pipe Public Company Limited</li> <li>● Director, Horton International Co., Ltd</li> <li>● Sub-Committee Procurement and Administration Government Policy, Thai Government Procurement, The Comptroller General's Department</li> <li>● Independent Observer of Integrity Pact, Anti-Corruption Organization of Thailand (ACT)</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>● <b>Other Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, MK Restaurant Group Public Company Limited</li> <li>● Director and Chairman of the Audit Committee, Saha Thai Terminal Public Company Limited</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>● <b>Non-Listed Companies</b> <ul style="list-style-type: none"> <li>● Audit Committee, King Mongkut's Institute of Technology Ladkrabang</li> <li>● Audit Committee, Saha Thai Steel Pipe Public Company Limited</li> <li>● Director, Horton International Co., Ltd</li> <li>● Sub-Committee Procurement and Administration Government Policy, Thai Government Procurement, The Comptroller General's Department</li> <li>● Independent Observer of Integrity Pact, Anti-Corruption Organization of Thailand (ACT)</li> </ul> </li> </ul>			
<b>Rival business or Other businesses which may conflict with the Company's beneficial interest</b>		None		
<b>Meeting Attendance of the Year 2019</b>	<ul style="list-style-type: none"> <li>● The Board of Directors</li> <li>● Audit Committee</li> <li>● The Nomination and Remuneration Committee</li> </ul>	<p>12/13 Time</p> <p>12/12 Time</p> <p>3/3 Time</p>		




## Biographies of the Proposed Directors

<b>Name-Surname</b>	Professor Dr. Suchatvee Suwansawat	
<b>Type of Director to be Appointed</b>	Independent Director	
<b>Age</b>	47 years old	
<b>Nationality</b>	Thai	
<b>Education / Training</b>		
<ul style="list-style-type: none"> <li>• Ph.D. Engineering (Civil and Environment) Massachusetts Institute of Technology (MIT), USA</li> <li>• Master's degree, Policy and Technology, Massachusetts Institute of Technology (MIT), USA</li> <li>• Master's degree, Engineering (Civil and Environment) The University of Wisconsin-Madison, USA</li> <li>• Bachelor's degree, Engineering, King Mongkut's Institute of Technology Ladkrabang</li> <li>• Certificate, Budget Management for Senior Executives, Bureau of Budget (Class 1)</li> <li>• The Executive Program in Energy Literacy for a Sustainable Future TEA Class 5, Thailand Energy Academy</li> <li>• Curriculum of the fifth Metropolitan Development training course for top executive, Institute of Metropolitan Development, Navamindradhiraj University</li> <li>• Curriculum of The Rule of Law &amp; Sustainable Development (RoLD Program) Thailand Institute of Justice (TIJ)</li> <li>• Intermediate Certificate Course, Good Governance for Medical Executives Class 5 (2016) King Prajadhipok's Institute</li> <li>• Certificate, Bhumipalung Phandin Program for Senior Executive, Chulalongkorn University (Class 3)</li> <li>• Certificate, Governance for Faculty Development, Knowledge Network Institute of Thailand (Class 6)</li> <li>• Certificate, Development of Thai Higher Education to the 21<sup>st</sup> Century, Office of the Higher Education Commission</li> <li>• Certificate, Industrial Business Development and Investment Program for Top Executives, Institute of Business and Industry (Class 1)</li> <li>• Certificate, Governance for Higher Education Development, Knowledge Network Institute of Thailand (Class 9)</li> <li>• Certificate, Executive Development Program (EDP 11), Thai Listed Company Association</li> <li>• Certificate, Leadership Program (Class 13), Capital Market Academy</li> <li>• Certificate, New Democratic Leadership (Class 1), King Prajadhipok's Institute</li> <li>• Curriculum of National Disaster Management, Training Center of Japan International Cooperation Agency (JICA), Japan</li> <li>• Certificate, Corporate Governance for Directors and Top Executives of State Enterprises and Public Organizations (Class 3)</li> <li>• Certificate, Director Certification Program (DCP 105/2008), Thai Institute of Directors (IOD)</li> <li>• Certificate, Audit Committee Program (ACP 27/2009), Thai Institute of Directors (IOD)</li> <li>• Curriculum of Monitoring Fraud Risk Management (MFM 1/2009), Thai Institute of Directors (IOD)</li> <li>• Certificate, Financial Statement for Directors (FSD 6/2009), Thai Institute of Directors (IOD)</li> <li>• Certificate, Successful Formulation &amp; Execution of Strategy (SFE 8/2010), Thai Institute of Directors (IOD)</li> <li>• Curriculum of Monitoring the Internal Audit Function (MIA 8/2010), Thai Institute of Directors (IOD)</li> <li>• Curriculum of Monitoring the System of Internal Control and Risk Management (MIR 8/2010), Thai Institute of Directors (IOD)</li> <li>• Certificate, Development of University Senior Executive (Class 10), Office of the Higher Education Commission, Ministry of Education</li> </ul>		
<b>Experience</b>		
<ul style="list-style-type: none"> <li>• 2018 – Present : President, Council of Engineers Thailand</li> <li>• 2017 – Present : Chairperson, Council of University Presidents of Thailand (CUPT)</li> <li>• 2015 – 2019 : President, King Mongkut's Institute of Technology Ladkrabang</li> <li>• 2019 – Present : Acting President, King Mongkut's Institute of Technology Ladkrabang</li> <li>• 2014 – 2016 : President, The Engineering Institute of Thailand Under H.M. The King's Patronage</li> </ul>		
<b>Years as a Director</b>	3. years 10 months (The director's term is started on 25th March 2016)	
<b>Shareholding in the Company</b>	300,000 shares (as of date 31 <sup>st</sup> December 2019)	
<b>Relationship with executives /major shareholders of the company/ subsidiaries</b>	None	


## Biographies of the Proposed Directors

<b>Name-Surname</b> <b>Type of Director to be Appointed</b> <b>Age</b> <b>Nationality</b>	<b>Professor Dr. Suchatvee Suwansawat</b> <b>Independent Director</b> <b>47 years old</b> <b>Thai</b>	
<b>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</b>		
<ul style="list-style-type: none"> <li>• Being the director that participate in the managing of the company,</li> <li>• Being an employee, contractor or counselor, which receive monthly salary                             <ul style="list-style-type: none"> <li>• Being professional service provider</li> <li>• Having significant business relationship</li> </ul> </li> </ul>		<p style="text-align: right;">None</p> <p style="text-align: right;">None</p> <p style="text-align: right;">None</p>
<b>Present Director Position</b> <ul style="list-style-type: none"> <li>• <b>Other Listed Companies</b> <ul style="list-style-type: none"> <li>• Chairman of Risk Management Committee / Independent Director, Property Perfect Public Company Limited</li> </ul> </li> <li>• <b>Non-Listed Companies</b> <ul style="list-style-type: none"> <li>• President, King Mongkut's Institute of Technology Ladkrabang</li> <li>• President, Council of Engineers Thailand</li> <li>• Chairperson, Council of University Presidents of Thailand (CUPT)</li> <li>• Appointed member of University Council, Rajamangala University of Technology Srivijaya</li> <li>• Council Member of University Council, Rangsit University</li> <li>• Council Member of University Council, Nakhon Ratchasima Rajabhat University</li> <li>• Independent Director, Don Muang Tollway Public Company Limited</li> </ul> </li> </ul>		
<b>Rival business or Other businesses which may conflict with the Company's beneficial interest</b>		None
<b>Meeting Attendance of the Year 2019</b>		<ul style="list-style-type: none"> <li>• The Board of Directors 13/13 Time</li> <li>• Enterprise-wide Risk Management Committee 8/9 Time</li> <li>• The Nomination and Remuneration Committee 4/4 Time</li> </ul>


## Biographies of the Proposed Directors

<b>Name-Surname</b>	Mr. Bundit Sapianchai	
<b>Type of Director to be Appointed</b>	Director	
<b>Age</b>	55 years old	
<b>Nationality</b>	Thai	
<b>Education / Training</b>		
<ul style="list-style-type: none"> <li>● Honorary Doctorate of Electrical Engineering, Rajamagala University of Technology Krungthep</li> <li>● Master's degree, Engineering, Asian Institute of Technology (AIT)</li> <li>● Bachelor's degree, Engineering, King Mongkut's Institute of Technology Ladkrabang</li> <li>● Certificate, Director Accreditation Program (DAP 28/2004), Thai Institute of Directors (IOD)</li> <li>● Certificate, Director Certification Program (DCP 53/2005), Thai Institute of Directors (IOD)</li> <li>● Advance Diploma Public Administration and Public Law (Class10), King Prajadhipok's Institute</li> <li>● Diploma, The Joint State-Private Sector Course, National Defence College (Class 25)</li> <li>● Certificate, Leadership Program (Class 20), Capital Market Academy</li> <li>● The Executive Program in Energy Literacy for a Sustainable Future TEA Class 11, Thailand Energy Academy</li> <li>● Diploma, Executive Management with Business Development and Investment (IBID 5), Institute of Business and Industrial Development</li> </ul>		
<b>Experience</b>		
2013 – 2015 : Senior Executive Vice President, Renewable Energy Business, The Bangchak Corporation Public Company Limited)		
<b>Years as a Director</b>	3. years 10 months (The director's term is started on 25th March 2016)	
<b>Shareholding in the Company</b>	551,596 shares (as of date 31 <sup>st</sup> December 2019)	
<b>Relationship with executives /major shareholders of the company/ subsidiaries</b>	None	
<b>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</b>		
<ul style="list-style-type: none"> <li>● Being the director that participate in the managing of the company <span style="float: right;">Assigned to be the Chief Executives Officer (CEO)</span></li> <li>● Being an employee, contractor or counselor, which receive monthly salary <ul style="list-style-type: none"> <li>● Being professional service provider <span style="float: right;">None</span></li> <li>● Having significant business relationship <span style="float: right;">None</span></li> </ul> </li> </ul>		
<b>Present Director Position</b>		
<ul style="list-style-type: none"> <li>● <b>Other Listed Companies:</b> Senior Executive Vice President, The Bangchak Corporation Public Company Limited</li> <li>● <b>Non-Listed Companies</b> <ul style="list-style-type: none"> <li style="width: 50%;">● Chairman, Bangchak Solar Energy Company Limited</li> <li style="width: 50%;">● Director, Star Energy Group Holdings Pte Ltd.</li> <li style="width: 50%;">● Chairman, Bangchak Solar Energy (Prachinburi) Company Limited</li> <li style="width: 50%;">● Director, Star Energy Geothermal Pte Ltd.</li> <li style="width: 50%;">● Chairman, Bangchak Solar Energy (Chaiyaphum1) Company Limited</li> <li style="width: 50%;">● Director, Star Phoenix Geothermal JV B.V.</li> <li style="width: 50%;">● Chairman, Bangchak Solar Energy (Burirum) Company Limited</li> <li style="width: 50%;">● Director, Star Energy Geothermal Holdings (Salak – Darajat) B.V.</li> <li style="width: 50%;">● Chairman, Bangchak Solar Energy (Burirum1) Company Limited</li> <li style="width: 50%;">● Director, Star Energy Geothermal (Salak – Darajat) B.V.</li> <li style="width: 50%;">● Chairman, Bangchak Solar Energy (Nakorn Ratchasima) Company Limited</li> <li style="width: 50%;">● Director, Huang Ming Japan Company Limited</li> <li style="width: 50%;">● Director, Thai Digital Energy Development Co., Ltd. (TDED)</li> <li style="width: 50%;">● Director, BCPG Wind Cooperatief U.A.</li> <li style="width: 50%;">● Director, BCPG Indochina Limited</li> <li style="width: 50%;">● Director, PetroWind Energy Inc. (PWEI)</li> <li style="width: 50%;">● Director, Impact Energy Asia Development Limited</li> <li style="width: 50%;">● Manager, Nam San 3A Power Sole Co., Ltd</li> </ul> </li> </ul>		

## Biographies of the Proposed Directors

Name-Surname	Mr. Bundit Sapianchai	
Type of Director to be Appointed	Director	
Age	55 years old	
Nationality	Thai	
Rival business or Other businesses which may conflict with the Company's beneficial interest		None
Meeting Attendance of the Year 2019	<ul style="list-style-type: none"> <li>● The Board of Directors 13/13 Time</li> <li>● Corporate Governance Committee 2/2 Time</li> <li>● Investment Committee 11/12 Time</li> <li>● Enterprise-wide Risk Management Committee 8/9 Time</li> </ul>	

## Biographies of the Proposed Directors

<b>Name-Surname</b>	Mr. Krisada Chinavichirana	
<b>Type of Director to be Appointed</b>	Independent Director	
<b>Age</b>	57 years old	
<b>Nationality</b>	Thai	
<b>Education / Training</b>		
<ul style="list-style-type: none"> <li>• Master of Business Administration (M.B.A.), University of New Haven, U.S.A</li> <li>• Bachelor of LAWS, Chulalongkorn University</li> <li>• Diploma, National Defence Collage, The National Defence Course Class 54</li> <li>• Certificate, Leadership Program (Class 18), Capital Market Academy</li> <li>• The Executive Program in Energy Literacy for a Sustainable Future TEA Class 11, Thailand Energy Academy</li> <li>• Proactive and Integrated Justice Management (Class 4/2019), Office of Justice Affairs</li> <li>• Financial Instrument and Markets 2004, Harvard Business School</li> <li>• Certificate, Director Certification Program (DCP186/2014) Thai Institute of Directors (IOD)</li> <li>• Certificate, Director Accreditation Program (DAP189/2014) Thai Institute of Directors (IOD)</li> </ul>		
<b>Experience</b>		
<ul style="list-style-type: none"> <li>• 2018 – Present : Director General, Thai customs, Ministry of Finance</li> <li>• 2017 – 2018 : Director General, The Excise Department, Ministry of Finance</li> <li>• 2014 – 2015 : Executive Director, The Fiscal Policy Office, Ministry of Finance</li> <li>• 2011 – 2014 : Financial Policy Advisor, The Fiscal Policy Office, Ministry of Finance</li> <li>• 2009 – 2011 : Deputy Director-General, The Fiscal Policy Office, Ministry of Finance</li> <li>• 2008 – 2006 : Executive Director of the Legal Affairs Bureau ,The Fiscal Policy Office, Ministry of Finance</li> <li>• 1997 – 1998 : First secretary, Economic &amp; Financial Office of Economic &amp; Financial Affairs Royal Thai Embassy London</li> </ul>		
<b>Years as a Director</b>	Never being a director of the company (Nominated as the company's directors for the first term)	
<b>Shareholding in the Company</b>	No shares, both directly and indirectly (as of 18 <sup>th</sup> February 2020)	
<b>Relationship with executives /major shareholders of the company/ subsidiaries</b>	None	
<b>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</b>		
<ul style="list-style-type: none"> <li>• Being the director that participate in the managing of the company,</li> </ul>		None
<ul style="list-style-type: none"> <li>• Being an employee, contractor or counselor, which receive monthly salary                             <ul style="list-style-type: none"> <li>• Being professional service provider</li> <li>• Having significant business relationship</li> </ul> </li> </ul>		None
<b>Present Director Position</b>		
<ul style="list-style-type: none"> <li>• <b>Other Listed Companies:</b> <ul style="list-style-type: none"> <li>• Airports of Thailand Public Company Limited</li> <li>• Krung Thai Bank Public Company Limited</li> </ul> </li> <li>• <b>Non-Listed Companies : - None -</b></li> </ul>		
<b>Rival business or Other businesses which may conflict with the Company's beneficial interest</b>	None	

## Biographies of the Proposed Auditors

<b>Mr. Charoen Phosamritlert</b>	
<b>Education, Licenses and Certificates</b>	<ul style="list-style-type: none"> <li>● Bachelor's degree in Accounting, Bangkok University</li> <li>● Master's degree in Business Administration, Chulalongkorn University</li> <li>● Senior Executive Program, Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>● TLCA Leadership Development Program (LDP), Thai Listed Companies Association</li> <li>● Certified Public Accountant with Registered No. 4068 and approval from the office of the Securities and Exchange Commission, Thailand and the Bank of Thailand</li> </ul>
<b>Experience</b>	<p>Mr. Charoen holds a position as Executive Director of KPMG Thailand and has over 30 years of experience in the audit field and as the business consultant. Furthermore, he is a Chief of the auditing office in Thailand. He has experiences in a wide range of industries particularly in the consumer market, telecommunications and media, and in the industrial sector including foreign companies and domestic listed companies. He is a member of the international team which audits the companies listed in the Stock Exchange in foreign countries. He also acts as a coordinator to audit American customers who operate business in Thailand and Asia Pacific. He is frequently involved in merger projects and is routinely invited as a special lecturer.</p>

<b>Mr. Waiyawat Korsamarnchaiyakij</b>	
<b>Education, Licenses and Certificates</b>	<ul style="list-style-type: none"> <li>● Bachelor's degree in Business Administration (Accounting), Rajamangala University of Technology</li> <li>● Master's degree in Accounting, Chulalongkorn University</li> <li>● Diploma of Auditing, Thammasat University</li> <li>● Diploma of Taxes and Accounting, Ramkhamhaeng University</li> <li>● Certified Public Accountant with Registered No. 6333 and approval from the Securities and Exchange Commission, Thailand</li> </ul>
<b>Experience</b>	<p>With 22 years of experience in the audit field and one year of working experience in KPMG office in Singapore, Mr. Waiyawat holds a position as Executive Director of KPMG Thailand. He has the management experience in complex audit for the companies in various industries, particularly in energy, natural resources, electricity, public utility, industry and financing business. Furthermore, he also has expertise in the International Financial Reporting Standards.</p>

<b>Mr. Sakda Kaotanthong</b>	
<b>Education, Licenses and Certificates</b>	<ul style="list-style-type: none"> <li>● Bachelor's degree in Accounting, Thammasat University</li> <li>● Master's degree in Accounting, Thammasat University</li> <li>● Senior Executive Program, Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>● Certified Public Accountant with Registered No. 4628 and approval from the office of the Securities and Exchange Commission, Thailand</li> </ul>
<b>Experience</b>	<p>With 25 years of experience in the audit field, Mr. Sakda holds a position as Executive Director of KPMG Thailand. He performs his duty with various standards, e.g. Thailand Accounting Standard and International Financial Reporting Standards. Moreover, he provides other services apart from auditing, such as the preparation for the International Financial Standards, merger and acquisition. Mr. Sakda is experienced in various fields of industries, especially the industry, demand and supply market. He provides auditing services to both Thai and international company, especially Japanese company and SET listed company.</p>

Table Comparing the Existing Articles of Association and the Draft New Articles of Association with the Excerpt of the Relevant Law and Reasons and Necessities of the Amendments

Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
7. (para 3)	To make the content be in accordance with the future operation	Every share certificate shall be affixed or printed with the signature of at least one director or registrar of shares in accordance with Securities and Exchange Law or by any other means in accordance with Securities and Exchange Law.	<u>Every share certificate and other securities certificates</u> shall be affixed or printed with the signature of at least one director or registrar of shares in accordance with Securities and Exchange Law or by any other means in accordance with Securities and Exchange Law.	<p><u>Securities and Exchange Act B.E. 2535 (1992)</u></p> <p>Section 6 Where the signatures of the directors or registrar are required in <u>securities certificates</u> under this Act, the Capital Market Supervisory Board may specify that such signatures may be stamped by machine or by other means. In such event, the rules and procedures as specified in the notification of the Capital Market Supervisory Board must be complied with.</p> <p>Section 197 In issuing <u>securities certificates</u>, the securities registrar shall have the power to sign his name in the securities certificates in lieu of the signature of the directors of the company issuing securities which are listed in the Securities Exchange when authorized by such company.</p> <p><u>Notification of Capital Market Supervisory Board No. Tor Jor. 28/2552 Re: The Use of Stamp Machine or other means instead of signing of the directors or registrar</u></p> <p>Clause 3 In order to use other means apart from having signature of the directors or the registrar in the <u>securities certificates</u>, the issuer company or the registrar may:</p> <p style="padding-left: 40px;">(1) Use the computer to stamp the signature of the directors or the registrar in the securities certificate in clear position;</p> <p>.....</p>





Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
11. (para 1)	To make content more complete	Unless it is in conflict with or inconsistent with law or Articles of Association of the Company, the transfer of shares shall be valid upon the transferor's endorsement in share certificate by specifying the transferee's name, affixing with the signature of the transferor and transferee, and delivering the share certificate to the transferee of the share transfer in order to confirm the Company after the Company has already received request for registering the transfer of shares.	Unless it is in conflict with or inconsistent with law or Articles of Association of the Company, the transfer of shares shall be valid upon the transferor's endorsement in share certificate by specifying the transferee's name, affixing with the signature of the transferor and transferee, and delivering the share certificate to the transferee of the share transfer in order to confirm the Company after the Company has already received request for registering the transfer of shares. <u>However, such transfer may be set up against a third person upon an entry by the Company of the transfer of shares in the register.</u>	<u>Public Limited Companies Act B.E. 2535 (1992)</u>  Clause 58 A transfer of shares is valid upon the endorsement of the share certificate by the transferor, with an indication of the name of the transferee and the signatures of the transferor and of the transferee being affixed thereon, and upon the delivery of the share certificate to the transferee. The transfer may be set up against the company upon receipt by the company of a request for an entry of the transfer of shares in the register <u>but may be set up against a third person upon an entry by the company of the transfer of shares in the register.</u> In this regard, if the company considers that the transfer of shares is duly made in accordance with the law, the company shall enter the transfer of shares in the register within fourteen days as from the date of receipt of such request, or if the company considers that the transfer is not duly or validly made the company shall notify it to the requester within seven days.
13. (para 2)	To make content in accordance with the amended law	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 the shareholders with total counted number of shares at least 1/5 of total number of sold shares or at least 25 (twenty-five) shareholders with total counted number of shares at least 1/10 (one-tenth) of total number of sold shares have jointly signed	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 shareholders with total counted number of shares <u>at least one-tenths (1/10) of total number of sold shares</u> have jointly signed to issue the letter for requesting. the Board of Directors to convene the shareholders' meeting as	<u>Public Limited Companies Act B.E. 2535 (1992)</u>  Section 100 Shareholders holding shares <u>in the aggregate number of not less than one-tenth of the total number of shares sold</u> may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must cause a meeting of shareholders to be

Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
		to issue the letter for requesting. the Board of Directors to convene the shareholders' meeting as extraordinary meeting, clearly specifying reason and purpose of the request to convene the shareholders' meeting. The Board of Directors must hold the shareholders' meeting within 1 (one) month from the received date of letter from shareholders.	extraordinary meeting, clearly specifying the issue, reason and purpose of the request to convene the shareholders' meeting. The Board of Directors must hold the shareholders' meeting within <u>forty-five (45)</u> days from the received date of letter from shareholders.	held within <u>forty-five days</u> as from the date of receipt the written request from the shareholders.
23.	To refer the content to all relevant law	Apart from retirement by rotation, the directors shall vacate office upon: <ul style="list-style-type: none"> <li>(1) Death;</li> <li>(2) Resignation;</li> <li>(3) Disqualification or having prohibited characteristics under Section 68 of Public Limited Companies Act B.E. 2535 (1992);</li> <li>(4) Removal by a resolution of the shareholders' meeting under Section 76 of Public Limited Companies Act B.E. 2535 (1992); and</li> <li>(5) Removal by a court order.</li> </ul>	Apart from retirement by rotation, the directors shall vacate office upon: <ul style="list-style-type: none"> <li>(1) Death;</li> <li>(2) Resignation;</li> <li>(3) Disqualification or having prohibited characteristics under Public Limited Companies Act B.E. 2535 (1992) <u>and Securities and Exchange Act B.E. 2535 (1992)</u>;</li> <li>(4) Removal by a resolution of the shareholders' meeting under Section 76 of Public Limited Companies Act B.E. 2535 (1992); and</li> <li>(5) Removal by a court order.</li> </ul>	<u>Securities and Exchange Act B.E. 2535 (1992)</u> Section 89/3 A director shall have qualifications and shall not have prohibited characteristics as specified by law on public limited companies, and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the SEC.
25.	To increase flexibility of the Board of Directors' meeting	In the board of directors' meeting, at least half of the Company's total directors must attend the meeting to constitute a quorum. In the event where the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice	In the board of directors' meeting, at least half of the Company's total directors must attend the meeting to constitute a quorum. In the event where the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice	<u>Announcement of the Head of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices dated 27 June 2014</u> Clause 3 The conference under the provisions of law which requires that the

Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
		<p>Chairman of the Board or there is a Chairman of the Board but he/she is unable to perform his/her duty, the directors who attend the meeting shall select one director to preside over the meeting.</p> <p>The final decisions of the meeting shall be by majority vote whereas each director shall have one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of any equality of votes, the chairman of the meeting shall perform an additional vote as a casting vote.</p>	<p>Chairman of the Board or there is a Chairman of the Board but he/she is unable to perform his/her duty, the directors who attend the meeting shall select one director to preside over the meeting.</p> <p><u>The chairman of the meeting may determine that the meeting be organized and held through electronic media by means as determined by law.</u></p> <p>The final decisions of the meeting shall be by majority vote whereas each director shall have one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of any equality of votes, the chairman of the meeting shall perform an additional vote as a casting vote.</p>	<p>conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the person serving as <u>the chairman of the conference may determine that the conference be organized and held through electronic media</u>; and it shall have the same effect as the conference held pursuant to a legally provided procedure.</p> <p><u>Clarification of the Department of Business Development Re: A Teleconference through Electronic Devices of Registered Partnerships, Limited Companies, Public Limited Companies, Trade Associations and Chambers of Commerce under the Announcement by the National Council for Peace and Order Re: Teleconference through Electronic Devices dated 27 June 2014</u></p> <p>Clause 5 A public limited company, trade association and chamber of commerce may hold a meeting through electronic media only if their articles of association is prescribed such holding of a meeting through electronic media.</p>
29.	To increase flexibility of the arrangement of Board of Directors' meeting	<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 7 (seven) 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>In calling the board of directors' meeting, a meeting appointment letter shall be delivered to the directors or representative of the director at least 7 (seven) 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><u>Announcement of the Head of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices</u></p> <p>Clause 5 <u>A notice calling for a conference and related documents may be sent by an electronic mail.</u> In this regard, the person charged with arranging the conference must keep a copy of the notice of the conference and</p>

Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
			<p><u>In delivering an invitation to the Board of Directors' meeting and the meeting documents, the Company may send them by electronic mail.</u></p>	<p>related documents as evidence, which may be stored in electronic data format.</p> <p><u>Clarification of the Department of Business Development Re: A Teleconference through Electronic Devices of Registered Partnerships, Limited Companies, Public Limited Companies, Trade Associations and Chambers of Commerce under the Announcement by the National Council for Peace and Order Re: Teleconference through Electronic Devices dated 27 June 2014</u></p> <p>Clause 6 An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be implemented under the method and timeline, specified by the applicable laws and regulations, or can be sent via e-mail, provided that such e-mail must be sent in accordance with the timeline and published in newspaper as required by the laws and regulations.</p>
32.	To make content more complete	The task performed by a director shall be considered as valid as if the said director is appointed properly and completely with the qualification of the director even though it is appeared later on some faults in appointing the said director.	<p><u>All business of the Company as done by its Board of Directors or directors or persons entrusted by the Board of Directors on behalf of the Company shall be valid and binding upon the Company notwithstanding that it appears thereafter that there was some defect in connection with the election, appointment or qualifications of the directors.</u></p>	<p><u>Public Limited Companies Act B.E. 2535 (1992)</u></p> <p>Section 84 <u>All business of the company as done by its board of directors or directors or persons entrusted by the board of directors on behalf of the company shall be valid and binding upon the company notwithstanding that it appears thereafter that there was some defect in connection with the election, appointment or qualifications of the directors.</u></p>

Article	Reason and Necessities of the Amendments	Existing Provision	New Provision	Excerpt of the Relevant Law
44.	To make content in accordance with the present fact	<p>The Company's seal shall be the following affixed seal.</p> 	<p>The Company's seal shall be the following affixed seal.</p> 	-

**Articles of Association**  
**Of**  
**BCPG Public Company Limited**

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CHAPTER 1 GENERAL PROVISION

Article 1. These Articles of Association shall be called “Articles of Association of BCPG Public Company Limited”.

Article 2. The word “Company” in these Articles of Association shall mean “BCPG Public Company Limited”.

Article 3. Any provision not stated in these Articles of Association shall be deemed and enforced in accordance with the legislation of Public Limited Companies Law and Securities and Exchange Law, as well as other effective or related laws of the Company' business operation in all respects.

In the event where the Company or its subsidiary as defined by Securities and Exchange Law agrees to enter into the connected transaction or acquisition or sale of significant asset of the Company in accordance with the criteria prescribed in Securities and Exchange Law, the Company shall also comply with the criteria and procedure prescribed in that matter.

In the event where these Articles of Association refer or specify any particular law, rule or requirement, the said law, rule or requirement shall mean and include the amended law, rule or requirement, and subsequently enacted law, rule or requirement repealing, prevailing, or adding other matters on, the said existing law, rule or requirement.

CHAPTER 2 ISSUANCE OF SHARES

Article 4. All shares of the Company shall be the ordinary shares which bear the name of shareholders.

Article 5. The Company shall not own its own shares or take them in pledge except the following events:

- (1) The Company may buy its shares back from a shareholder who votes against the resolution of the shareholders' meeting in approval of the amendment of the Articles of Association of the Company related to voting right and the right to receive the dividend which is unfair in view of such shareholder; and
- (2) The Company may buy its shares back for the purpose of financial management when it has accumulated profits and surplus liquidity and such buyback shall not cause a financial problem for the Company.

However, the shares held by the Company shall not be counted as quorum in the shareholders' meeting and have no right to vote and right to receive dividend.

The Company shall dispose of the shares bought back under the aforementioned paragraphs within the period prescribed in the ministerial regulations. If the Company is unable to dispose of all shares within such period, it shall reduce its paid-up capital by canceling the remaining registered shares which are unable to be disposed.

The buyback, disposal, and cancellation of shares that are bought back shall comply with the criteria and procedure stipulated in the ministerial regulations.

Article 6. The shareholders' meeting shall give consent on buyback of the Company's shares. Unless in the event where the Company is the listed company in Stock Exchange of Thailand and the amount of such buyback of shares is not more than ten (10) percent of paid-up capital, it is under the power of the Board of Directors to approve such buyback of shares.

Article 7. The Company's shares are not divisible. If two persons and more purchase the Company's shares or jointly subscribe the purchase shares, one of these persons shall be appointed to exercise the right on behalf of the shareholders or share subscribers, as the case may be.

The name of the said appointed joint shareholders shall appear in the first order before the names of joint shareholders in Shareholders' Registration. The delivery of share certificate and notification of the Company to the said person shall be considered as delivery and notification to all joint shareholders.

Every share certificate and other securities certificates shall be affixed or printed with the signature of at least one director or registrar of shares in accordance with Securities and Exchange Law or by any other means in accordance with Securities and Exchange Law.

However, the Company may appoint natural person or juristic person to perform duty of registrar of securities whereas the practice related to the Company's registration work shall be in line with what is prescribed by the registrar of securities.

Article 8. The shareholder may request the Company to issue new share certificate to him/her by surrendering any old share certificate which is damaged or vanished in the essence. In this event, the Company shall issue new share certificate to the shareholder within the period prescribed by law.

In the event the share certificate is lost or destroyed, the shareholder shall declare evidence of notification with inquiry official or other appropriate evidences with the Company. The Company shall issue new share certificate to the shareholder within period prescribed by law.

Article 9. The Company may collect issuance fee at maximum rate specified by law for new share certificate in replacement of lost, vanished or damaged share certificate, or for request of the shareholder for copy of share certificate in whole or in part together with warranty of the Company.

### CHAPTER 3 TRANSFER OF SHARES

Article 10. The shares of the Company are freely transferable without restrictions except the transfer of the said shares causes the Company's shareholding of the non-Thai person exceeding forty-nine (49) percent of total number of issued and sold shares. The Company is entitled to refuse the transfer of the Company's shares in the event where any share transfer causes the ratio of the Company's shareholding of the non-Thai person exceeding the aforesaid ratio.

However, the aforesaid "person" means natural person or juristic person.

Article 11. Unless it is in conflict with or inconsistent with law or Articles of Association of the Company, the transfer of shares shall be valid upon the transferor's endorsement in share certificate by specifying the transferee's name, affixing with the signature of the transferor and transferee, and delivering the share certificate to the transferee of the share transfer in order to confirm the Company after the Company has already received request for registering the transfer of shares. However, such transfer may be set up against a third person upon an entry by the company of the transfer of shares in the register.

If the Company deems that such transfer of shares is legal and complies with the Articles of Association of the Company, the Company shall register the transfer of shares within fourteen (14) days from received date of request. If such transfer is incorrect and invalid, the Company shall notify the person making request within seven (7) days.

If the share of the Company is registered as the listed securities in the Stock Exchange of Thailand, the transfer of share shall comply with Securities and Exchange Law.

Article 12. The Company may close and suspend its share register book to stop accepting any share transfers during twenty-one (21) days prior to each shareholders' meeting. The Company shall announce at Head Office or every branch office of the Company such share registration closure at least fourteen (14) days prior to the book-closing date.

#### CHAPTER 4 SHAREHOLDERS' MEETING

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 shareholders with total counted number of shares at least one-tenths (1/10) 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 the issue, reason and purpose of the request to convene the shareholders' meeting. 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 affairs which should be convened for Annual General Meeting of Shareholders are as follows:

- (1) Consider report of the Board of Directors indicating the Company's business in previous year;
- (2) Consider approving balance sheet and profit and loss account of previous accounting year;
- (3) Consider approving profit appropriation, dividend payment, and money allocation as reserve;
- (4) Consider selecting the director in replacement of the director who retires by rotation;
- (5) Consider determining remuneration of director;
- (6) Consider appointing the auditor and determining the amount of audit fee; and
- (7) Other affairs.

Article 15. 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.

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.

Article 16. In the shareholders' meeting, the shareholders and the proxies from the shareholders (if any) must attend the meeting not less than twenty-five (25) persons or not less half of total number of shareholders, and have total counted shares not less than one-third (1/3) of total number of sold shares so that the meeting is constituted as quorum.

At any shareholder meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum, and if such meeting is called due to the shareholder's request, such meeting shall be cancelled. If such meeting is not called due to the shareholder's request,



the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In such meeting, the quorum is not required.

Article 17. In every meeting of shareholders, the Chairman of the Board shall preside over the meeting. If the Chairman of the Board is absent from the meeting or unable to perform the duty due to any reason, the Vice Chairman of the Board shall preside over the meeting instead. If the Vice Chairman of the Board is absent from the meeting or unable to perform duty as well, the shareholders who attend meeting shall select one shareholder to preside over the meeting particularly in that time.

Article 18. 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.

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.

Article 19. In voting, one share has one vote and resolution of the shareholders' meeting shall consist of the following votes.

- (1) In the normal event, the majority vote of the shareholders who attend the meeting and vote shall be adhered. If equal vote exists, the chairman of the meeting shall perform an additional vote as casting vote.
- (2) In the following events, the votes not less than 3/4 (three-fourth) of total number of votes of shareholders who attend the meeting and have rights to vote.
  - (a) Divestiture or transfer of the Company's business in whole or part which is significant to other person;
  - (b) Acquisition or acceptance of transfer of other company's or private company's business to belong to the Company;
  - (c) Entering, revision or cancellation of the contract related to leasing the Company's business in whole or in part which is significant, assigning other person to participate in managing the Company's business or merger of business with other person under profit and loss sharing objective;
  - (d) Amendment of Memorandum of Association or Articles of Association;
  - (e) Increase or decrease in the Company's capital or issuance of debenture; and
  - (f) Amalgamation or dissolution of the Company.

#### CHAPER 5 THE BOARD OF DIRECTORS

Article 20. The Board of Directors shall consist of at least five (5) directors and not more than twelve (12) directors whereas there shall be independent directors at least one-third (1/3) of total directors and not less than half of total number of directors shall have their domiciles in the Kingdom.

The Chairman of the Board shall countersign with the President and affix with the Company's seal or the Chairman of the Board or the President countersigns with any director, totaling to two persons, and affix with the Company's seal, to have power in signing to bind the Company.

The Board of Directors has power to determine and revise number and name of the authorized signatory directors to bind the Company in consistency with the Articles of Association of the Company.

Article 21. The shareholders' meeting shall elect the director using majority vote. Each shareholder shall have one vote per share. The persons who received the highest votes in their respective order of the votes shall be elected as directors in the

number that should be available or elected in that time. In the event where the elected persons in respective orders have equal votes in excessive number of directors that should be available or elected in that time, the chairman of the meeting shall perform an additional vote as casting vote.

Article 22. In every annual general meeting, one-third of directors shall retire by rotation. If the number of directors is identically undividable to be three portions, the number of directors closest to one- third (1/3) portion shall retire.

The directors who must retire in the first and second year after the Company has been registered, shall draw to find out who will retire if not agreed by the directors for other means. In subsequent years, the director who has held office longest shall retire first. The retiring directors may be re-elected to resume the office.

Article 23. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Disqualification or having prohibited characteristics under Public Limited Companies Act B.E. 2535 (1992) and Securities and Exchange Act B.E. 2535 (1992);
- (4) Removal by a resolution of the shareholders' meeting under Section 76 of Public Limited Companies Act B.E. 2535 (1992); and
- (5) Removal by a court order.

Article 24. The Board of Directors shall elect one director as Chairman of the Board. In the event where the Board of Directors considers and deems expedient, the Board may elect one director or several directors as Vice Chairman of the Board. The Board shall have power to appoint any director or person to hold the office of the General Manager of the Company and have power to remove the said person from holding the said office. In the event where the person who holds the office of the General Manager is

the Company's director, he/she shall be called the President. However, the General Manager shall be the ex officio secretary of the Board.

The General Manager shall have power and duty related to the Company's management as entrusted by the Board of Directors and shall strictly manage the Company in accordance with plan or budget approved by the Board in good faith and under diligence to maintain the benefit of the Company and shareholders as best as possible. The authority of the General Manager shall include the following matters or affairs.

- (1) To operate the business and/or manage daily routine of the Company;
- (2) To carry out the preparation and submission of the Company's business policy as well as plan and budget to the Board of Directors for approval request, and have duty to report the progress based on the said approved plan and budget to the Board every three months; and
- (3) To execute and/or work in accordance with the policy, plan and budget approved by the Board.

Article 25. In the board of directors' meeting, at least half of the Company's total directors must attend the meeting to constitute a quorum. In the event where the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman of the Board or there is a Chairman

of the Board but he/she is unable to perform his/her duty, the directors who attend the meeting shall select one director to preside over the meeting.

The chairman of the meeting may determine that the meeting be organized and held through electronic media by means as determined by law.

The final decisions of the meeting shall be by majority vote whereas each director shall have one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of any equality of votes, the chairman of the meeting shall perform an additional vote as a casting vote.

Article 26. In the event where the director office is vacant due to reasons other than retirement by rotation, the Board of Directors shall elect a person who is qualified without prohibited characteristics under Article 23 hereof to be the replacing director in the following Board of Directors' Meeting unless the remaining term of the director is less than two months.

The resolution of the Board of Directors under the first paragraph shall be supported by a vote of not less than three-fourth of the number of remaining directors.

The person who is the replacing director shall be in the office equaling to just the remaining term of the replaced director.

Article 27. The Chairman of the Board shall call the board of directors' meeting.

At least two 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 14 (fourteen) days from the requested date.

The secretary of the Board shall notify to make the appointment of the Board of Directors as entrusted by the Chairman of the Board.

Article 28. The venue of the board of directors' meeting may be determined to be other venue apart from the locality where is the location of the Company's head office or neighboring province.

Article 29. 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.

In delivering an invitation to the Board of Directors' meeting and the meeting documents, the Company may send them by electronic mail.

Article 30. For benefit of the Company's operation, the Board of Directors has power to appoint the persons to be a group or several groups or appoint any person from the directors or any other person as deemed appropriate to operate any business of the Company.

The Board of Directors must establish Audit Committee by appointing at least three (3) independent directors as the member of Audit Committee. At least one director shall have accounting and finance knowledge and qualification as prescribed by Securities and Exchange Law to perform the duty to audit and govern the Company's operation, oversee financial reporting, internal control system, selection of the auditor, and consideration on conflict of interests, and prepare corporate governance report of the Board of Directors, as well as take any other actions as prescribed by related laws and/or entrusted by the Board of Directors.

The Board of Directors may issue Power of Attorney to appoint and entrust other person to have power within the scope and define time limit as deemed appropriate by the Company. The Board of Directors may authorize such joint or separate

or several power of the Board of Directors in whole or in part. The Board of Directors may occasionally cancel, withdraw or revise the said power.

Article 31. In operating the Company's business, the director shall perform his/her duty in accordance with laws, objectives and Articles of Association of the Company, as well as resolution of the shareholders' meeting in good faith and diligence to maintain the Company's benefits.

In the event where any director acts or omits to act which is non-compliance with paragraph one, the Company or shareholders can execute the followings as the case may be.

(1) If the act or omission to act causes damage to the Company, the Company shall claim for indemnity from the said director.

In the event of no claim from the Company, one shareholder or several shareholders who hold total shares not less than five percent of total sold shares can notify the Company in writing to claim. If the Company fails to execute as notified by the shareholder(s), the said shareholder(s) can bring the case for litigation to claim the indemnity for the Company.

(2) If the said act or omission to act may cause damage to the Company, one shareholder or several shareholders who hold total shares not less than five percent of total sold shares can request the court to order for suspension of such act.

In the event where the shareholder executes in accordance with paragraph two, the shareholder can request the court to order the removal of the said director from his/her office.

The shareholder who executes under paragraph two and paragraph three must hold the Company's shares while the said director acts or omits to act as the result of the Company's damage or may cause damage to the Company as the case may be.

Article 32. All business of the company as done by its Board of Directors or directors or persons entrusted by the Board of Directors on behalf of the company shall be valid and binding upon the company notwithstanding that it appears thereafter that there was some defect in connection with the election, appointment or qualifications of the directors.

Article 33. The director is prohibited to engage in the business of which the nature is similar and competitive with the Company's business, or enter to be the partner in ordinary partnership or to be the limited liability partner in limited partnership, or to be the director of other private company or company that engage in the business of which the nature is similar and competitive with the Company's business whether it is performed for self-benefit or other person's benefit unless notification to the shareholders' meeting prior to the appointment resolution.

Article 34. The director shall notify the Company for acknowledgement without delay upon the following events.

(1) To have either direct or indirect interest in any contract entered by the Company during the accounting year, specifying the fact related to the nature of the contract, name of the contractual party, and interest of the director in that contract (if any);

(2) To hold shares or debentures in the Company and affiliated company, specifying total increasing or decreasing number during the accounting year (if any).

#### CHAPTER 6 ACCOUNTING, FINANCE AND DIVIDEND

Article 35. The accounting year of the Company starts from 1 January and ends on 31 December of every year.

Article 36. The Company must prepare and retain the account, and audit in accordance with laws related to the said regards, and must prepare balance sheet and profit and loss account at least once in twelve month which is the accounting year of the Company.

Balance sheet, profit and loss account, and report of the Company's auditor, shall be prepared in Thai language and published in good order.

Article 37. The Board of Directors shall prepare balance sheet and profit and loss account at the ending date of the Company's year to propose to the shareholders' meeting in Annual General Meeting for consideration and approval of these balance sheet and profit and loss account. The Board of Directors shall assign the auditor to complete the audit prior to proposal to the shareholders' meeting.

Article 38. The Board of Directors shall deliver the following documents to the shareholders together with appointment letter for Annual General Meeting.

- (1) Copy of balance sheet and profit and loss account audited by the auditor, and audit report of the auditor; and
- (2) Annual Report of the Board of Directors

Article 39. The annual dividend payment shall be made only under resolution of the shareholders' meeting.

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.

Dividend for ordinary shares shall be apportioned based on number of shares in equal dividend per share.

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.

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.

Article 40. The Company must appropriate the part of annual net profit as reserve capital not less than five (5) percent of annual net profit deducted with retained deficit brought forward (if any) until the amount of this reserve is not less than ten (10) percent of the registered capital. Apart from the specified reserve capital and reserve which is premium on share under Section 51 of Public Limited Companies Act B.E. 2535 (1992), the Board of Directors may propose the shareholders' meeting to resolve on money appropriation as other reserve capital as deemed appropriate for operation of the Company's business.

Article 41. In every year, Annual General Meeting of Shareholders shall also elect the auditor and determine remuneration for the auditor.

Article 42. The former auditor may be re-appointed.

Article 43. The auditor shall not be the director, officer, employee or the person who holds any position of the Company.

CHAPTER 7 ADDITIONAL PROVISION

Article 44. The Company's seal shall be the following affixed seal.



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## Profile of Independent Directors for Proxy \*



1. Name : **General Kanit Sapitaks**  
Position in the Company : Independent Director, Chairman of Nomination and Remuneration Committee  
Age : 67 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 Utis Sunthorn**  
Position in the Company : Independent Director, Member of Audit Committee and Chairman of Corporate Governance Committee  
Age : 65 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 : **Mrs. Vilai Chattanrassamee**  
Position in the Company : Independent Director, Member of Nomination and Remuneration Committee and Chairman of Audit Committee  
Age : 66 years old  
Contacting Address : BCPG Public Company Limited  
No. 2098, Sukhumvit Road, South Phraканong, Phraканong, Bangkok 10260  
Conflict of Interest in the Agenda : Agenda item 4: To approve the appointment of the directors in replacement of those who are due to retire by rotation because Mrs. Vilai 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



4. Name : **Mr. Narin Kanlayanamit**  
Position in the Company : Independent Director, Member of Corporate Governance 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 : **Mrs. Pankanitta Boonkrong**  
Position in the Company : Independent Director and Member of Audit Committee  
Age : 63 years old  
Contacting Address : BCPG Public Company Limited  
No. 2098, M Tower Building,12th Floor, Sukhumvit Road, South Phraikanong, Phraikanong, Bangkok 10260  
Conflict of Interest in the Agenda : None  
Special Conflict of Interest : None



6. Name : **Prof. Dr. Suchatvee Suwansawat**  
Position in the Company : Independent Director, Member of Nomination and Remuneration Committee and Chairman of Enterprise-wide Risk Management Committee  
Age : 47 years old  
Contacting Address : BCPG Public Company Limited  
No. 2098, M Tower Building,12th Floor, Sukhumvit Road, South Phraikanong, Phraikanong, Bangkok 10260  
Conflict of Interest in the Agenda : Agenda item 4: To approve the appointment of the directors in replacement of those who are due to retire by rotation because Prof. Dr. Suchatvee 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



7. Name : **General Sakda Niemkham**  
Position in the Company : Independent Director, Member of Corporate Governance Committee  
Age : 59 years old  
Contacting Address : BCPG Public Company Limited  
No. 2098, M Tower Building,12th Floor, Sukhumvit Road, South Phraikanong, Phraikanong, Bangkok 10260  
Conflict of Interest in the Agenda : None  
Special Conflict of Interest : None



6. Name : **Mr. Thaworn Ngamganokwan**  
Position in the Company : Independent Director, Member of Enterprise-wide Risk Management Committee  
Age : 62 years old  
Contacting Address : BCPG Public Company Limited  
No. 2098, M Tower Building,12th Floor, Sukhumvit Road, South Phraikanong, Phraikanong, Bangkok 10260  
Conflict of Interest in the Agenda : None



**\*Remark** The Company has set the definition for the Company's Independent Directors which is more stringent than required by law when it comes to shareholding percentage (the legal requirement at the maximum of 1% of the total eligible voting shares). The qualifications of Independent Directors are as follows:

1. Not holding more than 0.5% of the total eligible voting shares of the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company, by totally counting the shares held by related person to such independent director.
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 during the past 2 years before his/her appointment as independent directors. 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 two 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 or having been the significant shareholders, controlling persons, or partners of an audit firm where 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 two years before his/her appointment.
6. Not being or having been a professional service provider including legal or financial advisor who receives service fee exceeding Baht 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 two 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. 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 one percent of total eligible voting shares of the other companies having the nature of whose business 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.

# Guidelines for Registration, Appointments of Proxies, Documentation and Evidence Required to Be Presented by the Attendants on the Date of the Meeting

## Registration

Shareholder and proxy's registration will start at 11:00 a.m. on Thursday 9<sup>th</sup> April 2020 at Baimai Meeting Room, 2098 M Tower Building, 8<sup>th</sup> Floor, Sukhumvit Road, Phrakhanong Tai Sub-district, Phrakhanong District, Bangkok 10260. The Meeting Venue is shown in the map (**Enclosure 10**).

## Proxy

In case that a shareholder is unable to attend the meeting, he/she may authorize another person to attend and vote on his/her behalf. The Company provides 3 types of proxy consisting of Form A, Form B and Form C as determined by the Department of Business Development, Ministry of Commerce (**Enclosure 8**).

Proxy method shall be processed as followed:

1. A general shareholder shall select only one of either Form A or Form B. The company recommends selecting Form B and specifying the voting in each Agenda Item.
2. A shareholder who is a foreign investor and appoint the custodian in Thailand as the custodian shall select Form C.
3. A shareholder who authorizes the proxy shall authorize only one proxy to attend and vote on the shareholder's behalf. The number of shares of one shareholder cannot be divided to more than one proxy for casting the votes.
4. A shareholder is allowed to authorize any person as they wish or authorize an independent director of the Company (**Enclosure 6**). In case that a shareholder authorizes an independent director of the Company, a shareholder is recommended to select Form B, specify the voting in each agenda and deliver the proxy with customary documentary to **BCPG Public Company Limited, (Corporate Compliance) No. 2098 M Tower Building, 12<sup>th</sup> Floor, Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260**. For the purpose of the document inspection, please be informed that **the documents should be delivered to the Company by Monday, 6<sup>th</sup> April 2020**.
5. Completely and clearly fill in the information with the signature of proxy and proxy grantor in the proxy. Affix the THB 20 duty stamp and cross out the duty stamp with specifying the date of Proxy Form.
6. Proxy and customary documents as specified in **Documents Required Declaring to the Meeting** is required to declare at the registration desk for proxy on the meeting date.

## **Documents Required Declaring to the Meeting**

### **In the event that the shareholder is a natural person**

1. Attendance in person:

A valid ID card, official identification card, driver license, or passport (in case of foreigner). If there are any changes regarding the name or surname, the customary documentary is required.

2. Attendance by proxy:

- 1) A completed Proxy Form as enclosed together with the Notice of the Meeting signed by the proxy grantor and the proxy with duty stamp affixed;
- 2) A copy of the proxy grantor's valid ID card, official identification card, driver license or passport (in case of foreigner) certified as a true copy by the proxy grantor; and
- 3) A valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy.

### **In the event that the shareholder is a juristic person**

1. Attendance by an authorized person of the juristic person:

- 1) A copy of the authorized person of the juristic person's valid ID card, official identification card, driver license or passport (in case of foreigner) certified as a true copy by the authorized person of the juristic person; and
- 2) A copy of the Affidavit issued by the Ministry of Commerce certified as a true copy by the authorized person of the juristic person with a statement showing that the authorized person of the juristic person is authorized by the juristic person to act on behalf of the juristic person.

2. Attendance by proxy:

- 1) A completed Proxy Form as enclosed together with the Notice of the Meeting signed by the proxy grantor and the proxy with duty stamp affixed;
- 2) A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the authorized person of the juristic person and proxy certified as a true copy;
- 3) A valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy; and
- 4) A copy of the Affidavit issued by the Ministry of Commerce certified as a true copy by the authorized person of the juristic person with a statement showing that the authorized person of the juristic person who signed in the proxy is authorized by the juristic person to act on behalf of the juristic person.

3. Attendance by proxy of a shareholder who is a foreign investor and appoint his/her/its Custodian in Thailand as the Custodian that authorizes a proxy according to Proxy Form C:

3.1 Documents provided by Custodian

- 1) A completed Proxy Form C as enclosed together with the Notice of the Meeting signed by an authorized person of Custodian which is a proxy grantor and the proxy with duty stamp affixed;
- 2) A Certification letter certified by that such authorized person signing the Proxy Form has the authority to operate Custodian business;
- 3) A copy of the Affidavit or Certificate of Incorporation of the Custodian certified as a true copy by an authorized person of the Custodian with a statement showing that such authorized person of the Custodian who signed in the proxy is authorized to act on behalf of the Custodian; and
- 4) A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the authorized person of the Custodian certified as a true copy.

3.2 Documents provided by Foreign Shareholder

- 1) A power of attorney authorized the Custodian to sign in the proxy on behalf of the shareholder;
- 2) A copy of the Affidavit or Certificate of Incorporation certified as a true copy by the representative of the juristic person with a statement showing that representative of the juristic person who signed in the proxy is authorized by the juristic person to act on behalf of the juristic person which is a shareholder and affixed with the corporeal seal (if any); and
- 3) A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the representative of the juristic person certified as a true copy.

3.3 Documents provided by proxy

A valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy is required to declare.

In this regard, proxy forms as appeared in Enclosure 8 are such as a non-complicated proxy form (Form A) or an exhaustive proxy form (Form B). As for a proxy form particular for the foreign investors who have the Custodian in Thailand been their custodian and sustained their shares (Form C), shareholders are able to download the Form C from the Company's website as follows:

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



QR code for downloading proxy form C in form of PDF file

Proxy Form A

**Enclosure 8**

(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 5)

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 2020 Annual General Meeting of Shareholders on Thursday 9<sup>th</sup> April 2020, at 13.30 hrs., at the Bai Mai room, 8<sup>th</sup> Floor, M Tower Building, no. 2098 Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 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 8  
(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 7)

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 2019 Annual General Meeting of Shareholders on Thursday 9<sup>th</sup> April 2020, at 13.30 hrs., at the Bai Mai room, 8<sup>th</sup> Floor, M Tower Building, No. 2098, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 or on such other date and at such other place as may be adjourned or changed.

**For convenience in the registration,  
please bring your barcode already printed on the  
registration form to show at the meeting.**



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

**Agenda 1** **To acknowledge the Board of Directors report on 2019 performance statement.**

**Agenda 2** **To consider and approve Audited Financial Statements for the year ended 31<sup>st</sup> December 2019.**

- (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 the allocation of profits for 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 new 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 Ms. Vilai Chattanrassamee
- Approve                       Disapprove                       Abstain
- 2) Name Professor Dr. Suchatvee Suwansawat
- Approve                       Disapprove                       Abstain
- 3) Name Mr. Bundit Sapianchai
- Approve                       Disapprove                       Abstain
- 4) Name Mr. Kritsada Chinavicharana
- Approve                       Disapprove                       Abstain

**Agenda 5** **To consider and approve the directors' remuneration in the year of 2020.**

- (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 the audit fee in the year of 2020.**

- (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 to the Articles of Associations 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 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 Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I/we do not specify the authorization, 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.



**Attachment to Proxy Form B**

Granting of power to a proxy as a shareholder of BCPG Public Company Limited in respect of

The 2020 Annual General Meeting of shareholders on Thursday 9<sup>th</sup> April 2020, at 13.30 hrs., at the Bai Mai room, 8<sup>th</sup> Floor, M Tower Building, No. 2098, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260 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

- (1) Name \_\_\_\_\_  
 Approve                       Disapprove                       Abstain
- (2) Name \_\_\_\_\_  
 Approve                       Disapprove                       Abstain
- (3) Name \_\_\_\_\_  
 Approve                       Disapprove                       Abstain
- (4) 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 shall hold an annual general meeting of shareholders within four (4) months after the end of the Company's accounting year.

General meetings of shareholders other than as specified in the first paragraph shall be called extraordinary general meetings. The board of directors may call extraordinary general meetings whenever they deem it appropriate, or in the consequence that the shareholders holding shares in aggregate of not less than 10 percent of the total number of shares sold<sup>1</sup>, may at any time subscribe their names and clearly state the purpose in a letter requesting the board of directors to call an extraordinary general meeting. In this case, the board of directors shall call the shareholders' meeting within one (1) month from the date of receipt of such letter from the 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 the 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

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<sup>1</sup> Amendment is made in compliance with the amended law (Article 9 of the order of the National Council for Peace and Order no. 21/2017 dated 4<sup>th</sup> April 2017 re the amendment of laws for the ease of business operation.)

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 there is no Vice-Chairman of the board of directors or if he/she 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.

#### **Proxy to Attend 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.

#### **Shareholders' Voting Right**

Article 19. In casting votes at a shareholders' meeting, each share shall have one 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.

## Map for the Venue of the 2020 Annual General Meeting of Shareholders



### Bai Mai Meeting Room

8<sup>th</sup> Floor, M Tower, No. 2098, Sukhumvit Road, South Phrakanong, Phrakanong, Bangkok

#### Transportation

##### 1. By BTS

Bangchak Station, Exit 2. The Company provides minibus free of charge from the BTS to the meeting venue starting from 09.30 hours until the end of the meeting. The Company's minibus will be available at the entrance of Sukhumvit Soi 60/2.

Shareholder, who would like to walk to the meeting venue, can use the following exit numbers from Bangchak Station:-

- Exit 3 walk straight about 150 m. and take the flyover, then u – turn under the flyover and walk straight about 30 m. M Tower Building is on the left-hand side
- Exit 4 cross the road at the entrance of Sukhumvit Soi 62 and walk straight about 150 m. M Tower Building is on the right-hand side.

##### 2. By Car

Shareholders may park at M Tower Parking Floor 5 and 6 from 10.00 hours until the end of the meeting.

##### 3. By Public Bus

No. 2, 23, 25, 38, 45, 46, 48, 116, 132, 180, 507, PO.139, PO.508, PO.511, PO.513

**Remark :** Due to limited parking space at M Tower, please travel by the Company's minibus, taxi or public bus

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## 2019 Annual Report (Book) Request Form

Dear Shareholders,

According to the vision of the organization, and the realization of global warming impact; BCPG Public Company Limited has arranged for QR code as appeared in the attendance form of 2020 Annual General Meeting of Shareholders so that shareholders may download the 2019 Annual Report in the electronic form from that QR code.

Nevertheless, any shareholder who would like to receive a hard copy of 2019 Annual Report, please fill in the form below and send it back to us via E-mail: [ir@bcpggroup.com](mailto:ir@bcpggroup.com), the Company will accordingly deliver the hard copy of 2019 Annual Report to you.

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Name..... Surname.....  
Address ..... Mhoo ..... Soi .....  
Village ..... Road .....  
Subdistrict.....District .....  
Province ..... Post .....  
Tel..... Fax.....  
E-mail.....

Have intention to receive the hard copy of 2019 Annual Report Year in book.

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**Forward | Green | World**

## 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  
Tel. 66 (0) 2335 8999      Fax. 66 (0) 2335 8900



Website: [www.bcpgroup.com](http://www.bcpgroup.com)