

**Document for the 2020
Annual General Meeting of Shareholders
BANGCHAK CORPORATION PUBLIC COMPANY LIMITED**

**Friday, July 3, 2020 at 13.30 hours
At Bai Mai Meeting Room of the Company's Head Office,
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Phra Khanong Tai, Phra Khanong, Bangkok**

Registration start at 11.30 hours
For convenience in the registration,
please bring your barcode already printed
on the invitation letter to show at the



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Download Annual Report

No tokens, snacks, drinks, and transport vans will be provided, to prevent and minimize Covid-19 infection risk.



Meeting Measures and Guidelines under the Ongoing Covid-19 Pandemic

Faced with the ongoing Covid-19 pandemic and out of a concern for the health and safety of all shareholders, officers, and related parties, Bangchak Public Company Limited especially values high vigilance over the spread of the disease and its prevention by minimizing the time spent on this year's AGM while maintaining the planned agenda. Below are our measures and guidelines, with which we request all shareholders' cooperation:

1. Assigning proxies to the Company's independent directors

- 1.1 Shareholders or their intimate parties classified as risky groups-including those that made trips or passed through Covid-19 risk areas or places under the announcement of the Ministry of Public Health or that of the public sector within 14 days before the AGM, those with high fever, or those suspected of Covid-19 infection, or all of these-should follow the advice of the Department of Disease Control by staying away from the meeting and assigning proxies to Bangchak's independent directors
- 1.2 Those outside the risky group are requested, for their own hygienic wellbeing, to assign proxies to Bangchak's independent directors.

To assign proxies, please return the proxy form sent to shareholders or download it from Bangchak's website along with evidence under Enclosure 10 and 11 in an envelope to:

*Secretary to the Board of Directors Division
Bangchak Corporation Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Road
Phra Khanong Tai, Phra Khanong, Bangkok 10260*

2. Submitting questions in advance: The submission deadline is July 2, 2020, through one of the following channels:

- 2.1 Regular mail: Included with the proxy form to the above address
- 2.2 Email: shareholder@bangchak.co.th
- 2.3 Fax: 0 2335 8000.


3. In-person attendance: Below are Bangchak's measures:

- 3.1 **Screening station:** This will be set up on the first floor at the building entrance. All attendees are to fill out self-screening forms and proceed through a thermoscan. If their body temperatures exceed 37.5 celsius or if attendees or intimate parties, or both, have passed through Covid-19 risk areas or places under the announcement of the Ministry of Public Health or that of the public sector within 14 days before the AGM, or if attendees or intimate parties show symptoms suspected of Covid-19 infection, **they will be not allowed to enter the AGM venue.** To minimize attendance risks, Bangchak requests the following cooperation:

- 1) Those that have passed screening must at all times attach stickers to their apparel and wear hygienic masks while at the AGM venue and wash their hands with alcohol gel provided at various nearby locations
- 2) If during the AGM, attendees show signs of fever, coughing, sore throat, sneezing, runny nose, shortness of breath, or symptoms suspected of Covid-19 infection, please immediately leave the AGM venue.

Bangchak has invited infectious disease control officers from the Department of Disease Control and registered nurses to provide risk prevention advice. Those that fail the screening can assign proxies to Bangchak's independent directors for voting on their behalf.

3.2 **Preparation of AGM venue and registration:** To avoid attendee congestion, below are Bangchak's measures:

- 1) The AGM venue, as well as its surrounding area, is to be cleaned, ozonated, and disinfected before the AGM date. Attendees are requested to observe personal hygienic practices as advised by the Department of Disease Control, Ministry of Public Health, by regularly washing their hands, avoiding touching or sharing containers or articles with others, and practicing social distancing.
- 2) To facilitate the shareholders that have assigned proxies and are not attending in person, **they may watch a live AGM event through www.bangchak.co.th. To do this, they must register to state their intention by 5 p.m. on July 1, 2020, using the <https://bit.ly/2zG8rfh> or scanning the attached QR Code.** 
- 3) Leave at least a meter in lining up at the screening station, document inspection station, and registration station.
- 4) Seats are arranged at least a meter apart; about 120 seats can be accommodated. These are pre-numbered for all registered attendees to prevent infection or trace them should undesirable incidents happen. **Once these seats are filled, Bangchak requests that those attending in person assign proxies to Bangchak's independent directors.**
- 5) **No food, drink, or dining area will be made available.**
- 6) **No microphone will be made available for questions.** Those who wish to pose questions at the AGM are requested to give written questions to Bangchak's officers at the registration station or at the AGM venue.

The above measures and guidelines are for your acknowledgment and strict cooperation. Please note that the more attendees that day, the more delays in meeting screening and registration. The Company would like to apologize for any inconvenience that may occurs.

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10000/027/2020

May 28, 2020

- Subject** : Invitation to the 2020 Annual General Meeting of Shareholders
- Attention** : Shareholders
- Enclosures** : 1. Annual Report 2019 via QR Code and Registration Form for the Meeting
2. Biographies of the Proposed Directors;
 3. Biographies of the Proposed Auditors;
 4. Preliminary Information of the BBGI Employee Stock Option Programme for the Benefit of Directors, Management and Employees of BBGI Public Company Limited (“BBGI”) and its Subsidiaries (“BBGI ESOP Scheme”)
 5. Preliminary Information of the BBGI Employee Stock Option Programme for the Benefit of Directors, Management and Employees of Bangchak Corporation Public Company Limited (“BCP”) and Khon Kaen Sugar Industry Public Company Limited (“KSL”)
 6. Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment
 7. Profiles of Independent Directors for proxy in the Annual General Meeting of Shareholders;
 8. The Company’s Articles of Association with regard to Shareholders’ Meetings;
 9. Map for the Venue of the Annual General Meeting of Shareholders;
 10. Documents for the Rights to Attend the Meeting;
 11. Proxy Form;
 12. Book Request Form

The Board of Directors of Bangchak Corporation Public Company Limited (the “Company”) has resolved to convene 2020 Annual General Meeting of Shareholders on Friday, July 3, 2020 at 13.30 hours at the Bai Mai 1-4 Meeting Room of the Company’s Head Office, 2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260. The 10 meeting agenda items are as follows:

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

Facts and Rationale: The Company’s 2019 performance statement can be found in the Annual Report as per details in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders’ meeting acknowledge the Board of Directors report on 2019 performance statement.

2. To acknowledge the two interim payments.

Facts and Rationale: The Company has the policy to pay out dividend to the shareholders at the rate of not less than 30 percent of net profit after deduction of allocation of legal reserve. However, this is subject to the

economic situation, the Company's cash flow and investment plans of the Company and its subsidiaries according to the necessary, appropriation and other concerning as the Board of Directors' consideration.

The Board of Directors decided to pay this interim dividend instead of the annual dividend, previously to be proposed to the AGM for approval, to alleviate potential impacts on the shareholders due to the indefinite postponement of the AGM. Bangchak approved the interim dividend payment for the second half of 2019 already made on April 24, 2020, at Baht 0.30 a share or approximately Baht 407 million^{1/}, the dividend for the second half of 2019 made from unallocated retained earnings and subjected to juristic-person tax of 20%, for which individual shareholders can claim dividend tax credit at 20/80 of the dividend payment under the provision of Section 47 bis of the Revenue Code.

The interim dividend payment for the second half of 2019 of Baht 0.30 a share adds to Baht 0.50 a share for the first half of 2019, already paid out on September 10, 2019, for the year's total of Baht 0.80 a share or Baht 1,095 million, or 68 percent of the net profit under the consolidated financial statements of 2019.

Such dividend payment conformed to Bangchak's dividend policy. The following is a comparison of dividend payment of recent years.

Dividend Details	2019	2018
1. Net profit (Million Baht)	1,732	2,463
2. Number of shares (Million shares)		
• Number of shares eligible for interim dividend payment for the first half year	1,377	1,377
• Number of shares eligible for interim dividend payment for the second half year	1,357 ^{1/}	-
• Number of shares eligible for dividend payment for the second half year	-	1,377
3. Profit per share (Baht per Share)	1.18	1.79
4. Dividend per share (Baht per Share)	0.80	1.35
• Interim dividend payment the first half year	0.50	0.85
• Interim dividend payment for the second half year	0.30	-
• Dividend payment for the second half year	-	0.50
5. Total dividends payment (Million Baht)	1,095	1,858
6. Dividend payout ratio (Percent)	68	75

*Note: ^{1/} Based on all 1,376.92 million ordinary shares deducted by 19.24 million shares Bangchak has repurchased.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting acknowledge the two interim dividend payments at the rate of 0.80 Baht per share, totaling 1,095 million Baht and approve no additional dividend payment for 2019 year of operations.

3. To consider and approve audited financial statements for the year ended December 31, 2019.

Facts and Rationale: The Company's Audited Financial Statements for the year ended December 31, 2019 was audited by the auditor and also reviewed and endorsed by the Company's Audit Committee. Based on

the auditor's opinion, the consolidated financial statements of the Company and its subsidiary were presented fairly in all material respects and in accordance with generally accepted auditing standards. The details of which are attached herewith in the Annual Report for "Financial Statements" section as per details in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the audited financial statements for the year ended December 31, 2019, which have been audited by the auditor and reviewed by the audit committee.

4. To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.

Facts and Rationale: According to Clause 21 of the Company's Articles of Association, the Board of Directors is composed of a maximum of 15 members. And Clause 23, at every annual general meeting, 1/3 of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to 1/3 shall retire; however, a retiring director is eligible for re-election.

Present, the Board of Directors has 15 directors. In this year, the five retired directors are:

- | | | |
|------------------------|---------------|---|
| 1) Mr. Suthep | Wongvorazathe | (Independent Director) |
| 2) Pol.Lt.Gen. Chaiwat | Chotima | (Independent Director) |
| 3) Lt.Gen. Thammanoon | Withee | (Independent Director) |
| 4) Mr. Prasong | Poontaneat | (Representative Director from Ministry of Finance) |
| 5) Mr. Suthi | Sukosol | (Representative Director from Social Security Office) |

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's channel and also on the Company's website (www.bangchak.co.th) from August 30 - December 31, 2019. The consequence is that Dr. Pinit Ngamsom was nominated as a director by shareholders to Bangchak.

The Nomination and Remuneration Committee (NRC) proceeded with director nomination from a list of persons with high competency, experience, good career paths, leadership, vision, morality, ethics, a good attitude toward Bangchak as well as adequate dedication of time for Bangchak's business and with their names in the IOD's Director Pool, and proposed a qualified candidate nominated by shareholders, Dr. Pinit Ngamsom, a competent candidate and knowledgeable in engineering, with adequate experience to provide views and advice on new engineering technology to benefit Bangchak Initiative and Innovation Center (BiiC).

However, nomination of directors It also examined the list of IOD Chartered Directors and reviewed the shareholders' nominated director and took into account board diversity before developing its board skills matrix to identify the desired qualifications. To this end, it considered lacking skills together with proper qualifications compatible with the Board composition and structure under Bangchak's business strategies. It also reviewed the performance efficiency of directors whose term were expiring and directors who had already held the directorship for three consecutive terms, all of whom were competent, performing their duties to the best of their ability and dedication, and constantly provided comments beneficial to Bangchak and its business continuity. Finally, it looked into nominated independent directors' ability to express free

views and conformance to applicable rules. These were components of NRC's director nomination, part of a transparent process for shareholders' confidence.

The Nomination and Remuneration Committee, excluding those with interests, therefore nominated (1) Mr. Suthep Wongvorazathe, (2) Pol.Lt.Gen. Chaiwat Chotima, (3) Lt.Gen. Thammanoon Withee, (4) Mr. Prasong Poontaneat and (5) Mr. Suthi Sukosol, who completed their terms to another term, with No. (2) to No. (3) now serving as independent directors. Director No. (1) will serve as director, not an independent director, upon completing more than three consecutive terms in accordance with the Company' corporate governance policy. The biographies of the five nominees as detailed on page 10-19 in Enclosure 2.

Opinion of the Board of Directors: The Board of Directors, excluding the directors who have interests, in accordance with the procedure of nomination policy, considered the qualifications of the aforementioned directors and was of the view that the nominated director has suitable qualifications for Bangchak's business as proposed by the Nomination and Remuneration Committee, and agreed to propose for the shareholders' consideration the re-appointment of Mr. Suthep Wongvorazathe, Pol.Lt.Gen. Chaiwat Chotima, Lt.Gen. Thammanoon Withee, Mr. Prasong Poontaneat and Mr. Suthi Sukosol, who had completed their term to perform their duties for another term.

5. To consider and determine the directors' remuneration.

Facts and Rationale: Section 90 of the Public Limited Company Act B.E. 2535 stated that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting and entitled to vote"

According to the remuneration policy for Directors, the Company will take into consideration the appropriateness of duties and responsibilities as assigned and compared with listed companies on SET with a similar industry and business size. The remuneration for the Directors is sufficient to induce the Directors to work with quality and meet the objectives and business direction as determined by the Company through transparent procedures, giving confidence to the shareholders. In addition, the Company has provided other essential business expenses while in their positions to ease their business performance. The directors' other essential expenses and remuneration for 2019 details appear in the Annual Report for "Management Structure" section as per details in Enclosure 1.

The Nomination and Remuneration Committee reviewed the remuneration for the Company's Directors in 2020, took into account the average remuneration from the survey report on the directors' remuneration in listed companies by Thai Institute of Directors, business expansion and the performance growth of the Company. The Nomination and Remuneration Committee thus deemed it appropriate to propose the remuneration for the Company's Directors in 2020 (same as 2019) as follows:

1. **Monthly Remuneration and Meeting Allowance (same as 2019)**

The Board of Directors	Monthly Remuneration (Baht/person)	Meeting Allowance (Baht/person/time) (Only for attending directors)
The Board of Directors	30,000	30,000
The Sub-Committees		
1. The Audit Committee	10,000	15,000
2. The Nomination and Remuneration Committee	-	15,000
3. Enterprise-wide Risk Management Committee	-	15,000
4. Corporate Governance Committee	-	15,000
5. Other committees that may be appointed in the future by the Board as seen fit and necessary	-	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 those of members by 25 percent, whilst the Vice Chairman of the Board of Directors shall receive monthly remuneration and meeting allowances higher than those of members by 12.5 percent respectively.

2. **Bonus (same as 2019)**

0.75 percent of the net profit, but not over 3,000,000 Baht/year per director. The calculated amounts are to reflect individual periods of service. Moreover, the Chairman and Vice Chairman shall receive the bonus higher than those of members by 25 percent and 12.5 percent respectively.

3. **Other Remunerations (same as 2019)**

Group health insurance: in-patient (IPD) and out-patient (OPD) with annual premium not over 50,000 Baht (excluding vat) per director.

Note: The responsibility of the Sub-Committees and the policy in determination of Directors' Remuneration appear in the Annual Report for "Management Structure" section as per details in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considered based on the matters proposed by the Nomination and Remuneration Committee, and agreed to propose that the shareholders' meeting consider and approve the determination of Directors' Remuneration for 2020 same as 2019 as proposed.

6. **To consider and approve the appointment and determination of the fee for the Auditor.**

Facts and Rationale: In section 120 of the Public Limited Company Act B.E. 2535 stated that "In every Annual General Meeting, the shareholders have to appoint and determinate the fee for auditor(s) and auditor(s) of preceding year can be re-appointed."

In its selection of the external auditor for 2020, the Audit Committee based its consideration on performance, experience, personnel readiness, acceptable audit standard, and the proposed audit fees. The Audit Committee proposed the following persons:

1. Mr. Sakda Kaothanthong, Certified Public Accountant Registration No.4628
(with - year of Bangchak's audit experience) or
2. Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No.6333
(with 2 years of Bangchak's audit experience in 2018-2019) or
3. Mr. Charoen Phosamritlert, Certified Public Accountant Registration No.4068
(with - year of Bangchak's audit experience)

of KPMG Phoomchai Audit Ltd. as the 2020 auditor for an audit fee of 2,087,500 Baht, which was 50,000 (2.5%) higher than that of 2019. This rise reflected inflation and the wider audit scope in line with Bangchak's business growth. The biographies of the proposed auditors as detailed in the Enclosure 3.

Comparative information on the payment of Auditor's remuneration in the previous year can be shown in the following table.

Auditor's Remuneration	2020	2019
Audit Fee	2,087,500 Baht	2,037,500 Baht

Note: There was no non-audit fee in 2019.

KPMG Phoomchai Audit Co. Ltd. has been appointed Bangchak Corporation's auditor from 2008- 2018, a total of 11 years.

KPMG Phoomchai Audit Ltd. and its overseas branch were the external auditors (direct and indirect) of Bangchak's 19 subsidiaries for the year 2020. Some of these subsidiaries (most of which featured no complicated transactions in the preparation of consolidated financial statements) employed the service of auditors from other offices. The choice of external auditors is mainly based on service quality and audit fees. The committee ensures timely preparation of financial statements (excluding overseas subsidiaries not required by law to have audited financial statements).

In this regard, KPMG Phoomchai Audit Ltd. has neither relationship nor conflicts of interests with the Company/Subsidiary/Executives/Major Shareholder or person who concern with those.

Opinion of the Board of Directors: Having examined the opinion of the Audit Committee, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of Mr. Sakda Kaothanthong, Certified Public Accountant Registration No.4628 or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No.6333 or Mr. Charoen Phosamritlert, Certified Public Accountant Registration No.4068 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2020 and 2020 audit fee is Baht 2,087,500.

7. To consider and approve the issuance and offering of new common shares of BBGI Public Company Limited ("BBGI") to the directors, management, and employees of BBGI and its subsidiaries (ESOP).

Facts and Rationale: With reference to the 2018 Annual General Meeting of Shareholders ("AGM")'s approval of the issuance and offering of BBGI's new common shares to the public (IPO) and its listing on SET, after the IPO, up to 30% of subscribed IPO shares are proposed to be allocated in the following manner:

- Up to 25% are to be offered to the shareholders of Bangchak and KSL; this is limited to the groups eligible for share allocation proportional to their respective shares in Bangchak and KSL (as applicable) to preserve their rights (pre-emptive offering). Further decisions will be later made and notified. The remaining shares from the offer and allocation to such shareholders of Bangchak and KSL will be offered to the public.
- No less than 75% of the IPO shares will be offered to the public.

The above-mentioned share allocation for this offer will remain valid until further change or revocation.

In allocating shares for the offer of no less than 75%, a portion has been offered to the directors, management and employees of BBGI and its subsidiaries (ESOP) up to 3,000,000 shares (amounting to 0.42% of BBGI's subscribed shares). The 2018 AGM of Bangchak had earlier approved the issuance and offering of BBGI's new common shares to the directors, management and employees of BBGI (ESOP). According to the announcement of the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended), the above-mentioned approval was valid for one year from the approval date; it is no longer valid. BBGI expects to proceed with its IPO filing by the end of 2020, so the Board of Directors deems it appropriate to propose that this meeting approve the issuance and offering of BBGI's new common shares for the directors, management and employees of BBGI and its subsidiaries (ESOP), as detailed in the Enclosure 4. The purpose is to inspire these personnel to execute their work and enhance their sense of belonging, while driving BBGI's growth in an efficient and sustainable way.

A resolution on this agenda item requires an approval of the Company's shareholders with three-quarters or more of the total votes cast by the shareholders present and eligible to vote, and there must be no objection by any shareholders holding in aggregate of more than 10 percent of the total votes of shareholders present and eligible to vote.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders' meeting consider and approve the issuance and offering of new common shares of BBGI Public Company Limited BBGI to the directors, management, and employees of BBGI and its subsidiaries as proposed.

8. To consider and approve the issuance and offering of BBGI's new common shares to the directors, management, and employees of Bangchak Corporation Public Company Limited ("BCP") and Khon Kaen Sugar Industry Public Company Limited ("KSL").

Facts and Rationale: The successful merger between the holding company established by BCP and KSL on October 31, 2017, resulting in the formation of BBGI arose from the cooperation and support of the Board, the management, and employees of BCP and KSL. Besides, they are major product suppliers and offtakers, benefiting BBGI. Therefore, the management is requesting approval of the issuance and offer of new ordinary shares of BBGI of up to 12,000,000 shares (amounting to 1.65% of BBGI's subscribed shares) to the directors, management and employees of BCP and KSL:

- Up to 7,200,000 shares to be offered to the directors, management and employees of BCP

- Up to 4,800,000 shares to be offered to the directors, management and employees of KSL.

To this end, BCP modified the Office of the Securities and Exchange Commission (SEC)'s guidelines and requirements and terms of the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended) for the offer to be made to its directors, management, and employees of BCP and KSL under BBGI ESOP scheme. This move will be subject to the approval of the shareholders' meetings of both companies and also conditional upon the successful completion of the BBGI IPO and its SET listing, as detailed in the Enclosure 5.

A resolution on this agenda item requires an approval of the Company's shareholders with three-quarters or more of the total votes cast by the shareholders present and eligible to vote, and there must be no objection by any shareholders holding in aggregate of more than 10 percent of the total votes of shareholders present and eligible to vote.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders' meeting consider and approve the issuance and offering of BBGI's new common shares to the directors, management, and employees of BCP as proposed.

9. To consider and approve the amendment to the Articles of Association of the Company.

Facts and Rationale: Clause 27 of the Articles of Association (AoA) prescribes electronics meetings in accordance with the National Council on Peacekeeping and Order (NCPO) Announcement No. 74/2557 dated June 27, 2014. On April 19, 2020, however, a 2020 decree was issued on electronics meetings to revoke such NCPO announcement, thus putting Bangchak's AoA in conflict with the new legislation. Besides, Clause 21 of the AoA stipulates a condition causing business inflexibility by requiring only the signatures of two directors jointly given, with the Company's Seal affixed.

Bangchak therefore proposes the following amendment to the AoA.

1. **Clause 21.** The Board of Directors is composed of a minimum of five (5) and a maximum of fifteen (15) members, of which, at least one-third (1/3) being independent directors. Not less than half (1/2) of the Board of Directors must be residents in Thailand. Qualifications of all directors have to meet with the stipulations of laws and the company's regulations. At least one (1) director is knowledgeable in accounting and finance.

A director needs not necessarily be a shareholder of the Company.

The directors who are authorized to sign and bind the Company are any two (2) directors jointly signing their names with the Company's seal affixed, or the President, with the Company's Seal affixed.

The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.

2. **Clause 27.** At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-chairman or if there is a Vice-chairman

but he/she cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.

Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment as detailed in the Enclosure 6.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose that the shareholders meeting approve the amendment the Company's Articles of Association as proposed.

10. Other Business (if any)

In this regard, the Company fix the date to determine the list of shareholders who have the right to attend the AGM and receive dividend is Thursday, May 28, 2020. The Company has publicized the invitation letter and supporting documents on the Company's website (www.bangchak.co.th) in "download" menu.

Out of Bangchak's concern for the wellbeing and safety of all shareholders, officers, and related parties, as well as its recognition and value given to high vigilance over the spread of the ongoing Covid-19 pandemic, as well as its prevention, we request that all shareholders and AGM attendees strictly observe the following measures and guidelines under the prevailing Covid-19 pandemic.

Bangchak encourages shareholders to assign proxies instead of attending the meeting in person by assigning them to the Company's independent directors, placing each proxy form along with the required supporting documents (Attachments 10 and 11) in a reply envelope and mailing it back to the Company. If they or their proxies wish to attend in person, however, they will be required to fill out self-screening forms, pass through a body thermoscan, and wear hygienic masks at all times before entering the AGM venue. Under the social-distancing measures, meeting seats will be limited, so once these seats are filled, Bangchak requests cooperation from those who cannot attend in person to then assign proxies to independent directors instead. Alternatively, they can watch the meeting proceeding on Bangchak's web-telecast.

For the meeting's optimum benefit to shareholders and to preserve shareholders' interests, the Company welcomes opportunity to clarify any questions concerning the proposed agendas. Please forward your questions in advance to shareholder@bangchak.co.th or to facsimile number 0 2335 8000.

Yours faithfully,

(Signed) *Chaiwat Kovavisarach*

(Mr. Chaiwat Kovavisarach)

President and Chief Executive Officer

The Secretary to the Board of Directors Division

Tel: 0 2335 4000

Fax: 0 2335 8000

Biographies of the Proposed Director	
Name	Mr. Suthep Wongvorazathe
Age	71 years old
Proposed Position	Director
Education / Training	<ul style="list-style-type: none"> - Master of Business Administration, University of Wisconsin, USA - Bachelor of Business Administration, University of Wisconsin, USA - Director Accreditation Program (DAP48/2005), Thai Institute of Directors (IOD)
Years as the Director	7 Years 8 Months (Started on October 30, 2012)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2019)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2015 – Present : Chairman, M.K. Real Estate Development Public Company Limited - 2014 - Present : Chairman, Seamico Securities Public Limited Company : Chairman of management committee, Krungthai Zmico Securities Company Limited - 2012 – Present : Chairman, Khonburi Sugar Public Company Limited - 2003 – 2016 : Chairman of Audit Committee and Independent director, Chumporn Palm Oil Industry Public Company Limited - 2010 - 2011 : Chairman of the Executive Board, Export-Import Bank of Thailand
Knowledge/Skill	Oil business, retail business, energy business, international business, accounting and finance, management, risk and crisis management
Present Position	
o Other listed companies	<ul style="list-style-type: none"> - Chairman, Khonburi Sugar Public Company Limited - Chairman, Seamico Securities Public Limited Company - Chairman, M.K. Real Estate Development Public Company Limited
o Non-listed businesses	7 organizations
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2019	<p>The Board of Directors' meetings : 12 / 12 Times</p> <p>The Audit Committee's meetings : 12 / 12 Times</p> <p>The Nomination and Remuneration Committee's meetings : 4 / 4 Times</p>



Biographies of the Proposed Director**Performance of 2019**

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the Chairman of Audit Committee to oversight and review of the Company's financial reporting, management and audit system, the Company's auditor nomination and remuneration, efficiency of risk management.
- Served as the Chairman of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination, determination of remuneration and review the director nomination policy.

Biographies of the Proposed Director	
Name	Pol.Lt.Gen. Chaiwat Chotima
Age	67 years old
Proposed Position	Independent Director
Education / Training	<ul style="list-style-type: none"> - Master of Political Science, New Mexico University, USA - Bachelor of Political Science, Thammasat University - Advance Security Management Program (3/2011), National Defence College - The Joint State - Private Sector Course (19/2006), National Defence College - Advanced Police Administration Program , class 17, Institute of Police Administration Development - Conference concerning Narcotics and launder money Control in others countries i.e. USA, UK, Canada, Germany, Australia, Japan, Hong Kong etc. - Director Certification Program (DCP194/2014) Thai Institute of Directors (IOD) - Financial Statements for Directors (FSD26/2014) Thai Institute of Directors (IOD) - Executive Program, Energy Academy, Thailand Energy Academy (TEA7) - Capital Market Academy, Class 15, Stock Exchange of Thailand
Years as the Director	6 years 2 Months (Started on April 9, 2014)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2019)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - Present : Vice President and Secretary, Thailand Boxing Association <li style="padding-left: 20px;">: Vice Chairman, International Boxing Association (AIBA), Asian Zone <li style="padding-left: 20px;">: Youth Commission, World Boxing Foundation - 2011 : Commissioner , Narcotics Suppression Bureau - 2010 : Inspector-General (Inspection Division 8)
Knowledge/Skill	Oil business, retail business, energy business, management, society, environment, safety, risk and crisis management
Present Position	
o Other listed companies	None
o Non-listed businesses	3 organizations
o Business which may cause the conflict of interest to the Company	None



Biographies of the Proposed Director	
Attendance in meetings during Year 2019	<p>The Board of Directors' meetings : 10 / 12 Times</p> <p>The Audit Committee's meetings : 12 / 12 Times</p> <p>The Nomination and Remuneration Committee's meetings : 4 / 4 Times</p>
Performance of 2019	<ul style="list-style-type: none"> - Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth - Provided oversight and monitoring of the Company's performance against goals - Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth - Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way. - Served as the member of Audit Committee to oversight and review of the Company's financial reporting, management and audit system, the Company's auditor nomination and remuneration, efficiency of risk management. - Served as the member of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination, determination of remuneration and review the director nomination policy.

Biographies of the Proposed Director	
Name	Lt.Gen. Thammanoon Withee
Age	58 years old
Proposed Position	Independent Director
Education / Training	<ul style="list-style-type: none"> - Master of Public Administration Program (MPA), Burapha University - Bachelor of Science, Chulachomklao Royal Military Academy, Class33 - Air Logistics Course, Class 153 - Battlefield Course, Class 78 - Army Cadet Course, Infantry Corps, Class 78 - Army Senior Course, Infantry Corps, Class 56 - Ground Combat Aircraft (Aircraft Front Guided) - Military officer, Class 31 - Army Command and General Staff College, Class 73 - Develop Resource Management for The National Defense, Class 7 - Certificate, National Defence Course (NDC58), The National Defence College
Years as the Director	2 years and 4 months (Started on February 28, 2018)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2019)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - Present : 1st Army Area Commander - 2017 : 1st Corps Commander - 2016 : 1st Army Area Deputy Commander Assembly - : Member of the National Legislative - 2015 : Commanding General, 9th Infantry Division - 2014 : Specialist, Royal Thai Army - 2013 : Deputy Commanding General, 2nd Infantry Division, The King's Guard - 2011 : Regimental Commanding Officer 12th Infantry Division, The King's Guard - 2010 : Director of Royal Thai Survey, School Army Region 1 - 2008 : Deputy Regimental Commanding Officer 12th Infantry Division, The King's
Knowledge/Skill	Management, compliance, organizational development and innovation, society, environment, safety, risk and crisis management
Present Position	
o Other listed companies	None
o Non-listed businesses	1 organization
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2019	The Board of Directors' meetings : 12 / 12 Times The Nomination and Remuneration Committee's meetings : 1 / 4 Times



Biographies of the Proposed Director

Performance of 2019

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the member of the Nomination and Remuneration Committee performed to propose that the shareholders' meeting consider and approve the director nomination, determination of remuneration and review the director nomination policy.

Biographies of the Proposed Director	
Name	Mr. Prasong Poontaneat
Age	60 years old
Proposed Position	Director
Education / Training	<ul style="list-style-type: none"> - Ph.D. in Public Administration (Management for Development College), Thaksin University - Master of Business Administration (Organization Management), Dhurakij Pundit University - Bachelor of Business Administration in Accounting, Rajamangala University of Technology - Bachelor of Laws, Sukhothai Thammathirat Open University - Director Certification Program (DCP76/2006), Thai Institute of Directors (IOD) - Top Administrator Program Class 49, Interior College, Prince Damrong Rajanupab Institute of Research and Development - Senior Police Officers Course Class 18, Police College - Leader Program Class 14, Capital Market Academy, The Stock Exchange of Thailand - Executive Program, Energy Academy, Thailand Energy Academy (TEA2) - Certificate, National Defence Course (NDC52), The National Defence College
Years as the Director	8 years 2 Months (Started on April 24, 2012)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2019)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2019 – Present : Chairman, Krung Thai Bank Public Company Limited - 2018 - Present : Permanent Secretary, Ministry of Finance - 2014 - Present : Chairman, Airports of Thailand Public Company Limited - 2018 : Chairman, TMB Bank Public Company Limited - 2014 : Director General of the Revenue Department - 2012 : Chairman, Erawan Hotel Public Company Limited - 2011 : Chairman, Export-Import Bank of Thailand <li style="padding-left: 20px;">: Director General, State Enterprise Policy Office, Ministry of Finance - 2010 : Director General, Customs Department, Ministry of Finance
Knowledge/Skill	Oil business, retail business, energy business, accounting and finance, management, compliance, organizational development and innovation, risk and crisis management



Biographies of the Proposed Director

Present Position

o Other listed companies - Chairman, Airports of Thailand Public Company Limited
 - Chairman, Krung Thai Bank Public Company Limited

o Non-listed businesses 3 organizations

o Business which may cause
 the conflict of interest to the
 Company None

Attendance in meetings

The Board of Directors' meetings : 12 / 12 Times

during Year 2019

The Enterprise-wide Risk Management Committee's meetings : 5 / 5 Times

Performance of 2019

- Participated in the definition of policies, vision, missions, directions, and strategic plans for the Company's sustainable growth
- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the Chairman of the Enterprise-wide Risk Management Committee to oversight and review of the Company's policy and core risk management, oversight and comments on Company's investment, Support to BCM, and ensuring that the Company commands proper oversight and due risk management.

Biographies of the Proposed Director	
Name	Mr. Suthi Sukosol
Age	58 years old
Proposed Position	Director
Education / Training	<ul style="list-style-type: none"> - Master of Arts (M.A.) in Public Policy and Administration, University of Wisconsin- Madison, Wisconsin, USA - Bachelor of Political Science (First Class Honours) in Politics and Government Thammasat University - Top Administrator Program Class 41, Interior College, Prince Damrong Rajanupab Institute of Research and Development - Foreign Affairs Executive Programme Class 2, Devawongse Varopakarn Institute of Foreign Affairs - Certificate, National Defence Course (NDC57), The National Defence College - Chief Human Resource Officer : CHRO Netherlands
Years as the Director	11 months (Started on July 26, 2019)
Shareholding percentage in the Company	None (Both directly and indirectly held) (As of December 31, 2019)
Experience (5 years past experiences)	<ul style="list-style-type: none"> - 2019 – Present : Permanent Secretary, Ministry of Labour - 2017 – 2019 : Director General, Department of Skill Development, Ministry of Labour - 2016 – 2017 : Inspectors-General, Office of the Permanent Secretary, Ministry of Labour - 2015 - 2016 : Assistant Permanent Secretary, Office of the Permanent Secretary, Ministry of Labour
Knowledge/Skill	Management, organizational development and innovation, society, environment, safety, risk and crisis management
Present Position	
o Other listed companies	None
o Non-listed businesses	1 organization
o Business which may cause the conflict of interest to the Company	None
Attendance in meetings during Year 2019	The Board of Directors' meetings : 5 / 5 Times The Corporate Governance Committee's meetings : 2 / 2 Times



Biographies of the Proposed Director

Performance of 2019

- Provided oversight and monitoring of the Company's performance against goals
- Provided helpful recommendations for the Company's business development to grow value and long-term competitiveness for sustainable growth
- Encouraged business conduct on the basis of good governance, while looking after all stakeholders in an equitable way.
- Served as the member of Corporate Governance Committee to monitor the work of the management in compliance with the principles of corporate governance and review the 16th revision of corporate governance.

Biographies of the Proposed Auditors

1. Mr. Sakda Kaothanthong

Education, Licenses & Certifications

- Bachelor of Accounting, Thammasat University
- Master of Accounting, Thammasat University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- SEC licensed auditor, CPA No. 4628

Experience

Sakda is KPMG in Thailand's Head of Audit and Audit Partner. He has more than 25 years of extensive experience across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. He is also involved in various services apart from audit, including the full scope of IFRS conversion and merger and acquisition projects. Sakda's experience in audit services spans various industries, such as industrial market and consumer market. He has provided service to both local and multinational clients, especially Japanese clients and listed companies.

2. Mr. Waiyawat Kosamarnchaiyaki

Education, Licenses & Certifications

- Bachelor of Business Administration (Accounting), Rajamangala Institute of Technology
- Master degree Financial Accounting from Chulalongkorn University
- Diploma in auditing, Thammasat University
- Certificate on taxation and principles of accounting, Ramkhamhaeng University
- SEC licensed auditor, CPA No. 6333

Experience

Waiyawat is an audit partner at KPMG Thailand and has over 22 years of experience in public accounting, including a year secondment program at KPMG office in Singapore. He has managed complex audits for clients in a variety of industries, primarily in the energy and natural resources, power and utility, industrial market and financial services. He is also specialized in IFRS engagements.

3. Mr. Charoen Phosamritlert

Education, Licenses & Certifications

- Bachelor of Accounting, Bangkok University
- Master of Business Administration, Chulalongkorn University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- TLCA Leadership Development Program (LDP), Thai Listed Companies Association
- SEC and BOT licensed auditor, CPA No. 4068

Experience

Charoen is a Chief Executive Officer (CEO) at KPMG Thailand and has over 30 years of experience in public accounting and business advisory services. He is with extensive experiences in variety of industries, primarily in consumer Markets, telecommunications and media, industrial markets, and also covering multinational and listed companies. He is part of the overseas teams for the audit of national clients listed in Foreign Stock Exchanges and coordinator for the global audit of U.S. based clients doing business in Thailand and Asia Pacific. He is involved in merger and acquisition projects on a regular basis. He was invited to many public speaking.

**Preliminary Information of the BBGI Employee Stock Option Programme
for the Benefit of Directors, Management and Employees of BBGI Public Company Limited (“BBGI”) and
its Subsidiaries (“BBGI ESOP Scheme”)**

1. Objectives and necessity

BBGI has a plan to carry out an initial public offering of its new ordinary shares (the “IPO”) and to pursue a listing on the Stock Exchange of Thailand (the “SET”) (the “BBGI IPO”). In order to motivate its personnel’s dedication to their work, to enhance their spirit of ownership in the organisation and to ensure the efficient and sustainable growth of business, BBGI intends to issue and offer new ordinary shares to the directors, management and employees of BBGI and its subsidiaries.

The BBGI ESOP Scheme requires an approval of the Company’s shareholders meeting according to the rules and criteria of the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended). The BBGI ESOP Scheme is also conditional upon the completion of the BBGI IPO and its SET listing.

2. Information relating to the new ordinary shares to be offered under the BBGI ESOP Scheme

Type of securities : New ordinary shares of BBGI to be offered to directors, management and employees of BBGI and its subsidiaries

Number of issued and offered securities : Not exceeding 3,000,000 shares with a par value of THB 5 per share, which is not exceeding 0.42 percent of the total issued shares of BBGI post-IPO. (assuming no exercise of the right to purchase surplus shares on these entire BBGI shares).

New ordinary shares of BBGI remaining unsubscribed from the BBGI ESOP Scheme (if any) will further be offered to the public.

Offering price per share : Same as the IPO offering price under the BBGI IPO.

3. List of BBGI directors who are eligible to the allocation of new ordinary shares under the BBGI ESOP Scheme

Name	Position	Number of new ordinary shares of BBGI to be allocated to each individual (shares)	Percentage of allocated new ordinary shares of BBGI against total shares under the BBGI ESOP Scheme
Mr. Pichai Chunchavajira	Chairman	Up to 80,000	Up to 2.67 percent
Mr. Chamroon Chinthammit	Director	Up to 71,000	Up to 2.37 percent
Mr. Surin Chiravisit	Director	Up to 71,000	Up to 2.37 percent
Mr. Chaiwat Kovavisarach	Director	Up to 71,000	Up to 2.37 percent
Mr. Chanachai Chutimaworapan	Director	Up to 71,000	Up to 2.37 percent

Name	Position	Number of new ordinary shares of BBGI to be allocated to each individual (shares)	Percentage of allocated new ordinary shares of BBGI against total shares under the BBGI ESOP Scheme
Assoc. Prof. Jaruporn Viyanant	Director	Up to 71,000	Up to 2.37 percent
Dr. Thitapha Smitinont	Director	Up to 71,000	Up to 2.37 percent
Mr. Mathew Kichodhan	Director	Up to 71,000	Up to 2.37 percent
Mr. Lavaron Sangsnit	Director	Up to 71,000	Up to 2.37 percent
Mr. Pongchai Chaichirawiwat ⁽¹⁾	Director	Up to 111,000	Up to 3.70 percent
Mr. Chalush Chinthammit ⁽¹⁾	Director	Up to 105,000	Up to 3.50 percent

Notes: (1) In relation to Mr. Pongchai Chaichirawiwat and Mr. Chalush Chinthammit, not exceeding 71,000 shares will be allocated to each of them as BBGI directors, and not exceeding 40,000 shares and 34,000 shares will be allocated to each of them, respectively, in their capacities as management.

4. List of directors, management and employees of BBGI and its subsidiaries to whom more than 5 percent of the total shares under the BBGI ESOP Scheme will be allocated

-None-

5. Control dilution and price dilution

Effects on control dilution to shareholders of BBGI and the Company

Under the BBGI ESOP Scheme, the number of new ordinary shares to be offered will not exceed 3,000,000 shares with a par value of THB 5 per share, which will not exceed 0.42 percent of the total issued shares in BBGI post-IPO. Therefore, BBGI's shareholders may be affected by a control dilution of not exceeding 0.42 percent.

In addition, given the Company is now holding 60 percent in BBGI, it is expected that the BBGI ESOP Scheme will lead to a maximum control dilution of 0.252 percent to the Company (calculated from the Company's 60 percent shareholding in BBGI, multiplied by the 0.42 percent control dilution to BBGI).

Effects on price dilution to BBGI's and the Company's shares

As BBGI's shares have not yet been listed on the SET, their market price is not currently available and, therefore, the price dilution that may affect the market price of shares of BBGI and the Company cannot be determined. Typically, there will be an impact to a drop in the share price once an offering of the BBGI new ordinary shares has been made. However, given that the BBGI ESOP Scheme has the same offering period and price as the BBGI IPO, therefore there will be no price dilution to BBGI's and the Company's shares due to the offering of BBGI new ordinary shares under the BBGI ESOP Scheme.

6. Rules, conditions and procedure for the offering

BBGI will proceed to offer its new ordinary shares to the directors, management and employees of BBGI and its subsidiaries after the Office of the Securities and Exchange Commission approves the BBGI IPO.

BBGI's board of directors or person designated by BBGI's board of directors will be authorised to determine the subscription date, the offering price (according to criteria stated under the "Offering Price per Share" in the table above), a list of management and employees of BBGI and its subsidiaries who will be entitled to the share allocation and the number of new ordinary shares to be allocated to each of them, including all other terms and conditions to the extent as permitted by the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended).

In addition to clauses 3. and 4. above, no director, management or employee of BBGI or its subsidiaries will obtain an allocation of more than 5 percent of the total new ordinary shares offered under the BBGI ESOP Scheme.

7. Eligibility criteria for the allocation of BBGI's new ordinary shares to the directors, management and employees of BBGI and its subsidiaries

- (1) An allottee must be a BBGI director until the exercise date of his/her right to subscribe to BBGI IPO
- (2) An allottee must be a management and/or employee of BBGI or its subsidiary whose employment with that subsidiary existed before 1 January 2020 and remain a management and/or employee as of the exercise date of his/her right to subscribe to BBGI IPO.
- (3) The allocated number of new ordinary shares may vary among those individuals, which depends on their position, work experience, years of service, work performance and potential, including their contribution to BBGI and/or its subsidiaries.

8. Shareholders' right to object the offering

The BBGI ESOP Scheme requires an approval of the Company's shareholders with three-quarters or more of the total votes cast by the shareholders present and eligible to vote, and there must be no objection by any shareholders holding in aggregate of more than 10 percent of the total votes of shareholders present and eligible to vote. Moreover, the implementation of the BBGI ESOP Scheme is conditional upon the completion of the BBGI IPO and its SET listing.

9. Independent directors who can serve as shareholders' proxies

Name		Position
1.	Mr. Pichai Chunhavajira	Chairman
2.	Gen. Vitch Devahasdin	Director
3.	Pol. Lt. Gen. Chaiwat Chotima	Director
4.	Ms. Prisana Praharnkhasuk	Director
5.	Mr. Teerapong Wongsiwawilas	Director
6.	Dr. Poramatee Vimolsiri	Director

**Preliminary Information of the BBGI Employee Stock Option Programme
for the Benefit of Directors, Management and Employees of Bangchak Corporation Public Company
Limited (“BCP”) and Khon Kaen Sugar Industry Public Company Limited (“KSL”)**

1. Objectives and necessity

The successful merger between the holding company established by Bangchak Corporation Public Company Limited (“BCP”) and Khon Kaen Sugar Industry Public Company Limited (“KSL”) on October 31, 2017, resulting in the formation of BBGI Public Company Limited (“BBGI”) arose from the assistance of the Board, the management, and employees of BCP and KSL. Therefore, the management intends to issue and offer new ordinary shares of BBGI of up to 12,000,000 shares with a par value of THB 5 per share to the directors, management and employees of BCP and KSL:

- Up to 7,200,000 shares to be offered to the directors, management and employees of BCP
- Up to 4,800,000 shares to be offered to the directors, management and employees of KSL.

To this end, under the Office of the Securities and Exchange Commission (SEC)’s guidelines and requirements and terms of the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended), the BBGI ESOP Scheme is subject to the approval of the shareholders’ meetings of both companies and is also conditional upon the successful completion of the BBGI IPO and its SET listing.

2. Information relating to the new ordinary shares to be offered under the BBGI ESOP Scheme

Type of securities : New ordinary shares of BBGI to be offered to directors, management and employees of BCP and KSL.

Number of issued and offered securities : Not exceeding 12,000,000 shares with a par value of THB 5 per share, which is not exceeding 1.65 percent of the total issued shares of BBGI post-IPO, made up of:

1. Allotted to the directors, management, and employees of BCP of up to 7,200,000 shares
2. Allotted to the directors, management, and employees of KSL of up to 4,800,000 shares.

New ordinary shares of BBGI remaining unsubscribed from the BBGI ESOP Scheme (if any) will further be offered to the public.

Offering price per share : Same as the IPO offering price under the BBGI IPO.

3. List of BCP directors who are eligible to the allocation of new ordinary shares under the this scheme

Name	Position	Number of new ordinary shares of BBGI to be allocated to each individual (shares)	Percentage of allocated new ordinary shares of BBGI against total shares under the BBGI ESOP Scheme
Mr. Suthep Wongvorazathe	Director	Up to 71,000	Up to 0.59 percent
Gen. Vitch Devahasdin	Director	Up to 71,000	Up to 0.59 percent
Adm. Sucheep Whoungmaitree	Director	Up to 71,000	Up to 0.59 percent
Pol. Lt. Gen. Chaiwat Chotima	Director	Up to 71,000	Up to 0.59 percent
Lt. Gen. Thammanoon Withee	Director	Up to 71,000	Up to 0.59 percent
Dr. Porameteer Vimolsiri	Director	Up to 71,000	Up to 0.59 percent
Ms. Prisana Praharnkhasuk	Director	Up to 71,000	Up to 0.59 percent
Mr. Teerapong Wongsiwawilas	Director	Up to 71,000	Up to 0.59 percent
Dr. Anuchit Anuchitanukul	Director	Up to 71,000	Up to 0.59 percent
Dr. Prasert Sinsukprasert	Director	Up to 71,000	Up to 0.59 percent

Remarks: Mr. Pichai Chunchavajira, Mr. Surin Chiravisit, and Mr. Chaiwat Kovavisarach waived their rights to the allocated shares under this scheme since they are eligible for the shares under the BBGI ESOP scheme under Agenda Item 7. Mr. Prasong Poonthaneat and Mr. Suthi Sukosol also waived their rights to the allocated shares under this scheme.

4. List of directors, management and employees of BCP and KSL to whom more than 5 percent of the total shares of BBGI under this scheme will be allocated

-None-

5. Control dilution and price dilution

Effects on control dilution to shareholders of BBGI and the Company

Under this scheme, the number of new BBGI ordinary shares to be offered will not exceed 12,000,000 shares with a par value of THB 5 per share, which will not exceed 1.65 percent of the total issued shares in BBGI post-IPO (assuming no exercise of the right to purchase surplus shares on these entire BBGI shares). Therefore, BBGI's shareholders may be affected by a control dilution of not exceeding 1.65 percent.

In addition, given the Company is now holding 60 percent in BBGI, this scheme will lead to a maximum control dilution of 0.99 percent to the Company (calculated from the Company's 60 percent shareholding in BBGI, multiplied by the 1.65 percent control dilution to BBGI).

Effects on price dilution to BBGI's and the Company's shares

As BBGI's shares have not yet been listed on the SET, their market price is not currently available and, therefore, the price dilution that may affect the market price of shares of BBGI and the Company cannot be determined. Typically, there will be an impact to a drop in the share price once an offering of the BBGI new ordinary shares has been made. However, given that the BBGI ESOP Scheme has the same offering period and price as the BBGI IPO, therefore there will be no price dilution to BBGI's and the Company's shares due to the offering of BBGI new ordinary shares.

6. Rules, conditions and procedure for the offering

BBGI will proceed to offer its new ordinary shares to the directors, management and employees of BCP and KSL after the Office of the Securities and Exchange Commission approves the BBGI IPO.

BBGI's board of directors or person designated by BBGI's board of directors will be authorised to determine the subscription date, the offering price (according to criteria stated under the "Offering Price per Share" in the table above), a list of management and employees of BCP and KSL who will be entitled to the share allocation and the number of new ordinary shares to be allocated to each of them, including all other terms and conditions to the extent as permitted by the Notification of the Capital Market Supervisory Board no. Thor Chor. 32/2551 Re: Offering of newly issued securities to directors or employees (as amended).

In addition to clauses 3. and 4. above, no director, management or employee of BCP and KSL will obtain an allocation of more than 5 percent of the total new ordinary shares offered under this scheme.

7. Eligibility criteria for the allocation of BBGI's new ordinary shares to the directors, management and employees of BCP

- (1) An allottee must remain to be director of BCP until the exercise date of his/her right to subscribe to BBGI IPO
- (2) An allottee must have been a management and/or employee of BCP before 1 January 2020 and remain a management and/or employee as of the exercise date of his/her right to subscribe to BBGI IPO.
- (3) The allocated number of new ordinary shares may vary among those individuals, which depends on their position, work experience, years of service, work performance and potential, including their contribution to BBGI and/or its subsidiaries.

8. Shareholders' right to object the offering

The BBGI ESOP Scheme requires an approval of the Company's shareholders with three-quarters or more of the total votes cast by the shareholders present and eligible to vote, and there must be no objection by any shareholders holding in aggregate of more than 10 percent of the total votes of shareholders present and eligible to vote. Moreover, the implementation of the BBGI ESOP Scheme is conditional upon the successful completion of the BBGI IPO and its SET listing.

9. Independent directors who can serve as shareholders' proxies

Name		Position
1. Mr. Pichai	Chunhavajira	Chairman
2. Gen. Vitch	Devahasdin	Director
3. Pol. Lt. Gen. Chaiwat	Chotima	Director
4. Ms. Prisana	Praharnkhasuk	Director
5. Mr. Teerapong	Wongsiwawilas	Director
6. Dr. Poramettee	Vimolsiri	Director

10. Benefits to BCP's shareholders

BBGI resulted from the merger of BCP and KSL, which engages in the production and sale of biofuels, with the support of the directors, the management, and employees of BCP and KSL, as detailed below.

Business:

BCP	KSL
<ul style="list-style-type: none"> - BCP is the major offtaker of BBGI's biodiesel and ethanol. Today Thailand commands biodiesel and ethanol capacity of about 6.9 and 5.4 million liters per day respectively, whereas their demand is about 5.1 and 4.4 million liters per day respectively. Therefore, the surplus capacities of the two are about 1.8 and 1.0 million liters per day. BCP's roles as the major shareholder and customer of BBGI's biodiesel and ethanol fully supports BBGI's capacity utilization. - Supports the pursuit of bio-based product innovation for BBGI. 	<ul style="list-style-type: none"> - Supports BBGI's supply procurement of raw materials and management of inventory, namely molasses and raw sugar, both of which are unavailable in the general market. Therefore, having KSL as BBGI's shareholder benefits BBGI through access to enough raw materials. - Produce and distribute power and steam for the ethanol plant of BBGI's group of companies from KSL's neighboring sugar plant, thus saving investment capital in BBGI's subsidiary.

Administration support:

BCP	KSL
<ul style="list-style-type: none"> - Information system - Accounting information system - Acquisition of property insurance and workforce health insurance - Recommendation on capital sources for BBGI group of companies - Employee development and training 	<ul style="list-style-type: none"> - Arrangement of material supplies and hiring for BBGI group of companies - Personnel administration for plants of BBGI group of companies located next to KSL's sugar plant - Accounting information system for plants of BBGI group of companies located next to KSL's sugar plant

Since BCP's and KSL's employees played a key role in all these efforts, the BBGI shareholding by their directors, management, and employees contributes to additional efforts for BBGI's improved business outcomes and benefits BCP as a whole.

Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment

Current AOA	Proposed AOA Amendment
<p>Clause 21. The Board of Directors is composed of a minimum of five (5) and a maximum of fifteen (15) members, of which, at least one-third (1/3) being independent directors. Not less than half (1/2) of the Board of Directors must be residents in Thailand. Qualifications of all directors have to meet with the stipulations of laws and the company's regulations. At least one (1) director is knowledgeable in accounting and finance.</p> <p>A director needs not necessarily be a shareholder of the Company.</p> <p>The directors who are authorized to sign and bind the Company are any two (2) directors jointly signing their names with the Company's seal affixed.</p> <p>The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.</p>	<p>Clause 21. The Board of Directors is composed of a minimum of five (5) and a maximum of fifteen (15) members, of which, at least one-third (1/3) being independent directors. Not less than half (1/2) of the Board of Directors must be residents in Thailand. Qualifications of all directors have to meet with the stipulations of laws and the company's regulations. At least one (1) director is knowledgeable in accounting and finance.</p> <p>A director needs not necessarily be a shareholder of the Company.</p> <p>The directors who are authorized to sign and bind the Company are any two (2) directors jointly signing their names with the Company's seal affixed, <u>or the President, with the Company's Seal affixed.</u></p> <p>The Board of Directors shall have power to determine the signatory of the Company in accordance with the Company's Articles of Association.</p>

Current AOA	Proposed AOA Amendment
<p>Clause 27. At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-chairman or if there is a Vice-chairman but he/she cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices provided that at least one third (1/3) of the directors to form a quorum must be in the same meeting location and all of them must be in Thailand during the meeting.</p> <p>Such electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant law.</p>	<p>Clause 27. At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-chairman or if there is a Vice-chairman but he/she cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices provided that at least one third (1/3) of the directors to form a quorum must be in the same meeting location and all of them must be in Thailand during the meeting.</p> <p>Such electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant law.</p>

Current AOA	Proposed AOA Amendment
<p>Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.</p> <p>Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.</p> <p>Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>

Profiles of Independent Directors for Proxy



1. Name : **Mr. Pichai Chunhavajira**
Position in the Company: Chairman (Independent Director)
Age : 70 years old
Address : Bangchak Corporation Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Phra Khanong Tai, Phra Khanong, Bangkok 10260
Vested interest in : the -none-
Agenda



2. Name : **Gen. Vitch Devahasdin**
Position in the Company: Independent Director
Age : 69 years old
Address : Bangchak Corporation Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Phra Khanong Tai, Phra Khanong, Bangkok 10260
Vested interest in : the -none-
Agenda



3. Name : **Adm. Suceep Whoungmaitree**
Position in the Company: Independent Director
Age : 62 years old
Address : Bangchak Corporation Public Company Limited
2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
Phra Khanong Tai, Phra Khanong, Bangkok 10260
Vested interest in : the -none-
Agenda

Remarks: Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf.

Profiles of Independent Directors for Proxy



4. Name : **Mrs. Prisana Praharnkhasuk**
 Position in the Company: Independent Director
 Age : 65 years old
 Address : Bangchak Corporation Public Company Limited
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
 Phra Khanong Tai, Phra Khanong, Bangkok 10260

Vested interest in : the -none-

Agenda



5. Name : **Mr. Teerapong Wongsiwawilas**
 Position in the Company: Independent Director
 Age : 55 years old
 Address : Bangchak Corporation Public Company Limited
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
 Phra Khanong Tai, Phra Khanong, Bangkok 10260

Vested interest in : -none-

the Agenda



6. Name : **Dr. Poramatee Vimolsiri**
 Position in the Company: Independent Director
 Age : 59 years old
 Address : Bangchak Corporation Public Company Limited
 2098 M Tower Building, 8th Floor, Sukhumvit Rd.,
 Phra Khanong Tai, Phra Khanong, Bangkok 10260

Vested interest in : -none-

the Agenda

Remarks: Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf.

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

- Clause 14 The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.
- Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.
- Any shareholder or shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold 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 forty five (45) days from the date of receipt of such letter from the shareholder(s).
- Clause 15 The purposes of an annual ordinary general meeting of shareholders are as follows:
- (1) To consider and acknowledge 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 new 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 fix his/her remuneration.
 - (7) To transact other businesses.
- Clause 16 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in newspaper at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.
- The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.
- Clause 17 In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company to constitute a 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 inadequate for a quorum as defined, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to

shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 18 In all shareholder meetings the Chairman of the Board of Directors shall be the chairman of shareholder meeting. If the Chairman of The Board of Directors is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman of the meeting. If the Vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Proxy for Meeting Participation

Clause 19 In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.

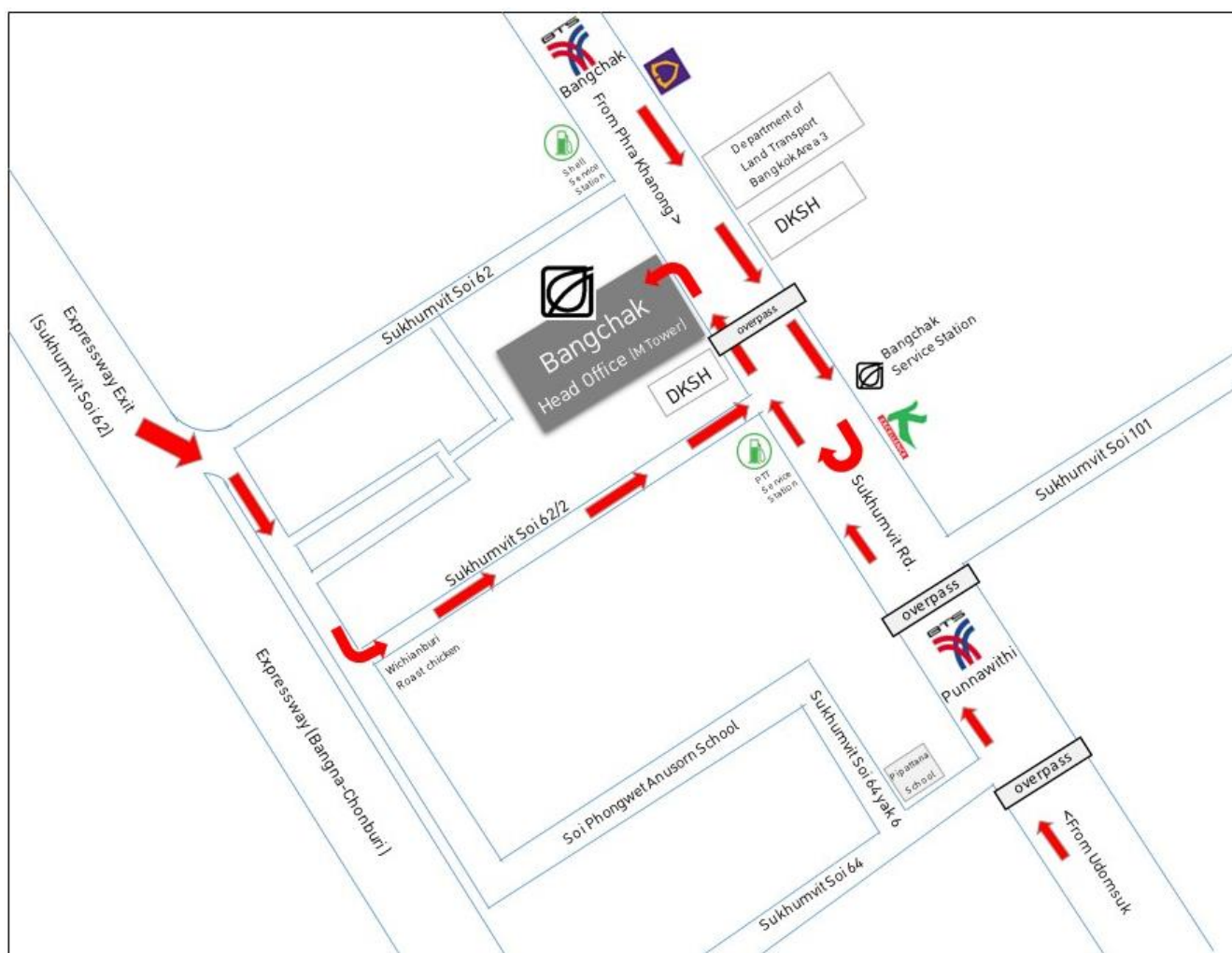
The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

Shareholders' Rights to vote in the Meeting

Clause 20 In voting, one (1) share equals to one (1) vote and a resolution of the shareholder meeting shall consist of the following votes:

- (1) In any ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum and Articles of Association;
 - (e) the increase or reduction of the Company's capital or the issuance of debentures;
 - (f) the amalgamation or dissolution of the Company.

Map for the Venue of the Annual General Meeting of Shareholders



At Bai Mai 1-4 Meeting Room

2098 M Tower Building, 8th Floor, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok

Transportation

1. **By BTS** : 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 Personal Vehicle** : Shareholders who travel by personal vehicle may park at M Tower Building, 6th-7th Floor.

Note: To prevent and minimize Covid-19 infection risk, at this 2020 AGM no transport vans will be provided.

Documents for the Rights to Attend the Meeting

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:

- 1.1 Attendance in person: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driver license, or passport.
- 1.2 Attendance by proxy:
 - (A) A completed Proxy Form as enclosed signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the proxy grantor's ID card as referred to in 1.1, with authorized certification by the proxy grantor; and
 - (C) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person:

- 2.1 Attendance by an authorized representative of the shareholder:
 - (A) An original of such authorized representative's ID card as referred to in 1.1; and
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf, with authorized certification by such authorized representative, together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form as enclosed signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's, with authorized certification by such authorized representative together with affixing its Common Seal (if any).
 - (C) A copy of such authorized representative's ID card as referred to in 1.1, with authorized certification by such authorized representative.
 - (D) An original of the proxy's ID card as referred to in 1.1

3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

Documents verification and registration start at 11.30 hours

The attached proxy form or Enclosure 11 is the form detailing how the shareholders want their proxies to vote on each agenda (Form B). In case the shareholders prefer simpler, standard proxy form (Form A) or proxy form for foreign investors and custodian appointment (Form C), the forms can be downloaded from the Company's web site, www.bangchak.co.th

หนังสือมอบฉันทะ แบบ ก
Proxy Form A

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total amount of

หุ้นสามัญ
ordinary share

หุ้นบุริมสิทธิ
preference share

หุ้น

shares

หุ้น

shares

หุ้น

shares

และออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

เสียง ดังนี้

votes as follows:

เสียง

votes

เสียง

votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)
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. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 3 กรกฎาคม 2563 เวลา 13.30 น. ณ ห้องโถง 1-4 สำนักงานใหญ่ บริษัท บางจากฯ (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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 Friday July 3, 2020 at 13.30 hours at the Bai Mai 1-4 room of the Company's head office, 2098 M Tower Building, 8th Floor, 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor

(_____)

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder

(_____)

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder

(_____)

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder

(_____)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

หนังสือมอบฉันทะ แบบ ข
Proxy Form B

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____

Date

เดือน _____

Month

พ.ศ. _____

Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total amount of

 หุ้นสามัญ

ordinary share

 หุ้นบุริมสิทธิ

preference share

หุ้น

shares

หุ้น

shares

หุ้น

shares

และออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

เสียง ดังนี้

votes as follows:

เสียง

votes

เสียง

votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)

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. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

 2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

 3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 3 กรกฎาคม 2563 เวลา 13.30 น. ณ ห้องโถง 1-4 สำนักงานใหญ่ บริษัท บางจากฯ (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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 Friday July 7, 2020 at 13.30 hours at the Bai Mai 1-4 room of the Company's head office, 2098 M Tower Building, 8th Floor, 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.

เพื่อความสะดวกรวดเร็วในการลงทะเบียน

โปรดนำหนังสือเชิญประชุมซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย

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

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

วาระที่ 1 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2562**

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

วาระที่ 2 **รับทราบการจ่ายเงินปันผลระหว่างกาลที่ได้จ่ายไปแล้วจำนวนสองครั้ง**

Agenda 2 **To acknowledge the two interim payments.**

วาระที่ 3 **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562**

Agenda 3 **To consider and approve audited financial statements for the year ended December 31, 2019.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**

Agenda 4 **To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
To elect directors as a whole
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually
- 1) ชื่อกรรมการ (Name) นายสุเทพ วงศ์วรเศรษฐ (Mr. Suthep Wongvorazathe)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) พล.ต.ท.ชัยวัฒน์ โชติมา (Pol.Lt.Gen.Chaiwat Chotima)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) พล.โท ธรรมบุญ วิถี (Lt.Gen. Thammanoon Withee)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 4) ชื่อกรรมการ (Name) นายประสงค์ พูนธเนศ (Mr. Prasong Poontaneat)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 5) ชื่อกรรมการ (Name) นายสุทธิ สุโกศล (Mr. Suthi Sukosol)
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 **พิจารณากำหนดค่าตอบแทนกรรมการ**

Agenda 5 **To consider and determine the directors' remuneration.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 **พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี**

Agenda 6 **To consider and approve the appointment and determination of the fee for the Auditor.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 **พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัท บีบีจี จำกัด (มหาชน) (BBGI) ให้แก่กรรมการ ผู้บริหาร และพนักงานของ BBGI และบริษัทย่อยของ BBGI (ESOP)**

Agenda 7 **To consider and approve the issuance and offering of new common shares of BBGI Public Company Limited (BBGI) to the directors, management, and employees of BBGI and its subsidiaries (ESOP).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติการออกและเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัท บีบีจี จำกัด (มหาชน) (BBGI) ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (BCP) และบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน) (KSL)

Agenda 8 To consider and approve the issuance and offering of BBGI's new common shares to the directors, management, and employees of Bangchak Corporation Public Company Limited (BCP) and Khon Kaen Sugar Industry Public Company Limited (KSL).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขข้อบังคับบริษัทฯ

Agenda 9 To consider and approve the amendment to the Articles of Association of the Company.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

Agenda 10 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
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.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 3 กรกฎาคม 2563 เวลา 13.30 น. ณ ห้องโถงไม้ 1-4 สำนักงานใหญ่ บริษัท บางจากฯ (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2020 Annual General Meeting of shareholders on Friday July 3, 2020 at 13.30 hours at the Bai Mai 1-4 room of the Company's head office, 2098 M Tower Building, 8th Floor, 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.

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject: _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject: _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject: _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda No _____ Subject: _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ
Agenda No _____ Subject: Election of Directors

- (1) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (2) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (3) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (4) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- (5) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

หนังสือมอบฉันทะ แบบ ค
Proxy Form C(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)
(For foreign shareholders who have custodians in Thailand only.)(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Addressสัญชาติ
Nationality

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

in our capacity as the Custodian for _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Bangchak Corporation Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

 หุ้นสามัญ

ordinary share

 หุ้นบุริมสิทธิ

preference share

หุ้น

shares

หุ้น

shares

หุ้น

shares

และออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

ออกเสียงลงคะแนนได้เท่ากับ

and are entitled to vote equal to

เสียง ดังนี้

votes as follows:

เสียง

votes

เสียง

votes

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้บุคคลที่บรรลุนิติภาวะ หรือกรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7)
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. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

 2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

 3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 3 กรกฎาคม 2563 เวลา 13.30 น. ณ ห้องโถง 1-4 สำนักงานใหญ่ บริษัท บางจากฯ (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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 Friday July 3, 2020 at 13.30 hours at the Bai Mai 1-4 room of the Company's head office, 2098 M Tower Building, 8th Floor, 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.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

 มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

 มอบฉันทะบางส่วน คือ

Grant partial shares of

 หุ้นสามัญ _____ หุ้น

ordinary share

shares

ออกเสียงลงคะแนนได้เท่ากับ _____

เสียง

 หุ้นบุริมสิทธิ _____ หุ้น

preference share

shares

ออกเสียงลงคะแนนได้เท่ากับ _____

เสียง

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total : _____ votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2562**

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

วาระที่ 2 **รับทราบการจ่ายเงินปันผลระหว่างกาล**

Agenda 2 **รับทราบการจ่ายเงินปันผลระหว่างกาลที่ได้จ่ายไปแล้วจำนวนสองครั้ง**

วาระที่ 3 **พิจารณาอนุมัติงบการเงินสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562**

Agenda 3 **To consider and approve audited financial statements for the year ended December 31, 2019.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 4 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**

Agenda 4 **To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งหมด

To elect directors as a whole

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

1) ชื่อกรรมการ (Name) นายสุเทพ วงศ์วรเศรษฐ (Mr. Suthep Wongvorazathe)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

2) ชื่อกรรมการ (Name) พล.ต.ท.ชัยวัฒน์ โชติมา (Pol.Lt.Gen.Chaiwat Chotima)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

3) ชื่อกรรมการ (Name) พลโท ธรรมบุญ วิถี (Lt.Gen. Thammanoon Withee)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

4) ชื่อกรรมการ (Name) นายประสงค์ พูนชนน (Mr. Prasong Poontaneat)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

5) ชื่อกรรมการ (Name) นายสุทธิ สุโกศล (Mr. Suthi Sukosol)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 5 **พิจารณากำหนดค่าตอบแทนกรรมการ**

Agenda 5 **To consider and determine the directors' remuneration.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 6 **พิจารณาแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี**

Agenda 6 **To consider and approve the Appointment and Determination of the fee for the Auditor.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 7 **พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัท บีบีจีไอ จำกัด (มหาชน) (BBGI) ให้แก่กรรมการ ผู้บริหาร และพนักงานของ BBGI และบริษัทย่อยของ BBGI (ESOP)**

Agenda 7 **To consider and approve the issuance and offering of new common shares of BBGI Public Company Limited (BBGI) to the directors, management, and employees of BBGI and its subsidiaries. (ESOP)**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 8 **พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญที่ออกใหม่ของบริษัท บีบีจีไอ จำกัด (มหาชน) (BBGI) ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน) (BCP) และบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน) (KSL)**

Agenda 8 **To consider and approve the issuance and offering of BBGI's new common shares to the directors, management, and employees of Bangchak Corporation Public Company Limited (BCP) and Khon Kaen Sugar Industry Public Company Limited (KSL).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 9 **พิจารณาอนุมัติแก้ไขข้อบังคับบริษัทฯ**

Agenda 9 **To consider and approve the amendment to the Articles of Association of the Company.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

Agenda 10 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง จดออกเสียง _____ เสียง
Approve _____ votes Disapprove _____ votes Abstain _____ votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงชื่อ/Signature _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signature _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

(1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

(2) A certification that the authorised signatory of the proxy form is licensed to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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 C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค
Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางจาก คอร์ปอเรชั่น จำกัด (มหาชน)
Granting of power to a proxy as a shareholder of Bangchak Corporation Public Company Limited in respect of

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันศุกร์ที่ 3 กรกฎาคม 2563 เวลา 13.30 น. ณ ห้องใบไม้ 1-4 สำนักงานใหญ่ บริษัท บางจากฯ (มหาชน) เลขที่ 2098 อาคารเอ็ม ทาวเวอร์ ชั้น 8 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2020 Annual General Meeting of shareholders on Friday July 3, 2020 at 13.30 hours at the Bai Mai 1-4 room of the Company's head office, 2098 M Tower Building, 8th Floor, 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.

วาระที่ _____ เรื่อง _____

Agenda No _____ **Subject :** _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____

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วาระที่ _____ เรื่อง _____ **เลือกตั้งกรรมการ**

Agenda No _____ **Subject: Election of Directors**

- (1) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (2) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (3) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (4) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- (5) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

Book Request Form

Bangchak's vision is "Evolving Greenovation" vision of the leading Asian Greenovation group, founded on good governance, through inclusiveness and sustainability.

Bangchak has prepared the 2020 Notice of the Annual General Meeting (with meeting agenda and summarized opinions of the directors), Annual Report, and Integrated Sustainability Report can be accessed via QR Code in accordance with the Company's vision, the global warming reduction campaign and the announcement of the Department of Business Development.

Nevertheless, any shareholder who would still like to receive the document in book form can submit his/her intention as follows:

1. Scan the QR Code below to fill in the form online **or**
2. Fill in the form below and send it back to Bangchak via E-mail at: shareholder@bangchak.co.th, or facsimile number: 0 2335 8000, or the enclosed reply envelope for our further action.

Shareholder Name

would like to receive the document in the Thai version as follows: (Please mark ✓ in the block)

Notice of the AGM, full version

Annual Report



Requisition via
QR Code

Delivered to:

Address in Shareholders' Register or

Other address (Please complete the form below.)

No. Moo. Village

Soi. Road

Sub-District District

Province Zip Code