



บริษัท บจก คอร์ปอเรชั่น จำกัด (มหาชน)  
สำนักงานใหญ่ : 2098 อาคารเอ็ม ทาวเวอร์ ชั้นที่ 8  
ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง  
กรุงเทพมหานคร 10260  
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**Bangchak Corporation Public Company Limited**  
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-TRANSLATION-

No. 10000/020/2022

February 25, 2022

Subject : Notification of the resolution of the Board of Directors' meeting regarding the dividend payment, the schedule for 2022 Annual General Meeting of Shareholders, and disclosure of the notice on the Company's website (**Change method of organizing 2022 AGM to an Electronic Meeting**)

Attention : President of the Stock Exchange of Thailand

As the Board of Directors' Meeting No. 2/2022 of Bangchak Corporation Public Company Limited (the "Company") held on Thursday, February 17, 2022, has resolved to approve schedule the date for the 2022 Annual General Meeting of Shareholders, on Friday, April 8, 2022, at 13.30 hrs. at Bai Mai 1-4 Meeting Room of the Company's Head Office, 2098 M Tower Building, Floor 8, Sukhumvit Rd., Phra Khanong Tai, Phra Khanong, Bangkok 10260. The date to determine the list of shareholders who have the right to attend the AGM is March 3, 2022.

Due to the current situation that the outbreak of Covid-19 that there is an increase in the number of new cases of infection. To health and safety concerns of shareholders, employees, and all stakeholders, **the Company, thereby, decided to change the method of organizing the 2022 Annual General Meeting of Shareholders to be solely by Electronic Meeting method** according to the Emergency Decree on Electronic Conferencing B.E. 2563 and the related laws and regulations. Other meeting details such as date, time, agenda items, and the record date for determining shareholders entitled to attend the meeting are not changed from the former disclosed information to SET. The agenda for the 2022 AGM and the board's opinions are set out as follows:

Agenda 1 To acknowledge the Board of Directors report on 2021 performance statement.

Agenda 2 To consider and approve audited financial statements for the year ended December 31, 2021.

The Board of Directors deems it appropriate to propose that the shareholders meeting approve Audited Financial Statements for the Year Ended December 31, 2021, which have been audited by the auditor and reviewed by the Audit Committee.

Agenda 3 To consider and approve the allocation of profit for dividend payments for 2021 performance.

Approved to propose to the Company's Annual General Meeting of Shareholders for Year 2022 for approval in respect of the allocation of profit from unappropriated retained earnings for dividend payment for the second-half-year operations of 2021 at the rate of Baht 1 per share. Once the interim dividend payout of the first half of 2021 of Baht 1 per share is combined with that of the second half of 2021, the annual dividend payout amounts will be Baht 2 per share, totaling approximately Baht 2,715 Million. The Board of Directors had determined the date to list shareholders who are entitled to receive dividend on March 3, 2022. The dividend payment date is April 22, 2022. However, the entitlement to receive the dividends is uncertain because it has yet to be approved by the shareholders.

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.

In this year, the four retired directors and the resigned director are :

1. Adm. Sucheeep Whoungmaitree (Independent Director)
2. Mrs. Prisana Praharnkhasuk (Independent Director)
3. Mr. Prasong Poontaneat (Independent Director)
4. Mr. Chaovalit Ekabut (Independent Director)
5. Gen. Vitch Devahasdin (Independent Director) resigned effective on 18 February 2022

The Board of Directors, excluding the directors who have a conflict of interests, is of the opinion that the Shareholders should re-appoint three directors to perform their duties for another term as follows:

1. Mrs. Prisana Praharnkhasuk (Independent Director)
2. Mr. Prasong Poontaneat (Independent Director)
3. Mr. Chaovalit Ekabut (Independent Director)

Additionally, the Board of Directors recommends the Shareholders to appoint the following two directors to act as new directors in place of those retired by rotation and resigned directors :

1. Pol.Lt.Gen. Samran Nuanma (Independent Director)
2. Mr. Narin Kalayanamit (Independent Director)

The nomination and remuneration committee has duly reviewed this proposal.

Agenda 5 To consider and determine the directors' remuneration.

The Board of Directors deems it appropriate to propose that the shareholders meeting approve the 2022 directors' remuneration as following:

1) Monthly Remuneration and Meeting Allowance (same as 2021)

| 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. Sustainability and 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 2021)

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 2021)

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

The nomination and remuneration committee has duly reviewed this proposal.

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

The Board of Directors deems it appropriate to propose that the shareholders meeting appoint 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 Auditor for year 2022. The 2022 audit fee is Baht 2,000,000.

The audit committee has duly reviewed this proposal.

Agenda 7 Other Business (if any)

Details of the Notice to the Annual General Meeting of Shareholders together with all relevant enclosures to be publicized to shareholders on the Company's website ([www.bangchak.co.th](http://www.bangchak.co.th) : Menu > Investor Relations > Shareholders Information > Annual General Meeting) from Wednesday, March 9, 2022. The Company welcomes opportunity to clarify these matters in the Meeting. Please forward your questions in advance to [shareholder@bangchak.co.th](mailto:shareholder@bangchak.co.th) or to facsimile number 0 2335 8000.

Please be informed accordingly.

Yours sincerely,

-signed-

(Mr. Chaiwat Kovavisarach)

President and Group Chief Executive Officer

The Secretary to the Board of Directors Division

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