



Invitation to the Annual General Shareholders' Meeting
Year 2022

Bangkok Ranch Public Company Limited

April 21st, 2022 at 14.00 hrs.

at Beijing Hall Room, Bangkok Ranch Public Company Limited,
No.18/1 Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli,
Samutprakan, 10540

Due to the epidemic situation of the COVID-19 virus, in order to prevent the spread of the disease and for everyone's safety, the Company will measure the temperature check and a COVID-19 test with an ATK test kit for all shareholders before registering to attend the meeting.

All shareholders must pass the Antigen Test Kit – ATK provided by the Company only. And shareholders with body temperature over 37.5 degrees or a positive ATK test result are not allowed to participate in the meeting room, in this case the shareholder can grant the independent director as proxy.

Discontinuation of Providing Souvenirs and Food for AGM 2022
For Prevention of COVID-19



No. BR. 006/2022

Date 21st of March 2022**Subject:** Invitation to the Annual General Shareholders' Meeting 2022**To:** Shareholders

Bangkok Ranch Public Company Limited

Attachments: The supporting documents for the Annual General Shareholders' Meeting 2022 are as follows:

1. A copy of the minutes of the Annual General Shareholders' Meeting 2021 *(For Agenda 1)*
2. Form 56-1 One Report Year 2021 in which the Financial Statements Year 2021 as well as dividend payment policy and details of dividend payment are included. *(For Agenda 2-7)*
3. Information on the auditors' profiles and work experience *(For Agenda 5)*
4. Details of the retired directors nominated for re-election *(For Agenda 6)*
5. Detail of the new director for Appointment *(For Agenda 7)*
6. Proxy Form A (general form) Proxy Form B (which particulars of authorization are clearly determined) and Proxy Form C (for foreign investors who have appointed custodians in Thailand to be their share depository) , and also can be downloaded from the Company's website <http://investor.bangkokranch.com/home.html>.
7. Definition and information of the independent directors for appointment as proxy
8. The Company's Articles of Association in relation to the shareholders' meeting
9. Clarifications concerning documents and evidence identifying shareholders and proxies entitled to attend the meeting for registration and casting votes at the meeting
10. Procedures for attending the Annual General Shareholders' Meeting 2022
11. Procedures for sending any query in relation to the shareholders' meeting
12. Map of the Meeting Venue: Bangkok Ranch Public Company Limited
13. COVID- 19 Screening Form and Measures and Guidelines for Attending the Annual General Shareholders' Meeting 2022 Under the COVID-19 Situation



The Board of Directors' Meeting of Bangkok Ranch Public Company Limited (the "Company") No. 1/2022, held on 28th of February 2022, has passed the resolution to call the Annual General Shareholders' Meeting 2022 on Thursday, 21st of April 2022 at 14.00 hours (the registration will be opened from 12.00

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hours) at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540. The agendas are as follows:

Agenda 1 To Consider and Certify the Minutes of the 2021 Annual General Shareholders' Meeting

Facts and Rationale: The Annual General Shareholders' Meeting 2021 was held on 22nd of April 2021 and the minutes of the meeting was submitted to the Ministry of Commerce within the period required by law.

The Board's Opinion: The Board has deemed it appropriate to propose the Minutes of the 2021 Annual General Shareholders' Meeting which have been accurately recorded as shown in *Attachment 1* to the shareholders' meeting for consideration and certification.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2 To Acknowledge the Company's Performance Results and Board of Directors' Report Year 2021

Facts and Rationale: The Company has summarized the performance results for year 2021 along with the significant changes that occurred during the year as shown in Form 56-1 One Report Year 2021.

The Board's Opinion: The Board has deemed it appropriate to propose the Company's performance results year 2021 along with the significant changes that occurred during the year to the shareholders' meeting for acknowledgement. The details of which are as shown in *Attachment 2, Form 56-1 One Report Year 2021 under section "Management's Discussion and Analysis"*.

Voting: This agenda is for acknowledgement and no casting of vote is required.

Agenda 3 To Consider and Approve the Financial Statements and Acknowledge the Auditor Report Year 2021

Facts and Rationale: According to Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 49 of the Company's Articles of Association, the Company must prepare the financial statements and income statements at the end of its fiscal year, which have been audited by external auditor, and propose to the shareholders' meeting for consideration and approval.

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31st of December 2021, which have been audited and signed by Ms. Sineenart Jirachaikhuan Khan, Certified Public Accountant No.6287, the Company's auditor

from EY Office Limited, therefore recommended the Board to propose that the shareholders' meeting consider and approve the Company's financial statements for the year ended 31st of December 2021. Details of the Company's financial statements are as shown in Attachment 2, Form 56-1 One Report Year 2021 under Section: Financial Statements.

The Board's Opinion: The Board has deemed it appropriate to propose the Company's audited financial statements for the year ended 31st of December 2021, which have been reviewed and accepted by the Audit Committee, to the shareholders' meeting for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4 To Consider and Approve no dividend payment for operating results of the Company for the year 2021

Facts and Rationale: The Company has a dividend payment policy of paying not less than 50 percent of the net profit after deduction of tax, legal reserve, and other provision (if any). In consideration, the Board of Directors of the Company has the authority to consider a dividend payment on the condition that it must be in the best interest of the shareholders. In 2021, the Company has recorded net loss in the amount of 55.83 million Baht, therefore it is deemed appropriate to declare no dividend payment.

Details of Dividend Payment: According to Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 55 of the Company's Articles of Association, the Company is required to allocate an amount of not less than five percent of its annual net profit less accumulated losses brought forward (if any) as legal reserve until such reserve are not less than ten percent of the Company's registered capital. However, the Company has recorded net loss in the amount of 55.83 million Baht as in the consolidate financial statements from the operation. Therefore, the Board of Directors' has passed a resolution to approve the declaration of no dividend payment for operating results of the Company for the year 2021. For details of a dividend payment policy, please refer to Attachment 2 Form 56-1 One Report Year 2021 under section: "Dividend Payment Policy".

Details of Dividend Payment	Year 2021 (Proposed Year)		Year 2020	
Profit (Loss) – separate financial statements	(454,876,790)	Baht	(84,732,713)	Baht
Profit (Loss) per share	(0.50)	Baht	(0.09)	Baht
Legal Reserved Funds	-	Baht	-	Baht
Net Profit (loss) – consolidated financial statements	(55,813,214)	Baht	(123,240,412)	Baht
Profit (loss) per share	(0.06)	Baht	(0.13)	Baht
Ordinary Dividend _per share	-	Baht	-	Baht
Extra Dividend _per share	-	Baht	-	Baht
Total Dividend Payment per share	-	Baht	-	Baht
Total Dividend Amount	-	Baht	-	Baht
Total Number of Shares	912,796,558*	shares	912,796,558*	shares

* The total number of issued and fully paid-up shares less the number of treasury stock shares.

The Board's Opinion: The Board has deemed it appropriate to propose that the shareholders' meeting consider and approve no dividend payment for operating results of the Company for the year 2021.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5 To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2022

Facts and Rationale: According to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Shareholders' Meeting.

The Audit Committee's Opinion: The Audit Committee has deemed it appropriate to propose that the shareholders' meeting approve the appointment of EY Office Limited as the Company's external audit firm for the fiscal year 2022 due to their independency, knowledge, and leading experience and expertise in auditing the listed companies with reasonable service fee and their credibility. The list of the auditors are as follows:

- | | |
|-------------------------------------|--------------------------------------|
| 1. Mr. Khitsada Lerdwana | Certified Public Accountant No. 4958 |
| 2. Ms. Manee Rattanabunnakit | Certified Public Accountant No. 5313 |
| 3. Ms. Poonnard Paocharoen | Certified Public Accountant No. 5238 |
| 4. Ms. Sineenart Jirachaikhuan Khan | Certified Public Accountant No. 6287 |

In addition, any of the abovementioned auditors can conduct an audit and express the opinion on the Company's financial statements. The information on the auditors' profiles and work experience are as shown in Attachment 3.

In 2022, the proposed audit fee is 3,168,000 Baht excluding other actual payable non-audit fees, an increased amount of 89,000 Baht or 2.89% from the previous year. The Audit Committee recommended that the Board propose to the shareholders' meeting to approve the appointment of the auditors from EY Office Limited to be the Company's external auditors for 2022. In addition, the proposed auditors are independent and do not have any conflicts of interest with the Company, the management, the major shareholders or any related person.

The Board's Opinion: The Board has agreed with the Audit Committee to propose that the shareholders' meeting approve the appointment of the auditors from EY Office Limited as the Company's external auditors for fiscal year 2022 as above detailed and determine the audit fee for year 2022 as proposed.

Audit Fee and Non-audit Fee	Year 2022 (Proposed Year)	Year 2021	Year 2020
Annual Audit Fee	3,168,000	3,079,000	3,079,000
Non-audit Fee	-	127,433	127,433
Total		3,206,433	3,206,433

However, in the event that the abovementioned auditors are unable to perform their duties, EY Office Limited shall procure other licensed auditors from its office in replacement of such auditors for auditing the accounts and expressing their opinions on the Company's financial statements.

In addition, The Board has deemed it appropriate to notify the shareholders' meeting that EY Office Limited has been appointed as an external audit firm for the Company's subsidiaries for fiscal year 2022.

For details of the audit fees of the Company and its subsidiaries for the fiscal year 2021, please refer to Attachment 2 Form 56-1 One Report Year 2021.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 6 To Consider and Approve the Appointment of Directors to Replace those Who will Retire by Rotation in Year 2022

Facts and Rationale: According to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 19 of the Company's Articles of Association, one-third of number of all directors must retire by rotation on the date of each annual general shareholders' meeting. There are 3 directors as listed below are due to retire by rotation in 2022:

Name-Surname	Position
1. Mr. Joseph Suchaovanich	Chairman of the Board of Directors and Executive Directors
2. Mr. Gerard Martin Elbertsen	Director , Member of the Nomination and Remuneration Committee, and Executive Director
3. Mrs. Nutthaporn Luangsuwan	Directors

For the Annual General Shareholders' Meeting 2022, the Company has provided the opportunity to shareholders to nominate qualified candidates for election as the Company's directors during 20 December - 30 December 2021 in order to be considered by the Board in advance. However, there were no shareholders proposing any qualified candidates for election as the Company's directors.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, by the members not having a conflict of interest, has carefully considered the qualifications, knowledge, competency, experience, ethics and performance as the director and member of the sub-committees of each director who are due to retire by rotation. The Nomination and Remuneration Committee, therefore, recommended that the Board propose to the shareholders' meeting to consider the re-election of all retired directors as the Company's directors for another term of office. *(For the criteria of selection and nomination process, please refer to Attachment 2 Form 56-1 One Report section: "Management Structure")*. Details of the retired directors nominated for re-election including their age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in Attachment 4.

The Board's Opinion: The Board, by the directors not having a conflict of interest, having carefully considered and agreed with the recommendation of the Nomination and Remuneration Committee, has deemed it appropriate to propose that the shareholders' meeting consider and approve the re-election of all retired directors as the Company's directors for another term of office as detailed above. The 3 directors nominated for re-election possess all qualifications in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), the Notification of the Securities and Exchange Commission and the relevant Notification of the Capital Market Supervisory Board.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 7 To Consider and Approve the Appointment of New Directors

Facts and Rationale: In order to increase the ability to supervise the operations of the Company, the Nomination and Remuneration Committee has proposed to the Board of Directors to approve the appointment of one new director, namely Mr. Phon Suchaovanich, currently serves as a Risk Committee member and Executive committee member to be a director of the Company with effect from April 21, 2022. Upon the appointment of a new director, the Board of Directors of the Company will consist of nine persons.

The Nomination and Remuneration Committee's Opinion: In this regard, the Nomination and Remuneration Committee has considered the qualifications in accordance with the selection criteria. By considering the suitability of qualifications, experience, knowledge, abilities, expertise, morality, ethics and readiness to devote time in performing duties as a director in order to be in line with the Company's business strategy which will benefit the Company and its shareholders. Mr. Phon Suchaovanich is not in the position of director or executives in other businesses that may cause conflicts of interest or is in a business competition with the Company. Details of the background, educational background and work experience of the nominated person are provided in Attachment 5.

The Board's Opinion: The Board of Directors has considered and agreed with the recommendation of the Nomination and Remuneration Committee, the Board of Directors is of opinion that the nominated person had passed the screening process of the Nomination and Remuneration Committee and the Board of Directors views that the nominated director has the qualifications suitable for the Company's business operation with knowledge, ability, experience and expertise in accordance with the Company's business strategy, which has experience and a

good track record with leadership and beneficial to the operation of the Company and not having any prohibited characteristics under the relevant laws. Thus, the Board of Directors deemed it appropriate to propose that the Shareholders' Meeting to consider and approve the appointment of Mr. Phon Suchaovanich to be a director of the Company, which shall become effective on April 21, 2022.

Voting: The resolution for this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 8 To Consider and Approve the Remuneration of the Board of Directors for Year 2022

Facts and Rationale: According to Article 31 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration in the forms of monthly retainer fee, meeting allowance, pension, bonus, or any other kind of benefit.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has considered the determination of the directors' remuneration to be in accordance with the Company's performance results, each director's duty, responsibility and performance, whereby the remuneration will be appropriate in comparison with those of other companies in the same industry and sufficient to attract and retain quality directors with the Company. The Committee, therefore, has deemed it appropriate to determine the remuneration budget for the Board of Directors and sub-committees in 2022 in the amount of not exceeding 8,032,000.00 Baht (Eight million thirty-two thousand Baht), an increased amount of 552,000 Baht from the previous year, comprising of monthly remuneration, meeting allowance, the detail as follows:

Monthly Directors' Remuneration Year 2022

Position	Year 2022 (Proposed)	Year 2021
1. The Board of Directors		
Monthly Retainer Fee		
- Chairman	100,000 Baht/Month	100,000 Baht/Month
- Vice Chairman	75,000 Baht/Month	75,000 Baht/Month
- Director	25,000 Baht/Month	25,000 Baht/Month
Meeting allowance	None	None
2. The Audit Committee		
Monthly Retainer Fee		
- Chairman	70,000 Baht/Month	70,000 Baht/Month
- Director	35,000 Baht/Month	35,000 Baht/Month
Meeting allowance	None	None

Position	Year 2022 (Proposed)	Year 2021
3. The Nomination & Remuneration Committee		
Monthly Retainer Fee	None	None
Meeting allowance		
- Chairman	12,000 Baht/attendance	None
- Director	10,000 Baht/attendance	None
4. The Risk Committee		
Monthly Retainer Fee	None	None
Meeting allowance		
- Chairman	12,000 Baht/attendance	None
- Director	10,000 Baht/attendance	None
5. The Environmental Social Governance and Sustainability Committee		
Monthly Retainer Fee	None	None
Meeting allowance		
- Chairman	12,000 Baht/attendance	None
- Director	10,000 Baht/attendance	None

The Board's Opinion: The Board, having considered and agreed with the Nomination and Remuneration Committee's recommendation, has deemed it appropriate to propose that the shareholders' meeting consider and approve the directors' remuneration for 2022 as proposed.

In this regard, in 2021, the Company has paid a total amount of 7,080,000.00 Baht (Seven million eighty thousand Baht) as remuneration to the Board of Directors. The details of which are as shown in *Attachment 2 Form 56-1 One report Year 2021 under section: "Management Structure"*.

Voting: The resolution for this agenda item requires a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

Agenda 9 To consider other matters (if any)

Facts and Rationale: This agenda is provided for shareholders to make any query and/or express their opinions to the Board (if any) and/or request for the Board to provide the explanation and answer the questions where there will not be any matter proposed to the shareholders' meeting for consideration and approval and there is no voting on this agenda.

In this regard, the Company has determined the names of shareholders entitled to attend the Annual General Shareholders' Meeting 2022 (Record Date) on 18th of March 2022.

In the event that any shareholders is unable to attend the meeting in person and would like to appoint a proxy to attend the meeting and cast votes on his/her behalf, please use either Form A (general form) or Form B (which particulars of authorization are clearly determined as shown in *Attachment 6*) or Proxy Form C (for foreign investors who have appointed custodians in Thailand to be their share depository) where Form A, Form B and Form C can be downloaded from the Company's website:

http://investor.bangkokranch.com/shareholder_meeting.html.

Any shareholder who is unable to attend the meeting can appoint a proxy by appointing one of the Company's independent directors namely; Mr. Kunakorn Makchaidee or Assoc. Prof. Dr. Poranee Pataranawat or Mrs. Pornpun Boonchaisri to attend the meeting and cast votes on his/her behalf. The definition and details of the independent directors are as shown in *Attachment 7* which had already been delivered together with this Invitation letter. In this regard, please submit the proxy form by 8th of April 2022 to the Company at the address below:

Bangkok Ranch Public Company Limited "Company Secretary"
18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai,
Bangphli, Samutprakarn 10540, Thailand

Please be hereby informed and kindly attend the meeting on the date, time, and place as specified above. Your attention would be very much appreciated.

Sincerely Yours,

Bangkok Ranch Public Company Limited



(Mr. Joseph Suchaovanich)

Chairman of the Board of Director

NOTES: All shareholders can access the invitation to the Annual General Shareholders' Meeting for 2022 and all supporting documents through the Company's website <http://investor.bangkokranch.com/home.html> from 21st of March 2022 under section "Investor Relations/Shareholder Info/Shareholders' Meeting". The shareholders may send any query in relation to the Annual General Shareholders' Meeting 2022 in advance as detailed in the Procedures for sending any query in relation to the Shareholders' Meeting shown in *Attachment 11*.



Minutes of the 2021 Annual General Meeting of Shareholders

Bangkok Ranch Public Company Limited

Held on Thursday, 22nd April 2021 at 14:00 Hrs.

At Beijing Hall Room, Bangkok Ranch Public Company Limited

Date, Time and Place

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of Bangkok Ranch Public Company Limited (the “**Company**”) was held on Thursday, 22nd April 2021, at 14:00 hrs., at Beijing Hall Room, Bangkok Ranch, located at No. 18/1 Moo 12, Sai Lang Wat Bang Phli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan, 10540.

Opening of the Meeting

The Meeting was organized in accordance with the resolution of Board of Directors’ Meeting No. 1/2021, which was held on 25th February 2021. The date to record the names of the shareholders entitled to attend the Meeting was on 16 March 2021. There were altogether 77 shareholders (27 shareholders present in person and 50 shareholders by proxy), representing 379,362,270 shares, or equivalent to 41.56 % of all paid-up shares after deduct treasury stocks (650,000 shares), which had the amount of the Company’s 912,796,558 paid-up shares; therefore, constituting a quorum pursuant to Section 103 of the Public Limited Companies Act B.E. 2535 (1992) (including the amendments) and Clause 37 of the Articles of Association. Mr. Joseph Suchaovanich acted as the Chairman of the Meeting (the “**Chairman**”) pursuant to Section 104 of the Public Limited Companies Act and Clause 39 of the Company’s Articles of Association.

Directors of the Board in Attendance

1. Mr. Joseph Suchaovanich Chairman, Executive Director and Managing Director of Asia and Asia Pacific
2. Mrs. Rosanna Suchaovanich Vice Chairman, Executive Director, Chairman of Risk Committee and Member of the Nomination and Remuneration Committee
3. Mrs. Nutthaporn Luangsuwan Director
4. Mr. Kunakorn Makchaidee Independent Director and Chairman of the Audit Committee

and Member of Risk Committee

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5. Assoc.Prof.Dr. Poranee Pataranawat Independent Director, Member of the Audit Committee
and Member of the Nomination and Remuneration Committee

6. Mrs. Pornpun Boonchaisri Independent Director, Member of the Audit Committee
Chairman of the Nomination and Remuneration Committee
and Member of Risk Committee

Director absent (Due to Covid-19 travel restriction)

1. Mr. Gertjan Tomassen Vice Chairman, Managing Director of Europe, Executive Director,
Member of the Nomination and Remuneration Committee
2. Mr. Gerard Elbertsen Director and Executive Director

Management in Attendance

1. Mr. Joseph Suchaovanich Chief Executive Officer
2. Mrs. Rosanna Suchaovanich Deputy Chief Executive Officer
3. Mr. Phon Suchaovanich Assistant Chief Executive Officer
4. Mr. Weerasak Wahawisal Group Accounting Director and Company Secretary
5. Mr. Wutinai Ulit Chief Information Officer

Auditor

1. Mr. Praphan Jetanachiewchan EY Office Ltd.

Independent Legal Advisors for Monitoring the Meeting and Vote Count

1. Mr. Pakdee Paknara Capital Law Company Limited
2. Ms. Aninnart Silanukit Capital Law Company Limited

At the Meeting, the Chairman delegated Mr. Weerasak Wahawisal, acting for Company Secretary, to act as the secretary of the Meeting (the “**Secretary**”), and explain the measures and guidelines for attending the Annual General Meeting of shareholders under the COVID-19 Situation as follows:

1. The Company has provided the marks and alcohol hand gel for all shareholder.
2. The Company has set up a screening point before entering to the meeting room, all meeting participants will be requested to fill the COVID-19 Self-Screening form with genuine answers for the efficiency of screening process and tracking.
3. The Company will measure the temperature of every person before entering into the premises by the shareholder who have been visiting the restricted area or got respiratory tract diseases can unable to enter the meeting room may submit the proxy form B to independent director.
4. The meeting participants must wear a surgical mask or cloth mask at all times during the meeting.

For comply with the measures of the World Health Organization and the Thai Ministry of Public Health and control the spread of COVID-19 virus), the Company kindly requests strict compliance from the meeting participants.

Mr. Weerasak Wahawisal, acting for Company Secretary explained the procedure for casting votes as follows:

1. With respect to voting at the Meeting, a shareholder will have the number of votes equivalent to the number of shares he/she holds, whereby one share is equivalent to one vote;
2. A shareholder who wishes to cast a vote of disapproval or abstention shall affix a mark on a ballot which represents a single opinion only, otherwise such ballot shall be considered invalid. In addition, should any amendment be made to the voting ballot, the shareholder shall affix his signature thereon;
3. The Company shall subtract any votes of disapproval or abstention from the total votes of shareholders attending the Meeting and entitled to vote whereas the remaining votes shall be considered approval of such agenda. This is for convenience and quickness in vote counting, the Company will keep the ballots that agreed with the voting of all agenda after the meeting finished. Shareholders or proxies please return the ballots to the staff before leaving;
4. Where there is no vote of disapproval or abstention in any agenda item, the Chairman of the Meeting shall consider that such agenda item carries a unanimous vote;
5. In an ordinary event, a resolution shall be adopted by the majority vote of the shareholders who are present and are entitled to vote, with the exception of Agenda Item 7 which is to consider and approve the remuneration of directors, the resolution of which shall be passed by no less than two-thirds of the votes of the shareholders attending the Meeting. In the case of a tied vote, the Chairman of the meeting shall have a casting vote;
6. For Agenda Item 6, to consider and approve the appointment of directors to replace those who will retire by rotation, shareholders shall cast the vote individually on the ballot card.

In case that a shareholder grants a proxy to an independent director. Voting shall be made by the shareholders voting individually, as specified in the proxy.

Before voting on each agenda item, the Chairman will give the shareholders the opportunity to express their opinions. A shareholder or proxy who wishes to ask questions or express opinions is requested to state his/her name and surname before doing so.

With respect to additional queries related to businesses and the administration of the Company, other than agenda item 1–7, the shareholders were requested to express their opinions and raise their questions on the agenda item regarding other matters at the end of the Meeting.

In order not to waste time on each agenda item, the Meeting shall not pause pending vote count but shall proceed to the following agenda item. In addition, when the votes have been counted, the Meeting shall be further informed of the result.

During the period between 25 November - 30 December 2020, the Company gave the shareholders the opportunity to propose agenda items for the general meeting of shareholders, and to nominate the persons qualified for holding directorship positions of the Company for the Board of Directors' consideration in advance. In this regard, the Company informed the shareholders via the Stock Exchange of Thailand (the “**Stock Exchange**”) and the Company's website. However, no shareholder

had proposed any agenda items for the general meeting of shareholders or nominated any persons to be elected as the directors of the Company.

After having explained the details and procedures for casting votes to the shareholders, the Secretary invited the Chairman to declare the Meeting open.

The Chairman declared the Meeting open and proceeded in accordance with the agenda as follows:

Agenda 1: To Consider and Certify the Minutes of the 2020 Annual General Shareholders' Meeting

The Chairman informed the Meeting that this agenda item is to consider and certify the minutes of the 2020 Annual General Meeting of Shareholders convened on 21st May 2020. The copy of the minutes of such meeting had been delivered to the shareholders together with the notice calling this meeting, the Chairman thus proposed that the Meeting certify the minutes of the 2020 Annual General Meeting of Shareholders.

Since there was no shareholder raising any amendment thereto, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Meeting unanimously resolved to certify the minutes of the 2020 Annual General Meeting of Shareholders in accordance with the following votes:

Approved	336,436,772	votes	100.00%	of voting rights exercised by shareholders present and casting their vote
Disapproved	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote
Abstained	102,162,400	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

Agenda 2: To Acknowledge the Company's Performance Results and Board of Directors' Report Year 2020

The Chairman delegated Mr. Weerasak Wahawisal, Group accounting director to inform the Meeting of the summary of the operating results of the Company regarding the finances of the Company for the year 2020 as follows:

Mr. Weerasak Wahawisal reported the summary of the performance results of the Company for the year 2020,

In 2020, the companies in Thailand (BR- Thailand) were affected by 2 major factors: 1. Exports to EU countries, which in early 2020 the company did not have exports because it was suspended since 2018. 2. The impact of covid-19 began to affect since March and had the most impact in the second quarter. Later measures were relaxed, resulting in better results in the 3rd quarter and around the end of July, the company has been approved to return to export products to the EU and started exporting such products around the end of September, continuing in the fourth quarter.

The company in the Netherlands was hit the hardest from the COVID-19 situation. The factory was closed from operation. Most of the hotel and restaurant businesses were closed for a long time. But in Thailand it is less affected because it is an agricultural product.

For BR- Thailand, the revenue was amount 4,659 million Baht, first quarter net loss was 9 million Baht, the second quarter had net loss of 95 million Baht, the third quarter had net profit of 1 million Baht and the fourth quarter had net profit of 16 million Baht due to being able to export to the EU, then the year's operating results of the company had net loss of 87 million Baht, mainly due to the loss in the second quarter from the lockdown.

EBITDA 1st quarter amounted to 90 million Baht, 2nd quarter amounted to -14 million Baht, 3rd quarter amount of 112 million Baht and 4th quarter amount of 139 million Baht, total amount of 327 million Baht.

The revenue in the 1st quarter amount of 1,293 million Baht, the 2nd quarter amount of 941 million Baht, the 3rd quarter amount of 1,136 million Baht and the 4th quarter amount of 1,289 million Baht, total amount of 4,659 million Baht for the year.

The Summary of the overall operating results of the Group for the year 2020 ending on December 31st, 2020 which the Company had total revenue of 6,200 million Baht, a decrease of 1,402 million Baht when compared to the total revenue in 2019 of 7,602 million Baht. It had total cost of sales and expenses of 6,198 million Baht, a decrease of 1,585 million Baht from the previous year and has a net loss of 123 million Baht, a decrease of 152 million Baht when compared to a net loss in the previous year in 2019 amount 275 million Baht.

The Chairman gave the shareholders the opportunity to raise questions.

The shareholders raised the following queries:

Mr. Apisit Buranakanon (The shareholder attend the meeting in person)	<p>Inquired 2 questions as follows</p> <ol style="list-style-type: none">1) Is the ready meal business going well?2) From the COVID-19 situation, how much does strict control of labor movement affect doing business?
Mrs. Rosanna Suchaovanich (Vice Chairman, Executive Director, Nomination and Remuneration Director and Chairman of the Risk Committee)	<ol style="list-style-type: none">1) Ready meal business is growing and has a good direction. It is available for sale in the shop, convenience stores and supermarkets. The company released new menus and received positive feedback.2) About 90 employees of the company and subsidiaries in upcountry are Thai and be local. Therefore, we do not have much effect. For Bangplee factory, most of the employees are Cambodian, Lao, Myanmar who will not return home. <p>If they will go home, they usually resign. However, the company is extremely careful and strict in hiring.</p>

No shareholders raised any questions or expressed any further opinions on this agenda item. In addition, this agenda is only for acknowledgement, therefore, no voting procedure was required.

Agenda 3: To Consider and Approve the Financial Statements and Acknowledge the Audit Report Year 2020

The Chairman delegated Mr. Weerasak Wahawisal, Group accounting director to summarize the Financial Statements and the Profit and Loss Statements of the Company for the year 2020, ending 31st December 2020.

Mr. Weerasak Wahawisal informed the Meeting of the Financial Statements and the Profit and Loss Statements for the year 2020, ending on 31 December 2020, and of the Audit Report, which had been approved by the Audit Committee and the Board of Directors of the Company. The details were set out under a copy of the Financial Statements for the year 2020, together with the Audit Report of the Company which had been delivered to the shareholders together with the notice calling this meeting, of which the details are summarized as follows;

The Company had the revenues amount of 6,200 million Baht, a decrease of 1,402 million Baht or decreased of 18% when compared to the total revenue in 2019 of 7,602 million Baht. It had total cost of sales and expenses of 6,198 million Baht, a decrease of 1,585 million Baht from the previous year and has a net loss of 123 million Baht, a decrease of 152 million Baht from the previous year when compared to a net loss in 2019 amount of 275 million Baht.

Since there were no shareholders raising any questions, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Meeting unanimously resolved to approve the Financial Statements and Acknowledge the Audit Report Year 2020 in accordance with the following votes:

Approved	436,482,508	votes	100.00%	of voting rights exercised by shareholders present and casting their vote
Disapproved	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote
Abstained	11,434,200	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

Agenda 4: To Consider and Approve no dividend payment for operating results of the Company for the year 2020

The Chairman delegated Mr. Weerasak Wahawisal to report about the dividend of the Company for the year 2020 to the Meeting.

Mr. Weerasak Wahawisal informed the Meeting that the Company had a policy to pay dividends at the rate of no less than 50% of the net profits after deducting taxes and legal reserves, including

other reserves (if any). In this regard, the Board of Directors of the Company had the authority to consider the dividend payment by taking into account the factors in the highest interest of the shareholders.

In 2020, as the Company generated net loss of 123 million Baht, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve no dividend payment for the operating results of the Company for the year 2020.

Since there were no shareholders raising any questions, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Meeting unanimously resolved to approve no dividend payment for operating results of the Company for the year 2020 in accordance with the following votes:

Approved	436,966,708	votes	100.00%	of voting rights exercised by shareholders present and casting their vote
Disapproved	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

Agenda 5: To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2021

The Chairman delegated Mr. Kunakorn Makchaidee, Chairman of the Audit Committee, to report to the Meeting of such matter.

Mr. Kunakorn Makchaidee informed the Meeting that, to be under Section 120 of the Public Limited Companies Act B.E. 2535 (1992), which provides that at every annual general meeting, auditors shall be appointed and the audit fee of the Company shall be determined.

The Board of Directors of the Company deemed it appropriate to appoint auditors from EY Office Ltd. in this Meeting. The list of the auditors of the Company is as follows:

1. Mr. Kritsada Lertvana Certified Public Accountant No. 4958
2. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238
3. Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313
4. Ms. Sineenart Jirachaikhuan Khan Certified Public Accountant No. 6287

Any one of the Certified Public Accountants shall audit and render opinions on the Financial Statements of the Company. The audit fee and the quarterly review fee for the year 2021 is 3,079,000 Baht (which is equal to 2020), exclusive of other service fees which the Company shall pay per use. Furthermore, the Company deemed it appropriate that the Meeting acknowledge that EY Office Ltd. had also been selected as an auditor for the Company's subsidiaries for the year 2021.

Since there were no shareholders raising any questions, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Resolution: The Meeting unanimously resolved to appoint Mr. Kritsada Lertvana, or Mrs. Poonnard Paocharoen, or Ms. Manee Rattanabunnakit, or Ms. Sineenart Jirachaikhuankhan, on behalf of EY Office Ltd., as the auditor of the Company for the year 2021, and approve the audit fee for the year 2021 of 3,079,000 Baht in accordance with the following votes:

Approved	436,966,708	votes	100.00%	of voting rights exercised by shareholders present and casting their vote
Disapproved	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

Agenda 6: To consider and approve the Appointment of Directors to Replace those who will Retire by Rotation in Year 2021

The Chairman delegated Mrs. Pornpun Boonchaisri, Chairman of the Nomination and the Remuneration Committee, to report to the Meeting of such matter.

Mrs. Pornpun Boonchaisri informed the Meeting that Public Limited Companies Act B.E. 2535 (1992) and the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the total number of directors shall vacate in proportion. If the number of directors is not a multiple of three, directors in a number closest to one-third shall vacate, whereby the directors retiring by rotation may be re-elected.

At the 2021 Annual General Meeting of Shareholders of the Company, there will be three directors who are due to retire by rotation, as follows:

1. Mrs. Rosanna Suchaovanich Vice Chairman of the Board of Directors, Executive Directors, Member of the Nomination and Remuneration Committee and Chairman of Risk Committee
2. Ass. Prof. Dr. Poranee Pataranawat Independent director, Member of Audit Committee, Member of the Nomination and Remuneration Committee, and Member of Risk Committee
3. Mr. Gertjan Tomassen Vice Chairman of the Board of Directors, Executive Directors, Member of the Nomination and Remuneration Committee

In this regard, the Board of Directors, exclusive of directors with vested interests, after due consideration under the resolution of the Nomination and Remuneration Committee regarding qualifications, knowledge, capabilities, experiences in different fields, being of moral character, as well as their performance as directors and members of the subcommittee of the Company of the three directors who are due to retire by rotation, deemed it appropriate to propose that the Meeting consider and approve to re-

elect the three directors to hold office for another term. The details and profiles of each of the directors are set out in the enclosure delivered together with the notice calling this meeting.

The nominated three directors are qualified under the Public Limited Companies Act B.E. 2535 (1992) (including the amendments), Announcement of the Securities and Exchange Commission and the relevant Notification of the Capital Market Supervisory Board.

Since no shareholder raised any questions, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes by collecting all approved disapproved and abstained ballots.

Resolution: The Meeting resolved to approve the re-election of directors who are due to retire by rotation to hold office for another term, which are: 1. Mrs. Rosanna Suchaovanich 2. Ass. Prof. Dr. Poranee Pataranawat and 3. Mr. Gertjan Tomassen in accordance with the following votes:

1) Mrs. Rosanna Suchaovanich

Approved	431,726,008	votes	98.8007%	of voting rights exercised by shareholders present and casting their vote
Disapproved	5,240,700	votes	1.1993%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

2) Ass. Prof. Dr. Poranee Pataranawat

Approved	431,726,008	votes	98.8007%	of voting rights exercised by shareholders present and casting their vote
Disapproved	5,240,700	votes	1.1993%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

3) Mr. Gertjan Tomassen

Approved	431,726,008	votes	98.8007%	of voting rights exercised by shareholders present and casting their vote
Disapproved	5,240,700	votes	1.1993%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	-	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	-	of voting rights exercised by shareholders present and casting their vote

Agenda Item 7: To consider and approve the Remuneration of the Board of Directors for Year 2021

The Chairman delegated Mrs. Pornpun Boonchaisri, Member of the Nomination and Remuneration Committee, to report to the Meeting of such matter.

Mrs. Pornpun Boonchaisri informed the Meeting that the Nomination and Remuneration Committee deemed it appropriate that the remuneration of the Board of Directors not exceed the limit of 7,480,000.00 Baht which comprises monthly remuneration, no meeting allowances, no pensions and bonuses, after due consideration and reference to the comparison of remuneration of the same industry, of which details had been set out under the documents in support of the Meeting which had been previously delivered to the shareholders. The policy of the remuneration of the Board of Directors for the year 2021 is as follows:

Position	Monthly Remuneration (THB)
Chairman of the Board of Directors	100,000
Vice Chairman of the Board of Directors	75,000
Director	25,000
Chairman of the Audit Committee	70,000
Member of the Audit Committee	35,000

Since no shareholder raised any questions, the Chairman then proposed that the Meeting cast their votes. The resolution on this agenda item shall be passed by no less than two-third of the vote of the shareholders attending the Meeting.

Resolution: The Meeting unanimously resolved to approve the remuneration of the Board of Directors not exceeding the limit of 7,480,000 Baht with the votes as follows:

Approved	432,383,298	votes	97.5301%	of voting rights exercised by shareholders present and casting their vote
Disapproved	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote
Abstained	10,950,000	votes	2.4699%	of voting rights exercised by shareholders present and casting their vote
Voided Ballots	0	votes	0.00%	of voting rights exercised by shareholders present and casting their vote

Agenda Item 8: Other Matters

The Chairman gave the opportunity for the shareholders to raise questions or give any opinions. There would be no other matters proposed to the Meeting for approval and there was no vote on this agenda.

The shareholders raised the following queries:

Mr. Apisit Buranakanon (The shareholder attend the meeting in person)	<p>Inquired 6 questions as follows;</p> <ol style="list-style-type: none">1) How will the UK leaving the EU be negative or positive on BR?2) What are the additional investment plans from 2021 to 2024? and how much will the budget be ?3) When is it expected that the authority will come to audit the Sa Kaeo factory? How is the audit process affect by COVID-19?4) Is there a chance to export ducks to China?5) Is the import of parent stocks affected by the reduction of flights?6) How much the increasing cost of freight and raw materials affect doing business?
Mr. Joseph Suchaovanich (Chairman of the Board, Executive Director, Managing Director for Asia and Asia Pacific Region and the Chairman of the meeting)	<ol style="list-style-type: none">1) In the past 2016 and 2017, our number one market is the UK, Germany and Holland. When England leave the EU, the new quota will start from the second half of this year which the company has previously applied for a quota and can export until the end next month. For the production base in Holland, our market will have a 50% share in the UK market and 50% in the EU market, where the core of our business will be in the EU, the UK and Japan combined approximately 70-80 percent of exports. The Middle East market is growing as well. In conclusion, the company is able to export both to the EU and the UK.2) Currently, there are no plans for additional investments. We will take time to manage the factory that has already been invested at Sa Kaeo Province which is the second slaughterhouse and this period is the time for improvement of business and operations of the company.3) We expect that there is no problem because the company has already contacted and coordinated with the Department of Livestock and the reputation of Thailand is considered the best quality. Currently, the Sa Kaeo factory received the license from Japan. For the EU, the company is confident that we will receive the license within this year.

4) The company has the license to export to China. We received a license since the first quarter of last year and we have already exported but we exported at a low price.
For China, it is the world's largest duck consuming market. License which the company obtained is a license for exporting only duck meat at a very low price.
Currently, the company is also looking for opportunities to export other parts but we must continue to apply the license for other parts.

5) Parent stocks import were not affected by reduced flights. Since we have already planned in advance and it happens infrequently.

6) Freight costs during COVID-19 are very high, causing some impact but the company tries to reduce the costs by separating the product prices. Shipping costs have some impact but it still manageable. For the raw materials, it tends to be higher. The company have to manage because the raw materials which we use are both domestic and foreign raw materials. It is exchangeable between the two.

Mr. Pakakorn
Phakakornthanathorn
(The shareholder attend the meeting in person)

Inquired in 2 questions as follows

- 1) Currently, it is nearly the end of the forth month, please help to assess any chance of success for European exports on target one billion baht?
- 2) Will this year be profitable or loss?

Mr. Weerasak Wahawisal
(Group Accounting Director and Company Secretary)

1) For European exports in the 1-billion-baht target, the company still has high confidence if there are no COVID-19 influencing factors.

The company will do the best since the company can export and this amount we had already done when compared with the past record.

2) According to the operation plan, the company expects to be profitable if it is not affected by COVID-19

Since no shareholder raised further question, the Chairman thanked all shareholders and declared the Meeting adjourned. The Meeting was adjourned at 15:50 hrs.


After the opening of the Meeting, there were additional shareholders registering for the Meeting. Consequently, the total amount of shareholders attending the Meeting was 82 shareholders (28 shareholders present in person and 54 shareholders by proxy), representing 447,916,708 shares representing 49.0708 % of the total number of shares sold of the Company.


Bangkok Ranch Public Company Limited


-Signature-


(Mr. Weerasak Wahawisal)

Company Secretary

Information on Auditors' profile and work experience (EY Office Limited)		
Name - Surname	Mr. Khitsada Lerdwana	
CPA (Thailand) No.	4958	
Age	51 years	
Education	Bachelor degree in Accountancy, Thammasart University Master degree in Accountancy, Chulalongkorn University	
Current Position	Partner, EY Office Limited	
Professional Experience	A certified public accountant (Thailand) and a SEC-approved auditor. The 27 years of experiences in audit in various industries included SET-listed companies and multinationals clients with cross-border businesses. The areas of expertise are media and entertainment industries, construction and manufacturing.	
Relationship or conflict of interest with the Company, the subsidiaries, the management, the major shareholders or any related person	- None -	
Number of Year Services to the Company	4 (Year 2016-2019)	
Contact Information	EY Office Limited 33 rd floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789	

Information on Auditors' profile and work experience (EY Office Limited)		
Name - Surname	Ms. Manee Rattanabunnakit	
CPA (Thailand) No.	5313	
Age	49 years	
Education	Bachelor degree in Accountancy, Chulalongkorn University Master degree in Accountancy, Thammasart University	
Current Position	Partner, EY Office Limited	
Professional Experience	A certified public accountant (Thailand) and a SEC-approved auditor. The 26 years of experiences in audit in various industries included SET-listed companies and multinationals clients with cross-border businesses. The areas of expertise are consumer product manufacturing, automotive, hotel business and entertainment business.	
Relationship or conflict of interest with the Company, the subsidiaries, the management, the major shareholders or any related person	- None -	
Number of Year Services to the Company	-	
Contact Information	EY Office Limited 33 rd floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789	

Information on Auditors' profile and work experience (EY Office Limited)		
Name - Surname	Mrs. Poonnard Paocharoen	
CPA (Thailand) No.	5238	
Age	47 years	
Education	Bachelor degree in Accountancy, Thammasart University Master degree in Business Administration, Kasetsart University	
Current Position	Partner, EY Office Limited	
Professional Experience	A certified public accountant (Thailand) and an SEC-approved auditor. The 25 years of experiences in audit in various industries included SET-listed companies and multinational clients with cross-border businesses. The areas of expertise are real estate, hospitality, retails, manufacturing and trading, and retail finance.	
Relationship or conflict of interest with the Company, the management, the subsidiaries, the major shareholders or any related person	- None -	
Number of Year Services to the Company	-	
Contact Information	EY Office Limited 33 rd floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789	

Information on Auditors' profile and work experience (EY Office Limited)		
Name - Surname	Ms. Sineenart Jirachaikhuan Khan	
CPA (Thailand) No.	6287	
Age	46 years	
Education	Bachelor's degree in Accountancy (with second honors), Chulalongkorn University Master's degree in Information Technology in Business, Chulalongkorn University	
Current Position	Partner, EY Office Limited	
Professional Experience	A certified public accountant (Thailand) and a SEC-approved auditor The 22 years of experiences in audit in various industries; comprising both SET-listed companies and multinational clients with cross-border businesses. The areas of expertise are real estate, agriculture business, Foods and beverage business, manufacturing, trading, hotel, transportation and public utility concession businesses.	
Relationship or conflict of interest with the Company, the subsidiaries, the management, the major shareholders or any related person	- None -	
Number of Year Services to the Company	2 (Year 2020-2021)	
Contact Information	EY Office Limited 33 rd floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road Klongtoey, Bangkok 10110 Tel: (+66) 2264 9090 Fax: (+66) 2264 0789	

Details of the Retired Directors nominated for re-election

Mr. Joseph Suchaovanich

Position in the Company	Chairman, Chief Executive Officer (CEO), And Executive Director
Age	69 Years
Nationality	Thai
Education	MBA, Beijing Institution of Economic Management, Beijing, China
Director Training	- Director Certification Program (DCP) The Thai Institute of Directors Association (IOD)
BR's Shareholding	629,603 shares or 0.07% as of 30 December 2021
Family Relationship with Management Team	Spouse to Mrs. Rosanna Suchaovanich
Position in Other Listed Company	- None -
Position in Other Non-Listed Company	2018 - Present Director, WINTHAI FOOD Co., Ltd. 2017 - Present Director, NS Delicatessen Co., Ltd. Director, Win Thai Food (Hong Kong) Co., Ltd. Director, Win Thai Food (Cambodia) Co., Ltd. Director, Asia Pacific International Trading Co., Ltd. 2016 - Present Director, BR Investment (Hong Kong) Co., Ltd. Director, Crown Eagle Co., Ltd. 2014 - Present Director, BR Agriculture Co., Ltd. Director, BM Agriculture Co., Ltd. 2008 - Present Director, Anatis Foods Co., Ltd. Director, Anatis Food (Hong Kong) Co., Ltd. Director, Anatis Food (Singapore) Co., Ltd.
Position in other companies potentially having conflict of Interest	- None -
Meeting Attendance in 2021	- The Board of Directors' Meeting 7 / 7 times - Executive Committee's Meeting 13 / 13 times - Annual General Shareholders' Meeting 1 / 1 time
BR Director Appointment Date	15 July 2013

Details of the Retired Directors nominated for re-election

Mr. Gerard Martin Elbertsen

Position in the Company	Director, Executive Director and Member of Nomination & Remuneration Committee	
Age	57 Years	
Nationality	Dutch	
Education	Bachelor in Business Administration (BBA), HEAO Finance and Economic Management (Windesheim Zwolle)	
Director Training	- None -	
BR's Shareholding	1,400,000 shares or 0.15% as of 30 December 2021	
Family Relationship with Management Team	- None -	
Position in Other Listed Company	- None -	
Position in Other Non-Listed Company	2005 – Present	CFO, Duck-To Holding BV, Tomassen Duck-To BV, Duck-To Farm BV (Netherlands)
	2013 – Present	Director, Anatis Foods Limited (Thailand)
	2013 – Present	Director, Lucky Duck International Food BV (Netherlands)
	2013 – Present	Director, Duck-To Holding B.V. Ermelo, (Netherlands)
	2003 – 2005	Controller / Head of Administration, Van Panhuis Ermelo BV
	1998 – 2002	Controller / Head of Administration, De Heus Veevoeder-fabriek BV
Position in other companies potentially having conflict of Interest	- None -	
Meeting Attendance in 2021	- The Board of Directors' Meeting 7 / 7 times - Executive Committee's Meeting 12 / 13 times - Nomination & Remuneration Committee's Meeting 1 / 1 time - Annual General Shareholders' Meeting 0 / 1 time (Due to COVID-19 epidemic)	
BR Director Appointment Date	15 July 2013	

Details of the Retired Directors nominated for re-election

Mrs. Nutthaporn Luangsuwan

Position in the Company	Director
Age	58 Years
Nationality	Thai
Education	Master of Science in Finance, Suffolk University Master of Economic Development, NIDA
Director Training	Director Accreditation Program (DAP) 118/2015 The Thai Institute of Directors Association (IOD) Thailand National Defence College Capital Market Academy Advanced Management Program - Harvard Business School
BR's Shareholding	350,000 shares or 0.04% as of 30 December 2021
Family Relationship with Management Team	- None -
Position in Other Listed Company	2017 - Present Director, BBL (Cayman) Limited 2013 - Present Director, Bangkok Ranch PCL. Executive Vice President, Bangkok Bank PCL
Position in Other Non-Listed Company	- None -
Position in other companies potentially having conflict of Interest	- None -
Meeting Attendance in 2021	- The Board of Directors' Meeting 7 / 7 times - Annual General Shareholders' Meeting 1 / 1 time
BR Director Appointment Date	15 July 2013

Detail of the new director for Appointment

Mr. Phon Suchaovanich

Position for appointment	Director
Position in the Company	Assistant Chief Executive Officer , Member of Risk Committee And Executive Director
Age	42 Years
Nationality	Thai
Education	MSc. in Analysis, Design and Management of Information Systems The London School of Economics and Political Science London, UK MSc. in Financial Management and Control Aston University, Aston Business School Birmingham, UK B.A. in Economics University of Michigan - Ann Arbor Michigan, USA
Director Training	- Family Business Governance (FBG). FBG 6/2016 The Thai Institute of Directors Association (IOD)
BR's Shareholding	3,533,323 shares or 0.39% as of 30 December 2021
Family Relationship with Management Team	Son of Mr. Joseph Suchaovanich and Mrs. Rosanna Suchaovanich
Position in Other Listed Company	- None -
Position in Other Non-Listed Company	2021 - Present Director, Group of Thai Food Processors Association (TFPA) 2021 - Present Director, SATS Food solutions (Thailand) Co., Ltd. 2020 - Present Assistant Chief Executive officer, Bangkok Ranch Plc., 2020 - Present Director, Man Food Holding Co., Ltd. 2020 - Present Director, Man Food Products Co., Ltd. 2019 - Present Director, Quality Delicious and Chef Man Co., Ltd. 2019 - Present Director, Thai Feed Mill Association (TFMA) 2013 - Present Senior Business Development and Feed ingredients, Bangkok Ranch Plc.,
Position in other companies potentially having conflict of Interest	- None -
Meeting Attendance in 2021	- Executive Committee's Meeting 13 / 13 times
Number of years in the position of director:	None, because he was proposed to be appointed as a new director this year.

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
Written at

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

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแรนช์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Company Limited (the Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 2)
Hereby appoint (The shareholder may appoint the Independent Director/Audit Committee of the company to be the proxy, please refer to details in Remark No.2)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 14.00 น. ณ ห้องปักกิ่ง ฮอลล์ บริษัท บางกอกแรนช์ จำกัด (มหาชน) เลขที่ 18/1 หมู่ 12 ถนนสายหลวงวัดบางพลีใหญ่ใน ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ 10540 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting 2022 (the Meeting) Thursday 21 April 2022 at 14.00 hours at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting. It shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 7)
The shareholder may appoint Independent Director/Audit Committee of the Company to be the proxy as follow; (details of directors as shown in the Attachment 7)

- (1) นายคุณากร เมฆไฉดี หรือ / Mr. Kunakorn Makchaidee; or
- (2) รศ.ดร. ภรณ์ ภัทรานวัช หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
- (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri



หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____
nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแอนด์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Public Company Limited (The Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 6)
Hereby appoint (The shareholder may appoint the Independent Director/Audit Committee of the Company to be the proxy, please refer to details in Remark No.6)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 14.00 น. ณ ห้องปีกกิง ฮอลล์ บริษัท บางกอกแอนด์ จำกัด (มหาชน) เลขที่ 18/1 หมู่ 12 ถนนสายหลวงวัดบางพลีใหญ่ใน ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ 10540 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting 2022 (the Meeting) Thursday 21 April 2022 at 14.00 hours at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540 or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1	รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 22 เมษายน 2564
Agenda 1	To Consider and Certify the Minutes of the Annual General Shareholders' Meeting 2021, held on 22 Apr. 2021
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain
วาระที่ 2	รับทราบผลการดำเนินงานและรายงานของคณะกรรมการบริษัท ในรอบปี 2564
Agenda 2	To Acknowledge the Company's Operating Results and the Board of Directors' Report in 2021
	เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน As this item is for information to shareholders, there will be no voting.
วาระที่ 3	พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบระยะเวลาบัญชี ประจำปี 2564 และรายงานของผู้สอบบัญชี
Agenda 3	To Approve the Financial Statements and Income Statements for the Year 2021 And Auditor's Report
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain
วาระที่ 4	พิจารณาอนุมัติงดการจ่ายเงินปันผล สำหรับผลการดำเนินงาน ประจำปี 2564
Agenda 4	To Consider and Approve no Dividend Payment for Operating results of the Company for the year 2021
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain
วาระที่ 5	พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชี ประจำปี 2565
Agenda 5	To Approve the Appointment of External Auditors and Determine the Audit Fee for Year 2022
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote at my/our desire as follows:
	<input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain

วาระที่ 6
Agenda 6

พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2565

To Approve the Appointment of Directors to Replace those who will Retire by Rotation in 2022

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล
Approve the appointment of certain directors as follows:

1 นายโจเซฟ สุชาอวณิช
Mr. Joseph Suchaovanich

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

2 นายเจอร์ราร์ด มาร์ติน อัลเบิร์ตเซน
Mr. Gerard Martin Elbertsen

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

3 นางนัฐพร เหลืองสุนทร
Mrs. Nutthaporn Luangsuwan

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติแต่งตั้งกรรมการใหม่

To Approve the appointment of New Directors

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2565

To Approve the Remuneration of the Board of Directors for Year 2022

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9
Agenda 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Other Matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

- (5) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ
Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
- ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีผู้รับมอบฉันทะตามแบบ ค.
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy except the proxy as form C.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ
In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนน ก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)
- If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (5).
5. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- The shareholder can vote the appointment of directors either all directors or individual director in such item.
6. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 7)
- The shareholder may appoint only one Independent Director/Audit Committee of the Company to be the proxy as follows: (details of directors as shown in the Attachment 7)

- (1) นายคุณากร เมฆใจดี หรือ / Mr. Kunakorn Makchaidee; or
- (2) รศ.ดร. ภรณ์ ภัทรานวัช หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
- (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri

ใบประจำตอแบบหนังสือมอบฉันทะ
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแรนช์ จำกัด (มหาชน)

The proxy is granted by a shareholder of Bangkok Ranch Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 14.00 น. ณ ห้องปักกิ่ง ฮอลล์ บริษัท บางกอกแรนช์ จำกัด (มหาชน) เลขที่ 18/1 หมู่ 12 ถนนสายหลังวัดบางพลีใหญ่ใน ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ 10540 หรือที่จจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Shareholders' Meeting 2022 shall be held on Thursday 21 April 2022 at 14.00 hours at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540 or such other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____
Item Re :

- | | | |
|--|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> ชื่อกรรมการ _____ | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| <input type="checkbox"/> ชื่อกรรมการ _____ | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| <input type="checkbox"/> ชื่อกรรมการ _____ | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| <input type="checkbox"/> ชื่อกรรมการ _____ | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| <input type="checkbox"/> ชื่อกรรมการ _____ | | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)
วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบฉันทะ/ Proxy
(_____)
วันที่/ Date _____



หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C)

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Issued at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท บางกอกแลนด์ จำกัด (มหาชน) (บริษัทฯ)
being a shareholder of Bangkok Ranch Public Company Limited (The Company)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 7)
Hereby appoint (The shareholder may appoint the Independent Director/Audit Committee of the Company to be the proxy, please refer to details in Remark No.7)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or
☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or
☐ 3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Sub-district Amphur/district
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 14.00 น. ณ ห้องปักกิ่ง ฮอลล์ บริษัท บางกอกแลนด์ จำกัด (มหาชน) เลขที่ 18/1 หมู่ 12 ถนนสายหลังวัดบางพลีใหญ่ใน ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ 10540 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting 2022 (the Meeting) Thursday 21 April 2022 at 14.00 hours at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540 or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

<input type="checkbox"/>	(n)	มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้	
	(a)	To grant equally all of the number of shares held by me/our and have the rights to vote.	
<input type="checkbox"/>	(ข)	ขอมอบฉันทะบางส่วน คือ	
	(b)	To grant a part of	
<input type="checkbox"/>	หุ้นสามัญ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้..... เสียง
	ordinary share	shares	and have the rights to vote equal to votes
<input type="checkbox"/>	หุ้นบุริมสิทธิ หุ้น	และมีสิทธิออกเสียงลงคะแนนได้..... เสียง
	preference share	shares	and have the rights to vote equal to votes
	รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....	เสียง	
	Total rights to vote equal to.....	votes	

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1	รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 22 เมษายน 2564				
Agenda 1	To Consider and Certify the Minutes of the Annual General Shareholders' Meeting 2021, held on 22 Apr. 2021				
<input type="checkbox"/>	(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
	(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.				
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้				
	(b) To grant my/our proxy to vote at my/our desire as follows:				
<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 2	รับทราบผลการดำเนินงานและรายงานของคณะกรรมการบริษัท ในรอบปี 2564
Agenda 2	To Acknowledge the Company's Operating Results and the Board of Directors' Report in 2021
	เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
	As this item is for information to shareholders, there will be no voting.

วาระที่ 3	พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบระยะเวลาบัญชี ประจำปี 2564 และรายงานของผู้สอบบัญชี				
Agenda 3	To Approve the Financial Statements and Income Statements for the Year 2021 And Auditor's Report				
<input type="checkbox"/>	(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
	(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.				
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้				
	(b) To grant my/our proxy to vote at my/our desire as follows:				
<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 4	พิจารณาอนุมัติงดการจ่ายเงินปันผล สำหรับผลการดำเนินงาน ประจำปี 2564				
Agenda 4	To Consider and Approve no Dividend Payment for Operating results of the Company for the year 2021				
<input type="checkbox"/>	(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
	(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.				
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้				
	(b) To grant my/our proxy to vote at my/our desire as follows:				
<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

วาระที่ 5

Agenda 5

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชี ประจำปี 2565

To Approve the Appointment of External Auditors and Determine the Audit Fee for Year 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6

Agenda 6

พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2565

To Approve the Appointment of Directors to Replace those who will Retire by Rotation in 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล
Approve the appointment of certain directors as follows:

1. นายโจเซฟ สุชาววัฒน์

Mr. Joseph Suchaovanich

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

2. นายเจอร์ราร์ด มาร์ติน อัลเบิร์ตเซน

Mr. Gerard Martin Elbertsen

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

3. นางณัฐพร เหลืองสุนทร

Mrs. Nutthaporn Luangsuwan

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7

Agenda 7

พิจารณาอนุมัติแต่งตั้งกรรมการใหม่

To Approve the appointment of New Directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2565

Agenda 8 To Approve the Remuneration of the Board of Directors for Year 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Other Matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (6) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy
- (7) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (8) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any item or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form is only used by foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences showing with Proxy Form are
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of Attorney from shareholder empowering custodian to sign in Proxy Form.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Confirmation Letter that person signing in the proxy is granted permission to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
4. ในกรณีที่เนื้อหาที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตบแบบหนังสือมอบฉันทะตามแบบ
In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.
5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)
If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may mark the statement or provide evidence by specifying in Clause (6).
6. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
The shareholder can vote the appointment of directors either all directors or individual director in such item.
7. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ/กรรมการตรวจสอบของบริษัท คนใดคนหนึ่งเพียงคนเดียว ดังต่อไปนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 7)
The shareholder may appoint Independent Director/Audit Committee of the Company to be the proxy as follow; (details of directors as shown in the Attachment 7)
 - (1) นายคุณากร เมฆใจดี หรือ / Mr. Kunakorn Makchaidee; or
 - (2) รศ.ดร. ภรณ์ ภัทรานวช หรือ / Assoc. Prof. Dr.Poranee Pataranawat; or
 - (3) นางพรพรรณ บุญชัยศรี / Mrs. Pornpun Boonchaisri

ใบประจำต่อแบบหนังสือมอบฉันทะ
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท บางกอกแรนช์ จำกัด (มหาชน)

The proxy is granted by a shareholder of Bangkok Ranch Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพฤหัสบดีที่ 21 เมษายน 2565 เวลา 14.00 น. ณ ห้องปักกิ่ง ฮอลล์ บริษัท บางกอกแรนช์ จำกัด (มหาชน) เลขที่ 18/1 หมู่ 12 ถนนสายหลังวัดบางพลีใหญ่ใน ตำบลบางพลีใหญ่ อำเภอบางพลี จังหวัดสมุทรปราการ 10540 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

For the Annual General Shareholders Meeting 2022 (the Meeting) Thursday 21 April 2022 at 14.00 hours at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Moo 12, Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan 10540 or such other date, time and place as the Meeting may be adjourned.

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____
Item Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve votes	Disapprove votes	Abstain votes

วาระที่ _____ เรื่อง _____
Item Re :

- ☐ ข้อกรรมการ _____
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- ☐ ข้อกรรมการ _____
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- ☐ ข้อกรรมการ _____
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- ☐ ข้อกรรมการ _____
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- ☐ ข้อกรรมการ _____
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)
วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบฉันทะ/ Proxy
(_____)
วันที่/ Date _____

Definition of Independent Director

Independent Director is qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, which is in line with and more stringent than the criteria established by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission as follows:

1. holding shares not exceeding 1 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company; including the shares held by related persons of such independent director;
2. neither being nor used to be a director who takes part in management, employee, officer, advisor who receives regular salary, or controlling person of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person; unless it has been not less than 2 years after the person has held the position;
3. not being a person related by blood with other director, executives, major shareholders, controlling persons, or persons who will be nominated as director, executive or controlling persons of the Company or its subsidiary;
4. neither having, nor used to have any business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company in any manner that may interfere with his/her independent judgment; and neither being nor used to be a substantial shareholder or controlling person of the person having business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; unless it has been not less than 2 years after the person has held the position;
5. neither being, nor used to be an auditor of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company and, nor being a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling person of the Company; unless it has been not less than 2 years after the person has held the position;
6. neither being, nor used to be a provider of any professional services including legal advisory or financial advisory services that receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiaries, affiliates, major shareholder, or controlling persons of the Company; and nor being a substantial shareholder, controlling person, or partner of the professional service provider; unless it has been not less than 2 years after the person has held the position;
7. not being a director who has been appointed as representative of the Company's director, major shareholder, or any shareholder who are related person of the Company's major shareholder;
8. neither operating any business having the same nature which significantly competes with the business of the Company or its subsidiaries; nor being a substantial partner or a director who take part in management, employee, officer, advisor who receives a regular salary, or hold more than 1 percent of the total number of

shares with the voting rights of a company that operates the business having the same nature and significantly competes with the business of the Company's or its subsidiaries; and

9. not having any other condition which may obstruct the expression of independent opinions on the Company's operation.

The Company may appoint a person who has or used to have a business relationship or provide a professional service with service fee exceeding as described in item No. 4 or 6 above as independent director if the Board carefully considers and agrees that the appointment will not interfere the performance of duties and the exercise of independent judgment. Thus, the Company must disclose the following information in the notice calling the shareholders' meeting under agenda items regarding the appointment of independent directors:

- a) The nature of the business relationship or professional service that deems such person to have characteristics not in compliance with the specified regulations.
- b) The reason and necessity to retain or appoint such person as an independent director;
- c) The Board's opinion on proposing the appointment of such person as an independent director.

The Information of Independent Director for appointment as proxy	
Name - Surname	Mr. Kunakorn Makchaidee
Age (Years)	67
Address	19/1 Soi King Chamnan Aksorn, Phahon Yothin Road, Phaya Thai, Bangkok.
Current Position	Independent Director, Chairman of the Audit Committee and Member of Risk Committee
Director Training	<input type="checkbox"/> Chartered Director Class 5/2009 <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2008) <input type="checkbox"/> Audit Committee Program (ACP 17/2007) <input type="checkbox"/> DCP Refresher Course (Re DCP 1/2005) <input type="checkbox"/> Director Certificate Program (DCP 7/2001) <input type="checkbox"/> The Role of the Chairman Program (RCP 5/2001)
Education	<input type="checkbox"/> Master of Business Administration (Finance) Delta State University, U.S.A. <input type="checkbox"/> Bachelor of Accounting, University of the Thai Chamber of Commerce.
Working Experiences within 5 years	2021 - Present Audit Committee, Nomination and Remuneration Committee member Surapon Foods Plc., 2016 - Present Chairman of Audit Committee, AIRA Factoring Plc., 2004 - Present Independent Director, AIRA Factoring Plc., 2011 - 2016 Director, AIRA Factoring Plc., 2002 - Present Director, Chao Khun Agro Products Co.,Ltd 1991 - December 2019 Director, Business Venture Promotion Co.,Ltd 2018 - October 2019 Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee, Hydroquip Co.,Ltd 2018 - April 2019 Independent Director, Eastern Energy Plus Co.,Ltd 2002 - January 2019 Director, BVP Business Consultants Co.,Ltd 2001 - Present Audit Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary	- None -
Being a professional service provider (i.e. auditor, lawyer)	- None -
Having the significant business relations that may affect the ability to perform independently	- None -



The Information of Independent Director for appointment as proxy	
Name - Surname	Associate Professor Dr. Poranee Pataranawat
Age (Years)	70
Address	No. 127 Soi Thanomchit, Sutthisarn Vinitchai Road, Dindaeng, Bangkok 10400 Thailand
Current Position	Independent Director, Member of the Audit Committee, Member of Nomination & Remuneration Committee and Member of Risk Committee
Director Training	Directors Accreditation Program (DAP) 112/2014
Education	<input type="checkbox"/> Ph.D. (Environmental Toxicology, Technology and Management), Asian Institute of Technology (AIT) <input type="checkbox"/> Master of Science (Botany), Chulalongkorn University <input type="checkbox"/> Bachelor of Science (Botany), Chulalongkorn University
Working Experiences within 5 years	2014 - Present Adviser on Environmental & Sustainable Development, The Karen National Union (KNU), Mergui, Republic of the Union of Myanmar 2014 - Present Professional in The Environmental Impact Assessment (EIA) Committee on Petroleum Development 2013 - Present Special Lecturer, Master of Science in Environmental Technology and Doctor of Philosophy in Environmental Technology (International Programme), Faculty of Public Health, Mahidol University, Ratchawithee Campus and Master of Architecture, Silpakorn University, Wang Tha Phra Campus
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary - None -	
Being a professional service provider (i.e. auditor, lawyer) - None -	
Having the significant business relations that may affect the ability to perform independently - None -	



The Information of Independent Director for appointment as proxy	
Name - Surname	Mrs. Pornpun Boonchaisri
Age (Years)	69
Address	63/78 Soi 122/3, Senanivej Village 1, Senanikhom Rd., Lardprao, Bangkok 10230 Thailand
Current Position	Independent Director, Member of the Audit Committee, Chairman of Nomination & Remuneration Committee and Member of Risk Committee
Director Training	Directors Accreditation Program (DAP 90/2011) The Thai Institute of Directors Association (IOD)
Education	<input type="checkbox"/> Master Degree of Art in Business Law, Chulalongkorn University. <input type="checkbox"/> Bachelor Degree of Accountancy, Chulalongkorn University.
Working Experiences within 5 years	2009 - 2015 Assistant Managing Director of Accounting and Finance, Khonburi Sugar Public Company Limited 2017 - Present Accounting Advisor, Behouse Company Limited 2015 - 2017 Accounting Advisor, MTS Gold Company Limited
Illegal Record in past 10 years	- None -
Relationship with Management	- None -
Conflict of Interest	- None -
Special Interest	- None -
Conflict of interests with the Company, parent company, subsidiaries, affiliates or any legal entities that may have conflicts, at present or in the past 2 years	
Being a director that take part in managing or staff member, employee, or Advisor who receive a regular salary - None -	
Being a professional service provider (i.e. auditor, lawyer) - None -	
Having the significant business relations that may affect the ability to perform independently - None -	



The Company's Articles of Association in relation to the Shareholders' Meeting

Article 35 The Board of Directors shall call a Shareholders' Meeting which is an Annual General Shareholders' Meeting within 4 (four) months from the end of fiscal year of the Company.

Shareholders' Meetings other than the one referred to in the first paragraph shall be called Extraordinary General Shareholders' Meeting.

The Board of Directors shall call an Extraordinary General Shareholders' Meeting at any time it deems appropriate. Shareholder(s) who individually or collectively hold shares not less than ten (10) percent of the total number of shares sold, have the right to send a letter asking the Board of Directors to convene an Extraordinary General Shareholders' Meeting at any time as they deem appropriate, provided that the letter shall state the clear reason for convening such a meeting. In this case, the Board of Directors must arrange for an Extraordinary Shareholders' Meeting to be held within forty-five (45) days from the date of receipt of the letter from the aforementioned Shareholders.

Article 36 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, approval, or consideration, as the case may be. The meeting notice shall include the opinion of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar not less than seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper not less than three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

The venue of the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.

Article 37 At every Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders and proxies (if any) not less than twenty-five (25) persons or not less than half (1/2) of the total number of Shareholders and holding shares in a total amount of not less than one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled under paragraph one and such Shareholders' Meeting is called at the request of the Shareholders according to last paragraph of article 35, such Shareholders' Meeting shall be canceled. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be called once again. In this regard, a notice shall be sent to the Shareholders not less than seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 38 At the Shareholders' Meeting, Shareholders may authorize other persons who are sui juris as proxies to attend and vote at the meeting on their behalf. The proxy form shall provide date and signature of proxy, as well as, the proxy form shall be prepared as specified by the registrar.

The proxy form shall be submitted to Chairman of the Board of Directors or to the person designated by Chairman of the Board of Directors at the venue of the Meeting before attending the Meeting.

Article 39 Chairman of the Board of Directors shall be Chairman of the Shareholders' Meeting. In case that Chairman of the Board of Directors is not present or is unable to perform his/her duty, Vice Chairman of the Board of Directors shall act as Chairman of the Shareholders' Meeting. If Vice Chairman of the Board of Directors is not present or is unable to perform his/her duty, a Shareholder shall be elected to be Chairman of the Shareholders' Meeting.

Article 40 Chairman of the Shareholders' Meeting shall have the duty to conduct the Meeting to follow the sequence of the agenda stipulated in the notice, unless the Meeting pass a resolution allowing the change on the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the Shareholders present at the Meeting.

When the consideration of matters under paragraph one is completed, the Shareholders holding shares amounting not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the notice.

In the case the Meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under

paragraph two, as the case may be, and it is necessary to postpone the consideration of the Meeting, the Meeting shall determine the place, date, and time for the next Meeting and the Board of Directors shall deliver the notice which indicates the place, date, time, and agenda of the Meeting to the Shareholders not less than seven (7) days prior to the date of Meeting, provided the notice shall also be published in a newspaper three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

Article 41 Regarding the voting at the Shareholders' Meeting, each Shareholder shall have one (1) vote for each share he/she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The resolution of the Shareholders' Meeting shall require as follows:

- (1) In normal cases, a majority vote of the Shareholders who are present and casting their votes. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) In the following matters, a vote of not less than three-fourths (3/4) of total number of votes of the Shareholders who are present and entitled to vote:
 - A. The sale or transfer of the Company's entire business or an essential part of the Company's business to other persons;
 - B. The purchase or acceptance of the transfer of the business of other private or public limited companies by the Company;
 - C. The execution, amendment, or termination of any agreement concerning granting a lease of all or an essential part of the business of the Company, the assignment of other person(s) to manage the Company's business, or the merging of the Company's business with other persons for the purpose of profit and loss sharing;
 - D. Amendment of the Company's Memorandum or Articles of Association of the Company;
 - E. Increase or decrease of the registered capital of the Company;
 - F. Dissolution of the Company;
 - G. Issuance of debentures of the Company;
 - H. Merger of the Company with another company;

Article 42 The matters that should be conducted at the Annual General Shareholders' Meeting are as follows:

- (1) To consider the report of the Board of Directors relating to the Company's business in the previous year;
- (2) To consider and approve the financial statements for the previous fiscal year;
- (3) To consider and approve the allocation of profits and the payment of dividends;
- (4) To consider the election of Directors to replace those retiring by rotation;
- (5) To consider the determination of the remuneration of the Directors;
- (6) To consider the appointment of the Auditor and determination of the Audit fee; and
- (7) Other matters.

Clarifications Concerning Documents and Evidence Identifying Shareholders and Proxies
Entitled to Attend the Meeting for Registration, and Casting Vote at the Meeting

The Company has convened the Annual General Shareholders' Meeting 2022 on 21st of April 2022 at 14.00 hrs. at Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Sai Lang Wat Bangphli Yai Nai Road, Bangphli Yai, Bangphli, Samutprakan. In this connection, the Company shall proceed with Barcode system. In this regard, for transparency, fairness, and benefits for shareholders, the Company has deemed it appropriate to impose procedures on review evidencing documents identifying shareholders or proxies as follows:

1. Proxy Form

The Company has prepared proxy forms for shareholders who cannot attend the Meeting. Shareholders can appoint any other person or the Company's independent director as a proxy.

1.1 The Company have attached a Proxy Form B, which prescribes certain particulars, together with this Notice.

1.2 In case that shareholders would like to use a Proxy Form A, a simple proxy form, or Proxy Form C for foreign investors appointing custodians as depositary; it can be downloaded from the Company Website http://investor.bangkokranch.com/shareholder_meeting.html. In all cases, please bring the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

Shareholders may use either Form A or B while foreign investors appointing custodians as depositary in Thailand can select either Form A, B, or C.

2. Documents to be produced prior to the Meeting

Person

- 1) In case shareholder attend the Meeting by his/herself, please show valid government issued document e.g. ID Card or Driving License, also supported documents in case of name-surname changed thereto; please bring the Registration Form on which a Barcode is provided as well.
- 2) Proxy:
 - Any Proxy Form duly filled in and signed by grantor and proxy;
 - Copy of valid government issued document of grantor which is duly certified by grantor;
 - Copy of valid government issued document of proxy which is duly certified by proxy. In this regard, the proxy shall show such documents at registration point.

In case that shareholder would like to use Proxy Form A, please also bring the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

Juristic Entity

- 1) Personal attendance by authorized director(s):
 - Any Proxy Form duly filled in and signed by grantor and proxy;
 - Copy of valid company affidavit not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
- 2) Proxy:
 - Any Proxy Form duly filled in and signed by authorized director(s) of grantor and proxy;
 - Copy of valid company affidavit not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
 - Copy(ies) of valid government issued document of authorized director(s) who is (are) grantor which duly certified by him/her/them;
 - Copies of valid government issued document of proxy which is duly certified by proxy. In this regard, the proxy shall show such documents at registration point.

In case that shareholder would like to use Proxy Form A, please also bring the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

- 3) Appointed custodian as depositary by foreign investors:
 - 3.1) same documents as referred under juristic entity item 1) or 2) shall be prepared;
 - 3.2) in the case that custodian has been authorized to sign on proxy form, the following documents shall be produced:
 - A power of attorney appointing such custodian to sign on proxy form;
 - A confirmation letter that signatory on the proxy form has been licensed to engage in custodian business.

In the case that shareholder would like to use Proxy Form A or C, please also bring the Registration Form or Proxy Form B, which a Barcode has been affixed, on the date of the Meeting. If an original document is not made in English, please attach the translation duly certified by shareholders or authorized director(s) of such juristic entity.

3. Registration

The Company shall proceed with registration not less than two hours prior to the Meeting or from 12.00 hrs. onwards, on 21st of April 2022 at the venue with a map attached to the Notice.

4. Casting Votes Criteria

General Agenda

- 1) A vote in each agenda shall be one share per one vote. Shareholders or proxy shall only vote for approve, disapprove, or abstain while splitting of votes is not allowed.

2) Proxy:

2.1) Proxy shall cast a vote only as specified in the Proxy form; non-compliance shall not constitute a valid vote by shareholders.

2.2) In the case that no instruction has been specified, or instruction is not clear on the Proxy form in each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy form, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

Agenda on election of the director

Shareholders shall elect directors in accordance with the rules and procedures as follows:

- 1) Every shareholder or proxy shall have one vote for each share he/she is holding;
- 2) Each shareholder or proxy may exercise all the votes he has under item 1) above to elect one or several candidate(s) as directors. In the case of electing several candidates, he/she may not split his/her votes to each candidate.
- 3) The persons receiving the highest votes in respective order shall be elected as directors at the number equal to the number of directors required at that time. In the case of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, Chairman of the Meeting shall have a casting vote.

5. Procedures on Casting Votes

Chairman of the Meeting or assigned officer shall explain casting vote, one share per one vote under the following procedures:

- 1) Chairman of the Meeting shall ask the Meeting to cast vote on each agenda as to approve, disapprove, or abstain. A vote shall be cast by shareholder or proxy on one opinion only.
- 2) Votes shall be counted only by shareholders who disapprove or abstain from votes as specified in the ballots for voting distributed by the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remaining counted as approve on such agenda.

6. Counting and Announcing the Votes

Assigned officers shall count and sum up votes on each agenda based on a Barcode system from the ballots for voting received from and marked by shareholders or proxy attending the Meeting and having the right to vote. Results shall be announced for each agenda.

Procedures for attending of the Annual General Meeting of Shareholders 2022

Bangkok Ranch Public Company Limited

On 21st of April 2022



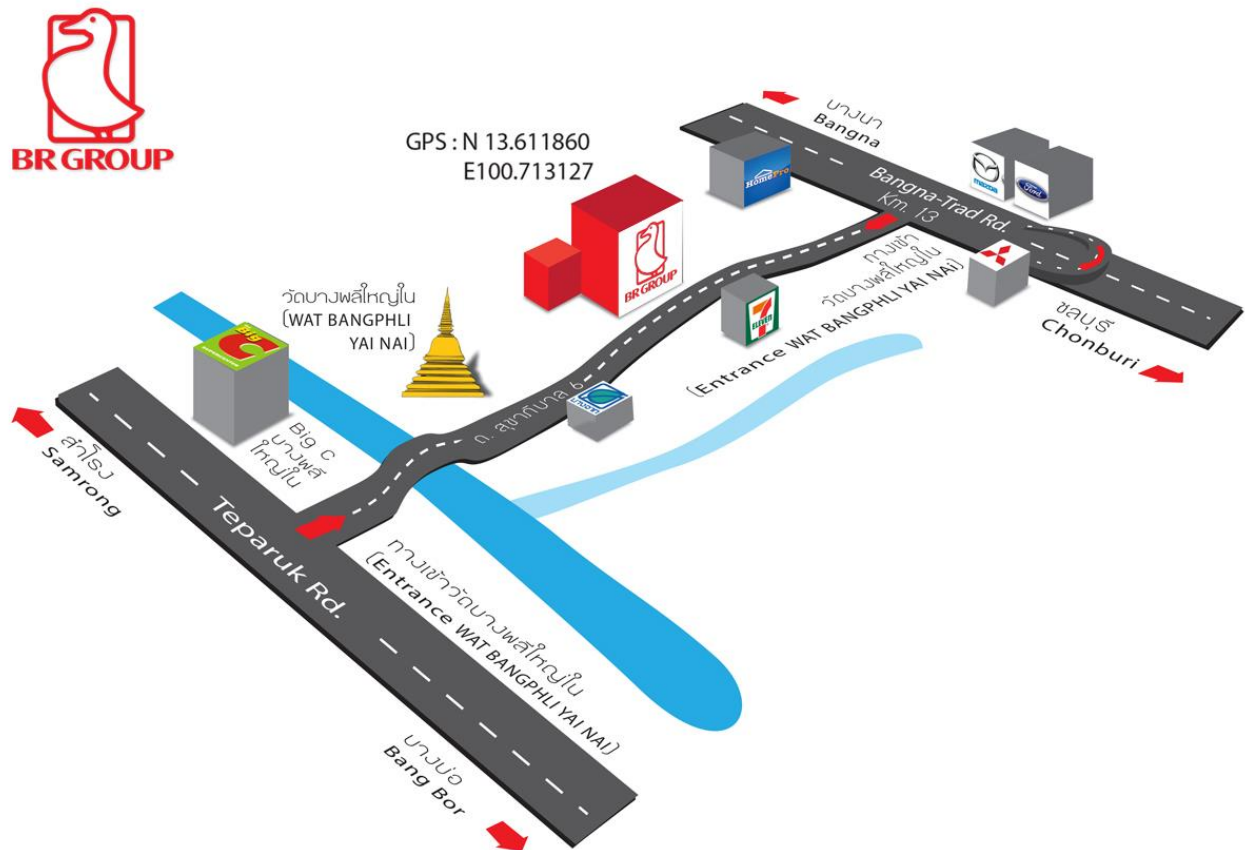
* Please return the ballot to the Company's officers for every agenda when the meeting is adjourned.

Procedures for sending any query in relation to the shareholders' meeting

The Board of Directors of the Company has deemed it appropriate to provide the opportunity for shareholders to comment or make any query in relation to the shareholders' meeting to the Board of Directors in advance via the following channels:

1. Shareholder who would like to make any query or comment should provide his/her information as follows:
 - Name, address, telephone, facsimile and e-mail (if any) which the Company can contact;
 - Query or comment with supporting documents or information (if any).
2. Channels:
 - Facsimile No. (66) 2 175 7222
 - E-mail: CompanySecretary@br-bangkokranch.com
 - Website: http://investor.bangkokranch.com/shareholder_meeting.html
3. Period to send query:
 - Shareholders may send any query and comment to the Company from now until 8th of April 2022.
4. Company Secretary shall gather all query/comment and propose to Chairman, Managing Director/ Chief Executive Officer, or related Executives in order to answer the query/comment to shareholders.

Map to Bangkok Ranch Public Company Limited, Samutprakan



Beijing Hall Room, Bangkok Ranch Public Company Limited, No. 18/1 Sai Lang Wat Bangphli Yai Nai Road,

Bangphli Yai, Bangphli, Samutprakan 10540

Tel: +66 (0) 2 1757200

Measures and Guidelines for Attending the 2022 Annual General Meeting of Shareholders

Under the COVID-19 Situation

Bangkok Ranch Public Company Limited (“Company”) has its concern for the safety and health of shareholders or proxies (“meeting participants”), employees and meeting organizing team, the Company has set measures and guidelines for attending the 2022 Annual General Meeting of Shareholders according to the Recommendations for Meetings of the Thai Ministry of Public Health’s Center for Disease Control and the Order of the Centre for COVID-19 Situation Administration (CCSA). These measures and guidelines will increase the process and procedures and the meeting participants may not receive the same amount of convenience as usual. In this connection, the Company kindly requests strict compliance from the meeting participants. Moreover, according to the Social Distancing Measures, the meeting has to be held swiftly and concisely to reduce the time of gathering and the number of meeting participants has to be limited.

Things to know and prepare prior to the meeting day

1. The Company kindly requests shareholders to appoint one of Company’s directors (“proxy for shareholders”) as a proxy. Please send the proxy form (“Form B”) that indicates your vote and required documents to the Company Secretary Office, Bangkok Ranch Public Company Limited 18/1 Moo 12, Langwatbangpleeyainai Road, Bangphliyai, Bangphli, Samutprakarn 10540, Thailand within 8th April 2022
2. Shareholders may send their questions in advance to the Company prior to the meeting day and may consider not attending the meeting.

Measure to be taken prior to the meeting.

Screening process

1. The Company has set up a screening point before entering to the meeting room.
2. Every person in the meeting premises must wear a surgical mask or cloth mask at all times.
3. The Company will measure the temperature of every person before entering into the premises.
4. All shareholder need to be tested for COVID-19 by Antigen Test Kit – ATK before entering into the Premises.
5. Meeting Participants will be requested to fill the COVID-19 Self-Screening form with genuine answers for the efficiency of screening process and tracking.
6. The Company reserves the right to not allow persons who have any of the following symptoms to enter the premises.
 - 6.1. Persons who have fever, with temperature of 37.5 °C or above, and got positive ATK testing.
 - 6.2. Persons with symptoms of fever or cough, sore throat, runny nose, sneezes or respiratory symptoms.
 - 6.3 People who have contacted Covid-19 confirmed cases or have an occupation in tourism, have to contact a lot of people, or have been visiting the restricted area announced by CCSA within 14 days before the meeting date.

Shareholders or proxies who are unable to enter the meeting room may submit the questions to the Company's employees in order to be incorporated into the annex of the report. Shareholders may also use Form B to indicate the vote.

Guidelines for the meeting day

1. The Company has limited the number of seats available in the meeting room to be not over 50 seats. Each seat will be placed wide apart in accordance with the measure of the government. For shareholders or proxies who are unable to enter the meeting room, the Company has reserved a place for watching the live broadcast on screen. The Company will not add more seats than prescribed before to the meeting room.
2. Meeting participants are kindly requested not to move the chairs or relocate themselves from the position where the Company has placed them.
3. **The meeting participants must wear a surgical mask or cloth mask at all times during the meeting.** (The mask may be removed only when drinking water.)
4. **Meeting participants are prohibited from eating in the meeting premises and meeting room.**
5. At any point of the meeting if the meeting participants have developed fever or cough, sore throat, runny nose, sneezes or respiratory symptoms, the Company would have to request that person to leave the meeting premises.

Guidelines for the procedure inside the meeting room to ensure that the meeting is short and concise.

1. Meeting participants who have **questions or comments or suggestions should write them on paper only and submit them to the Company's employees** at the registration point or in the meeting room. Only the questions that are related to the agenda items that will be voted on will be answered in the meeting room.
2. The questions that the Company receives prior to and on the meeting day and other questions not answered in the meeting room will be incorporated into the annex of the report which will be disseminated via the SET platform and the Company's website within 14 days after the meeting date.

In case there are any changes in the situation or additional regulations from government authorities concerning the organization of shareholder meetings, the Company reserves the right to amend the said measures and guidelines and will inform shareholders via the Company's website www.bangkokkranch.com



COVID-19 Screening Form
for the Annual General Meeting of Shareholders for the year 2022

ชื่อ - สกุล หมายเลขโทรศัพท์

Name-Surname

Phone no.

☐ ผู้ถือหุ้น / Shareholder

☐ ผู้รับมอบฉันทะ / Proxy

☐ อื่น ๆ (โปรดระบุ) / Other (please)

ท่านมีอาการอย่างใดอย่างหนึ่ง ดังต่อไปนี้หรือไม่ Do you have any of the following symptoms?

- | | | |
|---|-----------------------------------|-------------------------------------|
| 1. อุณหภูมิร่างกาย $\geq 37.5^{\circ}\text{C}$ / body temperature $\geq 37.5^{\circ}\text{C}$ | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 2. ผลตรวจ ATK เป็นบวก / Got Positive ATK result | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 3. ไอ เจ็บคอ น้ำมูก / cough, sore throat, nasal congestion | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 4. หายใจเหนื่อย หรือหายใจลำบาก / shortness of breath or difficulty in breathing | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 5. ปวดเมื่อยเนื้อตัว / aches and pains | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 6. ท้องเสีย / diarrhea | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 7. สูญเสียความสามารถในการดมกลิ่นหรือรับรส / loss of smell or taste | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |

ท่านได้สัมผัสใกล้ชิดกับผู้ที่มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่ (Have you had physical or close contact with any person having risk or confirmed of COVID-19 infection or have you travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?)

☐ มี (โปรดระบุ) / Yes (please specify)

☐ ไม่มี / No

สมาชิกในครอบครัวหรือบุคคลใกล้ชิดของท่านมีอาการอย่างใดอย่างหนึ่งข้างต้น หรือได้สัมผัสใกล้ชิดกับผู้ที่มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่
Does your family member or close person have any of the above symptoms, or has had physical or close contact with any person having risk or confirmed of COVID-19 infection or has travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?

☐ มี (โปรดระบุ) / Yes (please specify)

☐ ไม่มี / No

ข้าพเจ้าขอรับรองว่า ข้อมูลข้างต้นถูกต้องและเป็นความจริง I hereby certify that the information given above is true and correct.

ลายมือชื่อ

Signature