



Document for the 2025
Annual General Meeting of Shareholders
BBGI PUBLIC COMPANY LIMITED

Friday, 4th April, 2025 at 1.30 p.m.

Via Electronic Means (E – Meeting)

The Electronic Meeting system will be available

Registration for Attend the Meeting starts from 11.30 a.m. onwards

Shareholders who wish to attend the meeting in person or by proxies
able to register and submit a request to attend the meeting

From Wednesday, 26th March 2025 at 8:30 a.m.

until the end of the meeting on Friday, 4th April 2025

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Privacy Notice

For the 2025 Annual General Meeting of Shareholders of BBGI Public Company Limited ("AGM")

BBGI Public Company Limited (the "**Company**") values a personal information of the shareholder(s) and/or proxy ("**You**"). In order to comply with Personal Data Protection Act B.E. 2562 (A.D. 2019), the Company would like to inform You as follows:

Data Controller: Thai Oil Public Company Limited. The contacting details are as appeared in the invitation of the Company's AGM.

1. Personal Data: The Company needs to collect your personal data for the purpose of AGM arrangement and AGM attendance as follows: title, name, surname, age, address, telephone number, fax number, e-mail, nationality, date of birth, gender, marital status, identification number, shareholder identification number, number of shares, signature, copy of identification card, video and audio recording data, photo, motion picture and electronic conference system usage information (e.g., IP Address, log file).

2. Objectives, Legal basis, and Data Processing: The Company processes your personal data in accordance with the objectives and legal basis as follows:

2.1. Legal obligation

- The Company collects and uses your data under item no.1 for the purpose of calling, and arranging the AGM via electronic means including verifying your identification and sending any related documents and carrying out any action according to the AGM's resolutions, the laws or any order of the governmental authorities in accordance with the Public Limited Companies Act B.E. 2535 (A.D. 1992) (as amended), the Civil and Commercial Code, and any other laws.

2.2. Legitimate interest

- The Company collects and uses your data under item no.1 for the purpose of conducting the AGM via electronic means, preparing the minutes of AGM, and keeping evidences of your attendance to the AGM as well as for any relevant purposes as necessary for legitimate interests which You can reasonably expect.
- The Company records voice and audio, photographs and motion pictures during the AGM for the use of reporting and publicizing the AGM via electronic means and printing. You may appear in the photograph or motion pictures recording of the AGM.

3. Source of Personal Data: The Company collects your personal data directly from You, your proxy and from Thailand Securities Depository Co., Ltd.

Note: Identity documents that You provide to the Company, such as copies of ID cards or other official documents may contain sensitive data such as religion, ethnicity, blood type, which is not necessary for the AGM and the Company does not wish to collect. The Company kindly request You to delete or conceal the sensitive data before submitting such documents to the Company. In case that You do not conceal such sensitive data, the Company reserves the right to conceal the sensitive data on such documents which shall not be deemed as the collection of your sensitive data and such documents shall be deemed to be valid and enforceable. If the Company is unable to conceal such information due to certain limitations, the Company will only collect and use it as part of your documents for identity verification. The Company has no intention of collecting or using such sensitive personal information.

4. **Personal Data Disclosure:** The Company may need to disclose your personal data for the purpose of AGM arrangement and AGM attendance as follows:
 - Law enforcement agencies (e.g., Ministry of Commerce, the Office of Securities and Exchange Commission and the Stock Exchange of Thailand).
 - Government agencies, Regulators, Authorized officers.
 - Technology service providers and sub-service providers as processor of personal data, e.g., Digital Access Platform Co., Ltd.
 - Related service providers or consultants.
 - Electronic and Printing Media for the use of reporting and publicizing the meeting.
5. **Personal Data Storage:** The Company will keep your personal data so long as it is necessary for the accomplishment of the objectives as stated above. In this regard, the Company expects to keep your personal data under item no. 1 for a period of 10 years from the date that the Company receives your personal data in order to comply with the above objectives. Upon the lapse of those respective periods, the Company will delete, destroy your personal data, or anonymize such data.
6. **Right of Data Subject:** You, as the data subject, have the rights to request access and obtain copy of your personal data, and you have the right to request the disclosure of the acquisition of the personal data obtained without your consent, including the right to object the collection, use, or disclosure of the data, to request the Company to correct your personal data, to request the Company to erase your personal data within the retention period, to request the Company to refrain from using your personal data, to request the Company to transfer your personal data to other person, and to complain in case the collection, use or disclosure of personal information has been illegally conducted. You shall have any other rights available to you under the applicable laws.

If You would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact You as soon as possible. If the Company fails to comply with the laws related to personal data protection, You can file a complaint with the Office of the Personal Data Protection Commission.

No. 10100/014/2025

14 March 2025

- Subject: Invitation to the 2025 Annual General Meeting of Shareholders
- Attention: Shareholders
- Enclosures:
1. Annual Registration Statement/2024 Annual Report (Form 56-1 One Report) in QR Code format and Meeting Registration Form
 2. Biographies of the Candidates Nominated for the Company's Directors
 3. Biographies of the Candidates Nominated for Auditor positions
 4. Profiles of the Independent Directors Acting as Proxies in the Annual General Meeting of Shareholders
 5. Articles of Association of the Company Relating to the Shareholders' Meeting
 6. Proxy Forms (Form A., Form B., and Form C.)
 7. Documents or Evidence Required and Guideline for Attending the 2025 Annual General Meeting of Shareholders via Electronic Means (E-Meeting) and Appointment of Proxy
 8. Hard Copy Document Request Form

Reference is made to Board of Directors' Meeting No.2/2025 of BBGI Public Company Limited (the "Company"), convened on Tuesday, 18 February 2025, which resolved to convene the 2025 Annual General Meeting of Shareholders on Friday, 4 April 2025, at 13.30 hours, at 2098 M Tower Building, Floor 8, Bai Mai 1-4 Meeting Room, Sukhumvit Road, Phra Khanong Tai Sub-District, Phra Khanong District, Bangkok, through electronic means (E-Meeting) in accordance with the Emergency Decree on Electronic Conferencing B.E. 2563 and the related laws and regulations, to consider various matters in accordance with the meeting agenda, which consists 7 agenda items as follows:

Agenda Item 1 To acknowledge on the Company's operational results for the year 2024

Facts and Rationale: The Board of Directors of the Company has prepared a report on the Company's operational result for the year 2024, details as set out in the Annual Registration Statement/Annual Report for the year 2024 (Form 56-1 One Report) in the Business Operation and Business Operational Result section, which has been sent to

shareholders along with this meeting invitation, details of which are set out in Enclosure 1.

Opinion of the Board of Directors of the Company: After due consideration, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to acknowledge the report on the Company's operational results for the year 2024.

Voting Requirement: This agenda item is for acknowledgment, therefore, no voting is required.

Agenda Item 2 To approve the separate financial statements and consolidated financial statements for the year ended December 31, 2024, which have been audited by a certified public accountant

Facts and Rationale: The Company has prepared the Company's separate financial statements and consolidated financial statements for the year ended December 31, 2024, which have been audited by the certified public accountant, and have been reviewed by the Audit Committee. The auditors are of the view that the aforementioned separate financial statements and consolidated financial statements are accurate in all material respects, in accordance with generally accepted auditing standards. Details of which are set out in the Annual Registration Statement/Annual Report for the year 2024 (Form 56-1 One Report) in the Financial Statements section, Enclosure 1.

Opinion of the Board of Directors of the Company: After due consideration, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the separate financial statements and consolidated financial statements for the year ended 31 December 2024, which have been audited by the certified public accountant and reviewed by the Audit Committee.

Voting Requirement: Majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To approve the allocation of net profit for the year 2024 as a legal reserve and dividend payment for the year 2024

Facts and Rationale: The Company has a policy to pay out dividend to the shareholders at the rate of not less than 40% of net profit from the separate financial statements after

deducting all various reserves in accordance with the Company's Articles of Association and the law. In this regard, the aforementioned dividend payment is subjected to the economic situation, the Company's cashflow and investment plans each year according to necessity, appropriateness, and other considerations the Board of Directors deems appropriate.

After considering the 2024 performance and other factors, the Company has considered and approved the allocation of net profit for the year 2024 as a legal reserve in the amount of 10,754,000 Baht, representing 5% of net profit from the Company's separate financial statements for the year 2024, and approved the dividend payment for the year 2024 at the rate of 0.10 Baht per share, equivalent to a total of approximately 144,600,000 Baht, which is in accordance with the dividend policy of the Company. Such dividend is paid from unallocated retained earnings and profits that are exempt from corporate income tax, therefore, shareholders will not be able to receive tax credit on dividend.

The comparison of dividend payments in previous years is as follows:

Dividend Payment Details	Year 2024	Year 2023
1. Net profit attributable to the parent company (Million Baht)	215	10
2. Number of shares paying dividend (Million Shares)	1,446.00	1,446.00
3. Profit per share (Baht/share)	0.15	0.01
4. Total dividend for the year (Baht/share)	0.10	0.05
● Interim dividend payment	-	-
● Dividend payment for the second half of the year	0.10	0.05
5. Total dividend payment (Million Baht)	144.6	72
6. Dividend payout ratio (%)	67	733

Opinion of the Board of Directors of the Company: After due consideration, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider

and approve the allocation of net profit for the year 2024 as a legal reserve and dividend payment for the year 2024 as proposed.

In this regard, the Company fixed the date to determine the list of shareholders who are entitled to receive dividend payment on 4 March 2025, and the dividend payment date will be 30 April 2025. However, the right to receive such dividend is still uncertain as it has to be approved by the shareholders' meeting first.

Voting Requirement: Majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To approve the election of directors to replace those who retired by rotation

Facts and Rationale: According to Clause 22 of the Company's Articles of Association, at every annual general meeting, one-third of the directors (or the closest to one-third) shall retire by rotation, whereby the director who holds the office the longest shall retire, but may be eligible for re-election.

Currently, the Company has a total of 11 directors, out of which there are 4 directors who retire by rotation this year, as follows:

- | | |
|-----------------------------------|----------|
| 1. Assoc. Prof. Jaruporn Viyanant | Director |
| 2. Mr. Matthew Kichodhan | Director |
| 3. Mrs. Patricia Mongkhonvanit | Director |
| 4. Mr. Daechapon Lersuwanaroj | Director |

With regard to nomination of directors, the Company gave the shareholders the opportunity to propose any person who possesses the appropriate qualification to be elected as director of the Company from 5 September 2024 to 31 December 2024, through the news system of the Stock Exchange of Thailand and on the Company's website. There were no shareholders proposing any person to be elected as director to the Company.

The Nomination and Remuneration Committee proceeded with director recruitment, by considering a list of persons with knowledge, competence, experience, good career paths, leadership, vision, morality, ethics, and a good attitude toward the Company,

who can dedicate adequate amount of time for the benefits of the Company's businesses, as well as the list of chartered directors from the Thai Institute of Directors.

In addition, Board Diversity is also taken into account and the Board Skills Matrix is prepared to determine the qualifications of the directors to be recruited, by considering the necessary skills that they are still lacking as well as considering the appropriate qualifications which are consistent with the composition and structure of directorship according to business strategies. The Nomination and Remuneration Committee also considered performance efficiency of the directors who retired by rotation, who duly performed their duties with full capacity and dedication and provided opinions that were beneficial to the Company, along with continuity, consistency with the Company's business operational strategies, and experience of directors, ensuring confidence for the shareholders.

The Nomination and Remuneration Committee, excluding the directors who have conflict of interests, proposed to re-elect Assoc. Prof. Jaruporn Viyanant, Mr. Matthew Kichodhan, Mrs. Patricia Mongkhonvanit, and Mr. Daechapon Lersuwanaoj, who retired by rotation to perform their duty as directors for another term (the Biographies of the 4 nominated directors are set out in Enclosure 2).

Opinion of the Board of Directors of the Company: After due consideration through a screening process by the Board of Directors of the Company in accordance with the Company's policy on directors' recruitment, the Board of Directors, excluding interested directors, is of the opinion that the proposed directors possess qualifications required by the relevant regulations¹ and are suitable for the business operations of the Company, and after considering the opinion of the Nomination and Remuneration

¹ Assoc. Prof. Jaruporn Viyanant and Mr. Matthew Kichodhan, are Independent Directors of the Company, who have assumed the position of directors since 2018 until now, representing approximately 7 years period. If they are reappointed at the 2025 Annual General Meeting of Shareholders to re-assume their positions, the 2 mentioned independent directors will have served consecutively for more than 9 years. According to the Company's corporate governance policy, each independent director may serve for no more than 9 consecutive years from their initial appointment as an Independent Director. In the event of reappointment, the Board of Directors will consider the necessity and reasonableness on a case-by-case basis.

At the Board of Directors meeting No. 2/2025 on February 18, 2025, the Board of Directors has reviewed and concurred with the Nomination and Remuneration Committee that the reappointment of the 2 independent directors for another term is necessary and reasonable, as the 2 independent directors possess outstanding expertise, are widely recognized, and demonstrate maturity, can perform their duties and provide opinions with true independence, have never neglected their responsibilities, and have a deep understanding of the Company's business and operations. Throughout their tenure, they have diligently fulfilled their roles as independent directors, contributing in providing their opinions and recommendations for the benefit of the Company and its shareholders.

Committee, as well as the reasonableness and necessity, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and re-elect Assoc. Prof. Jaruporn Viyanant, Mr. Matthew Kichodhan, Mrs. Patricia Mongkhonvanit, and Mr. Daechapon Lersuwanaroj, who retired by rotation, to perform their duty as directors for another term.

Voting Requirement: Majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5 To approve the determination of the directors' remuneration

Facts and Rationale: Section 90 of the Public Limited Company Act B.E. 2535 (as amended) states that the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-thirds of the total number of votes of the shareholders attending the Meeting.

According to the director remuneration policy, the Company will take into consideration the appropriateness of duties and assigned responsibilities, and compare with other listed companies on Stock Exchange of Thailand in a similar industry and of a similar business size. The remuneration for the directors shall be sufficient to induce the directors to work with quality and able to conduct their duties to achieve the objectives as set out in the business direction as determined by the Company, through transparent procedures ensuring confidence for the shareholders.

The Nomination and Remuneration Committee has reviewed the remuneration for the directors in 2025 based on the Company's director remuneration policy, as well as the average of other listed companies based on the survey report on the directors' remuneration in listed companies by the Thai Institute of Directors, as well as business expansion and the operation results of the Company. Therefore, the Nomination and Remuneration Committee deemed it appropriate to determine the directors' remuneration for the year 2025 as follows:

1. Monthly Remuneration and Meeting Allowance

Board of Directors	Year 2025		Year 2024	
	Monthly Remuneration (Baht / person)	Meeting Allowance (Baht / person / time) (Only for attending director)	Monthly Remuneration (Baht / person)	Meeting Allowance (Baht / person / time) (Only for attending director)
Board of Directors				
Chairman	37,500	25,000	37,500	25,000
Vice-Chairman	33,750	22,500	33,750	22,500
Member	30,000	20,000	30,000	20,000
Sub-Committee				
1. Audit Committee				
Chairman	12,500	12,500	12,500	12,500
Member	10,000	10,000	10,000	10,000
2. Nomination and Remuneration Committee				
Chairman	-	12,500	-	12,500
Member	-	10,000	-	10,000
3. Risk Management and Corporate Governance Committee				
Chairman	-	12,500	-	12,500
Member	-	10,000	-	10,000
4. Investment Committee				
Chairman	-	12,500	-	12,500
Member	-	10,000	-	10,000

2. Remuneration as a bonus to the Board of Directors

1 % of the net profit, but not exceeding 3 million Baht per director. The calculated amounts are to reflect individual periods of service, whereby the

Chairman of the Board of Directors and Vice-Chairman of the Board of Directors shall receive the bonus higher than other members by 25% and 12.5% respectively.

3. Other remuneration

	Year 2025	Year 2024
Other remuneration	- none -	- none -

Opinion of the Board of Directors of the Company: After due consideration based on the opinion of the Nomination and Remuneration Committee, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' remuneration for 2025 as proposed.

Voting Requirement: Vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the Meeting.

Agenda Item 6 To approve the appointment and determination of the fee for the auditors for the year 2025

Facts and Rationale: Section 120 of the Public Limited Company Act B.E. 2535 (as amended) states that the annual general meeting of shareholders shall appoint auditor(s) and shall determinate the Company's audit fees yearly, and in such appointment, the Company may re-appoint the same auditor(s).

In selecting the auditors for the year 2025, the Audit Committee has considered selecting auditors of the Company based on their performance, experience, personnel readiness, acceptable standard of performance, and the audit fees proposed by the auditors, and therefore has deemed it appropriate to appoint:

1. Ms. Sophit Prompol, Certified Public Accountant Registration No. 10042
(the number of years serving as an auditor for the Company: 2 years); or
2. Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333
(the number of years serving as an auditor for the Company: none); or

3. Mr. Sakda Kaothanthong, Certified Public Accountant Registration No. 4628

(the number of years serving as an auditor for the Company: none),

of KPMG Phoomchai Audit Company Limited, as the Company's auditor for year 2025. The auditor's remuneration is 945,540 Baht, as well as any actual expenses occurred while providing the services to the Company (Out of Pocket Expenses), such as travel expenses, telephone expenses, postage expenses, stamp duty fees, photocopying expenses, etc. (such expenses shall not exceed 8 % of the audit fee), which the Audit Committee has duly reviewed this proposal. Biographies of the 3 candidates are set out in Enclosure 3. In this regard, the Company and subsidiaries use the same auditor which is KPMG Phoomchai Audit Company Limited. The Board of Directors will ensure that the financial statements shall be prepared in due date according to laws.

The comparison of KPMG Phoomchai Audit Company Limited fee payments in the previous year is as follows:

Audit Fee	Year 2025	Year 2024
Audit Fee	945,540 Baht	927,000 Baht
Non-Audit Fee	None	700,000 Baht

Remark: Actual expenses occurred while providing the services to the Company (Out of Pocket Expenses) for the year 2024 was 12,475 Baht (1.35% of the audit fee).

KPMG Phoomchai Audit Company Limited has been appointed as the Company's auditor from the year 2017 till present, equivalent to a total period of 8 years.

In this regard, KPMG Phoomchai Audit Company Limited has no relationship and/or conflicts of interests with the Company/Subsidiary/Executives/Major Shareholder or any individuals associated with the aforementioned person.

Opinion of the Board of Directors of the Company: After due consideration based on the opinion of the Audit Committee, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to consider and appoint Ms. Sophit Prompol, Certified Public Accountant Registration No. 10042, or Mr. Waiyawat Kosamarnchaiyakij, Certified Public Accountant Registration No. 6333, or Mr. Sakda Kaothanthong, Certified Public Accountant Registration No. 4628, of KPMG Phoomchai

Audit Company Limited, as the Company's auditor for year 2025. The auditor's remuneration is 945,540 Baht, with any actual expenses occurred while providing the services to the Company (Out of Pocket Expenses) at the rate of not exceeding 8% of the audit fee. The Audit Committee has duly reviewed this proposal.

Voting Requirement: Majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 7 Other matters (if any)

In this regard, the Company has fixed the date to determine the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders and receive dividend on Tuesday, 4 March 2025, and has publicized the invitation letter and supporting documents on the Company's website www.bbgigroup.com

Shareholders wishing to participate in the meeting in person via electronic means, please study the guidelines for attending the meeting via electronic means, details of which are as set out in Enclosure 7. The Company will open the system for registration from 26 March 2025 at 8.30 hours, and will close the system once the meeting on Friday, 4 April 2025 has ended.

In the event that the shareholders are not able to attend the meeting in person and wish to appoint an independent director of the Company as a proxy to attend the meeting via electronic means and cast votes on their behalf, shareholders can appoint any one of the independent directors of the Company whose names and details are set out in the Profiles of Independent Directors in the Annual General Meeting of Shareholders, Enclosure 4, as their proxies, and submit the Proxy Forms, Enclosure 6, with supporting documents, using the business reply envelope the Company has prepared to the Company in advance within 17.00 hours on 3 April 2025.

In the event that the shareholders wish to appoint proxies who are not the Company's independent director to attend the meeting via electronic means and cast votes on their behalf, please study the appointment of proxy, details of which are set out in Enclosure 7, and submit the Proxy Forms, Enclosure 6, with supporting documents, using the business reply envelope the Company has prepared to the Company in advance within 17.00 hours on 3 April 2025.

For this 2025 Annual General Meeting of Shareholders, the Company gave the shareholders an opportunity to propose matters to be considered as agenda items in the meeting in advance, from 5



บริษัท บีบีไอ จำกัด (มหาชน)

สำนักงานใหญ่ เลขที่ 2098 อาคาร เอ็ม ทาวเวอร์ ชั้นที่ 5
ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร 10260
โทรศัพท์ : 66 (0) 2335 8899 โทรสาร : 66 (0) 2335 8800
เลขประจำตัวผู้เสียภาษีอากร 0-1075-61000-12-9

BBGI Public Company Limited

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Tel : 66 (0) 2335 8899 Fax : 66 (0) 2335 8800
Tax ID Number 0-1075-61000-12-9
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September 2024 to 31 December 2024, by notifying the shareholders through the news system of the Stock Exchange of Thailand and the Company's website, in accordance with the Corporate Governance Code of listed companies. However, when the specified period has lapsed, no shareholders proposed any matters to be considered as agenda items in the meeting. Nevertheless, in order to derive the maximum benefit from the meeting and to safeguard the interests of the shareholders, if any shareholders have questions that they would like the Company to address on the issues of the agenda item presented this time, please forward your questions in advance to BBGI-secretary@bbgroup.com or call 02-335-8816.

Please be informed accordingly.

Yours sincerely,

-signed-

(Mr. Daechapon Lersuwanaroj)

Chief Executive Officer and President