



BRR บริษัท น้ำตาลบุรีรัมย์ จำกัด (มหาชน)
BURIRAM SUGAR PUBLIC COMPANY LIMITED

สำนักงานใหญ่/โรงงาน: 237 หมู่ที่ 2 บ้านสาวเอ้ ต.หินเหล็กไฟ อ.คูเมือง จ.บุรีรัมย์ 31190 โทร./โทรสาร 0-4466-6592-3

Head office/Factory: 237 Moo 2, Saoae, Hinleklai, Khumuang, Buriram 31190 Tel./Fax: +66-4466-6592-3

สำนักงานกรุงเทพฯ: 128/77-78 ชั้น 7 อาคารพาไทยพลาซ่า ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพฯ 10400 โทร. 0-2216-5820-2 โทรสาร: 0-2216-5823

Bangkok Office: 128/77-78 Phayathai Plaza Building 7th Floor, Phayathai Road, Thung Phayathai, Ratchathewi, Bangkok 10400 Tel: +66-2216-5820-2 Fax: +66-2216-5823

ทะเบียนเลขที่ 0107556000523 Website: <http://www.buriramsugar.com>

(Translation)

No. BRR2 2023/037

October 25th, 2023

Subject: Invitation to Shareholders to Propose the 2024 Annual General Shareholder's Meeting Agenda, Names of Director Nominees and Submit Opinions or Questions in Advance

To: The President,
The Stock Exchange of Thailand

Buriram Sugar Public Company Limited ("the Company") recognizes the important of rights of shareholders and equitable treatment of shareholders according to the good corporate governance, therefore, the Company would like to invite the shareholders to propose the agendas and persons to be nominated as its directors and submit opinions or questions for the 2024 Annual General Meeting of Shareholders in advance. The shareholders can propose those agendas to the company secretary via postal service to Buriram Sugar Public Company Limited No.128/77-78, Phayathai Plaza Building 7th Fl., Phayathai Road, Ratchathewi, Bangkok 10400 or email to companysecretary@brr.co.th during the period of **October 25, 2023 to January 30, 2024.**

The relevant criteria and procedures as announced on the company's website www.buriramsugar.com under topic "Investor Relations" >> "Shareholder Information" >> "Shareholders' Meeting".

Please be informed accordingly.

Yours sincerely,

----- Signature-----

(Mr. Pitak Chaosoun)

Company Secretary

Authorized Person to Disclose Information



**Criteria for Proposal of Agenda, Nomination of Director Candidates
and Submission of Opinions or Questions for
the 2024 Annual General Meeting of Shareholders**

Objective

Buriram Sugar Public Company Limited (“the Company”) has emphasized the rights and equitable treatment for all shareholders according to practices of the good corporate governance, therefore, the directors of the Company would like to invite our shareholders to propose agendas, nominate director candidates and submit opinions or questions for the 2024 Annual General Meeting of Shareholders (“AGM”) in advance with the criteria as follows.

1. Qualifications or Characteristics of Shareholders

The Shareholders who is eligible to propose AGM agendas and/or nominate the candidates to be elected as directors are as follows.

- 1.1 Being one single shareholder or several shareholders
- 1.2 Consecutively holding the Company’s shares with at least 10,000 shares until the record date of the share register book for the right to attend the AGM
- 1.3 Holding the above mentioned shares (refer to No. 1.2) consecutively for at least 12 months

2. Agenda Proposal

2.1 The condition of consideration: the Company reserves its right to decline inclusive of the following matters in the AGM Agenda;

- 2.1.1 Matters that are against the laws and/or government and authority’s rules and regulations and/or matters that are not corresponding to the objectives, Articles of Association, shareholder’s resolutions and Statement of Business Conduct of the Company;
- 2.1.2 Matters with benefits for particular person or groups of persons;
- 2.1.3 Matters that are under the authority of the managements of the Company except for the significant matters which have an effect to the shareholders;
- 2.1.4 Matters which have been completely operated;



2.1.5 Matters that are beyond authority of the Company to conduct in order to meet the expected results;

2.1.6 Matters that are proposed by unqualified shareholders refer to No. 1 the qualification and characteristics of shareholders and/or the matters with incomplete and/or incorrect information and/or the matters from the shareholders who are unable to contact.

3. The Nomination of Directors and Independent Directors

3.1 Qualification of Directors: the Company shall consider the candidates for the directors according to the following qualifications.

3.1.1 Highly qualified and possess none of the characteristics prohibited under

- The Public Company Limited Act
- The Capital Market and Securities Act
- Securities and Exchange Commission
- Notification of Capital Market Supervisory Board
- The Stock Exchange of Thailand
- Other matters corresponding to the Company's Article of Association and Regulations

3.1.2 Knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company, particularly in the food and agriculture industry and/or downstream, industries such as, sugar, electricity and fertilizer and also law, accounting and finance.

3.1.3 Self-responsibility and capable of dedicating time and all effort for the duty

3.2 Qualification of Independent Directors: the candidates shall have the qualifications according to the regulation of the independent director nomination or the policies of the Company and relevant regulatory authorities. (For more information regarding the qualifications of independent directors, please search from the Corporate Governance and Business Code of Conduct Handbook part 2 Good Corporate Governance; topic 1.5.3 The Independence of the Board of Directors, which is appeared on the Company's website.)



4. Submission of Opinions or Questions for AGM Agenda prior to the Meeting

The Company gives opportunity for shareholders to submit opinions or questions concerning the 2024 AGM agenda since October 25, 2023 to January 30, 2024. Shareholders who wish to submit the opinions or questions shall be those who are entitled to attend the AGM that were listed in the record date for the right to attend the AGM according to Section 225 of the Securities and Exchange Act B.E. 2535. Furthermore, shareholders need to inform name, and contact detail such as address, telephone number, fax number or email (if any) together with opinions or questions.

5. Consideration/ Process

5.1 Agenda Proposal

- 5.1.1 Company Secretary is in charge of accumulating and screening shareholders' proposal based on relevant criteria and regulatory requirements before propose to Board of Directors to consider and approve.
- 5.1.2 If any proposals are approved by Board of Directors, the Company will include them on the agenda remarked as "agenda from shareholder" in the invitation letter of AGM to shareholders.
- 5.1.3 Board of Directors will consider and approve the appropriation of the agenda proposed by the shareholders. The Approval of Board of Directors shall be final as to what category to assign. In the case that the Board of Directors denies the proposed agenda, the Company shall explain in the AGM accordingly.

5.2 Nomination of Directors

- 5.2.1 Company Secretary is in charge of accumulating and screening the qualifications of the candidates before propose to Nomination and Remuneration Committee and Board of Directors to consider and approve.
- 5.2.2 If any candidates are considered and approved by Board of Directors, the Company will include their names and profiles on the AGM agenda in the invitation letter with the comments of the Board of Directors and the Nomination and Remuneration Committee.



5.2.3 In case of the nomination, the Company, the Nomination and Remuneration Committee and the Board of Directors shall propose the candidates' names, however, if the proposals are not approved by Board of Directors, the Company shall inform to the shareholders in the AGM accordingly.

5.3 Submission of Opinions or Questions

5.3.1 Company Secretary is in charge of collecting opinions and questions submitted by shareholders before proposing to Board of Directors to consider answering questions prior via email, facsimile or other channels as appropriate and/or in the meeting.

5.3.2 Shareholders may unofficially submit these matters via email or facsimile to company secretary before sending original document via the Company's address as specified in this criteria.

6. **Evidence of Shareholding and Identification**

The shareholders who are eligible to propose AGM Agenda and/or to nominate candidates to be elected as directors are as follows.

6.1 Evidence of shareholding, for example, share certification, the statement/ confirmation of shareholding from the brokers, or any other evidence from relevant sections.

6.2 In case of a natural person, the copy of identification card/ passport (in case of foreigners), each page of which must be certified as true copy by such shareholders and in case of shareholders are juristic persons, copies of the corporate affidavit and of identification card or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.

6.3 Several shareholders shall assign the person to be a representative. The communication between the Company and the representative shall be acceptable.

6.4 In case of the nomination of director candidates, the single shareholder or several shareholders shall submit the following documents.

6.4.1 The candidate shall sign the name in the application form with your own handwriting.

6.4.2 Each page of relevant documents must be certified as true copy such as educational background, working experiences, training and seminar certificate, share certificate and so on.



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6.4.3 The certifying as a true copy of other relevant documents shall be the beneficial for Board of Directors and Nomination and Remuneration Committee in order to consider and approve this matter.

7. Document Submission

The shareholders shall send the document of the agenda proposals, the nomination of director candidates and opinions or questions via these following contact channels.

Email address: companysecretary@brr.co.th

Postal Address: Company Secretary

Buriram Sugar Public Company Limited

128/77-78, 7F Phayathai Plaza, Phayathai Rd.,

Ratchathewi, Bangkok 10400 Thailand

Tel: +66 2216-5820-2 ext. 301 or 302 or 303

Fax: +66 2216-5823

The shareholders can unofficially send the documents via email address and/or facsimile to Company Secretary before submitting the original copy during the period of October 25, 2023 until January 30, 2024.



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Form A

Proposal for Agenda of the 2024 Annual General Meeting of Shareholders

Date.....

First Name (Mr./Mrs./Miss).....Last Name.....

Address.....

.....

Telephone No. (Home).....(Office).....

Mobile Phone No.....Email Address.....

Being a shareholder of **Buriram Sugar Public Company Limited**, holding.....shares in total, period of shareholding is.....months, hereby proposed the 2024 AGM agenda(s) as follows:

Proposed Agenda

.....

.....

.....

.....

.....

Objective/ Rationale (Please provide the supporting documents, if any)

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.....

.....

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.....

The details and/or relevant meeting supplement (if any), each page already certified true copy, consisting of.....pages, is as attached.



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(In case of a group of shareholders wished to propose agenda(s), please fill in details below as required)

I hereby assign (Mr./Mrs./Miss).....,
the shareholder of Buriram Sugar Public Company Limited with the address of
.....
.....
Telephone No. (Home)..... (Office).....
Mobile Phone No..... Email Address.....
as my representative in contacting with the Company.

I certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signature.....Shareholder
(.....)

Remarks

1. The shareholders must enclose the evidence of shareholding such as certificates issued by Securities Company or any other certificates from the Stock Exchange of Thailand (“SET”). In case of shareholders are juristic persons, copies of the corporate affidavit and of identification card or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
2. The shareholders can unofficially submit Form A in advance to Company Secretary via facsimile at +66 2216-5823 or email address at companysecretary@brr.co.th before submitting the original copy of Form A via postal address which is indicated in the number 7 “Document Submission” of this Criteria for Proposal of Agenda, Nomination of Director Candidates and Submission of Opinions or Questions for the 2024 Annual General Meeting of Shareholders within January 30, 2024.
3. In case of a group of shareholders proposes one agenda, each shareholder must fill in and sign Form A as evidence separately, and gather into one set.
4. In case of the shareholders wish to propose more than one agenda item, Form A must be filled separately for each agenda.
5. In case the shareholders have their title, first name or last name changed, the copies of evidence of those changes must be enclosed and certified true copies.
6. The Company will revoke the rights of shareholders to propose AGM agenda if it is found that the information provided is incomplete, incorrect, those shareholders cannot be contacted or do not meet the criteria.



Form B

Nomination of Candidate for the Director Election in the 2024

Date.....

First Name (Mr./Mrs./Miss).....Last Name.....

Address.....

.....

Telephone No. (Home)..... (Office).....

Mobile Phone No..... Email Address.....

Being a shareholder of **Buriram Sugar Public Company Limited**, holding.....shares in total, period of shareholding is.....months, hereby nominate

First Name (Mr./Mrs./Miss).....Last Name.....,

age.....as a qualified candidate. I certify that such qualified candidate possesses all qualifications as stated in criteria 3 indicating qualifications of directors to be appointed as the Company's director. Such person has made his/her consent and certifies that all documents submitted herewith, personal profile, resume and other supporting documents as such, is true, complete and authentic.

(In case of several shareholders together hold the Company's shares wish to nominate the candidate for the director election, please fill in details below as required)

I hereby assign (Mr./Mrs./Miss).....,

the shareholder of Buriram Sugar Public Company Limited with the address of

.....

.....

Telephone No. (Home)..... (Office).....

Mobile Phone No..... Email Address.....

as my representative in contacting with the Company.



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I certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signature.....Shareholder
(.....)

Consent

I, (Mr./Mrs./Miss)....., who has been nominated as a Director candidate as mentioned, hereby consent and certify that I qualify and possess none of the characteristics prohibited under the laws and the Company's regulation. I agree to comply with the corporate governance policy of the Company.

Signature.....Nominee
(.....)

Remarks

1. The shareholders must enclose the evidence of shareholding such as certificates issued by Securities Company or any other certificates from the Stock Exchange of Thailand ("SET"). In case shareholders are juristic persons, copies of the corporate affidavit and of identification card or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
2. The shareholders can unofficially submit Form B in advance to Company Secretary via facsimile at +66 2216-5823 or email address at companysecretary@brr.co.th before submitting the original copy of Form B via postal address which is indicated in the number 7 "Document Submission" of this Criteria for Proposal of Agenda, Nomination of Director Candidates and Submission of Opinions or Questions for the 2024 Annual General Meeting of Shareholders within January 30, 2024.
3. In case of a group of shareholders proposes one candidate, each shareholder must fill in and sign Form B as evidence separately, and gather into one set.
4. In case of the shareholders wish to nominate more than one candidate, Form B must be filled separately for each candidate.
5. In case the shareholders have their title, first name or last name changed, the copies of evidence of those changes must be enclosed and certified true copies.
6. The Company will revoke the rights of shareholders to propose AGM agenda if it is found that the information provided is incomplete, incorrect, those shareholders cannot be contacted or do not meet the criteria.



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Please fill in details below as required for the candidates who are nominated

Photo

The Profile of the Candidates for the Directors Election in 2024

First Name (Mr./Mrs./Miss).....Last Name.....

Address.....

.....

Nationality..... Date of Birth.....Age.....

Telephone No. (Home)..... (Office).....

Mobile Phone No..... Email Address.....

Educational Background

Year Graduated	Degree	College/ University	Department

Working Experience

From (Year)	Until (Year)	Company Name/ Business Industry	Position



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The participation of the seminar and/or training held by Thai Institute of Directors (IOD)

(Please attach the copy of evidence such as training certificates and certified true copies)

Year	Course

The holding amount of ordinary shares of Buriram Sugar Public Company Limited (BRR) is.....shares

Marital Status ☐ Single

☐ Married (If married, please fill the information below as required)

☐ Divorce

Spouse's Name – Surname.....,

holding the amount of shares.....shares.

The names of children who are in the age of majority:

1).....holding the amount of shares.....shares.

2).....holding the amount of shares.....shares.

3).....holding the amount of shares.....shares.

The names of children who are the minors:

1).....holding the amount of shares.....shares.

2).....holding the amount of shares.....shares.

3).....holding the amount of shares.....shares.



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Direct and indirect conflict of interest as the contract party of the Company (Please identify the categories of activities and conflict of interest including the value of each item)

.....
.....
.....

Shareholding or being as the director in a company that is related to the Company (In case of shareholding, please identify a company name, the amount of shareholding as in percentage of total voting rights of the Company or in case of being a director, please identify a company name as well)

.....
.....
.....

Shareholding or being a partner of partnership or being as a director of a company which operates the same type of business and being as a business competitor of the Company (If any, please identify the name of a partnership/ company, the amount of shareholding as in percentage of total voting rights of the Company and the type of its business operation)

.....
.....
.....

I hereby consent to be nominated as the candidate for the director election in 2024 of Buriram Sugar Public Company Limited and certify that the information disclosed and documents submitted herewith are true, complete and authentic. I also certify that I qualify and possess none of the characteristics prohibited under the laws.

Signature.....Nominee

(.....)