

April 2nd, 2020

Subject: Invitation to the Annual General Shareholders Meeting of 2020

To: The Shareholders of the Company

- Attachments:
1. Copy of minutes of the Annual General Shareholders Meeting of No. 1/2019
 2. Annual Report 2019 (Annual Report 2019 can be download from the QR Code appear on the Notice of Invitation to the Shareholders' Meeting.)
 3. Profiles of the proposed Directors to replace those who are vacated by expiration
 4. Definition of Independent Director and Audit Committee Member
 5. Profiles of Independent Directors who are proposed for proxy holder of shareholder
 6. Documentation or evidence for shareholders entitled to attend the meeting
 7. Code of Practical Guidelines for Shareholders' Meeting
 8. Articles of Association of the Company Related to Shareholders' Meeting
 9. Map of the venue
 10. An issue of Proxy Form

Notice is hereby given by the Company's Board of Directors that the Annual General Shareholders Meeting of the Company No. 1/2020 will be held on Wednesday, April 29th, 2020 at 14.30 hrs. at 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510, to consider the various matters according to the meeting agendas:

Agenda 1 To certify the minutes of the Annual General Shareholders Meeting of No. 1/2019

Facts and rationale: The Annual General Shareholders Meeting of 2019 was held on Monday, April 29th, 2019. The copy of documentation has attached and was disclosed in the Company's website, www.bodyglove.co.th

Opinion of the Board of Directors: It was appropriate to certify the said minutes as they were prepared in accordance with the resolutions passed by the said Meeting.

Agenda 2 To acknowledge the Company's operation result in the fiscal year 2019

Facts and rationale: Report to the shareholders and acknowledge on the Company's operating results for the year ended December 31st, 2019 as showed in the Annual Report 2019.

Opinion of the Board of Directors: It was appropriate to acknowledge the Company's operating results in the fiscal year 2019.

Agenda 3 To consider and approve the statement of financial position and statement of comprehensive income for the year ended December 31st, 2019 and External Auditor's report

Facts and rationale: The statement of financial position and statement of comprehensive income for the year ended December 31st, 2019 and External Auditor's report were shown in the Annual Report 2019 and have already been verified by the External Auditor and the Audit Committee.

Opinion of the Board of Directors: It was appropriate to approve the said statement of financial position and statement of comprehensive income for the year ended December 31st, 2019 and External Auditor's report which have already been verified by the External Auditor and the Audit Committee.

Agenda 4 To consider and approve the appointed Directors which are to replace those vacated by expiration

Facts and rationale: To comply with the section 71 of the Public Limited Company Act, B.E.2535 and Article 17 and 18 of Article of Association of the Company regards "Every Annual Ordinary Meeting , one-third of Directors shall vacate their offices, whereby the Director who has held office for the longest service shall be prior vacate his/her office. In the event that the number of Directors cannot be exactly divided into one-third, the ratio which is most near to one-third shall apply. Directors vacating offices may be reelected.

The followings are the list of Directors who were vacated by expiration effective on the date of this Annual General Shareholders Meeting no. 1/2020.

- Pol. Gen.Sereepisuth Temeeyaves
- Professor Emeritus Dr.Surapone Virulrak
- Mr.Goh Kok Beng

The Company's Board of Directors considered to re-elect the following 3 eligible persons as the Company's Directors to replace those vacated by expiration.

- Pol. Gen.Sereepisuth Temeeyaves
- Professor Emeritus Dr.Surapone Virulrak
- Mr.Goh Kok Beng

The details as attached no 3.

Opinion of the Board of Directors: The board of directors considered through the selecting procedure that the nominated persons are qualified and beneficial to the company's business and deemed it appropriate to propose to the shareholders' meeting to consider and appoint the nominated persons as new directors for another term. The Company granted an opportunity for shareholders to nominate candidate (s) for an election as the Company's director(s) from 13 January 2020. It appeared that none of the shareholders proposed candidates for appointment as the Company's Directors.

Agenda 5 To consider and approve the remuneration for the Directors and the Audit Committee

Facts and rationale: To comply with a good practice of the Thai Institution of Directors, conform to the duties and responsibilities for Directors. Thus, the Company's Board of Directors would like to propose to the shareholders to consider the policy and determine of annual remuneration of Directors for 2020 with details below.

Criteria for fixing the remuneration: The Company's Board of Directors has carefully considered the appropriateness of the remuneration by referring and comparing to the same business as well as considering the expansion and profitable growth of the Company. It is deemed appropriate to determine the remuneration for the Board of Directors and the Audit Committee for 2020 as follows:

	2019		2020	
	Directors	Audit Committee	Directors	Audit Committee
Directors' Remuneration per Meeting				
Chairman	25,000	25,000	25,000	25,000
Directors	20,000	20,000	20,000	20,000
Monthly Remuneration				
Chairman	None	None	None	None
Directors	None	None	None	None
Pensions per Year				
Chairman	None	None	None	None
Directors	None	None	None	None

However, the total remuneration for 10 Directors shall not exceed of Baht 3,000,000.- per year.

Opinion of the Board of Directors: It was appropriate to propose to the shareholder for approving the annual remuneration of the Directors and Audit Committee for 2020 as mentioned in rate table above.

Agenda 6 To consider and approve the appointed External Auditor for the fiscal year ended December 31st, 2020 and determine the rate of remuneration

Facts and rationale: To comply with the section 120 of the Public Limited Company Act, B.E.2535 and Article 41 (d) of Article of Association of the Company for an appointment of the External Auditor and remuneration of 2020.

The Audit Committee's Opinion: The Audit Committee has considered and elected the following External Auditor from Dhrumniti Auditing Co.,Ltd. to be the Company's Auditor in the year 2020 for another year, totally 6 years and determined the remuneration rate to propose to the shareholders for approving;

1. Ms.Wannisa Ngambuatong, CPA No. 6838 or (signed on the Company's financial statements for the year 2014 – 2019, totally 6 years) or
 2. Ms.Sulalit Ardsawang, CPA No. 7517 or
 3. Mr.Thanawut Piboonsawat CPA No. 6699 or
 4. Ms.Thanyaphorn Tangthanopajai CPA No. 9169 or
 5. Ms. Chotima Kitsirakorn CPA No. 7318 or
 6. Ms. Chutinant Kopraserthaworn CPA No. 9201 or
- Another auditor who is approved by the Securities and Exchange Commission who would be assigned by Dhramniti Auditing Co.,Ltd.

Detail is as follows:

(Unit : Baht)	2020	2019	2018
Audit Fee	660,000	620,000	620,000
Reviewed Quarterly	155,000 /Quarter	135,000 /Quarter	135,000 /Quarter
Reviewed Yearly	465,000/Year	405,000/Year	405,000/Year
Total	1,125,000	1,025,000	1,025,000
Other Service	175,000	142,637	126,653

The Audit Committee has proposed the auditor's remuneration to not exceed Baht 1,300,000 which is regarded as the reasonable rate.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the shareholders' meeting to appoint the auditor from Dharmniti Auditing Co., Ltd. to be the Company's auditor due to their experience, standardized expertise, adequate independency without direct and indirect advantages or interests in term of finance and management, and consistency in auditing for 7 consecutive years. The Board also proposes the auditor's remuneration to not exceed Baht 1,300,000 per annum which reasonable.

The external auditors as proposed above have no relationship with nor conflict of interests with the Company / subsidiary / the executive management / major shareholders nor other relatives with them neither.

Agenda 7 To consider and approve the suspension of dividend payment from the operating results for the year ended December 31st, 2019

Facts and rationale: To comply with the Public Limited Company Act, B.E.2535, the dividend payment must be approved by the annual general meeting of shareholders. The Company has set up a dividend payout policy to its shareholders at a rate of no less than 40% of the Company's net profit after deduction of corporate income tax. However, the dividend payment may subject to become a lower rate than aforementioned depending on the Company's necessity to use the net profit for its business expansion. In considering a dividend payment, the Company will take into account the operating results, liquidity, cash flow, financial position including condition and limitation to pay dividend stipulate in agreements together with future investment plan and funding as well as other factors that the Board of Directors deems appropriate.

According to the Company's operating result in 2019, the Board has considered and proposed to the shareholders' meeting to consider and approve to abstain from dividend payment for the fiscal year 2019 due to incapability to secure profit as target, negative operating result and the necessity to reserve cash for management purposes.

Opinion of the Board of Directors: The Board of Directors has deemed it appropriate to propose the omission of the dividend payment for the fiscal year 2019 to the shareholders' meeting as the Company has to reserve cash for operation and to support business.

Agenda 8 To consider the other matters (if any).

We truly appreciate your present at the Annual General meeting as on the date, time and venue indicated. The Shareholders or the proxy holders can register and submit the documents or evidences for inspection at the place of the meeting from 12.30 hours onwards. If the shareholders cannot attend the meeting, please fill and sign the proxy form prepared by the Company for an authorized person/party to attend the meeting and vote. The said forms are type B proxy form which clearly specifies all details of the proxy appointment. In addition, the Company also provided the type A proxy form, which is a general, easy and not complicated and type C proxy form for foreigner shareholders to authorize the custodian in Thailand whose name holding the shares to attend the meeting and vote. You may choose only one of the specified proxy forms (type A, B or C) and download the form from the Company's website at www.bodyglove.co.th

Sincerely yours,
BGT Corporation Public Company Limited



(Dr. Nopdol Tumwattana)
Chairman of the Board

Documentation for Agenda 1To certify the minutes of the Annual General Shareholders Meeting No. 1/2019Minutes of the Annual General Meeting of Shareholders No. 1/2019

of

BGT Corporation Public Company Limited

Place of Meeting : 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510

Date of Time : Monday, April 29th, 2019 at 14.30 hrs.

Directors Present

- | | |
|---------------------------------------|--|
| 1. Dr. Nopdol Tumwattana | Chairman of the board |
| 2. Mr. Goh Kok Cheng | Director, President / Chief Executive Officer |
| 3. Mr. Panu Kongtan | Director, Independent Director and Audit Committee |
| 4. Mrs. Mullika Tumwattana | Director |
| 5. Assoc. Prof. Dr. Nantarika Chansue | Director |
| 6. Mr. Goh Kok Beng | Director |

Directors Absent

- | | |
|--|---|
| 1. Pol. Gen. Sereepisuth Temeeyaves | Director, Independent Director, Chairman of Audit Committee |
| 2. Professor Emeritus Dr.Surapone Virulrak | Director, Independent Director and Audit Committee |

There were 6 directors from 8 Board members in total attended the meeting representing 75 percent in proportion.

The company has no other committees.

Related Executive Officer

- | | |
|--------------------------------|--|
| Miss Waristha Thapanasakunvong | Chief Financial Officer and Secretary to the Meeting |
| Mr.Steve Gould | Chief Operation Officer |

Associated Attendant

- | | |
|--------------------------|---|
| Miss Wannisa Ngambuatong | Auditor, Dharmniti Public Limited Company |
|--------------------------|---|

The representatives of shareholders acting as witness for voting.

- | |
|-------------------------|
| Miss Methira Thongsuwan |
|-------------------------|

Shareholders Present

There were 13 shareholders attending in person and 13 shareholders by proxies representing 233,594,124 shares, equal to 64.25% of the total shares issued. The shareholders who attended the meeting owns over one-third of the total shares which are 363,519,904 (three hundred and sixty three million five hundred nineteen thousand and nine hundred and four shares) sold by the company thus constituting a quorum of the Meeting.

Dr. Nopdol Tumwattana (Chairman) welcomed the shareholders to the Annual General Shareholders meeting for the year 2019. This is the 12th year since 11th of December 2007 that the company has been registered with the Stock Exchange of Thailand. The company has an authorized capital of 256,659,032 baht. (Ordinary share 513,318,064 baht, 0.50 baht per share) paid up capital of total 181,759,952 baht (Ordinary share 363,519,904, 0.50 baht per share)

Moreover the Chairman informed the Meeting that the detail of this meeting was published in company website and invited the shareholders to propose agenda of Annual General Meeting of Shareholders 2019 in term of necessary matter to the company consider electing the person who is qualified along with the legal tender which concern rules of the company since December 18th, 2018. But there were no additional agendas and qualified person proposed by shareholders in this meeting.

The Chairman then informed the Meeting as to procedural guidelines applied as the rules for vote casting on each agenda, which could be summarized as follows:

1. Each shareholder had 1 share for 1 vote.
2. The Meeting and voting would convene in accordance with the agenda prescribed in the invitation of this meeting, included of 9 agendas.
3. In case of voting, the Chairman would ask for the shareholders' approval after proposing and considering each agenda. If any shareholder showed his hand to disapprove or abstain in any agenda, the Chairman would ask the shareholders to vote in the ballot given to them when registering. The Company's officer would collect such ballot to summarize the voting results so the shareholders cannot vote after the Chairman informed the said results to the Meeting.

However, in Agenda no. 4 and no.5 regarding the appointment of Directors, although nobody showed his/her hand, the Company would comply with the SEC recommendation that every shareholder had to vote in the ballots given to each shareholder when registering. The Company's officer would collect such ballot to summarize the voting results and the Chairman would inform the said results to the Meeting.

Resolution in each agenda must be adhered to the majority side of all the shareholders who attended the meeting with the right for voting.

4. After the Meeting, shareholders and proxies were requested to return all the ballots to our staff in front of the meeting room.

Any shareholders, who wish to raise question before making a decision or resolution in any agenda, must, on an agenda by agenda basis and identify themselves.

The Chairman then proposed that the Meeting to consider the matters on the following agendas;

Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders no. 1/2018

The Chairman proposed the Meeting to consider the Minutes of the Annual General Meeting of Shareholders No. 1/2018 held on Friday 27th April, 2018, the copies of the minutes had been distributed to all the shareholders before this meeting is held, total 9 pages appeared in page 5 -14, in the invitation letter.

The Chairman inquired the meeting if there are any further inquiries. No one opposed or rejected the Minutes of the Annual General Meeting of Shareholders No.1/2018. So, the chairman asked the meeting to vote. The voting result summarized as the resolution was as follows:

Resolution: The Minutes of the Annual General Meeting of Shareholders No. 1/2018 was certified.

The chairman announced the voting result as follows:

- The numbers of attendants are 233,594,124 shares, equivalent to 100 %
- Approved 233,594,124 shares, equivalent to ...100... % of all the votes of the shareholders attended the meeting.
- Disapproved..... shares equivalent to of all the votes of the shareholders attended the meeting.
- Abstained shares equivalent to..... of all the votes of the shareholders attended the meeting.
- Voided ballot.....votes

Agenda 2 To acknowledge the Company's operation result in the fiscal year 2018

Miss Waristha Thapanasakunvong, The Director of Financial Administration of BGT corporation PLC reported the Company's operation result in the fiscal year 2018 to the General Meeting as following details:

The Company's business performance ended on December 31st, 2018 compared to year 2017 was as follows:

(Million: Baht)	2017	2018	YOY % Change
Total Revenue	848.79	716.22	(15.62)
Sales Revenue ¹	843.25	714.27	(15.30)
Other revenues	5.55	1.96	(64.72)
Gross Profit ²	399.43	328.84	(17.67)
EBITDA	79.69	23.93	(69.97)
Operating Profit	44.79	(6.75)	(115.07)
Net Profit ³	30.72	(7.71)	(125.10)
Earnings per Share (EPS)	0.08	(0.02)	(125.00)
Average weighted (share)	362,221,128	363,519,904	0.36

Remark:

1. Revenue from sales decreased by 15.30% as the sales target was not meet and the decrease in consumer purchasing power.
2. Gross profit decreased by 17.67% (the gross profit of 2018 was equivalent to 46.04% and the gross profit of 2017 was 47.37%) because an increase in allowance for the decline in value of inventories of Baht 14.85 million which cause the higher cost of goods sold.
3. Net profit decreased by Baht 38.43 million or equivalent to 125.10% due to the decrease of revenue from sales by 15.30% and the drop of gross profit by 17.67%.

The numbers of shops and counters as of December 31st, 2018 compared to year 2017

No.	2017	2018 Open	2018 Close	2018	Change
Shop	87	2	(9)	80	(7)
Counter	81	0	(12)	69	(12)
Total	168	2	(21)	149	(19)

The Chairman asked if the Meeting had any questions but there was no question from the Meeting. This agenda item was for acknowledgement, therefore there was no vote casting.

Resolution: Acknowledged the Company's operation result in the fiscal year 2018

Agenda 3. To consider and approve the statements of financial position and statements of comprehensive income for the year ended on December 31st, 2018 and External Auditor's report

Miss Waristha Thapanasakunvong proposed the Meeting to consider the balance sheet and financial statement and comprehensive profit and loss statement which were already verified of the year ended on December 31st, 2018 approved by the auditing committee team and the boards of company. It was showed in the fiscal year 2018 from Page 65-110.

Separated Financial statement

1. Total Assets are Total Assets of 607.43 million baht consisted of non-current assets 274.59 million baht and current assets 332.84 million baht as compared to fiscal 2017 with total assets of 670.98 million baht consisted of non-current assets 287.54 million baht and current assets 383.44 million baht
2. Total liabilities of 119.51 million baht consisted of non-current liabilities 44.05 million baht and current liabilities 75.46 million baht as compared to fiscal 2017 with total liabilities of 172.07 million baht, consisted of non-current liabilities 59.30 million baht and current liabilities 112.77 million baht.
3. Shareholder equity was 487.93 million baht and in year 2017 was 498.91 million baht
4. Change ratio of financial statement as of Decemeber 31st, 2018 and the fiscal year 2017, as follows:

Current Assets	(13.20)%
Non-current assets	(4.50)%
Total Assets	(9.47)%
Current Liabilities	(33.08)%
Non-current liabilities	(25.73)%
Total liabilities	(30.55)%
Shareholder equity	(2.20)%

The Chairman asked if the meeting had any inquiries. None of shareholders asked. So, the chairman asked for the resolution.

Resolution: Approved the balance sheet and the comprehensive Profit and Loss statement ended at December 31st, 2018 and the external auditor's report.

The Chairman announced the voting as follows

The number of shareholders attended the meeting 233,594,124 shares, equivalent to 100%

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to ...-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

Agenda 4. To consider and approve the appointed of the new Directors to replace those vacated by expiration.

The Chairman informed the Meeting that to comply with the section 71 of the Public Limited Company Act, B.E.2535 and Article 17 and 18 of Article of Association of the Company regards "Every Annual Ordinary Meeting, one-third of Directors shall vacate their offices, whereby the Director who has held office for the longest service shall be prior vacate his/her office. In the event that the number of Directors cannot be exactly divided into one-third, the ratio which is most near to one-third shall apply. Directors vacating offices may be reelected."

However, in Agenda no.4 regarding the appointment of Directors, although nobody showed his/her hand, the Company would comply with the SEC recommendation that every shareholder had to vote in the ballots given to each shareholder when registering. The Company's officer would collect such ballot to summarize the voting results.

The following are the list of Directors who were vacated by expiration.

- Dr.Nopdol Tumwattana
- Associate Professor Dr.Nantarika Chansue
- Mrs.Mullika Tumwattana

Considering these persons are highly experienced and proficient in various business affairs. They have well-known work experiences, therefore, the meeting voted for the Directors who were vacated by expiration to continue working in their positions for another term.

The Chairman asked if the meeting had any inquiries. None of shareholders asked. So, the chairman asked for the resolution.

Resolution The Meeting approved the appointment of those 3 Directors as the Company's Directors for another term with the following votes:

1. Dr.Nopdol Tumwattana

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

2. Associate Professor Dr.Nantarika Chansue

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

3. Mrs.Mullika Tumwattana

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to ...-.... % of all the votes of the shareholders who attended the meeting and exercised their votes
- Voided ballot.....-.....votes

Agenda 5. To consider and approve to increase of number of directors and the appointment of new directors

The Chairman declared to the Meeting Presently the Company's board of director composes of 8 members. The Company propose to increase number of board members and appoint new directors in order to increase the efficiency in corporate governance.

The Board of Directors has considered and resolved to propose the 2019 annual general meeting of shareholder to appoint two qualified persons nominated as new directors as follows:

1. Miss Dolnapa Tumwattana, as director
2. Mr.Tan Ooi Jin, as director, independent director and Audit Committee member

The board of directors considered through the selecting procedure that the nominated persons are qualified and beneficial to the company's business. The nominated candidate as independent director will provide opinions independently and in conformity with relevant rules and regulations. The Board of Directors deemed it appropriated to propose the shareholders' meeting to consider and appoint the nominated persons as directors.

The Chairman asked if the meeting had any inquiries. None of shareholders asked. So, the chairman asked for the resolution.

Resolution The Meeting approved an increase in number of directors and the appointment of new directors with 233,594,124 votes or equivalent to 100 % of all the shareholders who attended the meeting and exercised their votes as follows:

1. Miss Dolnapa Tumwattana

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to-.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

2. Mr.Tan Ooi Jin

- Approved.....233,594,124.....votes equivalent to ...100... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to-.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

Agenda 6. To consider and approve the remuneration for the Directors and the Audit Committee

The Chairman declared to the Meeting the remuneration for the directors and the audit committee of 2019 has been considered from the standard and compared to other listed company, which is appropriate to propose to the Meeting for considering and approve the remuneration as follows:

	Year 2019		Year 2018	
	Directors	Audit Committee	Directors	Audit Committee
Directors' Remuneration per Meeting				
Chairman	25,000	25,000	25,000	25,000
Directors	20,000	20,000	20,000	20,000
Monthly Remuneration				
Chairman	none	none	none	none
Directors	none	none	none	none
Pensions per Year				
Chairman	none	none	none	none
Directors	none	none	none	none

However, the total remuneration for 10 Directors shall not exceed 3 million baht (three million baht) per year, which the same rate of previous year.

The Chairman asked if the meeting had any inquiries. None of shareholders asked. So, the chairman asked for the resolution.

Resolution : The Meeting approved the remuneration for the Directors and the Audit Committee.

The Chairman had announced the voting as follows:

The number of shareholders attended the meeting 233,594,124 shares, equivalent to 100.00 %

- Approved.....233,594,124.....votes equivalent to ...100.... % of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to ...-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

Agenda 7. To consider and approve the appointed External Auditor for the fiscal year ended December 31st, 2019 and determine the rate of remuneration

The Chairman proposed to the Meeting for appointing the auditor for the fiscal year ending December 31st, 2019, according to the Public Limited Company Act, B.E.2535 and Article 41 of Article of Association of the Company.

The Chairman has considered and elected the External Auditor for the Company and determined the remuneration rate to propose to the shareholders for approving;

1. Ms.Wannisa Ngambuatong, CPA No.6838 or
2. Ms.Sulalit Ardsawang, CPA No. 7517 or
3. Mr.Pojana Asawasantichai, CPA No. 4891 or
4. Mr.Thanawut Piboonsawat CPA No. 6699 or
5. Ms.Thanyaphorn Tangthanopajai CPA No. 9169 or

Another auditor who is approved by the Securities and Exchange Commission who would be assigned by Dhramniti Auditing Co.,Ltd.

Detail is as follows:

(Unit : Baht)	2019	2018	2017
Audit Fee	620,000	620,000	580,000
Reviewed Quarterly	135,000 /Quarter	135,000 /Quarter	125,000 /Quarter
Reviewed Yearly	405,000/Year	405,000/Year	375,000/Year
Total	1,025,000	1,025,000	955,000
Other Service	175,000	126,653	143,495

From Dharmniti Co.,Ltd.

As External Auditor for the year 2019 with the remuneration not exceed of Baht 1,200,000.- per annum.

Regarding to the opinions of the directors. This was considered and proposed to the shareholders' meeting in order to ask for an approval as an auditor. Dharmniti Co.,Ltd is the external auditor for the year 2018.

Dharmaniti Co.,Ltd. is a well-known company with an experience of auditing for other companies, as well as, the readiness of persons and supporting network. So, the company can conduct the duty as the standard of international auditing. Besides, there is no any relationship or incident which may cause the conflict of interest to the company.

Dharmniti is the auditor of the company because having enough independence and no conflict of interest with the Company and has no direct or indirect benefit both for in terms of finance and administration. In this regard, the remuneration has been approved not exceed over 1,200,000 Baht per annum which is regards as the reasonable rate.

The above name list of auditor has no any relationship or interest with the company/ sub-company/ administrators/major shareholders or any relevant persons to those mentioned persons.

One of those mentioned auditors can conduct auditing and give the opinion towards the financial statement of company. And in case one of them cannot conduct the duty for Dharmniti Co.,Ltd, the company has to provide the qualified licensed auditor to act instead.

The Chairman asked if the meeting had any inquiries. None of shareholders asked. So, the chairman asked for the resolution.

Resolution: The Meeting had appointed both licensed auditors to be the Company's auditors for the year 2019 and had approved the payment of the remuneration.

The number of shareholders attended the meeting 233,594,124 shares, equivalent to 100 %

- Approved.....233,594,124.....votes equivalent to ...100...% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-....% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-..... votes equivalent to ...-....% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

Agenda 8 To consider and approve the suspension of dividend payment from the operating results for the year ended December 31st, 2018

The Company has a policy to pay dividends at the rate of not less than 40 percent of its net profit after the deduction of income tax. The Company may pay dividends at a rate lower than aforementioned in case the Company needs to use the said net profit for the Company's business expansion plan.

To comply with the Public Limited Company Act, B.E.2535, the dividend payment must be approved by the annual general meeting of shareholders. The Company has set up a dividend payout policy to its shareholders at a rate of no less than 40% of the Company's net profit after deduction of corporate income tax. However, the dividend payment may subject to become a lower rate than aforementioned depending on the Company's necessity to use the net profit for its business expansion. In considering a dividend payment, the Company will take into account the operating results, liquidity, cash flow, financial position including condition and limitation to pay dividend stipulate in agreements together with future investment plan and funding as well as other factors that the Board of Directors deems appropriate.

According to the Company's operating result for the year 2018, the Board of Directors has considered and resolve to propose the shareholders' meeting to omit the dividend payment for the fiscal year 2018 to reserve cash for operation.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the omission of the dividend payment for the fiscal year 2018 to the shareholders' meeting. Due to the fact that the Company has to reserve cash for operation and to support business expansion therefore the Company was unable to pay dividends for the year 2018 to shareholders.

The Chairman asked if the Meeting had any questions. There were questions as follows:

Thai Investors Association / Proxy holder / Mrs. Piyarat Chongwilaikasem: According to the lack of profit and dividend from the business operation, and on behalf of the minor shareholders, the Chairman was asked whether the Company had it marketing plan or expected to gain dividend for this year or the next year. Mrs. Piyarat also remarked that whether there would be a positive sign as there was COO from Body Glove joining the Company.

The Chairman / Dr. Nopdol Tumwattana: The previous year was quite challenged due to copyright and economic recession that consumer purchasing power was lower significantly. This year, the Company has been reorganization including an increase of 2 new directors. One of them is expertise in both local and international. The COO who had been working for Body Glove USA for a long time would support the Company in formulating guideline, merchandise and main strategies to increase and expanding product lines. After the strengthen internal reorganization, the Chairman expected to see the turning point within 12-15 months such as expanding stores to the clear target group and the right product strategies suitable for the market group.

Thai Investors Association / Proxy holder / Mrs. Piyarat Chongwilaikasem: Whether there are online channels.

The President / Dr. Nopdol Tumwattana: The Company also sold our products through online channel. However, the Company faced some restriction due to the brand owner abroad controlled the image of online media advertisement. Presently, Mr. Steve Gould would help the Company sort out and improve this channel as in the past the Company was complained for communicating brand image inconsistently with international brand image through online media. However, Mr. Steve Gould has joined the Company for only 2 months, we expected his fully dedication after 180 days. The Chairman asked if the Meeting had any questions but there was no question from the shareholders. The Chairman declared the Meeting adjourned.

Resolution: The Meeting approved the suspension of dividend payment from the operating results for the year ended December 31st, 2018 with the following votes:

The number of shareholders attended the meeting 233,594,124 shares, equivalent to 100.00 %

- Approved.....233,594,124...votes equivalent to ...100.% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Disapproved.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Abstained.....-.....votes equivalent to-% of all the votes of the shareholders who attended the meeting and exercised their votes.
- Voided ballot.....-.....votes

Agenda 9. To consider the other matters (if any).

-None-

The Chairman informed the Meeting if there were any other matters to be proposed by any shareholders.

There was no shareholder proposed any matter for consideration of the meeting.

The meeting adjourned at 15.46 hours.



Signed _____ Chairman of the Meeting
(Dr. Nopdol Tumwattana)



Signed _____ Secretary to the Meeting
(Miss Waristha Thapanasakunvong)

Documentation for Agenda 4**To approve the appointment of the new directors to replace those who vacate by expiration**

The Board of Directors shall considerably propose any eligible persons to be appointed as directors of the Company. By recommendation of the Board of Directors, the following qualified candidates were selected to be the company's directors; that is, these persons are highly experienced and proficient in various business affairs. They have well-rounded work experiences, broad vision, and are capable to serve as directors in a professional manner, which should add value in their capacity as a Company's director.

Profiles of the proposed directors to replace those who are vacated by expiration

1.Name Police General Sereepisuth Temeeyaves

Position Director, Independent Director and Chairman of Audit Committee

Hold the position of director, independent director and audit committee member since 2007 till the present, 12 years of services

Nationality : Thai

Age : 71 years

Shareholding (as of March 20th, 2019)
Held personally –None-
Held by spouse or minor children - None-



Address 164/87 Soi Kittichai, Bangkhunnon Road,
Bangkhunnon Sub-District, Bangkok Noi District, Bangkok 10170

Education qualifications / Training History

- B.S. Public Administration (Royal Police Cadet Academy, Thailand)
- Attended the Director Accreditation Program, Class 62/2006

Working Experience

June 2007 - present	Director, Independent Director and Chairman of Audit Committee	BGT Corporation Public Company Limited
2007 - 2008	National Police Chief	Royal Thai Police

Nominated position Director, Independent Director, Audit Committee

Meeting attendance in 2019 2/4 (Board of Directors Meeting) and 2/4 (Audit Committee Meeting)

Position of Director in Other Organizations

Listed company : –none-
 Non-listed Company : –none-

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company. Also this nominated person is not a professional service provider and have no significant business relation which may affect independence in duty committing.

2. Name Professor Emeritus Dr.Surapone Virulrak
Position Director, Independent Director and Audit Committee

Hold the position of director, independent director and audit committee member since 2007 till the present, 12 years of services

Nationality : Thai

Age : 76 years

Shareholding (as of March 20th, 2019)

Held personally –None-

Held by spouse or minor children - None-



Address 35/160 Noble House Phayathai, Phayathai Road,
Ratchathevee, Bangkok 10400

Education qualifications / Training History

- Ph. D. (Drama and Theatre), University of Hawaii
- M.A. (Drama and Theatre), University of Washington
- Attended the Director Accreditation Program, Class 62/2006

Working Experience

June 2007 - present	Director, Independent Director and Member of Audit Committee	BGT Corporation Public Company Limited
July 1995 - present	Director	Gold Master Public Company Limited

Nominated position Director, Independent Director, Audit Committee

Meeting attendance in 2019 3/4 (Board of Directors Meeting) and 3/4 (Audit Committee Meeting)

Position of Director in Other Organizations

Listed company : –none-
Non-listed Company : 1 company

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company. Also this nominated person is not a professional service provider and have no significant business relation which may affect independence in duty committing.

3. Name Mr.Goh Kok Beng

Position : Director

Hold the position of director since 2007 till the present and an authorized director of company as determined in a company certificate.

Nationality : Malaysian

Age : 58 years

Shareholding (as of March 20th, 2019)

Held personally : 47,297,450 shares (13.01%)

Held by spouse or minor children : - None-

Address 188 Suwinthawong Road, Minburi, Minburi, Bangkok 10510



Education / Training History

- Chung Ling High School (A Level)
- Certificate of attendance "Director Accreditation Program" (DAP) Class 65/2007 on August 7th, 2007

Working Experience

June 2007 - present	Director	BGT Corporation Public Company Limited
2002 - present	Director	Yen Group Holding Corporation Sdn Bhd
2002 - present	Director	Yen Club Asia Sdn Bhd
1999 - present	Director	Yen Group Properties (M) Sdn Bhd
1995 - present	Director	Yen Shoes (M) Sdn Bhd
1995 - present	Director	Irama Pilihan Sdn Bhd

Nominated position Director

Meeting attendance in 2019 2/4 (Board of Directors Meeting)

Position of Director in Other Organizations

Listed company : -none-

Non-listed Company : 5

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Definition of Independent Director and Audit Committee Member

BGT Corporation Public Company Limited has set the definition of Independent Director and Audit Committee Member aligning with rules and regulations of Securities and Exchange Commission and the Stock Exchange of Thailand. "Independent Director and Audit Committee Member" should obtain the following qualifications:

- (1) Holding no more than 1% of the Company's paid up capital, or that of an affiliated company, a related company or an associate company, including the shares holding by related persons.
- (2) Not involve in the day to day management of the Company, an affiliated company, a related company, an associate company; and not an employee, staff or an advisor receiving a regular salary from the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company.
- (3) Administrative operation of the Company, an affiliated company, a related company, an associate company, or major shareholders of the Company; and have no benefit or conflict of interest with reference to the aforementioned for 2 years during an accounting year prior to the appointment as Independent Directors or Audit Committee unless approved by the Board of Directors after careful consideration that such benefit or conflict of interest shall have no influence to the performance and ability to give opinion in an independent manner.
- (4) No relationship or being related to the Executives or major shareholders of the Company.
- (5) Not be appointed as a representative or to safeguard the interests of the Company's Directors, major shareholders or shareholders who are related to the Company's major shareholders.
- (6) Must be capable of his or her performing duties, giving his or her opinions or reporting the results of work performance according to the duties delegated by the Board, free and clear of the control of management or major shareholders of the Company including related persons or close relatives of the said persons
- (7) Not an Audit Committee of other corporates in the same industry
- (8) At least 1 person of Audit Committee must have adequate expertise and experience to review creditability of financial reports.

Profiles of Independent directors (for proxy holder of shareholder)

1.Name Police General Sereepisuth Temeeyaves
Position Director, Independent Director and Chairman of Audit Committee
Nationality : Thai
Age : 71 years
Shareholding (as of March 20th, 2019)
Address 164/87 Soi Kittichai, Bangkhunnon Road,
 Bangkhunnon Sub-District, Bangkok Noi District, Bangkok 10170

**Education qualifications / Training History**

- B.S. Public Administration (Royal Police Cadet Academy, Thailand)
- Attended the Director Accreditation Program, Class 62/2006

Working Experience

June 2007 - present	Director, Independent Director and Chairman of Audit Committee	BGT Corporation Public Company Limited
2007 - 2008	National Police Chief	Royal Thai Police

Meeting attendance in 2019 2/4 (Board of Directors Meeting) and 2/4 (Audit Committee Meeting)

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company and has no direct or indirect benefit.

However , Police General Sereepisuth Temeeyaves has the special interest in Agenda 4 of Annual General Meeting of Shareholders.

2. Name Professor Emeritus Dr.Surapone Virulrak
Position Director, Independent Director and Audit Committee
Nationality : Thai
Age : 76 years
Shareholding (as of March 20th, 2019)
Address 35/160 Noble House Phayathai, Phayathai Road,
 Ratchathevee, Bangkok 10400

**Education qualifications / Training History**

- Ph. D. (Drama and Theatre), University of Hawaii
- M.A. (Drama and Theatre), University of Washington
- Attended the Director Accreditation Program, Class 62/2006

Working Experience

June 2007 - present	Director, Independent Director and Member of Audit Committee	BGT Corporation Public Company Limited
July 1995 - present	Director	Gold Master Public Company Limited

Meeting attendance in 2019 3/4 (Board of Directors Meeting) and 3/4 (Audit Committee Meeting)

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company and has no direct or indirect benefit.

However ,Professor Emeritus Dr.Surapone Virulrak has the special interest in Agenda 4 of Annual General Meeting of Shareholders.

3. Name Mr. Panu Kongtan

Position Director, Independent Director and Audit Committee

Nationality : Thai

Age : 55 years

Shareholding (as of March 20th, 2019)

Address 268/12 Ratchada Suite Soi Sannibat - Tessa ban Chankasem
Chatuchak Bangkok 10900



Education qualifications / Training History

- Master of Business Administration (MBA), Prince of Songkhla University
- Bachelor of Science (B.Sc.), Prince of Songkhla University
- IOD Training “Director Accreditation Program” (DAP) Class 79/2009 (May 19th, 2009)
- Awarded License for Professional “Financial Advisor”

Working Experience

February 2009 – present	Director, Independent Director and Member of Audit Committee	BGT Corporation Public Company Limited
July 16, 2013 – present	Executive Vice President Investment Banking	Country Group Securities Public Company Limited
May 2012 – July 15, 2013	Senior Vice President Investment Banking	Thai Strategic Capital Co., Ltd.
August 2011 - April 2012	Executive Vice President of Corporate Finance	Finansia Syrus Securities Public Company Limited

Meeting attendance in 2019 4/4 (Board of Directors Meeting) and 4/4 (Audit Committee Meeting)

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company and has no direct or indirect benefit or special interest whatsoever in this AGM agenda proposed.

Documents or evidence for shareholder entitled to attend the meeting

The policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, would improve transparency, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer or driving license), and if the shareholder has changed the name or last name, the evidence of the name change must also be presented; or
- (b) In case of proxy, a copy of identification card of the shareholder and a copy of identification card or passport (in case of a foreigner) of the proxy. A copy of document must be certified true copy.

1.2 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) In case of proxy, a copy of passport of the shareholder and a copy of identification card or passport (in case of a foreigner) of the proxy. A copy of document must be certified true copy.

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) A copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy. A copy of document must be certified true copy.

2.2 Juristic person registered outside of Thailand

- (a) Corporate affidavit; and
- (b) A copy of Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including a copy of identification card or passport (in case of a foreigner) of the proxy. A copy of document must be certified true copy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

For original documents prepared in any language, other than the English language, an English translation is needed and must be submitted together with the original documents. The shareholder or the authorized director(s) must also certify that translation as a true and correct one.

A proxy holder shall present his/her identification card or passport to our staff for registration.

A shareholder or a proxy holder may register and submit the required documents or evidence for inspection at the meeting from 12.30 - 14.30 hours on April 29th, 2020.

The proxy form as per the attachment no. 10 is a form that specifies various items to be assigned with clear details (Form B). In addition, there are the simple and complex proxy form (Form A) or proxy form for foreign investors and appointed a custodian in Thailand as a depositor and supervising shares (Form C). The above-mentioned proxy form can be download from the Company's website www.bodyglove.co.th.

Remark

If any shareholder cannot attend the Annual General Shareholders' Meeting 2020, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the entire set of duly completed proxy form together with the evidence showing your identity to;

The Company Secretary

BGT Corporation Public Company Limited

**At no. 188 Suwinthawong Road,
Minburi, Minburi, Bangkok 10510**

Tel. +66 2540 2888

Fax. +66 2540 1953

CODE OF PRACTICE FOR SHAREHOLDERS' MEETINGS

In order to comply with the policy of the Board of Governors of the Stock Exchange of Thailand, Re: Guidelines for Shareholders' Meeting of the Listed Companies, effective from 20 February 1999, and the Notification of the Business Development Department, Re: Prescription of Proxy Form (No. 5) B.E. 2550, effective from 23 February 2007 onwards and as the Company will hold its shareholders' meeting for the first time after it has become a listed company in the MAI, the Chairman has considered and ordered to prepare this Code of Practice for Shareholders' Meetings as the guidelines for the shareholders to follow in the Annual General Meeting of Shareholders No. 1/2008 and in the subsequent Shareholders' Meetings with a view to conducting the shareholders' meetings in good order and to be consistent with the said policy of the Board of Governors of the Stock Exchange of Thailand.

Section 1. In this Code of Practice for Shareholders' Meetings, except as otherwise expressed:

"Shareholder" means a shareholder of BGT Corporation Public Company Limited or the proxy holder of a Shareholder, as the case may be.

"Chairman" means the Chairman of the Shareholders' Meeting.

"Meeting" means a Shareholders' Meeting.

"Share Register Closing Date" means the share register closing date for the right of the shareholders to attend the Meeting.

"Attachment" means document or evidence showing identity of the shareholder or proxy holder attached hereto and made a part hereof.

Section 2. Subject to Sections 3, 4 and 7 of this Code of Practice, the Shareholders whose names appear in the share register on the Share Register Closing Date shall be entitled to attend the Meeting until the completion of the Meeting.

Section 3. The Shareholders wishing to attend the Meeting must produce the documents or evidences as prescribed in the Attachment to the Chairman or the person assigned by the Chairman before attending the Meeting. A Shareholder may appoint a person who is *sui juris* to attend and vote in the Meeting for him/her in handwriting or by typing the clear and complete wordings and affixing his/her and the proxy holder's signatures in the proxy form attached to the Notice of Shareholders' Meeting and showing I.D.Cards and submitting copies of other documents prescribed in the Attachment to the Chairman or the person assigned by the Chairman before attending the Meeting.

Section 4. The Company shall arrange for examination of the documents and registration of the persons attending the Meeting from 12.30 hours to 14.30 hours at the place of Meeting to verify the validation of the documents or evidences in Section 3.

After the said period of time, the Company shall suspend the registration. However, the Chairman shall have a discretion to allow registration for the person who cannot register within the said period of time.

Section 5. There must be at least 25 Shareholders or not less than one-half of the total Shareholders and holding not less than one-third of total issued and outstanding shares to constitute a quorum.

Before commencement of the Meeting, the Chairman shall inform the Shareholders the number of Shareholders attending the Meeting and the number of shares held by such Shareholders and whether or not the number of Shareholders constitutes the quorum.

Section 6. The Chairman shall conduct the Meeting in accordance with the agenda¹ prescribed in the Notice of the Meeting.

Section 7. In casting the votes, each share shall have one vote. A Shareholder who has a special interest in any agenda shall not be entitled to vote in such agenda, except that with regard to appointment of the directors.

¹ Unless the Meeting passes resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of Shareholders present at the Meeting.

Before casting the votes, the Chairman shall inform the Meeting of the name of a Shareholder who has a direct or indirect special interest in such agenda (if any) and the number of shares held by such Shareholder and request such Shareholder not to cast his/her votes in such agenda.

Section 8. The resolution of Meeting shall require the majority votes of the Shareholders attending and casting their votes, unless otherwise stipulated by the laws or the Company's Articles of Association or rules of the Securities and Exchange Commission or the Stock Exchange of Thailand.

Section 9. Voting shall be made openly by a show of hand² or by other appropriate open voting methods.

If a Shareholder is present by himself/herself to cast the votes on an open voting basis in each agenda, the Chairman may ask the Meeting whether the Shareholders shall disagree, or have different opinion or abstain, and request such Shareholders to raise the hands to express their wishes, as the case may be, and to fill in the ballot cards. The Company's officer shall receive the ballot cards from such Shareholders. It shall be deemed that the Shareholders who do not raise their hands agree with such agenda.

In casting the votes by the proxy holders in each agenda, the Chairman shall comply with the foregoing paragraph simultaneously with the casting of votes by the Shareholders in the foregoing paragraph. The Company's officer shall examine the proxy forms immediately. In the case where the proxy grantors have already fixed their votes particularly in the proxy forms submitted to the Company's officer upon registration, the votes shall be deemed as shown in the proxy forms without filling in the ballot cards.

Upon proceeding in accordance with paragraphs 2 and 3 above, the Company's officer shall count the votes and inform the result to the Chairman. The Chairman shall then inform the Meeting the number of Shareholders who agree, disagree and abstain to the Meeting.

In any agenda, if there is no objection, disagreement or abstention, the Chairman may inform the Meeting that the Meeting has unanimously resolved to approve such agenda without having the Shareholders fill in the ballot cards.

In casting the votes, a Shareholder may split his/her vote in each agenda, i.e., specify the number of votes for agreement, disagreement and abstention.

Section 10. In the case of having any objection or concern regarding the compliance with Sections 3 and 4 of this Code of Practice, the Chairman shall have power to make a decision.

This Code of Practice shall apply to the Annual General Meeting of Shareholders No. 1/2008 of the Company onwards in order that the Meetings shall be conducted under the same guidelines and standard.

By the commandment of Chairman of the Board

To prepared by
Dr. Nopdol Tumwattana
March 10th, 2020

² Not less than 5 shareholders may request and the Meeting may resolve to vote on a poll, by which the Chairman shall fix the methods to vote on a poll.

The company's rule involving shareholder's meeting

Category 6 The shareholder's meeting

32. The committee must manage the meeting as annual general meeting
33. The other shareholder's meeting exception the annual general meeting is called the extraordinary general meeting.
34. The extraordinary general meeting was organized follow as:
 (1) The committee can organize the meeting al of time or
 (2) the shareholders had the shares that possesses not below 1 of 5 part of all of shares that distributed or the shareholders had people not below 25 people who had the shares about 1 of 10 part of all of shares , All of above can gather name to create the letter explaining reason for organizing the meeting
 And the committee will organize the extraordinary general meeting (OGM) within 1 month since the shareholder have got the an invitation to meeting.
35. To call shareholders, the committee would manage the meeting follow as:
 (1) to manages about an invitation to meeting which indicates the location , date and times and the agenda that edited the specific topics of suitable details for allowance and consideration including to the committee opinion , and
 (2) To send the invitation the meeting to shareholders within 7 days before the meeting was organized
 (3) To advertise the invitation to meeting in public by posting in newspaper within 3 days before the meeting was organized.
36. In the meeting, the shareholders must give right to vote to person that take part of meeting and vote instead of the share's owning.
 The authorization of right must be texting and sign their names for ensuring that person having the right to attend before the meeting was organizes
37. the shareholder's meeting, The meeting must have the shareholders or person who have right to attendant the meeting was not below 25 people or half of the shareholders attend which must count the shares not below 1 of 3 part of all of the shares that was possessed would be the quorum exception the shares that the company possessed wouldn't be the quorum.
 On condition that the time that the shareholders appointed was over 1 hour but the shareholder didn't attend the meeting to be quorum completely in the rule, first section
 (1) If the meeting was requested to appointment by the shareholders , the meeting would stop
 (2) If the meeting weren't organize because shareholders requested the committee to organize the new meeting by sending the invitation to meeting within 7 days before the meeting was organized but didn't post in newspaper.
 In this case, the meeting weren't force to get all pf the quorum but it depended on the rule 36, first section
38. The president has the duty to control the meeting in the company's rule involve the shareholder's meeting and meeting operation depend on rules and specific agenda in the invitation to meeting exception the meeting's attendees had the resolutions to change the agenda which involved the vote about 2 of 3 part of all of shareholders and person who has right to attend the meeting.
 When the meeting had already considers in first section, the shareholders or person has right to attend that has the shares about 1 of 3 part of all shares could request other topics apart from the invitation to meeting was edited.
 In the case of meeting consideration wasn't finish in time, must use the company's rule in first section or second section and possibly postpone the consideration of meeting which must specify the location, date and time and the all of agenda to other shareholders within 7 days and must advertise the news in public by posting on newspaper for 3 days continuously before the meeting was organized in 3 day.
39. The resolution of shareholders consists of the vote follow as;
 (1) In generally, to hold the most of shareholder vote in the shareholder's meeting, the vote will count one vote be one share
 In case of the vote was count in equal, the president will get one more vote to detine the situation that is called casting vote.
 (2) In this case follow below must hold the vote not below 3 of 4 parts of all of shares that attended the meeting and had the right to vote, one share is one vote.
 (1) To sell or transfer al business or part of the business to others.
 (2) To buy or occupy the other business be the part of company's business.
 (3) To make, correct or terminates the renting contracts, instalment contract or leasing contract that is possessed by the company's business.
 (4) To assign duty to manage the whole business.
 (5) To combine the business with other which has the purpose in income – losing dividing
 (6) To correct, change or edit addition in the memorandum of association or company's rules.
 (7) To get more investment or decrease investment.
 (8) To transact the debenture in section 145 of Public Limited Company Act B.E. 2535
 (9) To take over other company to be part of business in section 146 of Public Limited Company Act B.E. 2535 or
 (10) To terminate the business in section 154 of Public Limited Company Act B.E.2535

(11) To restructure its debts by issuing new shares for debt repayment upon the securitization project to section 54/1 of Public Limited Company Act (Second Amendment B.E. 2544)

Through the shares were occupied by company's possession, the company wasn't give the right to vote and wasn't count the score of the resolution.

40. The secret vote in the shareholder's meeting will be held by the shareholders who have the shares requested and the other's shareholders agreed with the most vote that got from other's shareholders in the meeting and have right, one share is one vote.

41. The activities in annual general meeting must follow as:

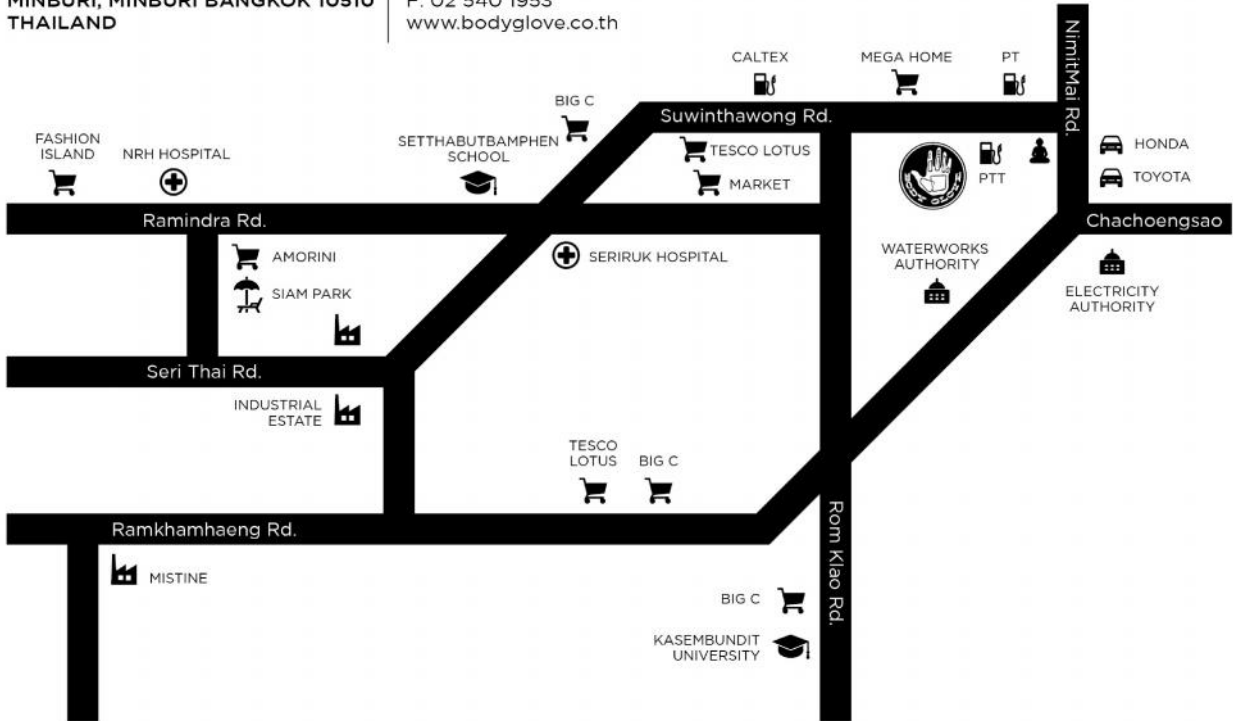
- (1) Considers and knows the report of annual general meeting that the committee submit to the meeting involving the last business operation
- (2) Considers and approves the budget involving income and losing budget.
- (3) Considers to select the committee instead of retired person.
- (4) Considers to appoint the auditor and indicate the compensate for auditor.
- (5) Considers for other's business.

Map for BGT Annual General Meeting
BGT Corporation Public Company Limited
188 Suwinthawong Road
Minburi, Minburi
Bangkok 10510 Thailand
Tel: 02-540-2888 Fax: 02-540-1953



188 SUWINTHAWONG RD.
MINBURI, MINBURI BANGKOK 10510
THAILAND

P: 02 540 2888
F: 02 540 1953
www.bodyglove.co.th



(ปิดอากรแสตมป์ 20)
(Affix 20 Baht duty stamp)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

Shareholders Registration No. _____

Written at _____

Date _____ Month _____ Year _____

(1)

(1) I/We Nationality

Address

(2) บริษัท บีจีที คอร์ปอเรชั่น จำกัด(มหาชน) (" ")

(2) being a shareholder of **BGT Corporation Public Company Limited (the "Company")**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....

holding a total of shares and having the right to vote equal to votes, as follows:

.....
ordinary share shares and having the right to vote equal to votes.....
preference share shares and having the right to vote equal to votes

(3)

(3) hereby appoint

 1.

Name age years, residing at No.

Road Tambol/Sub-district Amphur/District

Province Postal Code หรือ or

 2.

Name age years, residing at No.

Road Tambol/Sub-district Amphur/District

Province Postal Code หรือ or

 3.

Name age years, residing at No.

Road Tambol/Sub-district Amphur/District

Province Postal Code

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม

หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the

on at at

or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholders to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 (4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:-

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2562

Agenda Item 1 Consider to acknowledge on minutes of annual ordinary shareholders' meeting no. 1/2019

- ()
 (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
 ()
 (b) To have the proxy holder vote as per my/our intention as follows:-
 /Approve /Disapprove /Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทในรอบปีบัญชี 2562

Agenda Item 2 Consider to acknowledge on the result of operations for the fiscal year 2019

- ()
 (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
 ()
 (b) To have the proxy holder vote as per my/our intention as follows:-
 /Approve /Disapprove /Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562 และ
 รายงานของผู้สอบบัญชี

Agenda Item 3 Consider to approve on the statement of financial position and statement of comprehensive income as ended December 31st, 2019 and External Auditor's Report

- ()
 (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
 ()
 (b) To have the proxy holder vote as per my/our intention as follows:-
 /Approve /Disapprove /Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda Item 4 Consider to re-appoint the Directors who are vacated upon expiration

- ()
 (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
 ()
 (b) To have the proxy holder vote as per my/our intention as follows:-
 / appointment of all directors
 /Approve /Disapprove /Abstain
 / appointment of certain directors
 1. /Approve /Disapprove /Abstain
 2. /Approve /Disapprove /Abstain
 3. /Approve /Disapprove /Abstain

5

Agenda Item 5 Consider to approve on the annual remuneration of Directors and Audit Committee

- ()
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ()
(b) To have the proxy holder vote as per my/our intention as follows:-
- /Approve /Disapprove /Abstain

6

ผู้สอบบัญชีสำหรับรอบปีสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda Item 6 Consider to appoint an External Auditor for the fiscal year ended December 31st, 2020 and determine the remuneration

- ()
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ()
(b) To have the proxy holder vote as per my/our intention as follows:-
- /Approve /Disapprove /Abstain

7

จ่ายเงินปันผลจากผลการดำเนินงานสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda Item 7 To Consider and approve the suspension of dividend payment from the operating results for the year ended December 31st, 2019

- ()
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ()
(b) To have the proxy holder vote as per my/our intention as follows:-
- /Approve /Disapprove /Abstain

8

()

Agenda Item 8 Consider other matters (If any)

- ()
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
- ()
(b) To have the proxy holder vote as per my/our intention as follows:-
- /Approve /Disapprove /Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้

The proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as shareholder.

(6)

พิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิก

In case that I/we have not specified my/our voting intention in any agenda 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 holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

/Signed	/Proxy Grantor
()	
/Signed	/Proxy Holder
()	
/Signed	/Proxy Holder
()	

 / Remark

1.

The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the meeting as a whole or individually and may not split the number of shares to several proxy holders for splitting votes.

2. เลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda for election of directors, directors may be elected as a whole or individually.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะ

If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form B. shall be used.

4.

The Shareholder may appoint anyone of the followings as the proxy to attend the meeting and vote on the shareholder's behalf

(1)
Pol.Gen. Sereepisuth Temeeyaves Independent Director and Chairman of the Audit Committee or

(2)
Professor Emeritus Dr.Surapone Virulrak Independent Director and member of the audit committee or

(3)
Mr.Panu Kongtan Independent Director and member of the audit committee

(รายละเอียดประวัติประธานกรรมการและกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

(Information of the chairman and Independent Director are shown in the enclosure no. 5)

Supplement to Proxy Form B.

() (" ")

The appointment of proxy holder by the shareholder of BGT Corporation Public Company Limited

At _____ on _____ at _____
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at _____ or at any adjournment thereof to any other date, time and place.

Agenda Item Subject:
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
(b) To have the proxy holder vote as per my/our intention as follows:-
/ Approve / Disapprove / Abstain

Agenda Item Subject:
(a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects.
(b) To have the proxy holder vote as per my/our intention as follows:-
/ Approve / Disapprove / Abstain

Agenda Item Subject:
Name of director
/ Approve / Disapprove / Abstain
Name of director
/ Approve / Disapprove / Abstain
Name of director
/ Approve / Disapprove / Abstain
Name of director
/ Approve / Disapprove / Abstain

To Shareholders,

BGT Corporation Public Company Limited realizes the importance of the environment to help reduce global warming. The Company, therefore reduces paper usage by distributing the Annual Report 2019 accessible via QR Code. Shareholders can download the Company's Annual Report in the electronic file format through the QR Code appear on this Invitation Letter. A shareholder wishes receive a book of Annual Report, please send your request by filling the formation below and send an e-mail to info@bodyglove.co.th. The Company will deliver to the shareholders later.

2019 Annual Report's Request Form

(Please write clearly in block letters)

.....

Name.....Surname.....

Company's Name.....

Address No.....Moo.....Soi/Village.....

Road.....Sub-district.....

District.....Province.....

Zip Code.....

I would like to request for the printed copy of the 2019 Annual Report, please send to the mentioned address.

Guidelines for Meeting Participants, Regarding the novel Coronavirus 2019 Outbreak

According to the spread of the new coronavirus disease outbreak (COVID-19), the Company is concerned about the situation. Therefore, please be informed the following preventive guidelines.

1. Shareholders who are at particular risk, such as recently traveling to or returning from high risk countries, developing respiratory symptoms. As such, the shareholders are advised to grant proxy to other person or independent directors of the Company to attend the meeting. The proxy form can be sent to Mr. Waristha Thapanasakunvong (Company Secretary), BGT Corporation Public Company Limited, No. 188 Suwinthawong Road, Minburi Sub-district, Minburi District. Bangkok 10510
2. The Company will provide supplies such as face mask and alcohol-based hand sanitizer gel at the entrance of the meeting room. In case a shareholder is suspect of having COVID-19, the Company reserves the right to refuse permission to access the meeting room. However, the shareholder is able to appoint any person or independent directors of the Company to be the proxy.

Please be inform accordingly and thank you for your corporation.