

(-Translation-)

BBGI PUBLIC COMPANY LIMITED

Part 1
Executive Summary

Part 1
Executive Summary

This executive summary is part of the registration statements and prospectus, which is the summary in relation with the offering, characteristic, and risks of the Company. Therefore, investors must study details information in the full registration statements and prospectus, which could be requested from underwriters and the Company, or study information from the registration statement and prospectus which have been filed by the Company with the Office of Securities and Exchange Commission (“the SEC”) at the SEC’s website (www.sec.or.th).

Executive Summary of Public Offering of Newly Issued Shares to Public
BBGI Public Company Limited
(Offering Period :

For eligible shareholders of BCP and KSL on a pre-emptive basis: 3 – 4, 7 – 8 March 2022
For retail investors, institutional investors, and our patrons: 9 – 11 March 2022)

Offering Details

- Offeror:** BBGI Public Company Limited (“**the Company**” or “**BBGI**”)
- Type of Business:** The Company performed through Holding Company within 1) the business of Biofuel including Ethanol, Biodiesel, and By-Product and 2) High Value Bio-Based Products in Health and Well-Being which utilizing advanced technology.
The advanced technology refers to the technology that the Group owns the intellectual property rights such as Synthetic Biology from Manus.
- Number of Offering Shares:** Up to 433,200,000 shares (representing in aggregate of up to 30.0% of the total issued and outstanding shares in the Company after the offering.
At the subscription period for the 433,200,000 shares, if the offering shares are over-subscribed, the Company may allocate over-allotment shares of up to 43,320,000 shares to investors (representing in aggregate of up to 10.0% of the offering size). In such case, the over-allotment agent will exercise its right to borrow up to 25,992,000 shares from BCP and up to 17,328,000 shares from KSL, in aggregate of up to 43,320,000 shares.
(Please find more information in Part 3.1 Securities Offering).
The final number of offering shares is determined at the Company’s discretion, as well as that of existing shareholders, and underwriters.

Preliminary Offering Structure:

Investor Type	Offered Shares (Share)	Offering Portion (%)
1. Eligible shareholders of BCP on the pre-emptive basis (approximately)	64,980,000	4.5
2. Eligible shareholders of KSL on the pre-emptive basis (approximately)	43,320,000	3.0
3. Retail investors, investors subject to the underwriters' discretion, and institutional investors (approximately)	324,900,000	22.5

Underwriting Condition: Firm Underwriting
 Best Effort

Offering Price: THB 10.50 per share

Offering Value: No more than THB 4,548,600,000 (Excluding over-allotment shares) or no more than THB 5,003,460,000 (Including over-allotment shares)

Par Value: THB 2.50 per share

Book Value: THB 6.82 per share, calculated from shareholders' equity in the reviewed consolidated financial statements of the Company for the year ended December 31, 2021, which equated to THB 6,904 million, divided by the number of outstanding shares prior to this offering of 1,012,800,000 shares.

Offering of Shares or Convertible Securities during the past 6 months prior to the submission of the listing application to the SEC until the offering date: No Yes

Relationship between the issuer and Financial Advisors and/or Underwriters: No Yes

As of December 31, 2021, the Company and its subsidiaries have entered into credit facility agreements with Krung Thai Bank Public Company Limited for the total credit amount of THB 3,960 million (Equivalent to 36.5% of our total credit amount from financial institutions). The outstanding amount of which as at December 31, 2021, was THB 2,375 million equivalent to 77.7% of our total outstanding loan from financial institutions.

Krung Thai Bank Public Company Limited is a major shareholder with 50.0% interest in Krungthai Zmico Securities Company Limited, our financial advisor and lead underwriter for this offering.

Rationale for Determination of the Offering Price and Financial Information Supporting the Valuation of the Offering Price:

The determination of the offering price for our offering shares was conducted through a book building process, which entails surveying demands for our ordinary shares from institutional investors at different price ranges where institutional investors are given an opportunity to submit their preferred price and number of shares to the underwriters according to Part 6.2.1. We and the underwriters have jointly determined the final offering price at THB 10.50 per share, considering the preferred price and number of shares submitted

by the institutional investors during the book building process. This offering price has met our target proceeds from the offering with sufficient demands to stabilize the price of our shares in the secondary market.

Based on our offering price, our earnings per share is THB 0.66 per share and our price to earnings ratio is approximately 16.11x, calculated based on our net income for the past 12 months (from the first quarter of 2021 to the fourth quarter of 2021) equaling THB 960.18, divided by all of our 1,446,000,000 ordinary shares on a fully diluted basis (assuming that all of the 433,200,000 newly issued ordinary shares are sold without over-allotments).

Average Price to Earnings Ratio of Listed Comparable Companies, both in Thailand and overseas, whose nature of businesses are similar to our business:

To provide supporting information on the valuation of the offering price, we have compared our P/E ratio with those of other listed companies whose nature of businesses are similar to our business, such as following companies:

Listed Companies	Ticker	Secondary Market	Average Market Price (THB/Share) ⁽¹⁾	Average P/E Ratio (Times) ⁽²⁾
1. Thai Agro Energy Public Company Limited	TAE	Stock Exchange of Thailand	2.59	47.03
2. Ubon Bio Ethanol Public Company Limited	UBE	Stock Exchange of Thailand	2.23	44.53
3. Global Green Chemicals Public Company Limited	GGC	Stock Exchange of Thailand	11.34	17.92
4. AI Energy Public Company Limited	AIE	Stock Exchange of Thailand	6.72	14.97

Source: www.setsmart.com

Note: ⁽¹⁾ Average market price per share for the 12 months, from February 12, 2021, to February 11, 2022, and the price per share is calculated from the volume weighted average price (VWAP) method.

⁽²⁾ Calculated based on the average P/E ratio for the 12 months, from February 12, 2021, to February 11, 2022.

However, the said P/E ratios were calculated based on financial conditions in the past without taking in consideration our current or future results of operations or profitability, and they do not purport to provide a direct comparison since they were calculated from different periods.

Shareholding Proportion of “Strategic Shareholders,” not being Subject to Silent Period:

217,500,000 shares which constitute 15.04% of total issued and outstanding shares of the Company after the offering of newly issued ordinary shares in this IPO

Secondary Market: SET MAI

Sector: Energy and Utilities

Listing Criteria: Profit test Market capitalization test

Use of Proceeds:

Use of Proceeds ⁽¹⁾		Approximate Amount (THB million)	Estimated Period
1.	Investment in biofuel business to improve operational efficiency of including <ul style="list-style-type: none"> - Acquire assets related to wastewater treatment from KSL Material Supplies Company Limited⁽¹⁾ 	380	Within 2022
2.	Investment in High Value Bio-Based Products in Health and Well-being including <ul style="list-style-type: none"> - Acquisition of newly issued shares in Bio Om Company Limited - Capital injection in Win Ingredients Company Limited to construct a production factory of High Value Bio-Based Products in Health and Well-being from Manus’s technology - Construction of contract development and manufacturing company (CDMO) - Investment or acquisition of the following business <ul style="list-style-type: none"> o Business related to research or production from advanced biotechnology o Business related to Production factory, distribution, or trademarks of High Value Bio-Based Products in Health and Well-being 	2,000	Within 2026
2.	Repayment of existing loan from financial institutions and corporate bond	1,300	Within 2024
3.	Working Capital	770.98	-
Total		4,450.98	-

Note: ⁽¹⁾ Additional information in Part 2.2.6 Future Projects

The foregoing use of proceeds are the best estimates of the Company with regards to the expected allocation of net proceeds that the Company will receive from this Offering, based on the current business plan and estimated expenses of the Company. The future business plans of the Company and actual expenses may vary from these estimates and the Company may find it necessary to reallocate the net proceeds from what has been described above. Therefore, our actual of net proceeds may be different from the use of net

proceeds discussed in the foregoing. The use of proceeds of the Company shall comply with the relevant regulations of the SEC and the SET.

Dividend Policy of the Company:

It is our policy to pay to our shareholders an annual dividend each year of at least 40.0% of net profits for the year, after deduction for any legal reserve requirement as required under applicable law and as further determined by the Company. Our board of directors will consider our ability to pay dividends based on applicable law and our Articles of Association, and with further consideration of economic conditions, our operating results and financial position, cash flow, investment plans, our compliance with debt covenants and reserves for debt repayments, working capital and other relevant considerations as it deems necessary and appropriate.

If the board of directors approves for the payment of annual dividend, it will be presented to the shareholders meeting of the Company, except for the interim dividend in which the board of directors may approve for such payment from time to time if the board of directors deems that the Company has the sufficient profits for making such interim dividend. Such payment of interim dividend shall be reported in the subsequent shareholders' meeting.

Details of the Securities Offeror:

BBGI was established by an amalgamation of BCP and KSL's biofuel businesses, leading biofuel producers in Thailand. BCP and KSL have agreed not to compete with the Company's bio-base business, either directly or indirectly, according to the BCP committee No. 5/2018 on 20 April 2018 and KSL committee No. 3/2017-2018 on 23 March 2018.

In 2021, the Company set a direction to expand its biofuel business into high value bio-based products in health and well-being. Moreover, to update non-complete clause between BBGI and shareholders, On 24 January 2022, BCP and KSL have amended the shareholders' agreement to include the new business or high value bio-based product into the non-complete clause. The revised non-complete clause includes (1) Ethanol business, (2) Biodiesel and glycerin business, (3) High value bio-based products from technology that only Manus owns the intellectual property rights, and (4) High value bio-based products in health and well-being which utilizing advanced technology (Please find more information in Part 9.2.3 Shareholders' Agreement).

Currently, the Company performed through holding company within (1) Biofuel business including ethanol, biodiesel, and by-products, (2) High value bio-based products in health and well-being which utilizing advanced technology. On 31 December 2021, BBGI had 4 subsidiaries including

1. KSL Green Innovation Public Company Limited ("KGI") is a manufacturer and distributor of ethanol, which 100.0% stake is held by BBGI.
2. Bangchak Bioethanol (Chachoengsao) Company Limited ("BBE") is a manufacturer and distributor of ethanol, which 85.0% stake is held by BBGI.
3. Bangchak Biofuel Company Limited ("BBF") is a manufacturer and distributor of biodiesel, which 70.0% stake is held by BBGI.
4. BBGI Utility and Power Company Limited ("BUP") is a supporting unit for utilities and power generation, which 100.0% stake is held by BBGI.

In addition, BBGI holds 51.0% in Win Ingredients Company Limited ("WIN"), a manufacturer and distributor of high value bio-based products. Although BBGI holds 51.0% in WIN, WIN is considered as a joint venture company since BBGI does not have control over WIN.

BBGI with its subsidiaries and joint venture company (the "Group") is a leading ethanol manufacturer and distributor in Thailand. The main customer is fuel trader under article 7 of the Fuel Trade Act 2000 such as BCP, The Shell Company of Thailand Limited ("Shell"), Esso (Thailand) Public Company Limited ("Esso"), and PTT Oil and Retail Business Public Company Limited ("OR"). The Group has 3 ethanol plants, located in Khon Kaen, Kanchanaburi, and Chachoengsao, with total production capacity of 600,000 liters/day

or total production capacity by share proportion of 577,500 liters/day. Ethanol business accounted for 35.1% and 32.6% of our total revenue and 36.0% and 11.6% of our total gross profit for the year end Dec 31, 2020 and 2021, respectively.

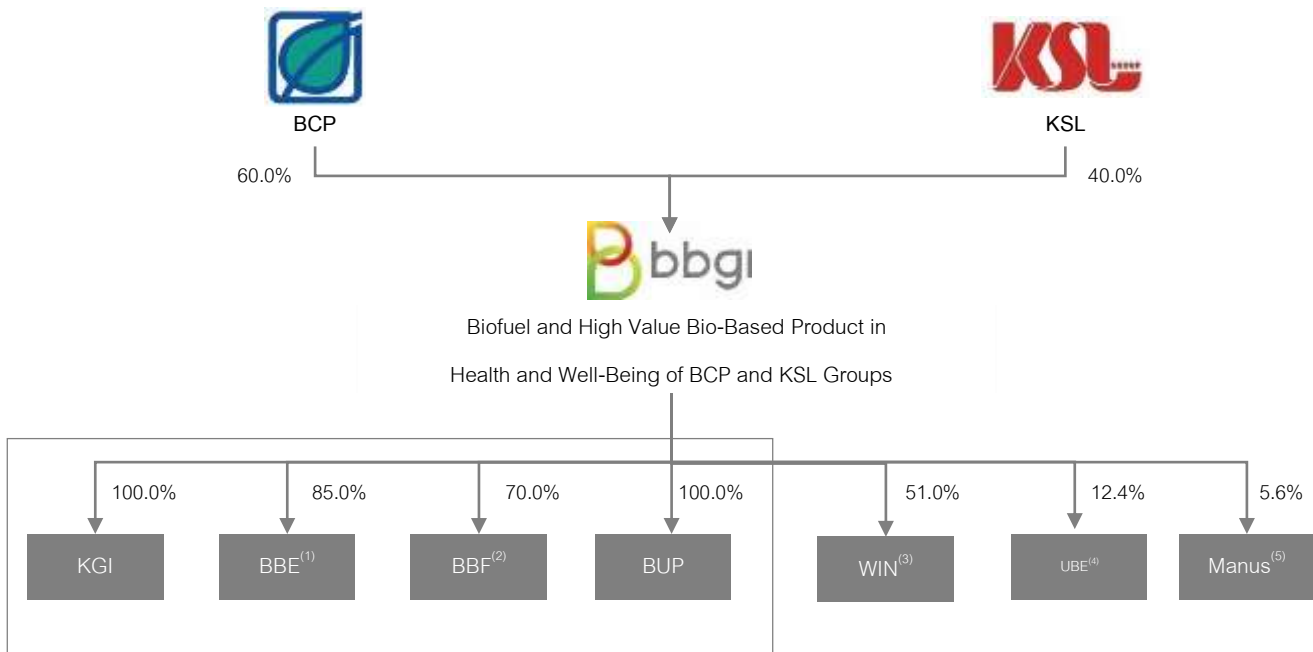
We are also a leading manufacturer and distributor of biodiesel, and the main customer is fuel trader under article 7 of the Fuel Trade Act 2000 such as BCP, Shell, Esso, and OR. BBGI has biodiesel plants, located in Ayutthaya, with total production capacity of 1,00,000 liters/day or total production capacity by share proportion of 700,000 liters/day. Biodiesel business accounted for 64.5% and 67.1% of our total revenue and 64.0% and 88.3% of our total gross profit for the year end Dec 31, 2020 and 2021, respectively.

In addition to its ethanol and biodiesel businesses, BBGI aims to be a leading firm in high value bio-based products in health and well-being. The sample products include natural sweetener, food ingredients, pharmaceutical ingredients, and cosmetic ingredients which are consistent with Bio-Circular-Green Economy model (“BCG”) 2021 – 2026 of Thai government. The goal of BCG is to drive the economic and lead Thailand to sustainable development. The Group started its high value bio-based products in health and well-being by investing in startups that are expert in advanced biotechnology, both domestic and international, to gain insightful and knowledge from those startups with an aim to implement in Thai and Asia markets.

Our ethanol and biodiesel businesses provide us with stable cash flows, and we aim to get additional cash flow from the high value bio-based products in health and well-being which is the target industry of the Ministry of Industry. Our total revenue was THB 10,059.7 million, THB 12,619.9 million, and THB 14,131.9 million for the years ended December 31, 2019, 2020 and 2021, respectively, resulting in a total gross profit of THB 885.1 million, THB 1,702.2 million, and THB 1,029.5 million for the years ended December 31, 2019, 2020 and 2021, respectively.

Corporate Structure:

The following chart shows share holding structure of the Company as of December 31, 2021.



Core Business

Other Business

Note:

- (1) Sima Inter Proudct Company Limited (“Sima”) holds another 15.0% stake in BBE, and Sima is not a connected person according to Connected Transactions in Tor.Jor. 21/2008 from SEC.
- (2) UAC Global Public Company Limited (“UAC”) holds another 30.0% stake in BBF, and UAC is not a connected person according to Connected Transactions in Tor.Jor. 21/2008 from SEC.
- (3) Manus holds another 49.0% stake in WIN, and Manus is not a connected person according to Connected Transactions in Tor.Jor. 21/2008 from SEC.
- (4) On 31 December 2021, UBE was listed on the SET, so BBGI’s stake in UBE has shifted from 21.3% to 12.4%, categorized as an investment according to financial statement as of September 30, 2021)
- (5) BBGI invested in convertible preferred shares of Manus, a company in the United States that operate advanced biotechnology business, in the amount of USD 25 million or THB 796 million accounting for 5.6% stake.

Major Shareholders:

The following table details certain information about our current principal shareholders as of January 6, 2022, and our principal shareholders after the Offering.

Name of shareholders	Ordinary shares prior to the offering (As of January 6, 2022)		Ordinary shares after to the offering (Assuming the new shares offered are fully subscribed)			
			Assuming the over-allotment agent does not exercise the over-allotment option		Assuming the over-allotment agent exercise the over-allotment option ⁽⁶⁾	
	Shares	%	Shares	%	Shares	%
1. BCP ⁽¹⁾⁽⁷⁾	607,679,988	60.0	607,679,988	42.0	581,687,988	40.2
2. KSL ⁽²⁾⁽⁷⁾	405,119,988	40.0	405,119,988	28.0	387,791,988	26.8
3. 3 Representatives from BCP ⁽³⁾	12	0.0	12	0.0	12	0.0
4. 3 Representatives from KSL ⁽⁴⁾	12	0.0	12	0.0	12	0.0
5. Eligible shareholders of BCP on a pre-emptive basis ⁽⁵⁾	-	-	64,980,000	4.5	64,980,000	4.5
6. Eligible shareholders of KSL on a pre-emptive basis ⁽⁵⁾	-	-	43,320,000	3.0	43,320,000	3.0
7. Public Investors	-	-	324,900,000	22.5	368,220,000	25.5
Total	1,012,800,000	100.0	1,446,000,000	100.0	1,446,000,000	100.0

Note: ⁽¹⁾ BCP, a listed company on the SET, engaged in the operation of oil refinery and marketing the finished products through its service stations.
On 14 February 2022, the top 10 major shareholders of BCP are as follow:

Top 10 major shareholders	Shares	%
1. Social Security Office	198,307,697	14.4
2. Vayupaksa Mutual Fund 1 Managed By KTAM	136,586,300	9.9
3. Vayupaksa Mutual Fund 1 Managed By MFC	136,586,300	9.9
4. Thai NVDR Co., Ltd.	102,032,869	9.9
5. Ministry of Finance	65,543,767	4.8
6. Bualuang Long-Term Equity Fund	44,177,900	3.2
7. South East Asia UK (Type C) Nominees Limited	38,067,198	2.8
8. Mrs. Somsong Lapananrat	26,733,700	1.9
9. Bagkok Life Assurance Public Company Limited	24,154,700	1.8
10. Bangchak Corporation Public Company Limited	19,238,000	1.4
Total for Top 10 Major Shareholders	791,428,431	57.5

Top 10 major shareholders		Shares	%
11.	Others	585,494,726	42.5
Total		1,376,923,157	100.0

Source: SET

- (2) KSL, a listed company on the SET, is a sugar-manufacturing company based in Thailand. On 14 February 2022, the top 10 major shareholders of KSL are as follow:

Top 10 major shareholders		Shares	%
1.	KSL Sugar Holding Company Limited	1,468,242,728	33.3
2.	Thai NVDR Company Limited	124,800,642	2.8
3.	Mr. Chanachai Chutimavorapand	115,355,499	2.6
4.	Mr. Chamroon Chinthammit	113,012,431	2.6
5.	Mr. Kamondanai Chinthammit	100,298,048	2.3
6.	Ms. Duangdao Chinthammit	99,799,954	2.3
7.	Ms. Duangkae Chinthammit	99,733,643	2.3
8.	Mr. Somchai Chinthammit	96,475,726	2.2
9.	Mr. Piripon Chinthammit	93,847,124	2.1
10.	CREDIT SUISSE AG, SINGAPORE BRANCH	89,698,136	2.0
Total for Top 10 Major Shareholders		2,401,326,831	54.4
11.	Others	2,008,905,788	45.6
Total		4,410,232,619	100.0

Source: SET and the Company

- (3) 3 Representatives from BCP are Mr. Kittiphong Limsuwannarot, Mr. Surachai Kositsareewong, and Ms. Wannasiri Trongtrakulwong who each own 4 shares of BBGI (No intention to adjust shareholding stake after the Offering).
- (4) 3 Representatives from KSL are Mr. Chalush Chinthammit, Mr. Chanachai Chutimavoraphand, and Ms. Kamornwan Chinthammit who each own 4 shares of BBGI (The number of shares may increase if exercising pre-emptive right).
- (5) Assuming the eligible shareholders of BCP and KSL on a pre-emptive basis exercises in full its right under pre-emptive offering to purchases shares from us.
- (6) Assuming the over-allotment agent fully exercises its rights to purchase shares from BCP and KSL. If there is an allocation of over-allotment shares, the over-allotment agent will borrow up to 25,992,000 shares from BCP and up to 17,328,000 shares from KSL, total of 43,320,000 shares.
- (7) BCP and KSL, shareholders of BBGI, are categorized as a strategic shareholder, and they agreed to locked-up all their shares (Excluding over-allotment portion) for 12 months after BBGI's first trading day detailed as follows;
- 1) Total shares of 795.3 million shares (equivalent to 55% of paid-up capital after IPO) will be the silent shares according to Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015)
 - 2) The shares which can be sold after 6 months from 1) and the total remaining shares of 217.49 million shares will be voluntary locked up according to the condition in the revised shareholder agreement (no.3) dated 24 January 2022 as agreed by BCP and KSL. BBGI

has acknowledged the aforesaid voluntary locked-up shares that cannot be transferred or sold for 12 months after BBGI's first trading day

Board of Directors:

As of January 1, 2022, our board of directors consists of 11 members are as follow:

Name	Position
1. Mr. Pichai Chunhavajira	Chairman
2. Mr. Chamroon Chinthammit	Vice Chairman
3. Mr. Surin Chiravisit	Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management and Corporate Governance Committee
4. Mr. Chaiwat Kovavisarach	Director / Chairman of the Investment Committee
5. Mr. Kittiphong Limsuwanarot	Director / Risk Management and Corporate Governance Committee / Investment Committee
6. Mr. Chalush Chinthammit	Director / Investment Committee
7. Mr.Chanachai Chutimavoraphand	Director / Risk Management and Corporate Governance Committee
8. Assoc. Prof. Jaruporn Viyanant	Independent Director / Chairman of the Audit Committee
9. Dr. Thitapha Smitinont	Independent Director / Audit Committee / Nomination and Remuneration Committee
10. Mr. Matthew Kichodhan	Independent Director / Investment Committee / Nomination and Remuneration Committee
11. Mrs. Patricia Mongkhonvanit	Independent Director / Audit Committee

Mr. Supong Pongparit as a Company Secretary

More details of our board of directors are stated in Appendix 1 (Details of directors, management, controlling person, chief financial officer, and chief accountant)

Summary of Risk Factors

1. Business and industry risk

1.1 Risk of raw material price fluctuation and the inability to procure sufficient and continuous quality raw materials at reasonable prices

The raw materials used in the Group's production of ethanol and biodiesel derive from agricultural crops such as molasses, raw sugar, cassava, and crude palm oil. Failure to supply sufficient quantities of quality raw materials possibly has a significantly adverse effect on the cost of production, financial position and performance of the Group.

1.2 Risk of product price fluctuation

The selling price of ethanol and biodiesel vary according to the market mechanism in each period. Therefore, the fluctuation of ethanol and biodiesel selling prices is an important factor that may have a material adverse effect on sales revenue, profitability, financial position and the performance of the Group.

1.3 Risk of dependence on large customers

The Group trades in ethanol and biodiesel with a large customer who is an oil trader under Section 7. Therefore, if any or all customers reduce their product purchase volume or cancel their purchase of products from the Group etc., it may have a significantly adverse effect on the profitability, financial position and performance of the Group.

1.4 Risk of dependence on major shareholders to supply molasses for ethanol production

The Group mainly procures molasses from sugar factories in KSL Group. If in the future the KSL Group is unable to deliver molasses in the quantity and/or quality stipulated in the contract, the Group may not be able to supply molasses to substitute in sufficient quantity and/or at reasonable price or trade terms.

1.5 Risk of procurement of utilities used in the production process

The Group's production process requires major utilities such as electricity, natural gas, water and steam. If there is a shortage of utilities, this may result in the Group having to reduce production rates or stop operations or increase the cost of procuring utilities.

1.6 Risk of incomprehensive coverage of Group's insurance policy

The business operations of the Group may have general risks arising from the production and operation processes. This includes risks arising from explosions, fires, natural disasters. The coverage under the insurance policy may be insufficient, which may have a material adverse effect on the Group's business operations.

1.7 Risk of transporting ethanol and biodiesel

The transport of ethanol and biodiesel by outsourced carriers may affect the quality of the product or lead to accidents or disruptions due to unforeseen events, and may cause delays in the delivery of goods to the customer and/or the quality of the product is not as stipulated in the contract.

1.8 Risk of changes in policies of government and other relevant government agencies

Policies and government support are considered the main driving force affecting the growth direction of the biofuel industry. If the government and other relevant government agencies change or cancel other policies and regulations, it may have a material adverse effect on the Group's business operations.

1.9 Risk of failure to comply with the conditions of various licenses and relevant laws and regulations

The Group's business operations are under the supervision of government agencies that are responsible for overseeing various licenses necessary to operate such as the Department of Industrial Works, Ministry of Industry. If the Group fails to comply with the conditions of the license in full, it may result in the government agencies involved in supervision may consider suspending or canceling the license or not renewing the license.

1.10. Risk of the interruption of the Group's operations

The Group operates the business of manufacturing and distributing ethanol and biodiesel. In the event of a natural disaster or force majeure event such as system disruption, flood, natural disaster, accident or sabotage in the area where the Group's factory is located, it may result in the Group's operations being interrupted or causing damage to the assets of the group of companies.

1.11 Risk of compliance with environmental and safety laws

The Group's business operations are under the control of environmental laws and regulations. Therefore, if the laws and regulations said that there are changes or changes in the wastewater treatment system of the Group is insufficiently efficient, which may cause complaints from communities in the neighborhood easily, causing the Group's operations to cease, which may negatively affect the business operation of the Group.

1.12 Risk of alternative energy sources for automobiles

Automotive innovations that have resulted in the shift from fuel-powered vehicles to cheaper alternative fuel vehicles directly affect the Group's performance as a manufacturer and seller of ethanol and biodiesel for use in the production of fuel for cars.

1.13 Legal dispute risk

UBE Group, in which the Company holds a 21.3% stake in UBE, has unresolved legal disputes that could disrupt the business of UBE Group and potentially have a material adverse effect on its business, financial position. and the performance of the Group.

1.14 Risk of COVID-19 epidemic

The epidemic situation of COVID-19 has resulted in the Group's lower sales volume of fuel grade ethanol and biodiesel, in line with the demand for gasohol and diesel fuel.

2. Management risk**2.1 Risk of management policy formulation by major shareholders**

BCP and KSL are major shareholders of the Company, accounting for 60 and 40 percent of the registered and paid-up capital. There may be a risk that the group of major shareholders will influence the management policy in any direction and be able to control the policy and management in the company.

2.2 Risk of dependence on key management and employees with knowledge and abilities

The Group has entered into a short-term Secondment Contract with BCP and KSL in important positions. If BCP and KSL are not major shareholders, there may not be any key personnel being sent to work at the Group.

2.3 Risk of dependence on major shareholders to provide corporate services

The Group has entered into a contract with BCP and/or KSL to receive services supporting various business operations such as information technology system services. If BCP and KSL suspend such

services, the Group may need to develop the Group's personnel which may take a lot of time and have a negative impact on the company's costs.

2.4 Risk of business partnerships

The Group has partners who jointly invest in subsidiaries as follows:(1) UAC, which holds 30.0% of BBF's total paid-up capital, and (2) Sima, which holds 15.0% of BBE's total paid-up capital. However, the Group may be at risk of conflicts or problems between the Group and its partners.

3. Financial risks

3.1 Risk of the Company's cash flow mainly from dividends received from subsidiaries and associated companies

As a holding company, the Company operates its business by holding shares in other companies with its main cash flow from dividends from subsidiaries and associates. If a subsidiary or associated company encounters obstacles in its operations, it will have a negative impact on the Company's performance.

3.2 Risk of debt burden on loans from financial institutions and issuance of debt

The Group has entered into both short-term and long-term loan agreements, including issuing debentures to use as working capital for business operations. Therefore, the Group has obligations to pay interest and repay loans and debentures to financial institutions, including having to comply with the conditions specified in the loan agreement.

3.3 Risk of fluctuations in foreign exchange rates

From time to time, the Group may sell products or purchase raw materials or machinery from abroad, as well as the Company may consider investing in foreign businesses from time to time. Therefore, the Group may be at risk if the exchange rate fluctuates significantly.

4. Risk of investing in new projects

4.1 Risk of financing for use in bio-based products business

The Group has plans to invest in expanding the production and distribution of ethanol and biodiesel and invest in High Value Bio-based products that promote health. If the Group is unable to finance both the borrowings and the equity to use in the business expansion, future investments will not be as planned.

4.2 Risk of unexpected return on investment and/or loss of investment opportunities

The Group aims to continuously grow in the Bio-Based Products business by striving to seek new business expansion opportunities by investing in the High Value Bio-based products business that promotes health. If the Group's business expansion plan cannot be successfully implemented, it may have a negative impact on the Group's business and operations.

5. Risk of ordinary shares

5.1 Risk of listing the Company's ordinary shares as listed securities on the Stock Exchange of Thailand

The Company intends to offer its ordinary shares to the public at this time before receiving the results of the SET's consideration. Therefore, the Company remains uncertain whether to be approved by the SET as listed securities.

5.2 Risk of fluctuation in share price, causing significant losses to investors who purchase the Company's ordinary shares in this offering

The Company's share price may fluctuate or change according to market trading conditions, or may be the result of factors beyond the Company's control such as market conditions, economic or political conditions, etc.

Revenue Structure

The revenue structure of the Company in 2019 – 2021 can be shown as below;

Revenue	As of 31 December					
	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Revenues from Sales						
▪ Revenue from production and distribution of Ethanol ⁽¹⁾	4,137.82	41.13	4,427.95	35.09	4,610.79	32.63
▪ Revenue from production and distribution of Biodiesel ⁽²⁾	5,875.14	58.40	8,142.69	64.52	9,481.73	67.09
▪ Revenue – High Value Bio	-	-	-	-	2,421.39	0.02
Total revenue from Sales	10,012.95	99.54	12,570.64	99.61	14,094.94	99.74
2. Interest Revenue	0.80	0.01	1.41	0.01	2,256.85	0.01
3. Others Revenue ⁽³⁾	45.97	0.46	47.88	0.38	34,748.25	0.25
Total Revenue	10,059.72	100.00	12,619.92	100.00	14,131.95	100.00

Source: From company management and consolidated financial statements for the year 2019 – 2021

Note: ⁽¹⁾Revenue from production and distribution of Ethanol consisted of Revenue from sales of fuel grade ethanol, pharmaceutical grade ethanol and sales of biogas

⁽²⁾Revenue from production and distribution of Biodiesel consisted of Revenue from sales of biodiesel, supply and distribution of biodiesel, refine biodiesel, by-products and sales of semi-finished products.

⁽³⁾Others Revenue consisted of revenue from selling molasses and raw sugar etc.

Financial Position and Operating Results

Financial Position

Statement of Financial Position	unit	As of 31 December		
		2019	2020	2021
Total Assets	Million Baht	11,493.67	12,731.47	12,907.10
Total Liabilities	Million Baht	5,956.20	6,227.03	6,003.00
Total equity	Million Baht	5,537.47	6,504.43	6,904.10

Operating Results

Statement of Comprehensive Income	unit	As of 31 December		
		2019	2020	2021
Total Revenue ⁽¹⁾	Million Baht	10,059.72	12,619.92	14,131.95
Total expenses ⁽²⁾	Million Baht	9,609.40	11,508.24	12,943.77
Net Profit	Million Baht	450.32	1,111.68	1,188.18
Earning per share (EPS) ⁽³⁾	Baht	0.76	1.67	0.95 ⁽⁴⁾
Gross Profit Margin	%	8.84	13.54	7.30
Operating Profit Margin (EBITDA) ⁽⁵⁾	%	6.27	11.04	9.95
Net Profit Margin	%	4.50	8.84	4.34
D/E Ratio	times	1.08	0.96	0.87
Return of Fixed Asset ⁽⁶⁾	times	15.68	26.87	27.59
Return on Equity	%	7.77	15.10	15.45

Note: ⁽¹⁾ Total Revenue = Revenue from Sales + Interest Revenue + Others Revenue

⁽²⁾ Total Expenses = Cost of Goods sold + Selling expenses + Administrative expenses + Financial cost + Income tax expenses

⁽³⁾ Calculated by dividing Profit (Loss) attributable to Owners of the Company by average Equity attributable to owners of the parent

⁽⁴⁾ On 24 December 2021, BBGI's Extraordinary General Meeting of Shareholders No. 2/2564 approved to change the par value from THB 5.0 per share to THB 2.5 per share. On 6 January 2022, the Company has registered the new capital with the Ministry of Commerce, resulting in the increasing of number of shares from 506.40 million shares to 1,012.80 million shares. EPS in 2021 is calculated from an assumption that the Company has change its par value since the beginning of the year.

⁽⁵⁾ Operating Profit Margin = Operating Profit (EBITDA) / Net sale

⁽⁶⁾ Return of Fixed Asset = (Net Profit + Depreciation) / Average Fixed Assets

Explanations of financial performance and position

1. Sales revenue and gross profit

The sales revenue of the Group in 2019 - 2021 amounted to THB 10,012.95 million, THB 12,570.64 million, and THB 12,570.64 million, respectively, with an increase of THB 2,557.68 million or 25.54% in 2020 and an increase of 1,524.30 million baht or 12.13% in 2021, resulting from a continuous increase in revenue from biofuel products. Revenue from the ethanol production and distribution business grew in line with the increased production capacity of KGI's plants as well as improvements in BBE's production processes; in addition, the price of ethanol increased in accordance with the cost of raw materials. Meanwhile, the biodiesel production and distribution business had grown steadily due to the increasing demand for biodiesel due to the government's measures to stimulate the use of palm oil to reduce excess production through measures such as designating B10 diesel as base grade high speed diesel instead of B7 diesel, driving palm oil exports and using crude palm oil to generate electricity. With the above reasons, the Group's gross profit in 2019 - 2021 amounted to THB 885.07 million, THB 1,702.23 million, and THB 1,029.53 million or a gross profit margin of 8.84%, 13.54%, and 7.30%, respectively.

2. Selling and administrative expenses

Selling and administrative expenses of the Group in 2019 - 2021 amounted to THB 300.29 million, THB 330.30 million, and THB 275.08 million, or accounted for 3.00%, 2.63% and 1.95% of sales revenue, respectively. Most of the Group's expenses consisted of personnel expenses, secondment expenses, staff and transportation expenses. As a result of effective cost control of the Group, operating profits amounted to THB 628.19 million, THB 1,387.95 million, and THB 1,402.89 million, or equivalent to operating profit margin of 6.27%, 11.04%, and 9.95% in 2019 - 2021, respectively. As a result, the Group had a net profit of THB 450.32 million, THB 1,111.68 million, and THB 1,188.18 million, or a net profit margin of 4.50%, 8.84%, 8.43% in 2019 - 2021, respectively. In this regard, the Group's net profit attributable to owners of the parent company amounted to THB 386.95 million, THB 845.17 million, THB 960.18 million, or equal to net profit margin of 3.86%, 6.72%, and 6.81%, respectively, which was considered to be adjusted in line with increasing profit.

3. Assets

Total assets of the Group at the end of 2019 - 2021 amounted to THB 11,493.67 million, THB 12,731.47 million, and THB 12,907.10 million, respectively, with an increase of THB 1,237.80 million or 10.77% in 2020 and an increase of THB 175.64 million or equivalent to 1.38% in 2021. The growth of total assets in 2020 was mainly due to Manus Bio's investment in Preferred Stock Series B, investment in the 2nd phase of Nam Phong capacity expansion project, and an additional molasses tank project including BBF's additional investment in the Refine Glycerin project. The growth of total assets in 2021 was mainly due to fair value adjustment of UBE, additional investment in the 2nd phase of Nam Phong, and refine glycerin project of BBF.

4. Liabilities

The Group's total liabilities at the end of 2019 - 2021 amounted to THB 5,956.20 million, THB 6,227.03 million, and THB 6,003.01 million, respectively, with an increase of THB 270.83 million or 4.55% in 2020 and a decrease of THB 224.02 million or 3.60% in 2021. From the past operations, the Group has mainly borrowed from financial institutions, with the remaining short-term borrowings and long-term loans from financial institutions of THB 4,460.93 million, THB 4,837.30 million, and THB 3,032.72 million, respectively, which is in line with the business growth and additional investments of the Group. In 2021, the Company successfully issued its 1st corporate bond in the amount of THB 1,300 million with the objectives of loan repayment, investment in new business, and working capital usage. Moreover, the Company also received TRIS rating of BBB+ on 29 October 2021 showing strong financial position.

5. Shareholders' Equity

The Group's shareholders' equity at the year-end between 2019 - 2021 amounted to THB 5,537.47 million, THB 6,504.43 million, and THB 6,904.10 million, respectively, with an increase of THB 966.96 million or 17.46% in 2020 and THB 399.66 million or 6.14% in 2021, respectively. The increase was due to the continuous growth of the Group's net profit. The Group had paid dividends 2 times (1) annual dividend payment in 2020 from retain earning on 31 December 2020 at THB 0.20 per share (Par value of THB 5 per share) with the total payment of THB 101.03 million and the payment date of 6 May 2021 and (2) interim dividend at THB 0.79 per share (Par value of THB 5 per share) with the total payment of THB 400.06 million and payment date of 8 December 2021.

Investor Relations (IR):

Name: Phukcanun Natithammakul

Address: 208 M Tower Building, 5th Floor, Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260 Thailand

Tel: 02-335-8814

Fax : 02-335-8800