

# Notice of 2018 Annual General Meeting of Shareholders

Taakaenoi Food & Marketing Public Company Limited

Monday, April 23, 2018 at 10:00 a.m. at Rajpruek Ballroom 2<sup>nd</sup> Floor  
Sport Club House Building, Rajpruek Club (North Park Project), No. 100  
Moo 3 Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkok



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**No-gift Policy** to comply with guideline of the governing authority to cease/ cancel to provide the gift in the Annual General Meeting of Shareholders

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**Registration begins from 08.00 A.M. onward.**

For convenience, please bring the registration form which has the barcode on the meeting date.

**Notice of 2018 Annual General Meeting of Shareholders  
of Taokaenoi Food & Marketing Public Company Limited**

March 23, 2018

Subject Invitation to attend 2018 Annual General Meeting of Shareholders

To Shareholders

- Attachments
1. Minutes of 2017 Annual General Meeting of Shareholders
  2. Annual Report for the year 2017 (CD-ROM)
  3. Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation
  4. Profile of proposed Auditors for year 2017
  5. Supporting documents for attending the meeting
    - 5.1 Registration form, documents required prior to attending the Meeting and supporting documents for proxies, and Proxy Forms as specified by Department of Business Development, Ministry of Commerce
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    - 5.3 Voting, counting, and announcement of the results
    - 5.4 Profiles of the independent directors proposed by the Company to act as proxies for the shareholders
  6. The 2017 annual report requisition form
  7. Map of the Annual General Meeting of Shareholders place

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors' of Taokaenoi Food & Marketing Public Company Limited (the "**Company**") No. 1/2018 held on February 26, 2018, the 2018 Annual General Meeting of Shareholders will be held on **Monday, April 23, 2018 at 10:00 a.m.** at Rajpruek Ballroom 2<sup>nd</sup> Floor Sport Club House Building, Rajpruek Club (North Park Project), No. 100 Moo 3 Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkok to consider matters according to the agenda together with the Board's opinions as follows:

**Agenda item 1** To adopt the minutes of the 2017 Annual General Meeting of Shareholders held on Wednesday, April 26, 2017

*Preamble:* The Company has prepared the Minutes of the 2017 Annual General Meeting of Shareholders held on Wednesday, April 26, 2017 and published the copy of such minutes through the SET portal and the

Company's website after the Annual General Meeting of Shareholders which was held on May 11, 2017 which is within 14 days from the shareholder meeting date.

*Board of Directors' opinion:* The Board opined that 2017 Annual General Meeting of Shareholders held on Wednesday, April 26, 2017 was convened and recorded correctly and recommended that the 2018 Annual General Meeting adopt the said Minutes. A copy of the said Minutes is provided here as Attachment No. 1.

*Vote required:* Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda item 2 To acknowledge the Company's Annual Report for the year 2017**

*Preamble:* The Company summarized the overall performance and major changes of the year 2017, details of which are specified in the annual report. 2017 Annual report is provided here in attachment no. 2, distributed to shareholders together with this notice according to Clause 41 of the Articles of Association of the Company.

*Board of Directors' opinion:* The Board deemed it appropriate to propose that the Meeting acknowledge the Company's Annual Report for the year 2017 stating the Company's performance and major changes during the year 2017.

*Vote required:* This agenda item is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda item 3 To consider and approve the financial statements for the year ending December 31, 2017**

*Preamble:* To comply with Section 112 of the Public Company Limited Act B.E. 2535 (as amended) and Article 40 of the Company's Articles of Association, the Company prepared the financial statement for the year ending December 31, 2017 which was audit by the Company's auditor, and reviewed by the Audit committee and Board of Director to propose the 2018 Annual General Meeting of Shareholders to consider and approve.

*Board of Directors' opinion:* The Board deemed it appropriate to propose that the Meeting consider and approve the financial statements for the year ending December 31, 2017, as duly audited and certified by the Company's auditor from EY Office Limited and reviewed by the Audit committee.

The company's financial status and performance during the year 2017 is summarized as follows:

The statements of financial position and income statements

Unit: Million Baht

Items	Consolidated financial statements			Separate financial statements		
	2017	2016	+/-	2017	2016	+/-
<b><u>Financial Statements</u></b>						
Assets	3,322.1	3,084.3	237.8	3,182.4	3,048.9	133.6
Liabilities	1,146.2	862.7	283.5	1,036.6	830.7	205.9
Shareholders' equity	2,176.0	2,221.6	-45.6	2,145.9	2,218.2	-72.3
<b><u>Profit and Loss Statement</u></b>						
Revenue from sales	5,263.6	4,705.3	558.3	5,087.8	4,574.0	513.8
Profit for the year	608.4	781.8	-173.4	578.9	748.8	-169.9
Earnings per share (Baht/Share)	0.44	0.57	-0.13	0.42	0.54	-0.12

The details thereof are shown in the part of financial statements in the 2017 Annual Report, distributed to shareholders together with this Notice, which is provided here in Attachment no. 2.

*Vote required:*

Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda item 4** To consider and approve the allocation of profits for the year 2017 as the legal reserve and dividend payment.

*Preamble:*

In accordance with Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 45 of the Company's Articles of Association, the Company has to allocate not less than 5% of its annual net profit, after setting-off accumulated losses brought forward (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of the registered capital.

As of December 31, 2017, the Company's capital is 345,000,000 baht and has legal reserve 34,500,000 baht equal to 10 percent of the registered capital, so it is complete as the requirement of the law and the Company shall not have a duty to allocate the profits of legal reserve.

In accordance with Section 115 of the Public Limited

Company Act B.E. 2535 (as amended) and Article 44 of the Company's Articles of Association, the Annual General Meeting of shareholders can allocate legal reserve and dividend payment and the Board of Director can approved the payment of the interim dividend in case of the Company has enough the profit and shall report to the next general meeting of shareholders.

The Company has a policy to distribute dividends at the rate of not less than 40% of the net profit as specified on the separate financial statements, after deducting taxes, legal reserve and other reserve (if any). The Company may consider changing the dividend distribution in case of necessity or extraordinary circumstances as it deems appropriate.

The result of the operation and the net profit as specified on the separate financial statements on December 31, 2017, the Company has the net profit amount of Baht 578,909,620. Thus, the Company deemed it appropriate to propose that the Meeting **consider and approve dividend payment in the total amount of Baht 469,200,000, calculated at the rate of Baht 0.34 per share**, or 81 percent of the profit for the year as specified on the separate financial statements as the Company's dividend payment policy.

The Company also paid the interim dividend on September 13, 2017 in the total amount of Baht 234,600,000, calculated at the rate of Baht 0.17 per share. The final dividend payment will be made in the total amount of Baht 234,600,000, calculated at the rate of Baht 0.17 per share.

Comparing to the dividend payment for the year 2015, the Company has distributed the dividend in the amount of Baht 676,200,000 calculated at the rate of Baht 0.49 per share, or 90 percent of the profit for the year as specified on the separate financial statements

Such final dividend shall be made, according to the Company's article of Association, to shareholders entitled to receive to receive the final dividend which is determined on Tuesday, March 13, 2018 (Record Date) and the gathering date according to Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on Wednesday, March 15, 2017, the Company will pay

the dividend on Friday, May 4, 2018.

However, the entitlement for receive the final dividend payment is not final as it is required to be approved by the shareholders in the 2018 Annual General Meeting of Shareholders.

*Board of Directors' opinion:* The Board deemed it appropriate to propose that the Meeting approve the dividend payment (after deduction the interim dividend) for the year ending December 31, 2017 shall be paid at the rate of Baht 0.17 per share, total amount of Baht 234,600,000, as aforementioned.

*Vote required:* Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda item 5** To consider and elect the directors in replacement of those who are due to retire by rotation

*Preamble:* In compliance with Section 71 of the Public Limited Company Act B.E. 2535 (as amended) and article 15 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. The Directors are retiring from office in the first and second years after registration of the conversion to public company limited shall be done by drawing. In subsequent years, the Director who has held office longest shall retire. A retire Director is eligible for re-election.

At the 2018 Annual General Meeting of Shareholders, the three Directors who are due to retire by rotation in this Meeting are as follows:

<u>Name</u>	<u>Position</u>
1. Mr. Itthipat Peeradechapan	Director/ Chief Executive Officer
2. Mr.Nutchatpong Peeradechapan	Director/ Managing Director
3. Mrs. Wanee Thasanamontien	Independent Director/ Chairman of Audit Committee/Member of Nomination and Remuneration Committee

Furthermore, the Company provides the opportunity to the shareholders to be the candidate as a director in advance between from October 4, 2017 to December 30, 2017, however, no one applied

in this meeting.

The Nomination and Remuneration Committee had considered the qualification of the Directors those who are due to retire by rotation at the 2017 Annual General Meeting of Shareholders which provided here in Attachment No.3 are knowledgeable, competent, experienced, and skillful. They have leadership, vision, morality, ethics, and they have a good attitude towards the Company. They also are available to perform their duties as directors of the Company. This is beneficial to the Company's operations. The Directors also have the qualifications and free from any prohibited characteristic under the Public Limited Company Act B.E. 2535 (as amended) thereof, and Securities and Exchange Act B.E. 2535 (as amended) and related notice thereof.

The Director who will take the position of Independent Director has to eligible qualifications to be an Independent Director under the condition given by the Securities and Exchange Committee, able to provide independent opinion under relevant regulation. The Board of Directors thereby deem it is appropriate to propose to the 2018 Annual General Shareholder Meeting to consideration the re-elected of the 3 Directors into their positions for another term.

*Board of Directors' opinion:*

The Board of Director (by directors having no conflicts of interest) deemed it appropriate to propose that the Annual General Meeting of Shareholders who are retiring directors as the company's directors for another term, the re-elected Directors are;

<u>Name</u>	<u>Position</u>
1. Mr. Itthipat Peeradechapan	Director/ Chief Executive Officer
2. Mr.Nutchatpong Peeradechapan	Director/ Managing Director
3. Mrs. Wanee Thasanamontien	Independent Director/ Chairman of Audit Committee/ Member of Nomination and Remuneration Committee

These three retiring Directors have no directorship or management positions in other organizations with conflicts of interest with the Company. The profiles and expertise of the nominated candidates,



directorship duration, attendance at meetings of the Board and sub-committees during the last year, numbers of shares held in the Company, positions as Directors or executives in other companies, as well as the relationships of the proposed candidates, are provided here in Attachment No. 3.

*Vote required:*

Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes in accordance with Article 14 of the Company's Article of Association. (In electing the directors succeeding due to retire by rotation, the shareholders shall vote for each individual candidate nominated for Directors).

**Agenda item 6** To consider and approve the remuneration of Directors for the year 2018

*Preamble:*

According to article 90 of the Public Limited Company Act B.E. 2535 (as amended) thereof, prohibit the payment or any asset to the Director unless remuneration from the Company and under article 16 of the Company's Articles of Association, the Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms as approved by a General Meeting of Shareholders. The remuneration for Directors might be determined as a fixed figure or as a regulation for further fixing, and it might be determined to be effective for a period of time or up until any change is made. In addition, the Directors shall be entitled to allowances and benefits according to the Company's regulations.

The remuneration of Directors in the 2018 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee considered and agreed the remuneration of Directors as proper to the duty and responsibility of Board of Directors and Sub-committee which the remuneration of Directors has compared to the same size of another industry. Thus, the Nomination and Remuneration Committee deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders for consider and approve the remuneration of Directors for the year 2018, the details as follows;

1. Director

The Directors shall receive the remuneration not exceed than Baht 2,400,000 per year as follows;

The monthly remuneration (Baht/month/person)	2018 (offered year)	2017	+ / -
1. The Chairman	60,000	60,000	-
2. Independent Committee	30,000	30,000	-
3. Committee and Executive	80,000	80,000	-

#### Bonus

The Company agreed to pay the bonus for the year 2017 to the Directors not exceed than Baht 250,000 per year which shall be distributed among Directors by the Board as it deem appropriate. The comparison of the bonus from the director performance from 2016 in the amount of not exceed Baht 400,000 per year (decrease Baht 150,000).

#### 2. Audit Committee

The Audit Committee shall receive the remuneration not exceed than Baht 420,000 per year as follows;

The monthly remuneration (Baht/month/person)	2018 (offered year)	2017	+ / -
1. Chairman of Audit Committee	15,000	10,000	5,000
2. Audit Committee	10,000	5,000	5,000

#### 3. The Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall receive attendance fee per time as follows;

The attendance fee (Baht/time/person)	2018 (offered year)	2017	+ / -
1. Chairman of Nomination and Remuneration Committee	10,000	10,000	-
2. Nomination and	8,000	8,000	-

Remark: The director who is the employee of the Company shall not receive the above remuneration as he already receive the salary and bonus.

*Board of Directors' opinion:* The Board deemed it appropriate that the remuneration of the Directors and the sub-committee members shall be subject to the approval of the 2018 Annual General Meeting of Shareholders and approve the bonus to the Directors as aforementioned.

*Vote required:* Not less than two-thirds of the total number of votes of the shareholders present at the meeting who are entitled to vote.

**Agenda 7 To consider and appoint the auditors and fix the audit fee for the year 2018**

*Preamble:* According to article 120 of the Public Limited Company Act B.E. 2535 (as amend) thereof and article 42 of Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the annual financial Auditors and remuneration of the financial Auditors.

The Audit Committee considered the 2017 year performance of Auditor and agreed to select EY Office Limited to be the auditing firm of Company and its subsidiaries which is independent auditor firm with high professional standards with expertise in auditing and good performance. In addition, the audit fee proposed by EY Office Limited was considered reasonable, compared to audit fees for similar quantities of work charged at the same professional level.

The board selected EY Office Limited to be auditing firm of company and proposed that the 2018 Annual General Meeting of Shareholders consider and approve the appointment of the auditors and audit fee for the year ending December 31st, 2018 as follow:

- 1) The appointment of the auditors for the year 2018 as follows:
- Ms. Vissuta Jariyathanakorn (Certified Public Accountant No. 3853) or
  - Ms. Sumalee Rewarabundit (Certified Public Accountant No. 3970) or
  - Mrs. Poonnard Paocharoen (Certified Public Accountant No. 5238)

The above auditors from EY office Limited are qualified in accordance with the guidelines of the Securities and Exchange Committee and the auditor firm does not have any conflict of interest with the Company/ subsidiary / Executive/ major Shareholders or related person effecting to the Company. The information on the nominated auditors is as shown in Attachment No. 4.

- 2) The approval of auditor fee for the year 2018 and the interim audit by quarter of both separated financial statement and the consolidated financial statement is in the total amount Baht 2,020,000 increasing from the previous year Baht 230,000 baht or 12.8 percent as result from the increasing the responsibility on reviewed annual report. The fee excluded non-audit services, such as travelling fee, document etc.
- 3) The acknowledgement of the audit fee for the year 2018 of subsidiaries of the Company is in the total amount of Baht 1,070,000 increasing from previous year by Baht 120,000 or 12.6 percent as result from the increasing the responsibility on audit excluding non-audit services as transportation fee, document etc.

Audit fee (Baht)	2018 (offered year)	2017	+/-
1. Taokaenoi Food & Marketing PLC.	2,020,000	1,790,000	230,000
2. Subsidiaries Company	1,070,000	950,000	120,000
Total	3,090,000	2,740,000	350,000

The Subsidiaries are Taokaenoi Restaurant and franchise Co., Ltd. / NCP Trading and Supply Co., Ltd. / Taokaenoi Care Co., Ltd.

**Board of Directors' opinion:**

The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders to consider the auditors of EY Office Limited to be the Company Auditors until December 31st, 2018, as follows:

- Ms. Vissuta Jariyathanakorn (Certified Public Accountant No. 3853) or
- Ms. Sumalee Rewarabundit (Certified Public Accountant No. 3970) or
- Mrs. Ponnard Paocharoen (Certified Public Accountant No. 5238)

The audit fee of the Company for the year 2018 will be up to Baht 2,020,000 and acknowledgement of audit fee for the subsidiaries will be up to Baht 1,070,000.

**Vote required:**

Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

#### **Agenda 8 Other matters. (If any)**

In accordance with Good Corporate Governance, all shareholders were invited to propose the meeting agenda and the nominees to be considered for election as the Company's Directors at the 2016 Annual General Meeting of Shareholders from October 4, 2017 to December 30, 2017. In this regard, the Company published such criteria on the Company's website [www.taokaenoi.co.th](http://www.taokaenoi.co.th) and also announced the news through the website of the Stock Exchange of Thailand. Nonetheless, no shareholder proposed any agenda item.

The date for determining the shareholders who have the right to attend the 2018 Annual General Meeting of the Shareholders and the right to receive the final dividend payment is 13<sup>th</sup> March 2017 (Record Date). (Such right is subject to further approval from the shareholder meeting).

All shareholders are cordially invited to attend the 2018 Annual General Meeting of Shareholders to be held on Monday, April 23, 2018 at 10:00 a.m. at Rajpruek Ballroom 2<sup>nd</sup> Floor Sport Club House Building, Rajpruek Club (North Park Project), No. 100 Moo 3 Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkok. The map are shown in the Attachment No.7. Registration begins from 08.00 A.M. onward.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms (Form A or Form B or Form C) attached in Attachment No. 5.1, or alternatively you may download only one of three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from <http://www.taokaenoi.co.th>

In addition, you may appoint an Independent Director who is not due to retire by rotation in the 2018 Annual General Meeting of Shareholders from and among the following Independent Directors:

1. Mr. Yuth Vorachattarn
2. Mr. Chaiyong Ratanacharoensiri

Profiles of the Independent Directors proposed by the Company to act as proxies for shareholders are provided here as Attachment No.5.4

You are kindly requested to submit the completed Proxy Form to the Company in advance by Thursday, April 19, 2018. For your convenience, Company will facilitate you in affixing the stamp duty when registering to attend the Meeting.

Your faithfully,



(Mr. Itthipat Peeradechapan)

Chief Executive Officer

Taokaenoi Food & Marketing PLC.

## Minutes of the 2017 Annual General Meeting

**Time and place**                     The Meeting is held on April 26, 2017 at 10:00a.m. at Kathaleya Room, 1<sup>st</sup> floor, Rama Gardens Hotel, Vibhavadi Rangsit Road, Bang Ken Sub-District, Lak Si District, Bangkok

### **Opening of the meeting**

The Meeting Organizer informed the Meeting of the voting procedures and introduced the Directors in Attendance.

Prior to start the Meeting, the Meeting Organizer informed the Meeting of the good corporate governance policy regarding the rights of shareholders. The Company had provided the shareholders with the right to add items to the meeting agenda, including to nominate qualified persons to be appointed as Directors of the Company prior to send the invitation letter of the Meeting by publicizing such information on the Company's website at [www.taokaenoi.co.th](http://www.taokaenoi.co.th), and giving notice of such information via the SET portal from January 9, 2017 to February 10, 2017. No shareholders had proposed to add any items to the meeting agenda or to nominate any person to be appointed as Directors of the Company in replacement of the Directors who were due to retire by rotation. Furthermore, the Company had published the documents in relation to the meeting on the Company's website since April 5, 2017 for the shareholders' information prior to the Meeting.

The Meeting Organizer informed the Meeting of the voting procedures and the vote counting for agenda items as follows:

1. In voting, one share is equivalent to one vote.
  - Agenda items 1, 3, 4, 5 and 7 shall be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.
  - Agenda item 2 is merely for acknowledgement. It is not required to vote on this.
  - Agenda item 6 regarding the Directors' remuneration which shall be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting.

2. In the case of a shareholder attending the Meeting in person, the Company shall provide the ballots for using in the event that the shareholder disagrees with or wishes to abstain from voting on an agenda item.

The Chairman of the Meeting shall ask whether any shareholder disagrees with or wishes to abstain from voting, such shareholder shall show his/her hand and the officer of the Company shall collect such ballot and deduct the number of ballots with a vote of disapproval or abstention from the total number of votes. The remaining votes shall be considered as votes of approval.

For the agenda items regarding the appointment of the Directors, the officer of the Company shall collect the ballots with a vote of approval, disapproval or abstention for vote counting of individual Directors to be appointed.

3. A shareholder attending the meeting by proxy is not required to cast votes as their votes are already recorded via computer.
4. The shareholders or proxies who arrive at the Meeting late shall be entitled to vote only on the agenda items currently under consideration and thereafter.
5. After the Meeting, please return the ballots for each agenda item to the officer before leaving the Meeting in order to comply with good corporate governance principles.
6. For the vote counting in this Meeting, the Company has applied a program for holding the shareholders' meeting which was a barcode system, and appointed Kudun and Partners Ltd. as Legal Advisor, who shall act as inspector in order that the vote counting was carried out transparently, legally and in line with the Articles of Association of the Company. The Company had invited shareholders to be an observer for the counting of votes, however, no shareholder had volunteered to be an observer.
7. Any shareholder or proxy who wishes to ask questions or to request the Board of Directors or the Executives to clarify any issues shall declare his/her name and surname before asking each question or rendering an opinion.

Shareholders can ask questions at the end of the presentation of each agenda item or when considering all the agenda items. Shareholders are encouraged to use a microphone that has been provided. This fully provides an opportunity for shareholders to ask questions. Please ask only specific issues relating to the agenda of the meeting that was posted in order not to waste the time of the other shareholders.

The Meeting Organizer introduced the Board of Directors, the Executives, the Auditor, the Financial Advisor and the Legal Advisor to the Meeting.

#### The Board of Directors, 8 persons

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Yuth Vorachattarn         | Chairman of the Board of Directors/Independent Director/ Audit Committee/ Nomination and Remuneration Committee |
| 2. Mrs. Wanee Thasanamontien     | Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Committee                    |
| 3. Mr. Chaiyong Ratanachroensiri | Independent Director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee                    |
| 4. Mr. Somboon Prasitjutrakul    | Director/ Nomination and Remuneration Committee   |
| 5. Mr. Itthipat Peeradechapan    | Director/ Chief Executive Officer   |
| 6. Ms. Orrapat Peeradechapan     | Director/ Chairman of the Risk Management Committee/ Managing Director  |
| 7. Mr. Nutchatpong Peeradechapan | Director/ Managing Director   |
| 8. Ms. Porntera Rongkasiriphan   | Director/Risk Management Committee/ Administrative Manager  |

Remark The percentage of Directors attending the Meeting is 100 of total Directors

#### Executives

- |                               |                         |
|-------------------------------|-------------------------|
| 1. Mr. Jirapong Suntipiromkul | Chief Finance Officer   |
| 2. Mr. Boonchai Kowpanich     | Chief Operation Officer |

#### Auditor

Ms. Vissuta Jariyathanakorn	Certified Public Accountant No. 3853 EY Corporate Services Limited.
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#### Legal Advisors

Mr. Ekachai Chotpitayasunon	Kudun and Partners Ltd
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Mr. Yuth Vorachattarn, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “Chairman”) and informed the Meeting that the Company had scheduled the date to determine the names of the shareholders entitled to attend the 2017 Annual General Meeting of Shareholders on March 15, 2017, the share register book closure date. The Company had a total of 9,306 shareholders representing 1,380,000,000 shares. There were 72 shareholders attending the Meeting in person representing 507,740,118 shares and by proxy 273 shareholders with 450,155,349 shares. There were therefore a total of 345 shareholders attending the Meeting in person and by proxy with 957,895,467 shares in aggregate, equivalent to 69.4127 percent of the total 1,380,000,000 shares of the Company. A quorum was thus constituted according to Article 33 of the Articles of Association of the Company. The Chairman declared the Meeting open and then conducted the Meeting according to the following agenda items:

**Agenda Item 1:** To adopt the Minutes of Annual General Meeting of Shareholders 2016, held on Tuesday, April 19, 2016

The Chairman informed the Meeting that the Company had convened the Annual General Meeting of Shareholders 2016, held on Tuesday, April 19, 2016. The Company has publicized such minutes through SET portal and on the Company’s website on May 3, 2016 after the Annual General Meeting of Shareholders within 14 days. The details of the said minutes are set out in Enclosure 1 which had been sent to the shareholders together with the invitation to this Meeting. The Board of Directors view that the recording information of such Minutes are true and complete; therefore, the Board of Directors had proposed to the Shareholders to certify the Minutes of Annual General Meeting of Shareholders 2016.

The Chairman gave the Meeting an opportunity to raise additional questions.

No shareholders raised any questions. The Chairman, therefore, proposed that the Meeting consider and adopt the Minutes of the Annual General Meeting of Shareholders 2016.

**Resolution:** The Meeting resolved to endorse the Minutes of the Annual General Meeting of Shareholders 2016, held on Tuesday, April 19, 2016 by an unanimously vote of the shareholders attending the Meeting and casting their votes, as follows:

Approved	1,047,281,369	votes, equivalent to	100	Percent
Disapproved	0	votes, equivalent to	0	Percent
Abstained	0	votes, equivalent to	0	Percent
Void Ballot(s)	0	votes, equivalent to	0	percent

**Agenda item 2: To acknowledge the Company's Annual Report for the year 2016**

The Chairman clarified to the Meeting that the information regarding the results of the business operation of the Company for the year 2016 had been summarized in the Company's Annual Report which was sent to shareholders together with the invitation to this Meeting. In this regard, the Chairman delegated Mr. Jirapong Suntipiromkul, Chief Financial Officer, to provide a summary of the Company's business operation for the year 2016.

Mr. Jirapong Suntipiromkul, Chief Financial Officer, informed the Meeting that in 2016, the Company had reached its maximum sales revenue since its establishment, whereby the Company had achieved sales of THB 4,705 million, which showed a sales growth of 34% compared to 2015, due to a 15% growth in Thailand market and a 52% growth in the international market. The sales ratios in Thailand and international markets are 41% and 59% respectively. With regard to profits, the Company had also reached its maximum profits since its establishment, with profits of 16.6% from sales of THB 782 million, showing a growth of 97% compared to the previous year. The main reason for the growth is the Company's increased sales in the international market, which generates more margins than Thailand's market as the domestic market has higher costs than the international market because the Company had to test all of its products in the domestic market whereas in the international market, the distributor share some of the Company's costs.

In 2017, it shows that the domestic sales make up 41% of the sales while international sales make up 59%, 37% of which are sales from China. Therefore, China, with its high growth potential, will be the main target for the Company. Other areas of interest include Vietnam and the United States. For Vietnam, it is shown that growth of the population and various classes is increasing, resulting in gradual sales growth in Vietnam each year. As for the United States, the company has sales from imports by focusing on the China Town region. The Company shall study and invest in the United States market and shall include this in the Company's strategic plan in the next 2 or 3 years. With regard to the domestic market, the Company retains first place in the market share at 66%. For the exports, China still has great potential to grow in the future. The Company distributes its products through various channel, including (1) Modern trade such as Carrefour, Walmart, Lawson – where the Company's product stake up 20% shelf shares of approximately 50,000 branches and the Company intends to fill the remaining 80% shelf shares. (2) Traditional trade such as distributors, convenience stores, local stores – where the Company's product takes up 40% of the shelf shares, and; (3) Online trade such as T-mall, Taobao, Alibaba – this part is not directly managed by the Company, and the clients might have contacted foreign distributors or domestic distributors selling online internationally. The Company plans on opening an online account in China. As for the Indonesian market, which used to be the highest margin market before opening trading in the China market, it had undergone changes in government, causing trade barriers and port restrictions, which resulted in 3-4 months of product shortage, ultimately affecting Indonesian market sales. There are, however, some opportunities for the Company to serve the Indonesian market. The Company's strength in the Indonesian market lies in the fact that the Company has obtained Halal food certification in Indonesia, which will bring about more acceptance from Muslim countries.

Product-wise, the Company's sales growth is made up of 4 types of products, which are (1) Crispy Seaweed, (2) Grilled Seaweed (3) Tempura Seaweed, and (4) Roasted Seaweed. The Company holds the first place in market shares of the Crispy Seaweed and Grilled Seaweed market, while Korea still retains the major market shares in Roasted Seaweed market. However, the Company aims to invest more into the Roasted Seaweed market by constructing a new factory in Rojana as well as investing more in Roasted Seaweed. The construction of the new factory was completed in March 2017, and this new factory will use more automatic machines and is currently undergoing mechanical tests; no full-scale production can take place at the moment. The Company expects that the new factory will be fully operational in the 3<sup>rd</sup> quarter, which will add another 6,000 tonnes to the Company's original 6,000 tonnes production capacity, resulting in the total production capacity of 12,000 tonnes. This new factory is entitled to a 7-year exemption of corporate income tax through BOI privileges. The Chairman gave the Meeting an opportunity to make additional comments or raise additional questions.

No shareholders made any comments or raised any questions regarding the business operation in 2016. As this agenda item was for shareholders' acknowledgment, voting was not required.

**Agenda item 3: To consider and approve the financial statements for the year ending December 31,2016**

To comply with Section 112 of the Public Company Limited Act B.E. 2535 (as amended) and Article 40 of the Company's Articles of Association, the Company had prepared the financial statements for the year ending December 31, 2016 which was audited by the Company's auditor, EY Office Limited, and reviewed by the Audit committee and Board of Directors. Mr. Jirapong Suntipiromkul, Chief Financial Officer, was asked to explain and summarize the details contained in the financial statements to the shareholders.

Mr. Jirapong Suntipiromkul, explained the Company's financial statements of the year 2016 as at 31 December 2016 to the Meeting as follows:

For the income statements, the Company had experienced the highest sales and profits so far, with THB 4,705.3 million of sales and THB 1,686.6 million of gross profit or 35.8% while the expenses were at 10.0%, showing that the Company can manage sales and marketing related expense more effectively compared to 2015, when the expenses had taken 15.1% of the sales amount. Management expense were THB 255.0 million, consisting of salaries and the expenses relating to the Back Office. The Company had an Operating Margin of 20.4% or THB 960.6 million and other income in 2016 of THB 24.0 million, mainly from the interest from the Initial Public Offer (IPO) and from depositing the cash the Company had reserved for its expenses relating to the construction of factories in financial institutions and investment in the Money Markets. The Company had the financial expenses of THB 6.5 million. The Company had paid the maximum tax amount of THB 197.3 million this year and had made a net profit of THB 781.8 million.

As for the balance sheet, the Company had total assets of THB 3,084.3 million, consisting of THB 2,107.2 million of current assets and THB 977.1 million of non-current assets, THB 921.8 million of which are Fixed assets and the rest are non-current assets such as deposits for machinery. The Company has a total liabilities of THB 862.7 million, consisting of current liabilities, such as trade account payable and trade account payable, of THB 854.0 million and non-current liabilities of THB 8.7 million. Compared to 2015, the Company had anon-current liabilities of THB 119.0 million, such as long-term loan from the Bank of Ayudhya for the construction of the factory. Once the Company had received money from the IPO and paid off this liabilities, the non-current debt of the Company had decreased to 8.7 THB million. The Company had reserved the money for the employee benefit. For the shareholders' equity, the Company had increased from THB 1,843.9 million in 2015 to THB 2,221.6 million.

For the financial ratio, first are its debtors. The Company will specify the credit terms for the collection of debts from its debtors which consist of (1) domestic debtors, which consist mainly of Modern Trade and Convenience Stores such as 7-11, Tesco, Big C, whereby these debtors will adhere to the standard terms according to the Company of 60 days and therefore, the credit terms are around 71 days, a 7 days difference from 78 days in 2015 and (2) foreign debtors, with the major market in China. The Company sells Cash On Delivery (COD) terms for export, however, for the sales to some countries such as Hong Kong or Taiwan, the company conducts sales through Distributors with a credit term of around 13 days. For the finish goods for the domestic market, the Company shall retain them for no more than 7 days, statistically, the Company retains its products for approximately 5 days. Products to be sold in international market are to be made to order and hence no retainment of stock products is required. Other remaining products such as materials (mainly seaweed which is all imported) or packaging are to be retained for 40 days, which is an increase from 2015. The Company has already planned both the price and quantity. Presently, there is enough seaweed for 4-6 months, which can guarantee the Company's production for 6 months in any case. As for the end-payment period, which has decreased from 37 days to 34 days, the expenses are mainly the costs for the seaweed, for which the company had offered a cash discount to the supplier.

The Debt to Equity (D/E) ratio is currently at 0.43 times compared to 2.9 times during the IPO.

Additionally, the Chairman informed the Meeting that this Financial Statements had been correctly inspected.

The Chairman then declared the question and answer session open for any questions from the shareholders.

Mr. Chalee Kueyen, the proxy from KGI Securities (Thailand) PLC, asked how much the Company imported seaweed from Korea and whether and how will the growth in price of this seaweed will affect the gross profits of the Company. The seaweed production in China has decreased this year compared to the previous year, resulting in an increase in the price of seaweed from China when compared to the price of seaweed from Korea.

Mr. Jirapong Suntipiromkul, the Chief Financial Officer explained that the Company had not calculated the actual tonnage of the imported seaweed, but the Company used 8-9 million packs of seaweed in last year's operation. Most seaweed was imported from Korea, and the increased price will affect the initial profit, however, the Company will try to limit the gross profit to 35-36%. In cases where the price of seaweed had increased, the management will negotiate with suppliers for a cash discount. As the Company has a surplus cash reserve, the Company is therefore not much affected by the increased seaweed price. Also, the Company has employed a cost saving project, which is finding various suppliers and other material such as packaging, oil, and seasoning at reasonable prices. As for seaweed from China, as there is still not much production, resulting in high prices, the Company therefore has imported most seaweed from Korea and shall negotiate to maintain the current prices.

There were no further questions from the shareholders, therefore the Chairman asked the Meeting to consider and approve this agenda item.

**Resolution:** The Meeting considered and resolved to approve the financial statements as of December 31, 2016 which was audited and certified by the Auditor and obtain an approval from the Audit Committee including the Board of Directors by an unanimously of shareholders attending casting their votes as follows:

Approve	1,125,479,890	votes, equivalent to	100	Percent
Disapprove	0	votes, equivalent to	0	Percent
Abstention	0	votes, equivalent to	0	Percent
Void Ballot	0	votes, equivalent to	0	percent

**Agenda item 4:** Approved the non-allocation of profits for the year 2016 to the legal reserve due to the Company's legal reserve having reached 10 percent of the registered capital and dividend payment fund.

In accordance with Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 45 of the Company's Articles of Association, the Company has to allocate not less than 5% of its annual net profit, after setting-off the accumulated losses carry forward (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of the registered capital.

The Company's capital is THB345,000,000 and it has a legal reserve of THB34,500,000 equal to 10% of the registered capital, so the requirements of the law have been complied with and the Company shall not have a duty to allocate the profits of the legal reserve for the year 2016.

Due to the results of the operations and the separate financial statements of the Company as at December 31, 2016, the net profit set out in the separate financial statements of the Company is THB748,773,598 in total. It was approved at the Meeting to pay the dividend in the total amount of THB 676,200,000 (at the rate of THB 0.49 per share), or 90 percent of the profits for the year 2016 from the separate financial statements in line with the Company's dividend payment policy, which specifies the Company shall not pay dividends of less than 40% of the net profit set out in the separate financial statements of the Company after the tax deduction and the allocation of legal reserves, and other reserves (if any). The Company also paid the interim dividend on September 7, 2016 in the total amount of THB 262,200,000, calculated at the rate of THB0.19 per share. The final dividend payment will be made in the total amount of THB414,000,000, calculated at the rate of THB 0.30 per share.

The last dividend distribution for the year ended December 31, 2016 shall be payable to the shareholders entitled to receive the dividend according to the Company's Articles of Association and who were listed on the record date on Tuesday, March 14, 2017 and whose names were collected on the closing date on Wednesday, March 15, 2017 for the right to receive the dividends. The dividend payment will be made on Friday, May 12, 2017.

The Chairman gave the Meeting an opportunity to make additional comments or raise additional questions.

No shareholders made any comments or raised any questions. The Chairman, therefore, proposed that the meeting to consider the matter for approval.

**Resolution:** The Meeting considered and then resolved to approve the allocation of the net profits for 2016 as a legal reserve and dividend payments for the period ending December 31, 2016, by the votes of the majority of the shareholders attending the Meeting and casting their votes, as follows:

Approve	1,125,480,890	votes, equivalent to	100	Percent
Disapprove	0	votes, equivalent to	0	Percent
Abstention	100	votes, equivalent to	0	Percent
Void Ballot	0	votes, equivalent to	0	percent

**Agenda Item 5:** To consider and appoint the directors in replacement of those who are due to retire by rotation

Mr.Chaiyong Ratanacharoensiri, Chairman of the Nomination and Remuneration Committee informed the meeting that in compliance with Sections 70 and 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders and the Directors who will retire in the first year and second year will be done by draw lots. For the other subsequent year, the Director who held the longest period position will be the retired person. The retired Director by a rotation may be able to reappoint to be a director

At the 2017 Annual General Meeting of Shareholders, the three Directors who were due to retire by rotation in this Meeting are as follows:

Name	Position
1. Mr. Yuth Vorachattam	Chairman of the Board of Directors/ Independent Director/ Audit Committee/ Nomination and Remuneration Committee
2. Ms. Orrapat Peeradechapan	Director / Managing Director
3. Ms. Porntera Rongkasirphan	Director

The Company had opened applications for shareholders to propose persons to be appointed in the Meeting of Shareholders in advance between January 9, 2016 to February 10, 2017, however, no shareholders had proposed persons to be elected appointed as directors in this Meeting.

These three retiring directors have full qualifications according to the Company's policy which are in accordance with and equivalent to regulations under the Public Limited Companies Act B.E. 2535 (as amended) and of the Securities Exchange Commissions and the Stock Exchange of Thailand. They are knowledgeable, competent, experienced, and skillful including leadership, vision, morality, ethics, and they have a good attitude towards the Company. They also are available to perform their duties as directors of the Company.

These three retiring Directors have no directorship or management positions in other organizations with conflicts of interest with the Company.

The profiles and expertise of the nominated candidates, directorship duration, attendance at meetings of the Board and sub-committees during the last year, numbers of shares held in the Company, positions as Directors or executives in other companies, as well as the relationships of the proposed candidates, were provided together with the meeting invitation. The Chairman gave the Meeting an opportunity to make comments or raise questions. No shareholders made any comments or raised any questions. The Chairman, therefore, proposed that the Meeting consider and re-appoint the directors who were due to retire by rotation, by voting individually.

**Resolution:** The Meeting considered and resolved to approve the appointment of Mr. Yuth Vorachattarn, Ms. Orrapat Peeradechapan, and Ms. Porntera Rongkasiriphan who were due to retire by rotation, for another term, by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

1. Mr. Yuth Vorachattarn

Approve	1,120,238,790	votes, equivalent to	99.5320	Percent
Disapprove	5,267,100	votes, equivalent to	0.4679	Percent
Abstention	100	votes, equivalent to	0	Percent
Void Ballot	0	votes, equivalent to	0	percent

2. Ms Orrapat Peeradechapan

Approve	1,105,011,990	votes, equivalent to	98.1791	Percent
Disapprove	20,493,900	votes, equivalent to	1.8208	Percent
Abstention	0	votes, equivalent to	0	Percent
Void Ballot	0	votes, equivalent to	0	percent

3. Ms Porntera Rongkasiriphan

Approve	1,125,504,690	votes, equivalent to	100	Percent
Disapprove	0	votes, equivalent to	0	Percent
Abstention	1,200	votes, equivalent to	0	Percent
Void Ballot	0	votes, equivalent to	0	percent

**Agenda Item 6:** To consider and approve the remuneration of Directors for the year 2017

The Chairman requested Mr. Chaiyong Ratanacharoensiri, who is the Chairman of the Nomination and Remuneration Committee, to present this agenda item to the Meeting for consideration.



Mr. Chaiyong Ratanacharoensiri, the Chairman of the Nomination and Remuneration Committee, informed the Meeting that according to Article 16 of the Company's Articles of Association, the Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms as approved by a General Meeting of Shareholders. The remuneration for Directors might be determined as a fixed figure or as an amount that can be further determined, and it might be determined to be effective for a period of time or up until when any change is made. In addition, the Directors shall be entitled to allowances and benefits according to the Company's regulations.

For the remuneration of the Directors in the 2017 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee has carefully considered on the appropriate remuneration of the Board of Directors and sub-committees' duties and responsibilities by comparing to the remuneration rate from the similar size of the company in the same industry. In this regard, the Board proposed to the 2017 Annual General Meeting of Shareholders to consider and approve the remuneration of the Directors and the sub-committee members for the year 2017 of not exceeding THB 3,000,000 as follows:

1. Directors' remuneration in the total amount of not exceeding THB2,400,000 per year with the details as follows:

1.1 the monthly remuneration

The monthly remuneration (Baht/month/person)		Year2017
1.	The Chairman	60,000
2.	Independent Director	30,000
3.	Director	80,000

1.2 Bonus

Directors shall receive a bonus for the year 2016 in the total amount of not exceeding THB 400,000 per year as appropriately approved by the Board of Directors.

2. Remuneration of Audit Committee

- Audit Committee members shall receive a monthly director's fee in a total amount of not exceeding THB 240,000 per year with the details as follows:

The monthly remuneration (Baht/month/person)	Year2017
1. Chairman of Audit Committee	10,000
2. Audit Committee	5,000

3. Remuneration of Nomination and Remuneration Committee

- Audit Committee members shall receive a remuneration per time with the with the details as follows:

The monthly remuneration (Baht/time/person)	Year2017
1. Chairman of Nomination and Remuneration Committee	10,000
2. Nomination and Remuneration Committee	8,000

The full-time committee members will not receive the above remuneration since they have already received a salary and bonus rewards.

The Chairman gave the Meeting an opportunity to make additional comments or raise additional questions.

**Khun Kwan Setathanee**, a shareholder, asked why the remuneration for the directors is higher than that of the Chairman of the Board of Directors.

The Chairman explained that the directors are highly experienced and one of them used to be the Executive Director of DKSH (Thailand), which requires highly-experienced personnel to supervise its marketing, as sales generates income, and another director also had to take the position of executive assistant, and therefore the company considered higher remuneration for the said directors.

There was no further comment or questions from the shareholders, The Chairman therefore proposed that the Meeting consider and approve the remuneration of the Directors for the year 2017.

**Resolution:** The Meeting resolved to approve the directors' remuneration and meeting allowance for the year 2017, by the votes of not less than two-thirds of the shareholders attending the Meeting, as follows:

Approve	1,124,705,690	votes, equivalent to	99.9281 Percent
Disapprove	807,000	votes, equivalent to	0.0717 Percent
Abstention	1,200	votes, equivalent to	0.0001 Percent
Void Ballot	0	votes, equivalent to	0 percent

**Agenda Item 7:** To consider and approve the appointment of the auditors and fixing the audit remuneration for the year 2017

The Chairman invited Khun Wanee Thasanamontien, the Chairman of the Audit Committee, to propose the matter in this Agenda item to the Meeting for it to consider and approve.

Khun Wanee Thasanamontien, the Chairman of the Audit Committee, informed the Meeting that according to Section 120 of the Public Limited Company Act B.E. 2535 (as amended) and Article 42 of Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the annual financial Auditors and remuneration of the financial Auditors.

The Audit Committee considered last year's performance of the Auditor and agreed to appoint EY Office Limited to be the auditing firm of Company and its subsidiaries, which is an independent auditing firm with high professional standards with expertise in auditing and good performance. In addition, the audit fee proposed by EY Office Limited was considered reasonable, compared to audit fees for similar quantities of work charged at the same professional level.

The Board of Directors, on the recommendation of the Audit Committee, had appointed EY Office Limited to be the auditing firm of the Company for the accounting year ending on December 31, 2017 and proposed that the 2017 Annual General Meeting of shareholders consider and approve the appointment of the auditors and audit fee as follows:

1. The appointment of the auditors of the Company for the year 2017 as follows:
  - Ms. Vissuta Jariyathanakorn (Certified Public Accountant No. 3853); or
  - Mrs. Poonnard Paocharoen (Certified Public Accountant No. 5238); or
  - Ms. Manee Rattanabunnakit (Certified Public Accountant No. 5313).

The above auditors from EY Office Limited are qualified in accordance with the guidelines of the Securities and Exchange Commission.

2. The appointment of the auditors of the Company for the year 2017 as follows:

- Ms. Vissuta Jariyathanakorn (Certified Public Accountant No. 3853); or
- Mrs. Ponnard Paocharoen (Certified Public Accountant No. 5238); or
- Ms. Manee Rattanabunnakit (Certified Public Accountant No. 5313).

The above auditors from EY Office Limited are qualified in accordance with the guidelines of the Securities and Exchange Commission.

Such audit firm and the auditors above have no relationship nor interest in the Company, its subsidiaries, management, major shareholders or the related persons of such persons in any way that will affect this or her independent function. The information on the nominated auditors for the year 2017 was delivered to all shareholders together with the invitation letter to the Meeting.

3. The approval of the audit fee for the year 2017 and the audit of the quarter financial statement and the consolidated financial statement is in the total amount of THB1,790,000 (an increase of THB110,000 or 6.5% from the year 2016 due to the increasing more responsibility of auditing the annual report of the Company). The fee excludes out of pocket expenses, such as travelling fees, photocopying fees, etc.

4. The audit fee for the year 2017 of the subsidiaries of the Company is in the total amount of THB950,000 (an increase of THB30,000 or 3.3% from the year 2016). The Company's subsidiaries will be responsible for such audit fee and the fee excludes out of pocket expenses such as travelling fees, photocopying fees, etc.

The Chairman gave the Meeting an opportunity to make additional comments or raise additional questions.

There were no question from the shareholders and as a result the Chairman proposed that the Meeting consider and approve the matter.

**Resolution:** The Meeting resolved to approve the appointment of the auditor and the fixing of the auditor's remuneration for the year 2017 as proposed in all respects by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Approve	1,120,171,190	votes, equivalent to	99.5253	Percent
Disapprove	5,342,500	votes, equivalent to	0.4746	Percent
Abstention	1,200	votes, equivalent to	0	Percent
Voided Ballot	0	votes, equivalent to	0	percent

**Agenda 8:        Other matters (if any)**

The Chairman informed the Meeting that this agenda item is dedicated to giving an opportunity to the shareholders to propose matters other than those indicated in the invitation letter to the Meeting.

A shareholder asked about the Company factory visit.

Mr. Itthipat Peeradechapan, the Chief Executive Officer, explained to the shareholder that the Company will arrange a session for a factory visit at the new factory in Rojana industrial park that has recently been constructed and started partial operations in March. The Company will inform the shareholders when this will take place later on. The factory is currently undergoing system organization and is estimated to be complete in the 3<sup>rd</sup> quarter.

**Mr. Pongsak Thammathataree**, a shareholder, proposed two issues to the Directors, which were (1) to consider risk management in material procurement and, (2) to consider establishing a factory in China.

The Chairman thanked the shareholder for his kind suggestion and explained that the two proposals were reasonable and the Company realized their importance and was currently considering its possibility. Furthermore, Mr. Itthipat Peeradechapan explained that with regard to the issue of risks in material procurement Company has multiple suppliers, which will ease the risks to some extent, however, the Company is well aware of the risks in material procurement as the seaweed is imported from abroad, which has high risks. To that end, the Company will attempt to relieve the risks as much as possible. For the issue on establishing a factory in China, this requires thorough consideration as there are various obstacles to this, however, the Company plans to find a business partner in China for a joint investment or joint establishment of a factory in the future, which will also ease the risks thereof.

**Mr. Theerapol Worasetkankit**, a shareholder, proposed as a consumer for the Company to manufacture products suitable for children.

Mr. Itthipat Peeradechapan, the Chief Executive Officer explained that the Company currently was expanding its products to include products for children and families, which reduced the use of MSG and Sodium and the products had already been on the shelves for a month.

**Mr. Chawchit Porntarakjarearn**, a shareholder, asked if the Company has a plan to expand the list of distributors in China.

Miss Orrapat Peeradechapan, Managing Director – International Markets, explained that the Company currently has 2 distributors which share distributing channels. The Company believes that having many distributors will complicate the supervision thereof and may lead to price dumping.

**Mr. Sombat H. Piearnjarearn**, a shareholder asked about the Company's method in dealing with risks involving the exchange rate to prevent losses, whether the company had put such methods in place, and suggested that the Company take out insurance against the risks involving exchange rates.

Mr. Jirapong Santipiomkul, the Chief Financial Officer, explained that the Company manages such risks by entering into a Forward Contract with the bank. As for the sales in International Markets, the transactions of 37% of the total sales in the Chinese market were made in Thai Baht, hence eliminating the risk involving the exchange rate for those sales. The rests of the transactions that were made in US and Singapore Dollars had similar ratios as the import of Seaweed, where US Dollars were used for such transaction. The Company had opened a foreign currency account to deposit foreign currency from the sales and used this foreign currency for the purchase of raw materials for the Company. As for the insurance for risk involving exchange rates, the Chairman explained that the Company engages in the business of selling seaweed and not making profits from changes in exchange rate and therefore the said insurance is unnecessary.

**A shareholder** asked how the Company disposes of products which have expired.

Mr. Boonchai Kowpanich, Chief Operation Officer, explained that the Company has the policy to deliver fresh products daily. Once the products are approaching their sell-by date, the Company will issue a sales promotion such as Buy 2 Free 1. Once the products are nearly at their expiry date, the Company will take the said product back to the factory.

**A shareholder** asked if the products contain MSG and asked if there is any need for MSG.

Mr. Itthipat Peeradechapan explained that seaweed is naturally salty from the sea salt and thus there is no MSG in the products. The Company tries to control the Sodium volume in the seaweed used in the manufacturing of the products by choosing supplies sourced with standard control methods. As for the seasoning of the seaweed, the Company uses MSG for some of the products, however, the Company is also in the process of reducing the use of MSG and instead uses I Plus G, which is a seasoning derived from fruits through new technology, suitable for clean, healthy foods which is the trend today.

**Mr. Suppasak Lorthanawanich**, a shareholder, asked these following issues; (1) the products which are the Company's new invention, (2) whether the seaweed products are on the shelves in Walmart USA, and (3) how the progress of marketing through Korean celebrities is.

Mr. Itthipat Peeradechapan, the Chief Executive Officer, explained that with regard to the first issue, there are 2 types of innovative products this year, which are (1) those that use seaweed as the main component, and (2) those


that do not use seaweed. The Company has high expectations for the new products and if they are successful, they will greatly increase the domestic sales margin, and should domestic sale be successful, the Company may consider exporting to the international market.

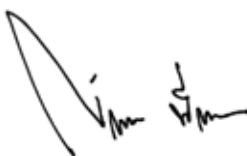
Miss Orrapat Peeradechapan, Managing Director – International Markets, explained that with regard to the second issue, the production is already on the shelves in Walmart USA as the Company will enter the Asian Supermarket market, as well as increasing marketing in the United States and is now considering a change in packaging to suit the consumer more.

Mr. Itthipat Peeradechapan, the Chief Executive Officer, explained that with regard to the third issue, the Company is conducting a marketing campaign in Thailand market using a Korean Artist, the Got7 band, as presenter in its advertisements as well as running a promotion campaign by bringing fan clubs to an exclusive fan meeting with Got7 in the provinces, all of which received a very positive feedback and the Company can expand its customer base to the artists' fan club both domestically and international.

As it is appeared that no shareholder wished to ask any further questions, the Chairman thanked the shareholders for their kind attention.

The Meeting was concluded at 12.02p.m.

  
Signed \_\_\_\_\_ Chairman of the Meeting  
(Mr. Yuth Vorachattarn)

  
Signed \_\_\_\_\_ Recorder of the Minutes of the Meeting  
(Mr. Nutchatpong Peeradechapan)  
Company Secretary

**Profile of the nominated candidates for the election of new directors  
in replacement of those to be retired by rotation**

The profiles of the nominated candidates

**1. Mr. Itthipat Peeradechapan**

**Age** 34

**Current Position** Director  
Chief Executive Office

**Education**

<u>Education</u>	<u>Major</u>	<u>University</u>
Honorary Doctorate Degree	Entrepreneur	the University of Thai Chamber of Commerce
Bachelor Degree	Entrepreneur	the University of Thai Chamber of Commerce

**Certifications from the Thai Institute of Director (IOD) courses**

Directors Accreditation Program (DAP) Batch 86, 2010

**Positions held in other listed company** -None-

**Positions held in non-listed company**

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2017 - Present	Director	Taokaenoi Maruesu (Thailand) Co., Ltd.
2014 - Present	Director	Peeradechapan Holding Co., Ltd.
2014 - Present	Director	Chubcheeva Co., Ltd.
2014 - Present	Director	Omise Co., Ltd.
2013 - Present	Director	Tokyo Runway Marketing Co., Ltd.
2010 - Present	Director	Dr. Tobi Co., Ltd.
2009 - Present	Director	Twenty Four Projects Co., Ltd.
2009 - Present	Director	Taokaenoi Restaurant and Franchise Co., Ltd.
2008 - Present	Director	Taokaenoi care Co., Ltd.
2004 - Present	Director	NCP Trading and Supply Co., Ltd



Working experience for the last 5 years

## Expertise

- 31

## 2. Mr. Nutchatpong Peeradechapan

Age 39

Current Position Director

Managing Director

### Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Bachelor Degree	Science in Industrial Education	King Mongkut's University of Technology North Bangkok

### Certifications from the Thai Institute of Director (IOD) courses

Company Secretary Program (CSP) Batch 42, 2011

Directors Accreditation Program (DAP) Batch 86, 2010

Positions held in other listed company -None-

### Positions held in non-listed company

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2014 - Present	Director	Peeradechapan Holding Co., Ltd.
2010 - Present	Director	Dr. Tobi Co., Ltd.
2009 - Present	Director	Twenty Four Projects Co., Ltd.
2009 - Present	Director	Taokaenoi Restaurant and Franchise Co., Ltd.
2008 - Present	Director	Taokaenoi care Co., Ltd.
2004 - Present	Director	NCP Trading and Supply Co., Ltd.

Mr. Nutchatpong Peeradechapan does not hold the director or executive position of other company which shall cause the conflict of interest or compete the business of the Company.

### Working experience for the last 5 years

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2014 - 2015	Director	Indy Badger Co., Ltd.

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2014 - 2015	Director	Gen C Inspire Co., Ltd.
2010 - 2015	Director	Thai Forward Building Co., Ltd.

#### Expertise

- Business and Industry related to the Company
- Management of Organization
- Management of Human Resources
- Information Technology

Family Relation among Director and Executives	Older brother of Mr. Itthipat Peeradechapan
	Older brother of Ms. Orrapat Peeradechapan

#### Amount of shares held in the company (including that of spouse and/or minor child) (as of December 4, 2017)

Held by self	: 70,500,000 shares
Held by self (indirectly, through holding company)	: 54,000,000 shares
Held by spouse and/or minor child	: - None -

#### Meeting Attendance of the last year

1. The Broad of Directors Meeting	11/11	times
2. The Annual General Meeting of Shareholders 2017	1/1	time

Type of the directors for appointment	Director
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Year of directorship	12 (2004)
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### 3. Mrs. Wanee Thasanamontien

Age 63

Current Position Independent Director  
Chairman of Audit Committee  
Member of Nomination and Remuneration Committee

#### Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Master Degree	Public Administration	Chulalongkorn University
Bachelor Degree	Laws	Thammasat University
Bachelor Degree	Accounting	Thammasat University

#### Certifications from the Thai Institute of Director (IOD) courses

Advanced Audit Committee Program (AACP)	Batch 18, 2015
Financial Institutions Governance Program (FGP)	Batch 4, 2012
Directors Certification Program (DCP)	Batch 138, 2010

Positions held in other listed company -None-

Positions held in non-listed company -None-

Mrs. Wanee Thasanamontien does not hold the director or executive position of other company which shall cause the conflict of interest or compete the business of the Company.

#### Working experience for the last 5 years

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2010 - 2014	Principal Advisor on Strategic Tax	Revenue Department of Thailand
2010 - 2014	Representative Director of Ministry of Finance	Wasted Management Authority of Thailand

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2014 - 2014	Representative Director of Ministry of Finance	Thailand Institute of Scientific and Technological Research
2011 - 2013	Representative Director of Ministry of Finance	Small and Medium Enterprise Development Bank of Thailand

#### Expertise

- Management of large organization
- Law
- Accounting and Finance
- Corporate Governance and Risk Management

Family Relation among Director and Executives - None -

#### Amount of shares held in the company (including that of spouse and/or minor child)

Held by self : - None –

Held by spouse and/or minor child : - None –

#### Meeting Attendance of the last year

1. The Broad of Directors Meeting	11/11	times
2. The Audit Committee Meeting	4/4	times
3. The Nomination and Remuneration Committee Meeting	2/2	times
3. The Annual General Meeting of Shareholders 2017	1/1	time

Type of the directors for appointment - Director

- Risk Management Committee

- Nomination and Remuneration committee

Year of directorship 4 (2004)

Principles of the Appointment, Qualification of Independent Director, Audit Committee, Nomination and  
Remuneration Committee, Risk Management Committee

**1. Principles of the Appointment**

The Company select and nominate persons whose qualifications are suitable as directors, executives of the Company to the Board of Directors and/or the Meeting of Shareholders (as the case may be). Moreover, the nominated director must possess knowledge, experience, expertise and devoted their time and having the qualification of the director accordance with section 68 of Public Limited Companies Act, B.E.2535 (as amended), laws of Securities and Exchange, Notification of Securities and Exchange Commission, Notification of The Capital Market Supervisory Board, including related regulations and/or rules and possess no prohibited characteristics regarding Notification GorJor. 8/2010 Re: Determination of the Untrustworthy Characteristics of the directors and executives of the company. Moreover, the appointment of the director of the Company must be approved from the Board of Directors' Meeting and/or Shareholders' Meeting (as the case may be).

The Company shall provide to have independent directors at least one-third of all directors of the Company and must not be less than three directors.

**2. Qualification of Independent Director**

Person who nominated to be appointed as an independent director shall have qualification of Independent Director. Qualification of Independent Director of the Company related to minimum regulation of Securities and Exchange Commission as follow:

1. Holding shares not exceeding than 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, unless such characteristic ceases at least two years prior to the date of filing a request to SEC, so that, such prohibited qualification not included case that independent director had been government officer or advisor of government that was major shareholder or controlling person of the Company.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless such characteristic ceases at least two years prior to the date of filing a request to SEC.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless such characteristic ceases at least two years prior to the date of filing a request to SEC.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless such characteristic ceases at least two years prior to the date of filing a request to SEC.

7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

The independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, on condition that these decisions must be collective decision

In case that person who requested to appoint as an independent director is person who has a business relation or provides a professional service described in item No. 4 or 6. Company shall have the decision of the Board showing the consideration in accordance with section 89/7 of Public Limited Companies Act, B.E.2535 (as amended) that the appointment of such person will not interfere with the exercise of independent judgement in the independent director's responsibilities and the Company must disclose the following information in invitation of shareholders' meeting on the agenda of appointment of independent directors:

- (a) The nature if the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- (b) The reason or need to retain or appoint this person as an independent director;
- (c) The Board's opinion on proposing the appointment of this person as an independent director.

### **3. Qualification of the Audit Committee**

The Audit Committee is comprised of at least three independent directors by the at least one audit committee must have sufficient knowledge and experience in order to be capable of auditing reliability of financial statements



Qualification of Audit Committee of the Company related to minimum regulation of Securities and Exchange Commission means that having the qualification for being audit committee with state above and must

1. Not a director that be assigned by the Board of Directors to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person and

2. Not a director of parent company, subsidiary, affiliate, same-level subsidiary company only the listed company

#### **4. Qualification of Nomination and Remuneration Committee**

Nomination and Remuneration Committee is comprised of at least three directors and executives by more than half of all directors must be independent directors and independent director shall be the chairman of Nomination and Remuneration Committee .

#### **5. Qualification of Risk Management Committee**

Risk Management Committee is comprised of at least three directors, executives and/or savant and at least one of the must be a Chairman of Risk Management Committee which appointed by Risk Management Committee.

## Profile of proposed Auditors for Year 2018

### 1. Miss Vissuta Jariyathanakorn

Certified Public Accountant No.	3853
Auditing Firm	EY Office Limited
Education	Bachelor of Accounting, Chulalongkorn University
Experience	<ul style="list-style-type: none"> <li>- An approved auditor of the Securities and Exchange Commission and the Stock Exchange of Thailand</li> <li>- Certified Public Accountant (Thailand)</li> <li>- Audit Partner of Auditing Firm for 18 years</li> <li>- Audit supervisor of many large companies included SET-listed companies and international business which have branches over the world, has experience in auditing the business of insurance, construction and shipping and has a significant knowledge of the business of manufacturing and real estate</li> <li>- Has experience in auditing, specially in sales and purchase and mergers and acquisitions of a business, including for bank and financial institutions who confront a problem in 1997</li> <li>- Has worked since 1984</li> </ul>
Relation or interest with the Company, subsidiary, major shareholder or who related with such person	None
Year of Auditor for the Company	2 years

## 2. Ms. Sumalee Rewarabundit

Certified Public Accountant No.	3970
Auditing Firm	EY Office Limited
Education	Bachelor of Accounting (Second Class Honor), Chiangmai University  Auditing Certificates, Thammasat University
Experience	<ul style="list-style-type: none"> <li>- An approved auditor of the Securities and Exchange Commission and the Stock Exchange of Thailand</li> <li>- Certified Public Accountant (Thailand)</li> <li>- Audit Partner of Auditing Firm for 18 years</li> <li>- Audit supervisor of many large companies included SET-listed companies and international business which have branches over the world, has experience in auditing the business of insurance, construction and shipping and has a significant knowledge of the business of manufacturing and real estate</li> <li>- Has experience in auditing, specially in sales and purchase and mergers and acquisitions of a business, including for bank and financial institutions who confront a problem in 1997</li> <li>- Has worked since 1983</li> </ul>
Relation or interest with the Company, subsidiary, major shareholder or who related with such person	None
Year of Auditor for the Company	-

### 3. Mrs. Poonnard Paocharoen

Certified Public Accountant No.	5238
Auditing Firm	EY Office Limited
Education	Master of Business Administration, Thammasat University  Bachelor of Accounting, Thammasat University
Experience	<ul style="list-style-type: none"> <li>- An approved auditor of the Securities and Exchange Commission and the Stock Exchange of Thailand</li> <li>- Certified Public Accountant (Thailand)</li> <li>- Audit Partner of Auditing Firm for 4 years</li> <li>- Audit supervisor of many large companies included SET-listed companies and international business which have branches over the world i.e. the business of manufacturing and real estate and has a significant knowledge in the business of the financial service for consumer and the securities business</li> <li>- Has experience in auditing the international companies which have branches over the world and working with EY office in other countries i.e. Singapore, France, Netherlands, Japan and Taiwan</li> <li>- Has experience in auditing of IFRS stand-alone financial statements, with a coordination of EY Office Hong Kong.</li> <li>- Has worked since 1994</li> </ul>
Relation or interest with the Company, subsidiary, major shareholder or who related with such person	None
Year of Auditor for the Company	-

## Documents Required prior to Attending the Meeting and Supporting Documents for Proxy

The registration to attend 2018 Annual General Meeting of Shareholders starts not less than 2 hours prior to the commencement of the meeting or from 8.00 hours on wards on **Monday, April 23, 2018 at 10:00 a.m. at Rajpruek Ballroom 2<sup>nd</sup> Floor Sport Club House Building, Rajpruek Club (North Park Project), No.100 Moo3, Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkok.** Please find the map attached in the Notice of 2018 Annual General Meeting of Shareholders.

The registration will be made by barcode system. For your convenience, please bring Notice, Proxy Form (in case of granting proxy) and registration form with printed barcode, and present the following documents at registration desk before attending the meeting:

### **1. Self-Attending**

#### **1.1 Natural Person**

- (1) Registration form which is signed by the shareholder
- (2) A valid official document issued by government authorities e.g. the identification card, government officer identification card, driver license or passport, including the evidence of the change of name or last name (if any)

#### **1.2 Juristic Person by its Representative**

- (1) Registration form which is signed by the representative of the juristic person attending the meeting
- (2) A copy of the juristic person's affidavit certified true and correct copy by the representative of the juristic person who attends the meeting showing that the representative of the juristic person attending the meeting) has the authority to act on behalf of the juristic person who is a shareholder
- (3) A valid official document issued by government authorities of the representative of the juristic person as specified in item 1.1(2)

### **2.Proxy**

#### **2.1 The Grantor being Natural Person**

- (1) Registration form which is signed by the proxy
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy

- (3) A copy of valid official document issued by government authorities of the shareholder as specified in item 1.1(2) which is certified true by the shareholder
- (4) A copy of valid official document issued by government authorities of the proxy as specified in item 1.1(2) which is certified true by the proxy

## **2.2 The Grantor being Juristic Person**

- (1) Registration form which is signed by the proxy
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by (i) the representative of the juristic person who is a grantor and (ii) the proxy
- (3) A copy of the Juristic person's affidavit certified true and correct copy by the representative of the juristic person and the proxy (if any) showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person.
- (4) A copy of a valid official document issued by government authorities of the authorized person as specified in item 1.1(2) which is certified true and correct copy by said representative of the juristic person
- (5) A copy of a valid official document issued by government authorities of the proxy as specified in item 1.1(2) which is certified true by the proxy

## **2.3 Granting proxy to the Company's independent director as listed in Attachment 5.4**

- (1) Registration form
- (2) The Proxy Form as attached in Notice (Form A or Form B) which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the grantor
- (3) In case the grantor is natural person, documents as specified in item 2.1 (3)
- (4) In case the grantor is juristic person, documents as specified in items 2.2 (3) and 2.2(4)

## **3. For Foreign Investor appointing the Custodian in Thailand**

- (1) Registration form which is signed by the proxy

- (2) The Proxy Form (Form C) which completely filled in and signed by the grantor and the proxy
- (3) Documents as specified in item 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the representative of juristic person.

**Note :**

1. In case of granting proxy to one of the Company's independent directors, please submit the completed Proxy Form together with all required documents and return it to Corporate Secretary Office by Thursday, April 19, 2018.
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix the 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty. The Company will also facilitate in affixing the stamp duty for the proxy at registration desk before attending the meeting.
4. In case of juristic person, if the person who signed in the Power of Attorney or Proxy Form is not an authorized director as specified in the affidavit, the attendee shall prepare the Power of Attorney showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person. All complete Power of Attorney must be made uninterruptedly.







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20 Baht

## หนังสือมอบฉันทะ แบบ ก.

### PROXY FORM A

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholders' Registration No. Written at \_\_\_\_\_

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month B.E.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. Road Tambol/Khwaeng  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท แก่แก่น้อย ฟู้ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน) (“บริษัท”)  
being a shareholder of Taokaenoi Food&Marketing Public Company Limited (“The Company”) holding the total amount of  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of shares and have voting right votes as follows:  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary Share shares and have voting right votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred Share shares and have voting right votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้นายยุทธ วรรณธรร หรือ นายชัยยงค์ รัตนเจริญศิริ ซึ่งเป็นกรรมการอิสระของ  
บริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)  
Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mr. Yuth Vorachattarn  
or to Mr. Chaiyong Ratanacharoensiri be the proxy. The Information of the independent directors, were  
shown in the enclosure)

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age Years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Post Code or

☐ 2. ชื่อ นายยุทธ วรรณธรร อายุ 70 ปี อยู่บ้านเลขที่ 337  
Name Mr. Yuth Vorachattarn age 70 Years, Residing at 337  
ถนน บอนด์สตรีท ตำบล/แขวง บางพุด อำเภอ/เขต ปากเกร็ด  
Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
จังหวัด นนทบุรี รหัสไปรษณีย์ 11120 หรือ  
Province Nonthaburi Metropolitan Post Code 11120 or

☐ 3. ชื่อ นายชัยยงค์ รัตนเจริญศิริ อายุ 62 ปี อยู่บ้านเลขที่ 337  
 Name Mr. Chaiyong Ratanacharoensiri age 62 Years, Residing at 337  
 ถนน บอนด์สตรีท ตำบล/แขวง บางพุด อำเภอ/เขต ปากเกร็ด  
 Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
 จังหวัด นนทบุรี รหัสไปรษณีย์ 11120  
 Province Nonthaburi Metropolitan Post Code 11120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันจันทร์ที่ 23 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารสปอร์ตคลับเฮ้าส์ สโมสรราชพฤกษ์ (โครงการนอร์ทปาร์ค) เลขที่ 100 หมู่ 3 ถ.วิภาวดี-รังสิต แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders (AGM), which will be held on Monday, April 23, 2018, 10.00 AM at Rajpruek Ballroom, 2<sup>nd</sup> floor, Sport Club House Building, Rajpruek Club (North Park Project). 100 Moo 3 Vibhavadi-Rangsit Road, Thung Song Hong, Lak Si, Bangkok or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
 ( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
 ( \_\_\_\_\_ )

**หมายเหตุ:** ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Remark:** The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.



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## หนังสือมอบฉันทะ แบบ ข.

### PROXY FORM B

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholders' Registration No. Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month B.E.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. Road Tambol/Khwaeng  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท แก้วแก่น้อย ฟู้ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน) (“บริษัท”)  
being a shareholder of Taokaenoi Food&Marketing Public Company Limited (“The Company”) holding the total amount of  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of shares and have voting right votes as follows:  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary Share shares and have voting right votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred Share shares and have voting right votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้นายยุทธ วรรณธรร หรือ นายชัยยงค์ รัตนเจริญศิริ ซึ่งเป็นกรรมการอิสระของ  
บริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)  
Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mr. Yuth Vorachattarn  
or to Mr. Chaiyong Ratanacharoensiri be the proxy. The Information of the independent directors, were  
shown in the enclosure)

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age Years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Post Code or

☐ 2. ชื่อ นายยุทธ วรรณธรร อายุ 70 ปี อยู่บ้านเลขที่ 337  
Name Mr. Yuth Vorachattarn age 70 Years, Residing at 337  
ถนน บอนด์สตรีท ตำบล/แขวง บางพูด อำเภอ/เขต ปากเกร็ด  
Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
จังหวัด นนทบุรี รหัสไปรษณีย์ 11120 หรือ  
Province Nonthaburi Metropolitan Post Code 11120 or

☐ 3. ชื่อ นายชัยยงค์ รัตนเจริญศิริ อายุ 62 ปี อยู่บ้านเลขที่ 337  
 Name Mr. Chaiyong Ratanacharoensiri age 62 Years, Residing at 337  
 ถนน บอนด์สตรีท ตำบล/แขวง บางพูด อำเภอ/เขต ปากเกร็ด  
 Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
 จังหวัด นนทบุรี รหัสไปรษณีย์ 11120  
 Province Nonthaburi Metropolitan Post Code 11120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันจันทร์ที่ 23 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารสปอร์ตคลับเฮาส์ สโมสรราชพฤกษ์ (โครงการนอร์ทปาร์ค) เลขที่ 100 หมู่ 3 ถ.วิภาวดี-รังสิต แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders (AGM), which will be held on Monday, April 23, 2018, 10.00 AM at Rajpruek Ballroom, 2<sup>nd</sup> floor, Sport Club House Building, Rajpruek Club (North Park Project). 100 Moo 3 Vibhavadi-Rangsit Road, Thung Song Hong, Lak Si, Bangkok or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2560**

**1. To adopt the Minutes of the 2017 Annual General Meeting of Shareholders held on Wednesday, April 26, 2017**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2560**

**2. To acknowledge the Company's Annual Report for the year 2017**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2560**

**3. To consider and approve the financial statements for the year ended December 31, 2017**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain



**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรสุทธิประจำปี 2560 เพื่อจ่ายเงินปันผลให้ผู้ถือหุ้น**

**4. To consider and approve the allocation of net profits for the year 2017 dividend payment**

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

**วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**5. To consider and elect the directors in replacement of those to be retired by rotation**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
1. ชื่อกรรมการ / Name of Director: นายอิทธิพัทธ์ พีระเดชาพันธ์ (Mr. Itthipat Peeradechapan)
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
2. ชื่อกรรมการ / Name of Director: นายณัฐชัชพงศ์ พีระเดชาพันธ์ (Mr. Nutchatpong Peeradechapan)
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
3. ชื่อกรรมการ / Name of Director: นางวณีย์ ทศนมนเทียน (Mrs. Wanee Thasanamontien)
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2561**

**6. To consider and approve the remuneration for Directors for the year 2018**

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

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2561**

**7. To consider and appoint the auditors and fix the audit fee for the year 2018**

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

## วาระที่ 8 เรื่องอื่น ๆ (ถ้ามี)

### 8. Other matters (if any)

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy in any agenda which is not in accordance with this Proxy shall be invalid and shall not be the vote of the shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except where the proxy did not vote in accordance with this Proxy, shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

### หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder may appoint only one proxy to attend and vote at the meeting, and may not allocate the number of shares to several proxies to severally vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

With respect to the director election, it may be conducted as a group at once or one by one individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

If any matter on the agenda is not specified above herein, the shareholder may add such additional matter in the attached supplemental to this Form B.



ใบประจําต่อแบบหนังสือมอบฉันทะแบบ ข.

Continuation Page of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แก่แก่น้อย ฟู้ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

The proxy is granted by a shareholder of **Taokaenoi Food & Marketing Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันจันทร์ที่ 23 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารสปอร์ตคลับเฮาส์ สโมสรราชพฤกษ์ (โครงการนอร์ทปาร์ค) เลขที่ 100 หมู่ 3 ถ.วิภาวดี-รังสิต แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2017 Annual General Meeting of Shareholders (AGM) which will be held Monday, April 23, 2018 at Rajpruek Ballroom, 2nd floor, Sport Club House Building, Rajpruek Club (North Park Project). 100 Moo 3 Vibhavadi-Rangsit Road, Thung Song Hong, Lak Si, Bangkok or such other date, time and place as the meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

หนังสือมอบฉันทะ แบบ ค.

PROXY FORM C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คิสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For Foreign Shareholder appointing the Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholders' Registration No. Written at \_\_\_\_\_

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month B.E.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. Road Tambol/Khwaeng  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท แก้วแก่น้อย ฟู้ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Taokaenoi Food & Marketing Public Company Limited (“The Company”) holding the total amount of  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of shares and have voting right votes as follows:

- ☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary Share shares and have voting right votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred Share shares and have voting right votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้นายยุทธ วรรณธรร หรือ นายชัยยงค์ รัตนเจริญศิริ ซึ่งเป็นกรรมการอิสระของ  
บริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)

Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mr. Yuth Vorachattarn  
or to Mr. Chaiyong Ratanacharoensiri be the proxy. The Information of the independent directors, were  
shown in the enclosure)

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age Years, Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Post Code or

☐ 2. ชื่อ นายยุทธ วรรณธรร อายุ 70 ปี อยู่บ้านเลขที่ 337  
Name Mr. Yuth Vorachattarn age 70 Years, Residing at 337  
ถนน บอนด์สตรีท ตำบล/แขวง บางพุด อำเภอ/เขต ปากเกร็ด  
Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
จังหวัด นนทบุรี รหัสไปรษณีย์ 11120 หรือ  
Province Nonthaburi Metropolitan Post Code 11120 or





☐ 3. ชื่อ นายชัยยงค์ รัตนเจริญศิริ อายุ 62 ปี อยู่บ้านเลขที่ 337  
 Name Mr. Chaiyong Ratanacharoensiri age 62 Years, Residing at 337  
 ถนน บอนด์สตรีท ตำบล/แขวง บางพูด อำเภอ/เขต ปากเกร็ด  
 Road Bond Street Tambol/Khwaeng Bangpood Amphur/Khet Pakkred  
 จังหวัด นนทบุรี รหัสไปรษณีย์ 11120  
 Province Nonthaburi Metropolitan Post Code 11120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันจันทร์ที่ 23 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารสปอร์ตคลับเฮาส์ สโมสรราชพฤกษ์ (โครงการนอร์ธปาร์ค) เลขที่ 100 หมู่ 3 ถ.วิภาวดี-รังสิต แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders (AGM), which will be held on Monday, April 23, 2018, 10.00 AM at Rajpruek Ballroom, 2<sup>nd</sup> floor, Sport Club House Building, Rajpruek Club (North Park Project). 100 Moo 3 Vibhavadi-Rangsit Road, Thung Song Hong, Lak Si, Bangkok or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We appoint and empower the proxy to attend and vote for me/us and on my/our behalf at this meeting in the following manner:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The proxy is empowered to vote the entire shares held and entitled to vote

☐ มอบฉันทะบางส่วน คือ

The proxy is empowered to vote part of my/our shares as follows:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
 Ordinary Share share(s), entitled to cast vote(s)

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
 Preferred Share share(s), entitled to cast vote(s)

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง

Total number of votes entitled to cast is vote(s)

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2560**

**1. To adopt the Minutes of the 2017 Annual General Meeting of Shareholders held on Wednesday, April 26, 2017**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2560**

**2. To acknowledge the Company's Annual Report for the year 2017**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2560**

**3. To consider and approve the financial statements for the year ended December 31, 2017**

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

**วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรสุทธิประจำปี 2560 เพื่อจ่ายเงินปันผลให้ผู้ถือหุ้น**

**4. To consider and approve the allocation of net profits for the year 2017 dividend payment**

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

**วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**5. To consider and elect the directors in replacement of those to be retired by rotation**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- ชื่อกรรมการ / Name of Director:** นายอิทธิพัทธ์ พีระเดชาพันธ์ (Mr. Itthipat Peeradechapan)
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
  - ชื่อกรรมการ / Name of Director:** นายณัฐชัชพงศ์ พีระเดชาพันธ์ (Mr. Nutchatpong Peeradechapan)
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
  - ชื่อกรรมการ / Name of Director:** นางวณีย์ ทัศนมนเทียร (Mrs. Waneen Thasanamontien)
 

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

**วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2561**

**6. To consider and approve the remuneration for Directors for the year 2018**

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



☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2561**

**7. To consider and appoint the auditors and fix the audit fee for the year 2018**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

**วาระที่ 8 เรื่องอื่น ๆ (ถ้ามี)**

**8. Other matters (if any)**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Vote of the proxy in any agenda which is not in accordance with this Proxy shall be invalid and shall not be the vote of the shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except where of the proxy did not vote in accordance with this Proxy, shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

#### หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C is only used in the case that the shareholder of record is a foreign shareholder whose shares are taken of by the custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Required supporting documents:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

The power of attorney whereby the shareholder empower the custodian to execute the proxy instrument for and on behalf of the shareholder

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A confirmation that the custodian is licensed to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder may appoint only one proxy to attend and vote at the meeting, and may not allocate the number of shares to several proxies to severally vote.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

With respect to the director election, it may be conducted as a group at once or one by one individually.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

If any matter on the agenda is not specified above herein, the shareholder may add such additional matters in the attached supplemental to this Form C.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Continuation Page of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แก่แก่น้อย ฟู้ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

The proxy is granted by a shareholder of **Taokaenoi Food & Marketing Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันจันทร์ที่ 23 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารสปอร์ตคลับเฮ้าส์ สโมสรราชพฤกษ์ (โครงการนอร์ทปาร์ค) เลขที่ 100 หมู่ 3 ถ.วิภาวดี-รังสิต แขวงทุ่งสองห้อง เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2017 Annual General Meeting of Shareholders (AGM) which will be held Monday, April 23, 2018 at Rajpruek Ballroom, 2nd floor, Sport Club House Building, Rajpruek Club (North Park Project). 100 Moo 3 Vibhavadi-Rangsit Road, Thung Song Hong, Lak Si, Bangkok or such other date, time and place as the meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re :

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

## Company's Articles of Association Relating to the General Meeting of Shareholders

### Shareholders' Meeting

**Article 30** The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 months from the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than 25 persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within 1 month of the date of receipt of such request from the said shareholders.

**Article 31** In calling a general meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for a period of 3 days in consecutive at least 3 days prior to the date of the meeting.

A shareholders' meeting can be arranged at the Company's head office or other provinces in the Kingdom of Thailand.

**Article 33** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a general meeting of shareholders amounting to not less than 25 persons holding shares amounting to not less than one – third of total number of shares sold or there shall be shareholders and proxies

attending not less than half of total number of shareholders holding shares amounting to not less than one-third of total number of shares sold.

At any general meeting of shareholders, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

The Chairman of the Board of Directors shall preside at every general meeting of shareholders. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 35** The agendas which an Annual General Meeting of Shareholders shall require are as follows:

1. To consider the Board of Director's declaration of the past operational results.
2. To consider and approve the Company's Balance Sheet and Profit and Loss Statement of the past fiscal year.
3. To approve the appropriation of the profit and capital reserve.
4. To approve the appointment of a new director in replacement to a director who are due to retire by rotation and setting a remuneration.
5. To approve the appointment of the Company's auditor and setting a remuneration.
6. To consider other issues.

**Article 37.** The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with the laws and Articles of Association relating to meetings and follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a

resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda and/or the matters raised by the shareholders, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than 7 days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper for a period of 3 days in consecutive at least 3 days prior to the date of the meeting.

**Article 40** The Board of Directors shall arrange for making a balance sheet and a profit and loss statement on the last day of the fiscal year of the Company and submit them to the Annual General Meeting of Shareholders. Prior to submitting them to a Shareholders' Meeting, the Board of Directors shall arrange for the balance sheet and the profit and loss statement to be audited.

**Article 41** The Board of Directors shall send the following documents to the shareholders together with the notice calling an Annual General Meeting.

1. Copies of the audited balance sheet and profit and loss statement together with the report from the auditor thereon;
2. Annual report of the Board of Directors.

**Article 42** The Annual General Meeting shall appoint the auditor and set a fee of auditing. The same auditor can be reappointed in each subsequent year. However the auditor must not be a director, staff, employee or holding any position in the Company. The Company must rotate the auditor



according to the laws relating to securities and capital market and/or related laws.

**Article 43** The Company's auditors are responsible to attend every Shareholders' Meeting whenever there occurs the agenda of considering the Company's Balance Sheet, Profit and Loss Statements and any accounting difficulties of the Company in order to provide explanation on accounting audit to shareholders. The Company shall deliver all related reports and documents necessary for shareholders to its auditors as well.

The auditor has the right to examine, at any time during the office hours of the Company, all books of account, documents and any other evidence relating to the Company's income, expenses, assets and liabilities. For this purpose, the auditor shall be entitled to ask any of the Company's directors, staff members, employees, responsible persons, and agent to provide any related clarification or documents in respect of the Company's operation. The auditor shall make a report relating to the balance sheet and accounting which must be stated that the balance sheet was done correctly and truly represents the Company's business and operation and submit such report to the General Meeting of Shareholders.

#### Proxy and Voting

**Article 32.** At a general meeting of shareholders, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing with the date specified and signed by the principal in accordance with a form designated by the Registrar.

The proxy shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting.

**Article 34** In casting a vote, one share shall have one vote and resolution of shareholder's meeting shall be passed by following votes;

- (1) In a general case, resolution shall be passed by a majority casted by shareholders who attend the meeting and cast their votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, resolution shall be passed by a vote of not less than three-fourth of total votes of shareholders who attend the meeting and cast their votes.
  - (a) The sale or transfer of the whole or important parts of the Company's business to shareholders;
  - (b) The purchase or acquire of the other company's business or those of private company by the Company;
  - (c) The executing, amending , terminating of contracts with respect to granting a rent of the whole or important part of the Company's business, assignment of the management of the Company's business to any other person or merging of the business with other persons in order to share profit and loss;
  - (d) The amending of the Company's Memorandum or Articles of Association;
  - (e) The increasing or reducing of the Company's registered capital or issuing debenture;
  - (f) The merger or dissolution of the Company
  - (g) The debt restructuring by issuing new shares for repayment to creditors according to a conversion of debt into equity plan;
  - (h) The other matters which are provided by laws relating to securities and capital market.

#### Directors' Qualifications, Election and Rotation of Directors

**Article 14** The General Meeting of Shareholders shall elect Directors by a majority vote of shareholders who attend the meeting and cast their votes in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director

positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

**Article 15** At the Annual General Meeting of Shareholders, one-third of the Directors, or if their number is not multiple of three, then multiple the number nearest to one-third, must retire from the office.

The Directors are retiring from office in the first and second years after registration of the conversion to public limited company shall be done by drawing. In subsequent years, the Director who has held office longest shall retire. A retiring Director is eligible for re-election.

#### Directors' Remuneration and Bonus

**Article 16** Directors are entitled to receive remuneration from the Company in a form of financial award, attendance fee , premium , bonus or other benefits provided by the Articles of Association or the approval by shareholders meeting which may specify the fixed amount or lay down the rules to be temporarily effective for each time or permanently until it is amended. In addition, Directors are entitled to receive an allowance and welfares of the Company in accordance with the Articles of Association.

The first paragraph shall not affect the rights of employee or staff who is appointed to be Directors to still be entitled to receive remuneration and benefit as the employee or staff of the Company.

Payment of remuneration in the first and second paragraph must not contradict to or in conflict with an independence qualification of Directors required by laws relating to securities and capital market.

#### Dividend Payment

**Article 44** Do not pay dividends from other funds other than profit. If the Company is running an accumulated deficit, payment of dividends is prohibited.

Unless otherwise required by the Articles of Association for a preference share, dividend shall be equally paid for each share.

Payment of dividend shall be approved by the shareholder's meeting.

The Board of Directors may pay interim dividends to shareholders from time to time, if the Board considers that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the Shareholders Meeting at the following General Meeting of Shareholders.

Payment of dividends shall be made within one month from the date of the meeting of the Board of Directors or of the resolution of the General Meeting of Shareholders as the case may be. The shareholders shall be notified in writing of such payment of dividends and the notice shall also be published in a newspaper. An interest on dividends shall not be applied if dividends are paid within a period specified by the laws.

**Article 45**      The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

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## Voting, Counting, and Announcement of the Vote in the Annual General Meeting of Shareholders

### Criteria on Voting

#### **General Agenda:**

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian which is able to split their votes in each proxy by using Proxy Form C).
2. In case of proxy:
  - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
  - 2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

#### **Agenda on Election of Directors:**

In accordance with Clause 14 of the Company's Articles of Association, shareholder or the proxy shall have one vote for each share and the procedures for voting shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

### Procedures for Voting in each Agenda

The Chairman shall inform the Meeting the details of voting procedures as follows:

1. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire or make comment, please notify name and surname to the meeting before making any inquiry or comment.
2. Shareholder or proxy shall make only one vote for approval, disapproval or abstention.

(except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

3. The Chairman shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain and ask such person to mark in the box “disapprove” or “abstain” in the voting ballots and raise his/her hand in order for the officer to collect the voting ballots and count the votes. In voting counting, the Company will use the method of deducting the disapproved votes, abstain votes and the invalid voting ballots from all of the votes. The remaining votes will be deemed as the approved votes.

#### **Counting and Announcement of the Vote**

Prior to the Meeting, the Company shall inform that the counting of votes for each agenda shall be made from the voting of shareholder or proxy present at the Meeting with the right to vote. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

#### **Resolution of the Meeting shall consist of the following votes:**

1. General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote. Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
2. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
3. A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
4. A secret voting may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

Profiles of the Independent Directors Proposed by the Company to Act as Proxy for Shareholders

(Excluding directors to be retired by rotation in the year 2018)

Name	Age (year)	Position	Address	Conflict of Interests in the Proposed Agenda
1. Mr. Yuth Worachattarn	70	<ul style="list-style-type: none"> <li>- Chairman of the Board of Director</li> <li>- Independent Director</li> <li>- Member of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> </ul>	337 Bond Street, Bangpood, Pakkred, Nonthaburi 11120	Have conflicts of interests in agenda 6 (To consider and approve the remuneration for Directors for the year 2018)
2. Mr.Chaiyong Ratanacharoensiri	62	<ul style="list-style-type: none"> <li>- Director</li> <li>- Member of Audit Committee</li> <li>- Chairman of the Nomination and Remuneration Committee</li> </ul>		

## Profiles of the Independent Directors

### 1. Mr. Yuth Worachattarn

Age 70

Current Position Chairman of the Board of Director  
Independent Director  
Member of Audit Committee  
Member of Nomination and Remuneration Committee

#### Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Master Degree	Economics (International Program)	Thammasat University
Bachelor Degree	Economics (Honors)	Thammasat University

#### Certifications from the Thai Institute of Director (IOD) courses

Ethical Leadership Program (ELP)	Batch 2, 2015
Corporate Governance for Capital Market Intermediaries (CGI)	Batch 6, 2014
Financial Institutions Governance Program (FGP)	Batch 6, 2013
Monitoring of the Quality of Financial Reporting (MFR)	Batch 12, 2010
Chartered Director Class (R-CDC)	Batch 3, 2008
Role of the Chairman Program (RCP)	Batch 8, 2003
Directors Certification Program (DCP)	Batch 0, 2000

#### Positions held in other listed company

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2016- Present	Chairman of the Board of Directors Member of the Audit Committee	Saha Thai Terminal PCL
2016- Present	Chairman of the Board of Directors	Grand Prix International PCL
2003 -Present	Chairman of the Board of Directors Member of the Audit Committee	Maybank Kim Eng (Thailand) PCL



#### Positions held in non-listed company

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2017- Present	Directors/ Chairman of the Audit Committee	Nutrix PLC
2017- Present	Chairman of the Board of Directors	SCB Protect Co., Ltd.
2015-Present	Director	B.S.Y. Construction Co., Ltd.
2015-Present	Director/ Chairman of the Audit Committee	BSY Group PCL
2010-Present	Director/ Chairman of the Audit Committee	Saha Thai Steel Pipe PCL

#### Working experience for the last 5 years

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2004- 2015	Chairman of the Board of Directors	Siam Commercial Leasing PCL
2004- 2015	Chairman of the Board of Directors	Preecha Group PCL

#### Family Relation among Director and Executives

- None-

#### Amount of shares held in the company (including that of spouse and/or minor child)

Held by self	: - None-
Held by spouse and/or minor child	: -None-

#### Meeting Attendance of the last year

1. The Broad of Directors Meeting	11/11	times
2. The Audit Committee Meeting	4/4	times
3. The Nomination and Remuneration Committee Meeting	2/2	times
4. The Annual General Meeting of Shareholders 2017	1/1	time

## 2. Mr.Chaiyong Ratanacharoensiri

Age 62

Current Position Independent Director  
Member of Audit Committee  
Chairman of Nomination and Remuneration Committee

### Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Master Degree	Management	Scranton University, USA
Bachelor Degree	Engineering	Chulalongkorn University

### Certifications from the Thai Institute of Director (IOD) courses

Directors Certification Program (DCP)	Batch 58, 2005
Directors Accreditation Program (DAP)	Batch 34, 2005

Positions held in other listed company - None –

### Positions held in non-listed company

<u>Terms</u>	<u>Position</u>	<u>Company</u>
2018-Present	Executive Committee	P-MART SUPERSTORE Co., Ltd.
2015– Present	Independent Director	Quick Leasing Co.,Ltd.

### Working experience for the last 5 years

<u>Terms</u>	<u>Position</u>	<u>Company</u>
1998 – 2015	Executive Vice President	Bangkok Bank PCL
2013 – 2013	Director	Rosan Biological Technology PCL

Family Relation among Director and Executives - None-

Amount of shares held in the company (including that of spouse and/or minor child)

Held by self : - None-

Held by spouse and/or minor child : - None-

Meeting Attendance of the last year

1. The Broad of Directors Meeting	11/11	times
2. The Audit Committee Meeting	4/4	times
3. The Nomination and Remuneration Committee Meeting	2/2	times
4. The Annual General Meeting of Shareholders 2017	1/1	time

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## 2017 Annual Report Requisition Form

Attention: Investor Relations Department  
Taokaenoi Food & Marketing Public Company  
Limited (the “Company”)



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

Village/Building.....

Soi.....Road.....Tambon.....

Amphur.....Province.....Pastcode.....

Telephone number.....Email.....

I would like to obtain the printed form of the 2017 Annual Report of the Company which having the same content with the CD-ROM and website: <http://investor-th.taokaenoi.co.th/ar/html>

\*Please fill the complete information regarding name address and tele

After completion of the information above, please return this form to the Company or direct request at:

### Investor Relations Department

Taokaenoi Food & Marketing Public Company Limited  
337 Bond Street, Bangpood, Pakkred, Nonthaburi 11120

Tel. +66 2984 0666 ext. 315

Fax. +66 2984 0118

e-mail [ir@taokaenoi.co.th](mailto:ir@taokaenoi.co.th)

Place of 2018 Annual General Meeting of Shareholders.

Rajpruek Ballroom, 2<sup>nd</sup> Floor Sport Club House Building

Rajpruek Club (North Park Project)

No.100 Moo 3 Vibhavadi Rangsit Road, Thung Song Hong, Lak Si, Bangkokok

+66 2955 0055

GPS N13.87750 E100.56702

Bus Route 166

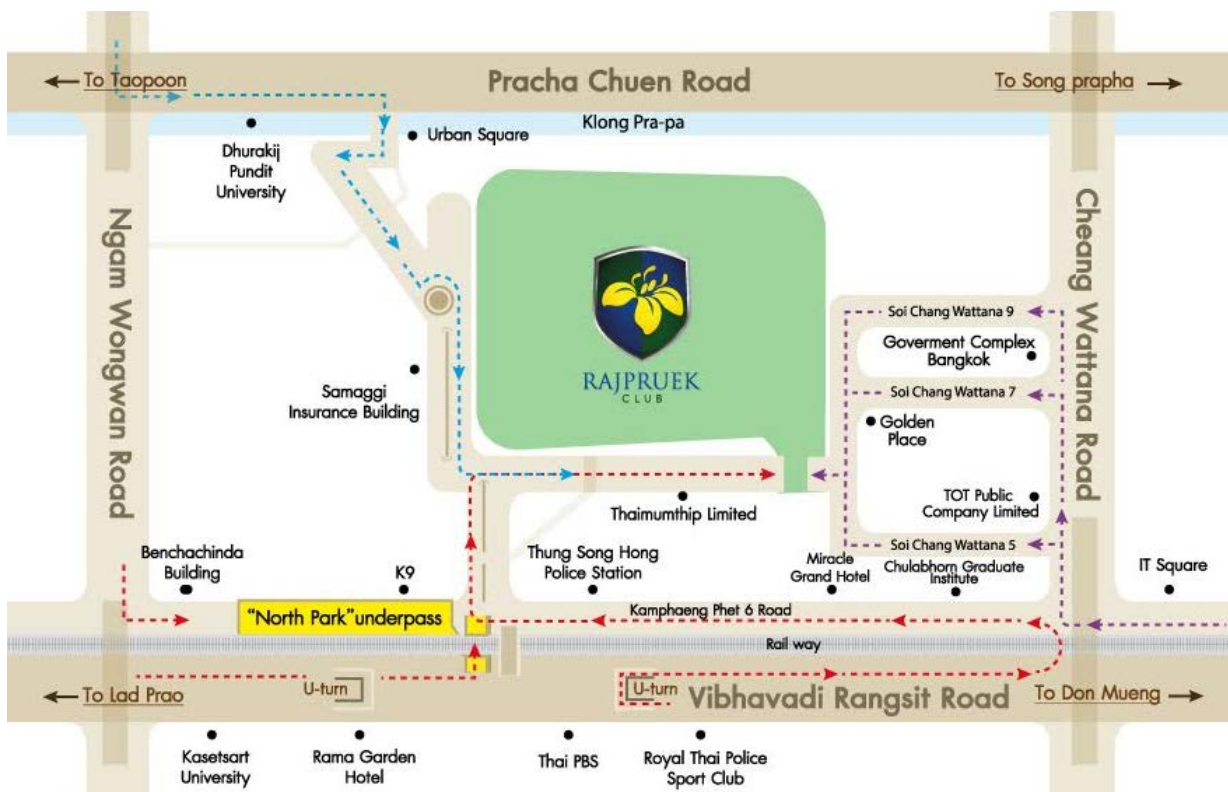
Victory Monument -> Phramongkutklo Hospital -> Soi Suan Ngoen -> Rong Krong Nam Junction -> Soi Satsana -> Makro Chaengwattana -> DSI -> Government Center (Bus terminal is located in front of Rajapruek Club

Bus Route 66

Sai Tai Mai (Taling Chan) -> Central Pinklao-> Pong Sub Market -> Sri Yan -> Tao Poon -> Pong Pet Junction-> Turakit bundit business school -> Government Center (Bus terminal is located in front of Rajapruek Club



Scan QR for Navigation







“The Greatest Wealth is HEALTH.”



บริษัท เก้าแก่น้อย ฟู๊ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

337 ถ.บอนด์สตรีท ต.บางพลู อ.ปากเกร็ด นนทบุรี 11120

โทร. 0 2984 0666 แฟกซ์ 0 2984 0118

[www.taokaenoi.co.th](http://www.taokaenoi.co.th)

