



January 18, 2019

Subject: Right of shareholders to propose the meeting agenda and the nominees to be elected as directors in advance

To: President

The Stock Exchange of Thailand

Taokaenoi Food & Marketing Public Company Limited (“TKN” or the “Company”) hereby announces that, in accordance with Good Corporate Governance Practice relating to the treatment of shareholders’ rights, TKN would like to welcome shareholders’ proposals for the meeting agenda and the nominees to be considered for election as TKN directors at the Annual General Meeting of Shareholders.

The said issues for the 2019 Annual General Meeting of Shareholders can be proposed from now until February 19, 2019 as per the details attached, which have been disclosed on TKN's website, www.taokaenoi.co.th/ir

Please be informed accordingly.

Your faithfully

(Mr. Jirapong Suntipiromkul)

Chief Financial Officer

Investor Relations Department

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บริษัท เถ้าแก่น้อย ฟู๊ดแอนด์มาร์เก็ตติ้ง จำกัด (มหาชน)

สำนักงาน : 337 ถนนบอนด์สตรีท ตำบลบางพูด อำเภอปากเกร็ด นนทบุรี 11120
เมืองทองธานี โทร. 0 2984 0666 แฟกซ์. 0 2984 0118
โรงงานโรจนะ : 55/5 หมู่5 ตำบลสามบัณฑิต อำเภอยุทัย พระนครศรีอยุธยา 13210
โรงงานพวงศิ : 12/1 หมู่4 ตำบลหน้าไม้ อำเภอลาดหลุมแก้ว ปทุมธานี 12140

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**Rules Regarding Proposals of the Meeting Agenda and the Director Nominees in Advance
for the 2019 Annual General Meeting of Shareholders of TKN**

1. Objective

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for election as TKN directors in advance of the Annual General Meeting of Shareholders, which is a part of the Principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Taokaenoi Food & Marketing Public Company Limited (“TKN” or the “Company”) has set up the criteria for shareholders to propose the agenda and nominate the directors in advance. It demonstrates clear guidelines to ensure that all the agenda items are genuinely beneficial to the Company and the Director nominees are suitably qualified.

2. Proposal of The Meeting Agenda

- 2.1 Shareholders wishing to propose the agenda must be shareholders of the Company on the date they propose the agenda who hold shares and have the right to vote amounting to not less than five percent of the total number of voting rights of the Company, which can be either owned by one shareholder or combined shareholders.
- 2.2 Shareholders who are qualified as specified in 2.1 must complete the “Agenda Proposal Form for the 2019 Annual General Meeting of Shareholders of TKN” and submit the required documents and evidence to the investor relations officer’s e-mail address at “ir@taokaenoi.co.th” from now until February 19, 2019 to be submitted to the Board of Directors for their consideration. If many shareholders have combined to propose the agenda, each of them must complete the “Agenda Proposal Form for the 2019 Annual General Meeting of shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.
- 2.3 Details of the Agenda Proposals that will not be accepted:
 - 2.3.1 Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act B.E. 2535 (as amended*)
 - 2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that do not comply with the objectives, the Articles of Association, the Shareholders’ resolutions and the Good Corporate Governance of the Company
 - 2.3.3 Matters that the Company has already implemented
 - 2.3.4 Matters proposed by shareholder who fill in incomplete or incorrect information or are unable to be contacted or do not follow the guidelines required by the Company
 - 2.3.5 Matters proposed for personal benefits or special benefits for a particular group of persons

- 2.4 In the case that the Board of Directors approves the proposed matters, TKN will include those matters in the meeting agenda marked as “agenda from shareholders” in the notice to shareholders.
- 2.5 In the case that the Board of Directors rejects the proposed matters, TKN will report those matters for acknowledgement and provide rationales therefor at the Annual General Meeting of Shareholders.

3. The Nomination of the Directors

- 3.1 Shareholders wishing to nominate a director must be the shareholders of the Company on the date of nominating the director, who hold shares and have the right to vote amounting to not less than five percent of the total number of voting rights of the Company, which can be either owned by one shareholder or combined shareholders.
- 3.2 Shareholders who are qualified as specified in 3.1 must complete the “Director Nomination Form for the 2019 Annual General Meeting of Shareholders of TKN” and submit the required documents and evidence to investor relations officer's e-mail address (“ir@taokaenoi.co.th”) from now until February 19, 2019 to be proposed to the Board of Directors for its consideration. If many shareholders have combined to propose the agenda, each of them must complete the “Agenda Proposal Form for the 2019 Annual General Meeting of shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.
- 3.3 The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:
- 3.3.1 Having the qualifications and not possessing prohibited qualifications according to the Public Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company
- 3.3.2 Having knowledge and skills in areas that are significantly beneficial to the Company
- 3.3.3 Serving as directors of not more than 5 listed companies, (including TKN).
- 3.4 The director nominee approved by the Board will be included in the Agenda marked as “proposed by shareholders” in the notice to shareholders.

* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company); is/are entitled to request the board of directors to include a written proposal as an agenda item of the Shareholders meeting. The proposal shall indicate whether it is a matter proposed for information, for approval or for consideration, as the case may be, including details of the proposed matter for the annual ordinary general meeting, provided that it shall comply with the rules as specified by the notification of the Capital Market Supervisory Board.
- (2) The proposal is relevant to the ordinary business operation and the facts given by the shareholder do not indicate any reasonable grounds to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;

- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the facts pertaining in the resubmission have significantly changed from those of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.



The Meeting Agenda Proposal

Form for the 2019 Annual General Meeting of Shareholders of TKN

I am (Mr./ Mrs./ Miss), a shareholder of Taokaenoi Food and Marketing Public Company Limited, holding..... common shares, residing at Road Sub-District District Province Telephone Number Fax Number E-mail address (if any).....

I would like to propose the following agenda item for the 2019 Annual General Meeting of Shareholders:

Proposed Matter:

Objective: [] For consideration [] For acknowledgement

Reasons and details:
.....

And have documents supporting the above proposal which consist of pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidence. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A Shareholder must enclose the following evidence:

1. Evidence of shares held as at the nomination date, such as certified true copy of the share certificate or the certificate of shares held by a Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copies of identification cards/passports (in the case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of their identification card/ passport (in the case of non-Thai nationality) must be enclosed.
4. If a shareholder has had his/her title, name or surname changed, a copy of the evidence of those changes must be enclosed and certified true copy.

In the case of proposing more than one agenda item, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.



Director Nomination

Form for the 2019 Annual General Meeting of Shareholders of TKN

I am (Mr./ Mrs./ Miss), a shareholder of Taokaenoi Food and Marketing Public Company Limited, holding..... common shares, residing at Road Sub-District District Province Telephone Number Fax Number E-mail address (if any).....

I would like to nominate (Mr./ Mrs./ Miss) to be a director of Taokaenoi Food & Marketing Public Company Limited and the said director nominee has given their consent to my nomination. I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidence. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A Shareholder must enclose the following evidence:

1. Evidence of shares held as at the nomination date, such as certified true copy of the share certificate or the certificate of shares held by a Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification cards/passports (in the case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of their identification card/ passport (in the case of non-Thai nationality) must be enclosed.
4. If shareholder has had his/her title, name or surname changed, a copy of the evidence of those changes must be enclosed and certified true copy.
5. Resume of the director nominee, which shall include personal background, education, work experience, skills/ professional areas of expertise, list of companies he/she has participated in the management of on the board, number of shares held in the Company, conflicts of interest with the Company and its subsidiaries/ affiliates of the Company or juristic persons which may have conflict of interest (if any), contact address and other information considered suitable to be proposed to the Board for consideration including a consent letter of the director nominee if he or she has been selected.