

A NEW JOURNEY OF
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Notice of 2020 Annual General Meeting of Shareholders

Taokaenoi Food & Marketing Public Company Limited

Invitation to the 2020 Annual General Meeting of Shareholders
Taokaenoi Food & Marketing Public Company Limited

Monday, August 17, 2020 at 14.00 hours
at Amber Rooms 2-3, Impact Exhibition Center (Hall 8) Muang Thong Thani,
Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120

Guidelines for attending the 2020 Annual General Meeting of Shareholders
according to the COVID-19 pandemic measurement.

To prevent risk of the attendees of the 2020 Annual General Meeting of Shareholders (“**Attendees**”) according to the COVID-19 pandemic measurement, Taokaenoi Food& Marketing Public Company Limited (the “**Company**”) would like to inform the practices on the Meeting date as follows:

1. The Company shall conduct health screening in respect of the Coronavirus Disease (COVID-19) and **reserves the right to disallow any persons who do not pass the health screening.**
2. Shareholders who are present in person and do not pass the health screening may grant proxy to another person or independent directors of the Company to attend the Meeting on their behalf.
3. The Company encourages the shareholders to grant proxy to the Company’s independent directors to attend the Meeting on their behalf.
4. The Company shall sanitize and clean the Meeting venue before starting the Meeting, and the Attendees are requested to prepare and wear a face mask at all times during the Meeting.

The Company reserves the right to issue any additional measures as necessary.

No-Souvenirs Policy to comply with guidelines of the regulatory authority and listed companies to cease/cancel providing giftset at the Annual General Meeting of Shareholders.

No tea, coffee break and snacks. No Annual Report 2019 in printed matter is provided on the Meeting date to minimize physical contact with others and for health safety of all Attendees.

Registration opens from 12.30 hours onward.

For convenience, please bring printed registration form with barcode on the Meeting date.

Measures and Guidelines for the Annual General Meeting of Shareholders

Taokaenoi Food & Marketing Public Company Limited for Safety under the Pandemic Situation of Coronavirus Disease 2019 (COVID-19)

Given that this Annual General Meeting of Shareholders (the “AGM”) is held under the pandemic situation of the Coronavirus Disease 2019 (COVID-19), Taokaenoi Food & Marketing Public Company Limited has determined the measures in order to screen and minimize the risk of transmission of the Coronavirus Disease 2019 (COVID-19). The Company would like to request cooperation from all shareholders or their proxies who attend the Meeting to strictly comply with our measures. The measures and guidelines have the additional screening and registration processes which may cause the shareholders to experience some inconvenience and delay. Since this Annual General Meeting of Shareholders is a crowd gathering which may be a risk factor of the spread of the Coronavirus Disease 2019 (COVID-19), the Company would like to request cooperation from all shareholders to consider granting proxy to the Company’s independent directors to attend the Meeting instead of their participation in person in order to prevent the spread of the Coronavirus Disease 2019 (COVID-19). In this regard, the Company has provided all shareholders with the opportunity to submit any questions relating to the meeting agenda or other matters to the Company via facsimile : 0 2984 0118 or e-mail : ir@taokaenoi.co.th by August 13, 2020.

In the case that any shareholder still wishes to attend the Meeting in person, the Company would like to inform you of the Company’s measures and practices in order to prevent the spread of the Coronavirus Disease 2019 (COVID-19) at the Meeting, as follows:

1. To comply with the Regulations issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005) (No. 10), dated June 12, 2020, which is currently in force on the date of this letter, all seats for the shareholders or their proxies who will attend the Meeting shall be appropriately arranged for social distancing, and as such, there will be only up to 100 seats available in the meeting room, and additional seats may not be available under any circumstances.

The shareholders or proxies who arrive early at the meeting venue are entitled to first attend the meeting room. In the case where the number of seats for the shareholders or proxies are fully occupied, the Company reserves the right to manage the situation as appropriate; in order to avoid any congestion at the meeting venue and to comply with the government regulations and the practices for holding shareholders’ meetings issued by the Stock Exchange of Thailand. In this regard, the Company shall not allow any shareholders or proxies arriving later to attend the Meeting. However, such shareholders are still entitled to grant proxy to the independent directors to attend the Meeting and vote on their behalf or submit any questions.

2. The Company will provide a screening station and measure body temperature of all attendees before entering the meeting room. In this regard, the Company requests cooperation from shareholders in case where any shareholders are found to have the following symptoms, the Company reserves the right to isolate such shareholders from attending the Shareholders’ Meeting.

- 2.1) Having a fever (having body temperature above 37.5°C);
- 2.2) Feeling sick, coughing, having a sore throat, having a runny nose, losing a sense of smell, panting or having any respiratory symptoms;
- 2.3) Being in close contact with someone who has contracted the Coronavirus Disease 2019 (COVID-19), or working with tourists, in crowded place or contacting with a crowd during the period of 14 days before the date of the Shareholders' Meeting of the Company.

Any shareholder or proxy who is permitted to attend the Meeting may submit questions to the Company's personnel, which will be included and summarized in the Minutes of the Meeting. In such case, the shareholder is still entitled to grant proxy to the Company's independent directors by completing Proxy Form B and clearly expressing his/her desired votes.

- 3. In order to minimize the risk of spreading the virus, the Company shall not provide any microphone to ask questions. In the case where shareholders or proxies attending the meeting would like to ask questions, they may submit questions in advance to e-mail address: ir@taokaenoi.co.th by August 13, 2020, or to the Company's personnel in order to forward the questions to the Chairman of the Board of Directors at the Meeting accordingly.
- 4. The Company requests cooperation from the shareholders and proxies attending the Meeting to refrain from eating or drinking in the meeting venue in order to minimize contact and the risk of spreading the virus. The shareholders and proxies may drink water provided by the Company and snack boxes will be distributed to all shareholders after the Meeting only.
- 5. The Company requests cooperation from all attendees to prepare and wear the face mask at all times during the Meeting.
- 6. The printed copies of the Annual Report 2019 and other printed documents will not be provided at the Meeting to minimize contact and for health safety and sanitation of all attendees.

If the situations change or there are any additional requirements from the government agencies regarding the holding of shareholders' meetings, the Company will keep you informed on the Company's website http://investor-th.taokaenoi.co.th/shareholder_meeting.html

The Company sincerely thanks all shareholders and looks forward to your kind cooperation on this matter, for the sake of good health of all shareholders. In the case of crowded participants, shareholders and proxies may experience delays during the screening and registration processes, which the Company would like to apologize for any inconvenience caused thereby.

แบบสอบถามสำหรับการคัดกรองผู้มีความเสี่ยงติดเชื้อไวรัสโคโรนา 2019 (COVID-19) (Coronavirus Disease (COVID-19) Survey Form)

บริษัทฯ จะประมวลผลข้อมูลตามแบบสอบถามฉบับนี้เพื่อวัตถุประสงค์ในการป้องกันความเสี่ยงที่อาจเกิดขึ้นจากโรคไวรัสโคโรนา 2019 (COVID-19) สำหรับการประชุมสามัญประจำปี 2563 โดยบริษัทฯ จะทำลายเอกสารนี้เมื่อครบกำหนด 14 วัน เว้นแต่กรณีที่เป็นข้อให้ท่านโปรดกรอกข้อมูลประวัติสุขภาพและการเดินทางตามความเป็นจริง พร้อมทั้งนำแบบสอบถามฉบับนี้มาในวันประชุมด้วย (The Company processes this questionnaire to prevent the risks and spread of COVID-19 in the 2020 Annual General Meeting. The questionnaire will be disposed of no later than 14 days unless it has to be retained for a longer period of time. Please fill out your health and travel history check-list in the attached and bringing this check-list with you in the meeting day)

ชื่อ/Name	โทร/Tel :
() ผู้ถือหุ้นหรือผู้รับมอบฉันทะ / Shareholder or proxy	() ผู้ติดตาม/ Escort

ในปัจจุบันคุณมีอาการดังต่อไปนี้หรือไม่ โปรดระบุ:

(Do you currently have any of the following symptoms? Tick all that apply:)

1. ไอ/ เจ็บคอ (Cough/ Sore Throat)	() ใช่/Yes () ไม่ใช่/No
2. มีน้ำมูก (Runny Nose)	() ใช่/Yes () ไม่ใช่/No
3. ไม่ได้กลิ่น (Loss of sense of smell)	() ใช่/Yes () ไม่ใช่/No
4. หายใจเร็ว หายใจเหนื่อย หรือ หายใจลำบาก (Shortness of breath or Difficulty breathing)	() ใช่/Yes () ไม่ใช่/No
5. ผู้ป่วยโรคปอดอักเสบ (Patient with pneumonia)	() ใช่/Yes () ไม่ใช่/No

ในช่วง 14 วันก่อนประชุม ท่านมีประวัติอย่างใดอย่างหนึ่งต่อไปนี้ หรือไม่?

(During last 14 days, do you have any of the following history?)

1. เดินทางไปต่างประเทศในช่วงระยะเวลา 14 วันที่ผ่านมา	() ใช่/Yes () ไม่ใช่/No
2. มีประวัติใกล้ชิดหรือสัมผัสกับผู้ป่วยสงสัยหรือยืนยันโรคติดเชื้อไวรัสโคโรนา 2019 (Contacted with confirmed COVID-19 case)	() ใช่/Yes () ไม่ใช่/No
3. ประกอบอาชีพที่เกี่ยวข้องกับนักท่องเที่ยว สถานที่แออัด หรือติดต่อกับคนจำนวนมาก (Engaging in occupations related to tourists crowded place or in contact with many people)	() ใช่/Yes () ไม่ใช่/No

ลงชื่อผู้ให้ข้อมูล (ตัวบรรจง)

() ไม่เข้าข่ายต้องสงสัย ให้รับสติ๊กเกอร์และลงทะเบียน If passed the check. Attendees will receive stickers sign and registered.	() เข้าข่ายต้องสงสัย ให้ไปพบแพทย์ที่สถานพยาบาล เพื่อวินิจฉัยโรคและทำตามคำสั่งแพทย์โดยเคร่งครัด Suspect must diagnose by doctor at the hospital and strictly perform medical orders.
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**Notice of the 2020 Annual General Meeting of Shareholders
of Taokaenoi Food & Marketing Public Company Limited**

June 26, 2020

Subject: Invitation to attend the 2020 Annual General Meeting of Shareholders

To: Shareholders

- Attachments
1. Minutes of the 2019 Annual General Meeting of Shareholders
 2. Annual Report 2019 via QR CODE
 3. Profiles of the nominated candidates for the election of new directors in replacement of those due to retire by rotation
 4. Profiles of the proposed Auditors for year 2020
 5. Supporting documents for attending the meeting
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 - 5.4 Profiles of the independent directors proposed by the Company to act as proxies for the shareholders
 6. Form of Attendance to the General Meeting of Shareholders
 7. Submission Form of Questions per the Agenda of the General Meeting of Shareholders
 8. Map of the Venue of the 2020 Annual General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of Taokaenoi Food & Marketing Public Company Limited (the “**Company**”) held on Thursday, June 25, 2020, the 2020 Annual General Meeting of Shareholders will be held on **Monday, August 17, 2020 at 14.00 hours at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120** to consider various matters according to the agenda, together with the Board's opinions, as follows:

Agenda Item 1**To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders, held on Thursday, April 25, 2019**

- Preamble:* The Company has prepared the Minutes of the 2019 Annual General Meeting of Shareholders held on Thursday, April 25, 2019 and published the copy of such Minutes through the SET portal and on the Company's website on May 10, 2019, which was within 14 days after the Shareholders' Meeting.
- Board of Directors' opinion:* The Board opines that the 2019 Annual General Meeting of Shareholders held on Thursday, April 25, 2019, was recorded correctly and recommended that the 2020 Annual General Meeting of Shareholders adopt the said Minutes. A copy of the said Minutes is enclosed herewith as Attachment No. 1.
- Vote required:* A simple majority of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda Item 2**To acknowledge the report on the Company's operational performance of 2019**

- Preamble:* The Company has summarized the overall performance and major changes of the year 2019 for the shareholders' information, which is enclosed herewith as Attachment No. 2, according to Clause 3 of the Regulations of the Stock Exchange of Thailand Re: Preparation and Submission of Financial Statements and Reports on Financial and Non-Financial Information of Listed Companies B.E. 2560 (2017) and Article 41 of the Articles of Association of the Company.
- Board of Directors' opinion:* The Board deems it appropriate to propose the Company's Annual Report 2019, describing the Company's performance and major changes during the year 2019 to the shareholders for information.
- Vote required:* This agenda item is for the shareholders' acknowledgment; therefore, voting is not required.

Agenda Item 3**To consider and approve the financial statements ended December 31, 2019**

- Preamble:* To comply with Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 40 of the Company's Articles of Association, the Company has prepared the financial statements for the year ended December 31, 2019, which were audited by the Company's auditor, reviewed by the Audit committee, and approved by the Board of Directors, and proposes them to the 2020 Annual General Meeting of Shareholders for consideration and approval.

Board of Directors' opinion: The Board deems it appropriate to propose that the Meeting consider and approve the financial statements for the year ended December 31, 2019, as audited and certified by the Company's auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited, and approved by the Audit committee. The Company's financial status and performance during the year 2019 are summarized as follows:

The statements of financial position and income statements

Unit: Million Baht

Items	Consolidated financial statements			Separate financial statements		
	2019	2018	+/-	2019	2018	+/-
<u>Financial Statements</u>						
Assets	3,706.6	3,787.3	-80.8	3,684.1	3,682.1	2.1
Liabilities	1,565.4	1,619.1	-53.7	1,478.2	1,517.5	-39.3
Shareholders' equity	2,141.2	2,168.2	-27.0	2,205.9	2,164.6	41.4
<u>Profit and Loss Statement</u>						
Revenue from sales	5,266.8	5,427.2	-160.4	4,929.9	5,198.8	-268.9
Profit for the year	361.8	456.4	-94.5	429.3	490.5	-61.2
Earnings per share (Baht/share)	0.26	0.33	-0.1	0.31	0.36	-0.1

The details thereof are shown in the financial statements for the year ended December 31, 2019, which have been distributed to the shareholders together with this Notice, which is enclosed herewith as Attachment No. 2.

Vote required: A simple majority of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda Item 4

To acknowledge the interim dividend payments and Propose Dividend not pay for the year 2019

Preamble: The Company has a policy to distribute dividends at the rate of not less than 40 percent of the net profit per 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 from time to time.

In 2019, the operating results and financial position of the Company per the separate financial statements for the year ended December 31, 2019 show a net profit in respect of the Company's shareholders' equity in the amount of Baht 429,293,287, including retained earnings for dividend payments to the shareholders.

Board of Directors' opinion: The Board deems it appropriate to propose that the Shareholders' Meeting acknowledge the interim dividend payments on two occasions at the rate of Baht 0.26 per share, totaling Baht 358,800,000, (representing 84 percent of the profit for the year per the separate financial statements, divided into interim dividend payment)

- the first half of the year at the rate of Baht 0.11 per share, totaling Baht 151,800,000 on September 11, 2019.
- the second interim dividend payment from the Company's profit at the rate of Baht 0.15 per share, totaling Baht 207,000,000 on April 24, 2020, which was made to minimize potential impact on the shareholders from the indefinite postponement of the Shareholders' Meeting of the Company due to the Coronavirus Disease (COVID-19) pandemic. Therefore, the Board of Directors proposed that no further dividend payment shall be made out of the operating results for the year 2019.

Upon comparison with the dividend payment for the year 2018, the Company has made the total dividend payments of Baht 490,472,547, at the rate of Baht 0.34 per share (representing 96 percent of the net profit per the separate financial statements).

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

Agenda Item 5

To consider and approve the election of the directors to substitute the directors due to retire by rotation

Preamble: In compliance with Section 71 of the Public Limited Company Act B.E. 2535 (1992) (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 who are due to retire from office in the first and second years after the company registration shall be selected by drawing of lots. In subsequent years, the directors with the longest term of office shall retire. A retiring director is eligible for re-election.

At the 2020 Annual General Meeting of Shareholders, three out of eight directors, representing one-third, who are due to retire by rotation are as follows:

<u>Name</u>	<u>Position</u>
1. Mr. Yuth Worachattarn	Independent Director/ Chairman of the Board of Directors/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee

2. Ms. Orrapat Peeradechapan Director/ Chairman of the Risk Management Committee
3. Mr. Jirapong Suntipiromkul Director/ Member of the Risk Management Committee

Furthermore, the Company has provided the opportunity for the shareholders to nominate candidates as directors in advance from November 27, 2019 to January 31, 2020, however, no shareholders have nominated any candidates for election of directors on this occasion.

The Nomination and Remuneration Committee has considered the qualifications of the three directors due to retire by rotation at the 2020 Annual General Meeting of Shareholders, as per the details in Attachment No. 3, and found them knowledgeable, competent, experienced, and skillful, with leadership, vision, morality, ethics, and positive attitude towards the Company, and they also are available to make their time contribution to the benefit of the Company's business operations. Moreover, such directors also have the qualifications and are free from any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended) as well as the applicable notifications.

The directors who will take the position of Independent Directors must be eligible and have the qualifications to be an Independent Director under the conditions set forth by the Securities and Exchange Commission, and be capable of providing independent opinions under the applicable regulations. The Board of Directors thus deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider re-electing the three (3) directors to return to their positions for another term.

Board of Directors' opinion:

The Board of Directors (by majority vote, excluding such directors due to retire by rotation on this occasion) deems it appropriate to propose that the Annual General Meeting of Shareholders re-elect the three directors who are due to retire by rotation to return to their positions for another term, namely:

<u>Name</u>	<u>Position</u>
1. Mr. Yuth Worachattarn	Independent Director/ Chairman of the Board of Directors/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee

2. Ms. Orrapat Peeradechapan Director/ Chairman of the Risk Management Committee
3. Mr. Jirapong Suntipiromkul Director/ Member of the Risk Management Committee

These three retiring directors hold no directorship or management positions in other organizations with potential conflicts of interest with the Company. The profiles and expertise of the nominated candidates, term of directorship, attendance of meetings of the Board and sub-committees during last year, their shareholding in the Company, positions as directors or executives in other companies, as well as the relationships of the proposed candidates, are provided in Attachment No. 3.

Vote required:

A simple majority of the 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 those due to retire by rotation, the Company shall consider and approve such election on an individual basis).

Agenda Item 6

To consider and approve the directors' remuneration for the year 2020

Preamble:

Section 90 of the Public Limited Company Act B.E. 2535 (1992) (as amended) prohibits payment of money or provision of any other asset to a director, except for remuneration according to the company's articles of association. Under Article 16 of the Company's Articles of Association, the directors are entitled to remuneration from the Company in the form of rewards, meeting allowances, 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 criteria which shall be fixed from time to time or until further change. In addition, the directors are entitled to allowances and benefits according to the Company's regulations.

In respect of the remuneration of directors in the 2020 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee has thoroughly considered and review the justifications of the remuneration relative to workloads and responsibilities of the Board of Directors, and sub-committees, in comparison with the remuneration of directors of companies of similar size to the Company in the same industry. Thus, the Nomination and Remuneration Committee deems it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the remuneration of directors and sub-committee members for the year 2020, as follows:

1. Board of Directors

Monthly Remuneration

The Board of Directors shall receive the remuneration not exceeding a total of Baht 2,400,000 per year as follows:

Remuneration (Baht/month/person)	2020 (proposed year)	2019	+ / -
1. Chairman of the Board of Directors	60,000	60,000	-
2. Independent Directors	30,000	30,000	-
3. Directors and Executive Directors	80,000	80,000	-

Bonus

The Company deems it appropriate to approve the scope of bonus for the year 2019 to the directors not exceeding Baht 250,000 per year, which will be distributed among the directors by the Board as it deems appropriate. By comparison, the bonus for the directors' performance in 2018 amounted to not exceeding Baht 250,000 per year (unchanged).

2. Audit Committee

Monthly Remuneration

The Audit Committee will receive the remuneration not exceeding Baht 600,000 per year as follows:

Remuneration (Baht/month/person)	2020 (proposed year)	2019	+ / -
1. Chairman of the Audit Committee	20,000	20,000	-
2. Audit Committee Members	15,000	15,000	-

3. Nomination and Remuneration Committee

Meeting Allowances

The Nomination and Remuneration Committee will receive meeting allowance per meeting as follows:

Meeting Allowances (Baht/time/person)	2020 (proposed year)	2019	+ / -
1. Chairman of the Nomination and Remuneration Committee	10,000	10,000	-
2. Nomination and Remuneration Committee Members	8,000	8,000	-

The director who is a full-time employee of the Company will not receive the above remuneration as he has already received the salary and bonus.

Board of Directors' opinion: The Board deems it appropriate to propose the 2020 Annual General Meeting of Shareholders to consider approving the remuneration of the directors and sub-committee members and approving the scope of bonus for the year 2019 to the directors as per the aforementioned details.

Vote required: Not less than two-thirds of the total number of votes of the shareholders present at the Meeting.

Agenda Item 7

To consider and approve the appointment of the auditor and the auditors' remuneration for the year 2020

Preamble: According to Section 120 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 42 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint the auditors and fix the audit fees every year.

The Audit Committee has considered the qualifications and work experiences of the auditor and viewed that Deloitte Touche Tohmatsu Jaiyos Company Limited is an audit firm with independence and high professional standards and expertise. In addition, the audit fees proposed by Deloitte Touche Tohmatsu Jaiyos Company Limited are considered reasonable relative to audit works.

The Board thus deems it appropriate to propose the 2020 Annual General Meeting of Shareholders to consider the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited as the Company's audit firm for the accounting period ended December 31, 2020 and approve the audit fees, with the details as follows:

1) To appoint the auditors for Taokaenoi Food & Marketing Public Company Limited for the year 2020 as follows:

- Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) or
- Mr. Chavala Tienpasertkij (Certified Public Accountant No. 4301) or
- Ms. Pensri Thanvarodom (Certified Public Accountant No. 4923) or
- Mr. Wonlop Vilaivaravit (Certified Public Accountant No.6797)

The above auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited are qualified in accordance with the Notification of the Securities and Exchange Commission, and the audit firm and the auditors per the

above list have no relationship or conflict of interest with the Company/ subsidiaries/executives/major shareholders or their related persons with respect to the Company in such manner which may compromise the independent performance of duties. The information on the nominated auditors for the year 2020 is as shown in Attachment No. 4.

2) To approve the audit fees for the year 2020 and the fees for review of the quarterly financial statements of the Company and the consolidated financial statements in the total amount of Baht 2,000,000 (Two Million Baht) per year, which remains unchanged from the audit fees in the previous year. The above audit fees exclude non-audit services, such as travelling fees, documents, etc.

3) To acknowledge the audit fees of the financial statements for the year 2020 of the Company's subsidiaries in the total amount of Baht 1,000,000 (One Million Baht) per year, which remains unchanged from the audit fees in the previous year. The above audit fees exclude non-audit services, such as transportation fees, documents etc.

Audit fees (Baht)	2020 (proposed year)	2019	+ / -
1. Taokaenoi Food & Marketing PLC.	2,000,000	2,000,000	-
2. Subsidiaries Company*	1,000,000	1,000,000	-
Total	3,000,000	3,000,000	-

* 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 deems it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider approving the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited to be the Company's auditors for the accounting period ended December 31, 2020, as follows:

- Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) or
- Mr. Chavala Tienpasertkij (Certified Public Accountant No. 4301) or
- Ms. Pensri Thanvarodom (Certified Public Accountant No. 4923) or
- Mr. Wonlop Vilaivaravit (Certified Public Accountant No.6797)

and fix the audit fees of the Company for the year 2020 in the amount not exceeding Baht 2,000,000 (Two Million Baht) and acknowledge the

audit fees for the subsidiaries in the amount not exceeding Baht 1,000,000 (One Million Baht) as per the above details.

Vote required:

A simple majority of the total number of votes of the shareholders who attend the Meeting and cast their votes.

Agenda Item 8

To consider and approve the amendment of the Company's Articles of Association

Preamble:

Given the current situations and in order to accommodate the meetings via electronic means to facilitate the Company's business operations and in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020), the Company deems it appropriate to amend its Articles of Association, Chapter 7, Additional Provisions, with the details as follows:

New Article
Article 47. The Company may arrange the meeting of Board of Directors or the shareholders through electronic devices concerning that the electronic meeting arrangement shall be in accordance with regulations and procedures specified by the law and standards for electronic conference security specified by the law.

Board of Directors' opinion

The Board of Directors deems it appropriate to propose the 2020 Annual General Meeting of Shareholders to consider approving the amendment of Article 47 of the Company's Articles of Association to be in line with the Emergency Decree on Electronic Meetings B.E. 2563 (2020).

Vote required

Not less than three-quarters of the total number of votes of the shareholders who attend the Meeting and are entitled to vote.

Agenda Item 9

To consider other matters. (If any)

In accordance with the Good Corporate Governance, the Company has provided the opportunity for minor shareholders to propose any meeting agenda in advance and nominate candidates to be considered for election as the Company's directors at the 2020 Annual General Meeting of Shareholders from November 27, 2019 to January 31, 2020. In this regard, the Company has published such criteria on the Company's website at <http://www.taokaenoi.co.th/ir> and through the SET portal. Nonetheless, no shareholder has proposed any agenda item or candidates for election as the Company's directors.

All shareholders are cordially invited to attend the 2020 Annual General Meeting of Shareholders on **Monday, August 17, 2020, 14.00 hours at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120.** The map of the venue of the 2020 Annual General Meeting of Shareholders is enclosed herewith as Attachment No. 8. Registration for the General Meeting of Shareholders opens at 12.30 hours onward. The Company

shall manage time for the Meeting to be concluded as concisely and precisely as possible in order to minimize the period of gathering of a crowd at the same venue in compliance with the government requirements and permission granted by the relevant authorities.

However, the Company has been monitoring the coronavirus disease (COVID-19) pandemic and concerned about safety of the Attendees and team members, and as such, the Company has made preparations to properly conduct the General Meeting of Shareholders taking into account health safety, comply with such guidelines and suggestions provided by the government agencies and relevant authorities for meetings and seminars, and activities involving the gathering of a crowd which are likely to spread the disease to the public.

At this General Meeting of Shareholders, **the Company encourages the shareholders to consider granting proxy to the Company's independent directors instead of attending the Meeting in person.** In this regard, please complete and duly execute only one of the Proxy Forms (Form A or Form B or Form C) enclosed herewith as Attachment No. 5.1, or download only one of the Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize their custodians in Thailand to keep and manage their shares) from <http://www.taokaenoi.co.th/ir>.

In order to protect the rights and benefits of the shareholders who may not be able to attend the Meeting in person and wish to grant proxy to the Company's independent directors to attend the Meeting and vote on their behalf, the shareholders may grant proxy by using Proxy Form B to appoint the Company's independent directors who are not due to retire by rotation in the 2020 Annual General Meeting of Shareholders as follows:

1. Mrs. Wanee Thasanamontien
2. Mr. Chaiyong Ratanacharoensiri

Profiles of the independent directors proposed by the Company to act as proxies for the shareholders are enclosed herewith as Attachment No. 5.4.

For the shareholders wishing to attend the Meeting in person, the Company requests your kind cooperation as follows:

1. The shareholders are requested to inform the Company in advance of such intention to attend the Meeting per Attachment No. 6 by Thursday, August 13, 2020 or via e-mail at ir@taokaenoi.co.th. Please note that the seats in the Meeting Rooms are limited and may accommodate approximately 100 seats for the shareholders and/or their proxies.
2. The Company has set out measures for health screening and protection of the coronavirus disease (COVID-19) as per the details in the practice. The shareholders or their proxies who attend the Meeting are requested to strictly comply with such measures in the interest of health safety and security of the shareholders present at the Meeting.
3. The shareholders are requested to submit their questions in advance before the Shareholders' Meeting to the Company via the designated channels in Attachment No. 7. Given the health concerns, the Company shall not provide any microphone in the Meeting Rooms to ask any questions, but the shareholders or their proxies are requested to write their questions in the

Question Form, and the Company shall collect such questions and provide answers in the Meeting which are directly relevant to the agenda items requiring voting. Other questions and suggestions shall be summarized and addressed by the Company in the Minutes of the Shareholders' Meeting, which shall be disseminated through the SET portal and the Company's website within 14 days from the adjournment of the Meeting.

Your faithfully,



(Mr. Itthipat Peeradechapan)
Chief Executive Officer
Taokaenoi Food & Marketing PLC.

Remarks:

1. The shareholders may view the Notice of the Meeting and supporting documents on the Company's website (<http://www.taokaenoi.co.th/ir>) and submit their questions on the respective agenda items or other information regarding the Company in advance to e-mail address: ir@taokaenoi.co.th or by post to the Investor Relations, Taokaenoi Food & Marketing Public Company Limited, 337 Bond Street Road, Bang Phut Sub-district, Pak Kret District, Nonthaburi Province 11120 or via facsimile to 0 2984 0118. Please clearly indicate your address or contact information for further communication with the Company.
2. The shareholders may review the relevant documents required before attending the Meeting, supporting documents of proxies and Proxy Forms as prescribed by the Department of Business Development, Ministry of Commerce, as well as the voting at the Shareholders' Meeting, vote counting and announcement of the voting results, as per the details in Attachments Nos. 5.1 and 5.3. The Company shall conduct the Meeting in accordance with the Articles of Association relating to the Shareholders' Meeting as per the details in Attachment No. 5.2.

Contact for more information: Investor Relations

E-mail address: ir@taokaenoi.co.th

Tel: 0 2984 0666 Ext. 316

Facsimile: 0 2984 0118

Minutes of the 2019 Annual General Meeting

Taokaenoi Food & Marketing Public Company Limited

Time and place The meeting held on Thursday, April 25, 2019 at 10:00 a.m. at Grand Ballroom, 5th Floor, S31 Sukhumvit Hotel, No. 545, Soi Sukhumvit 31, Klongtoey-Nua, Wattana, Bangkok.

Opening of the meeting

The Company Secretary team informed the Meeting of the voting procedures and introduced Directors and Executives in attendance.

The Company Secretary team informed the Meeting of the good corporate governance policy regarding the rights of shareholders. The Company provided the shareholders with the right to supplement the meeting agenda, including the right to nominate qualified persons for appointment as Directors of the Company by making such nominations on the Company's website at www.taokaenoi.co.th/ir between January 18, 2019 and February 19, 2019, including giving notice of such information via SET portal. No shareholder proposed to add any item to the meeting agenda or to nominate any person for appointment as a Director of the Company in replacement of the Director who retired by rotation. Furthermore, the Company has publicized the documents in relation to the meeting on the Company's website since April 10, 2019 for shareholders' information prior to the Meeting.

The Company Secretary team informed the Meeting regarding the voting procedures and the voting counting for each agenda item as follows:

1. In voting at the Meeting, one share was equivalent to one vote.
 - The agenda items 1, 3, 4, 5 and 7 would be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.
 - The agenda item 2 was an agenda item for acknowledgement. It did not require a vote.
 - The agenda item 6, to consider and approve the directors' remuneration, must be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting.
 - The agenda item 8, to consider and approve the amendment of the company's articles of association, must be passed by a vote of not less than three-fourths of the votes of the shareholders present and eligible to vote.
2. For a shareholder attending the Meeting in person, the Company provided ballots for use in the event that you disagreed or abstained from voting on an agenda item.

The Chairman of the Meeting must ask whether any shareholder disagreed or abstained, and such shareholder must show his/her hand. The officer of the Company would collect such ballot and deduct the number of ballots marked with a vote of disapproval or abstention from the total number of votes. The remaining votes would be considered as votes for approval.

For the agenda regarding the appointment of the Directors, the officer of the Company would collect the ballots with a vote of approval, disapproval or abstention for individual vote counting for appointment of Directors.

3. 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 to ensure that the vote counting was carried out transparently, legally and in line with the Articles of Association of the Company.
4. A shareholder attending the meeting and casting a vote by proxy does not have to vote again as the company collected votes on the computer already.
5. The shareholders or proxies attending the meeting late would be entitled to vote only on the agenda items which were being considered at the time of their arrival and thereafter only.
6. After the meeting, please return the ballots to an officer for each agenda item before leaving the meeting in order to comply with the good corporate governance principle.
7. Any shareholder or proxy who wishes to ask questions or to request the Board of Directors or the Executives for clarification on any issue must declare his/her name and surname before asking each question or rendering an opinion.

Shareholders may ask questions at the end of the presentation of each agenda item or after considering all the agenda items. Shareholders are urged to use a microphone that has been provided. It provides an opportunity for shareholders to ask questions fully. Please ask only specific issues related to the agenda of the meeting as posted in order not to waste the time of other shareholders.

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

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/ Executive Director/ Nomination and Remuneration Committee
5. Mr. Itthipat Peeradechapan	Director/ Chief Executive Officer
6. Miss Orrapat Peeradechapan	Director/ Chairman of Risk Management Committee/ Managing Director - International Markets
7. Mr. Jirapong Suntipiromkul	Director/ Risk Management Committee/ Chief Financial Officer
8. Miss Porntera Rongkasiriphan	Director/ Risk Management Committee/ Internal Audit Director

Remark The percentage of Directors attending the Meeting is 100 percent of the Directors.

Executives, 2 persons

1. Mr. Nutchatpong Peeradechapan Managing Director - Business Support
2. Mr. Natthaphak Saranyaphongkorn Risk Management Committee/ Chief Operation Officer

Auditor

Miss Vissuta Jariyathunakorn Certified Public Accountant No. 3853
EY Office Company Limited

Legal Advisors

Mr. Ekachai Chotpitayasunon Legal Advisor, Kudun and Partners Ltd.

Mr. Yuth Vorachattarn, the Chairman of the Board of Directors, presiding as the Chairman of the Meeting (the “**Chairman**”), informed the Meeting that the Company had scheduled the date to determine the names of the shareholders entitled to attend the 2019 Annual General Meeting of Shareholders to be on March 14, 2019, the share register book closure. There were 14,103 shareholders representing 1,380,000,000 shares. At the beginning of the Meeting, there were 73 shareholders attending the Meeting in person, representing 497,923,700 shares, and by proxy 25 shareholders with 503,149,196 shares, so there were in total 98 shareholders attending the Meeting in person and by proxy with 503,149,196 shares in aggregate, equivalent to 72.54 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 the 2018 Annual General Meeting of Shareholders held on Monday, April 23, 2018

The Chairman informed the Meeting that the Company had convened the 2018 Annual General Meeting of Shareholders, held on Monday, April 23, 2018. The details of the minutes are set out in Attachment No. 1, which was sent to the shareholders together with the invitation to this Meeting.

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 2018 Annual General Meeting of Shareholders.

Resolution: The Meeting resolved to endorse the Minutes of the 2018 Annual General Meeting of Shareholders, held on Monday, April 23, 2018 by a unanimous vote of the shareholders attending the Meeting and casting their votes, as follows:

Approved	1,003,417,909	votes, equivalent to	100.00	Percent
Disapproved	0	votes, equivalent to	0.00	Percent
Abstained	0	votes, equivalent to	-	Percent
Void Ballot(s)	0	votes, equivalent to	0.00	percent

Agenda item 2: To acknowledge the Company’s Annual Report for the year 2018

The Chairman clarified for the Meeting that the information regarding the results of business operation of the Company for the year 2018 had been summarized in the Company’s Annual Report, which was sent to shareholders together with the notice according to Article of Association article 41.

Mr. Jirapong Suntipiromkul informed the Meeting that, based on the overall performance in 2018, the Company's sales grew by 8 percent, comprising domestic sales which accounted for 8 percent and international sales which accounted for 7 percent, totaling THB 5,663 million. In domestic markets, the Company launched new products, namely, Tempura Seaweed Salted Egg, seasoned squid snack "Tin Ten" and strawberry yogurt flavored My Whey protein drink. In addition, the Company opened Taokaenoi Land Plus shops to sell a variety of products, such as, medical supplies, which were different from Taokaenoi Land shops which sell only snack products. At the moment, the Company has a total of 20 Taokaenoi Land shops, 2 of which are Taokaenoi Land Plus shops, with 5 percent of all sales generated from such shops.

For international markets, the Company opened its representative office in Shanghai and launched a new product under "Nora" brand for export to USA, which was believed to be growing this year. However, last year, the Company encountered some issues with a distributor in China, which caused the profits to decline due to One Time Expense of over THB 105 million which THB 2 million of which was the fine for industrial waste and other expenses was caused from distributor in Shanghai, China, thereby the Company's profits were affected.

In 2018, the Company had two seaweed production factories, namely, Rojana Factory with the production capacity of 3,400 tons per year, and Nopawong Factory with the production capacity of 4,800 tons per year. The Company's Rojana Factory was granted investment promotion by the Office of the Board of Investment of Thailand (BOI), with corporate income tax exemption for not exceeding 7 years.

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

No shareholders made any comments or raised any questions regarding the business operation in 2018. 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 31 December 2018

The Chairman delegated Mrs. Wanee Thasanamontien to report the details of this agenda. Mrs. Wanee Thasanamontien informed the Meeting that, 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 statements for the year ending December 31, 2018 which was audited by the Company's auditor, EY Office Limited, and reviewed by the Audit committee and Board of Directors, then delegated Mr. Jirapong Suntipiromkul, Chief Financial Officer, to report the details of the financial statements to the Meeting.

Mr. Jirapong Suntipiromkul, Chief Financial Officer, explained the Company's financial statements for the year 2018 as of 31 December 2018 to the Meeting as follows:

For the Profit and Loss Statements, the Company had revenues derived from sales of THB 5,663 million. The Company's sales grew by 8 percent, which was predicted to be 12 percent because the Company encountered some issues with a distributor in China, which caused the revenues to decline. The Company had net profit of THB 459 million or equivalent to 8.1 percent of the revenues derived from sales, lower than net profit for the year 2017, a decrease of 25 percent. The main reason is that the Company encountered some issues with a distributor in China which caused the profits to decline due to expenses of over THB 105 million approximately THB 39 million of which was administrative cost and approximately THB 66 million of which was sales and marketing cost, thereby the Company's profits were decreased. The Company's sales by product were (1) Grilled Seaweed, 45 percent (2) Crispy Seaweed, 43 percent (3) Roasted Seaweed, 5 percent (4) Tempura Seaweed, 2 percent and (5) Others, 5 percent. With respect to the Company's costs, the main cost was seaweed, 42 percent of the Company's costs, and other costs were packaging, 22 percent, labor, 18 percent, overhead, 8 percent, and other materials, 9 percent. The Company's Profit and Loss and Separate Financial Statements are

detailed as follows:

Profit and Loss	2018	
	Million THB	Percentage
Gross Margin	1,729.90	30.5
Selling Expenses	907.30	16.0
Administrative Expenses	311.40	5.5
Net Profit	459.20	8.1

(Financial Ratio) Separate Financial Statements	Unit	2018	2017	Increase/ (Decrease)
A/R - local collection period	Days	88	85	3
A/R - export collection period	Days	22	15	7
Finished goods holding period	Days	9	7	2
Inventory holding period	Days	101	61	40
A/P payment period	Days	27	32	(5)
DE Ratio	Times	0.70	0.48	0.22

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

Mr. Sombat Hor. Peancharoen, a shareholder present in person, inquired why the selling expense was substantially increased to be as high as THB 261 million.

The Chairman initially explained that the cost of sales did not substantially change, but given that the Company encountered such issues with its distributor in China, which claimed that the Company's products were defective, and as a matter of fact, such defects were immaterial, and in order to settle damages as soon as possible, the Company decided to recall all the products and replaced the distributor with several new distributors.

Mr. Jirapong Suntipiromkul further explained that such increased expense represented a one-time expense in the amount of approximately THB 110 million, whereas the selling expense which was increased by THB 90 million represented the selling and marketing expenses which varied by increased sales, such as, promotional costs and fees of engagement of presenters. As for international markets, such expenses were incurred for online marketing and opening of its representative office in Shanghai.

No shareholders made any comments or raised any questions. The Chairman, therefore, proposed that the Meeting consider and approve the financial statements for the year ending 31 December 2018.

Resolution: The Meeting considered and resolved to approve the financial statements as of December 31, 2018, which were audited and certified by the Auditor and obtained the approval of the Audit Committee, including the Board of Directors, by a unanimous vote of shareholders attending and casting their votes as follows:

Approve	1,003,863,136	votes, equivalent to	100.00	Percent
Disapprove	0	votes, equivalent to	0.00	Percent
Abstention	0	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

Agenda item 4: To Consider and approve the allocation of profits for the year 2018 as the legal reserve and dividend payment.

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, 2018, the Company's capital is THB 345,000,000 and its legal reserve is THB 34,500,000, equal to 10% of the registered capital, so it satisfies the requirement of the law, and the Company does not have a duty to allocate the profits to a legal reserve for year 2018.

To comply with Section 115 of the Public Company Limited 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 Directors can approve the payment of an interim dividend in the event that the Company has enough profit and must report it 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, 2018 show that the Company has net profit amount of THB 490,472,547. Thus, the Company deemed it appropriate to propose that the Meeting consider and approve a dividend payment in the total amount of THB 469,200,000, calculated at the rate of THB 0.34 per share, or 96% of the profit for the year, as specified on the separate financial statements as the Company's dividend payment policy.

The Company also paid an interim dividend on September 6, 2018 in the total amount of THB 234,600,000, calculated at the rate of THB 0.17 per share. The final dividend payment will be made in the total amount of THB 234,600,000, calculated at the rate of THB 0.17 per share.

Compared to the dividend payment for the year 2017, the Company has distributed dividends in the amount of THB 469,200,000, calculated at the rate of THB 0.34 per share, or 81% of the profit for the year as specified in the separate financial statements.

The last dividend distribution for the year ended December 31, 2018 will 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 Thursday, March 14, 2019. The dividend payment will be made on Wednesday, May 8, 2018.

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

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider and approve the allocation of profits for the year 2018 as the legal reserve and dividend payment.

Resolution: The Meeting considered and then resolved to approve the allocation of profits for the year 2018 as the dividend payment fund, by the majority of shareholders attending the Meeting and casting their votes, as follows:

Approve	1,004,237,336	votes, equivalent to	100.00	Percent
Disapprove	0	votes, equivalent to	0.00	Percent
Abstention	0	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

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

The Chairman delegated Mr. Chaoyong Ratanachroensiri to report the details of this agenda. Mr. Chaoyong Ratanachroensiri 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 drawing lots. For the other subsequent years, the Director who held the position for the longest period will be the one to retire. The Director who retires by rotation may be reappointed as a director

To be in line with Good Corporate Governance and to ensure the shareholders independently cast their votes, the Chairman asked the directors who have an interest in this agenda item to leave the meeting room.

At the 2019 Annual General Meeting of Shareholders, the three Directors who were due to retire by rotation in this Meeting are as follows:

<u>Name</u>	<u>Position</u>
1. Mr. Chaoyong Ratanacharoensiri	Independent Director/ Chairman of the Nomination and Remuneration Committee
2. Mr. Somboon Prasitjutrakul	Director/ Member of Nomination and Remuneration Committee
3. Ms. Porntera Rongkasiripan	Director/ Internal Audit Director / Member of the Risk Management Committee

Furthermore, the Company provides the opportunity to the shareholders to nominate candidates to be directors in advance, during the period between from January 18, 2019 to February 19, 2019, however, no one applied in this meeting.

These three retiring directors have full qualifications according to the Company's policy which is in accordance with and equivalent to regulations under the Public Limited Companies Act B.E. 2535 (as amended) and of the Securities Exchange Commission and the Stock Exchange of Thailand. They 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. These three retiring Directors have no directorship or management positions in other organizations with conflicts of interest with the Company.

Moreover, the person who will take the position of Independent Director also possesses the qualifications for an Independent Director as prescribed in the regulation of the Office of the Securities and Exchange Commission and could independently express his/her opinions. The Board of Directors deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and elect the directors in replacement of those who are due to retire by rotation.

The profiles and expertise of the nominated candidates, directorship duration, attendance at meetings of the Board and subcommittees 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](#).

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

Mr. Thepasit Pongsabut, a proxy from Thai Investors Association, inquired about the holding of such position as independent director by Mr. Chaoyong Ratanacharoensiri, who was nominated to return to such position for the fourth time, which would be longer than the period as specified by the policy of Thai Investors Association.

The Chairman explained that the Company was aware that, according to the good governance policy, an independent director should not hold such position for longer than 9 years. However, the Company set out an exception that, should any independent director be competent to provide beneficial contribution to the Company, it would be appropriate to nominate such director to resume his/her position. Such advice that an independent director should not hold such position for longer than 9 years was based on an assumption that if an independent director holds such position for a long time; such director may no longer be independent. Such assumption may not be entirely true as the independence should be considered from the performance of his/her functions at the meetings as long as such independent director would continue to express his/her straightforward opinions at the meetings without being influenced by benefits, nor would he/she be a shareholder of the Company, and as such, he/she would certainly be independent. However, should any director not provide any beneficial contribution to the Company, the Nomination and Remuneration Committee and the shareholders may consider replacing him/her accordingly. In this regard, the Chairman thanked the shareholder and further stated that the Board of Directors was very careful about this matter. In addition, Mr. Chaoyong Ratanacharoensiri was holding such position as independent director for only 7 years.

No shareholder made any comments or raised any questions. The Chairman, therefore, proposed that the Meeting consider the matter for approval.

Resolution: The Meeting considered and resolved to approve the appointment of Mr. Chaoyong Ratanacharoensiri, Mr. Somboon Prasitjutrakul, and Ms. Porntera Rongkasiripan, 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. Chaoyong Ratanacharoensiri

Approve	1,003,958,436	votes, equivalent to	99.97	Percent
Disapprove	278,900	votes, equivalent to	0.03	Percent
Abstention	0	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

2. Mr. Somboon Prasitjutrakul

Approve	952,754,742	votes, equivalent to	94.87	Percent
Disapprove	51,479,594	votes, equivalent to	5.13	Percent
Abstention	3,000	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

3. Ms. Porntera Rongkasiripan

Approve	1,003,491,036	votes, equivalent to	99.93	Percent
Disapprove	726,300	votes, equivalent to	0.07	Percent
Abstention	20,000	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

Agenda Item 6: To consider and approve the remuneration of Directors for the year 2019

The Chairman requested Mr. Chaoyong Ratanacharoensiri, who is the chairman of the nomination and Remuneration Committee, to present this agenda item to the meeting for consideration.

Mr. Chaoyong Ratanacharoensiri informed the Meeting that article 90 of the Public Limited Company Act B.E. 2535 (as amended) prohibits 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.

With respect to the remuneration of Directors in the 2019 Annual General Meeting of Shareholders, the Nomination and Remuneration Committee considered and agreed that the remuneration of Directors was proper considering the duties and responsibility of the Board of Directors and Subcommittee, which remuneration of Directors has been compared to remuneration of Directors of companies of the same size of another industry. Thus, the Nomination and Remuneration Committee deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider and approve the remuneration of Directors for the year 2019, the details as follows:

1. Director

Remuneration The Directors shall receive the remuneration not to exceed than THB 2,400,000 per year as follows:

The monthly remuneration (THB/month/person)	2019 (offered year)	2018	Increase/ (Decrease)
1. The Chairman	60,000	60,000	-
2. Independent Director	30,000	30,000	-
3. Director	80,000	80,000	-

Bonus The Company agreed to pay a bonus for the year 2018 to the Directors in an amount not exceeding THB 250,000 per year, which shall be distributed among the Directors by the Board as it deems appropriate. By comparison, the bonus for the director performance from 2017 was in the amount not exceeding THB 250,000 per year (the same amount).

2. Audit Committee

Remuneration The Audit Committee shall receive the remuneration not exceeding THB 600,000 per year, an increase of THB 180,000 as follows:

The monthly remuneration (THB/month/person)	2019 (offered year)	2018	Increase/ (Decrease)
1. Chairman of Audit Committee	20,000	15,000	5,000
2. Audit Committee	15,000	10,000	5,000

3. The Nomination and Remuneration Committee

Attendance Fee The Nomination and Remuneration Committee shall receive an attendance fee per time as follows:

Meeting Allowances (Baht/time/person)	2019 (offered year)	2018	Increase/ (Decrease)
1. Chairman of Nomination and Remuneration Committee	10,000	10,000	-
2. Nomination and Remuneration Committee	8,000	8,000	-

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

The Board deemed it appropriate that the remuneration of the Directors and the sub-committee members shall be subject to the approval of the 2019 Annual General Meeting of Shareholders and approved the payment of a bonus to the Directors as aforementioned.

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

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider and approve the remuneration of Directors for the year 2019.

Resolution: The Meeting resolved to approve the directors' remuneration and meeting allowance for the year 2019, by a vote of not less than two-thirds of the shareholders attending the Meeting, as follows:

Approve	1,005,031,243	votes, equivalent to	100.00	Percent
Disapprove	0	votes, equivalent to	0.00	Percent
Abstention	0	votes, equivalent to	0.00	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

Agenda Item 7: To consider and approve the appointment of the auditors and fixing the audit remuneration for the year 2019

The Chairman invited Mrs. 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.

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

The Audit Committee considered and agreed to appoint Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the auditing firm of Company and its subsidiaries, which is an expert, independent auditing firm with high professional standards. In addition, the audit fee proposed by Deloitte Touche Tohmatsu Jaiyos Audit Company 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 Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the auditing firm of the Company for the accounting year ending on December 31, 2019 and proposed that the 2019 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 2019 as follows:

- Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) or
- Mr. Chavala Tienpasertkij (Certified Public Accountant No. 4301) or
- Ms. Pensri Thanvarodom (Certified Public Accountant No. 4923) or
- Mr. Wonlop Vilaivaravit (Certified Public Accountant No. 6797)

The above auditors from Deloitte Touche Tohmatsu Jaiyos Company 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 2019 and the interim audit by quarter of both separated financial statement and the consolidated financial statement is in the total amount THB 2,000,000, decreasing from the previous year by THB 20,000 or 0.99%. The fee excluded non-audit services, such as travelling fees, documents, etc.

3) The acknowledgement of the audit fee for the year 2019 of subsidiaries of the Company is in the total amount of THB 1,000,000, decreasing from previous year by THB 70,000 or 0.93 %. The fee excluded non-audit services, such as travelling fees, documents, etc.

Audit fee (THB)	2019 (offered year)	2018	Increase/ (Decrease)
1. Taokaenoi Food & Marketing PLC.	2,000,000	2,020,000	(20,000)
2. Subsidiaries Company*	1,000,000	1,070,000	(70,000)
Total	3,000,000	3,090,000	(90,000)

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

The Board of Directors deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders consider the auditors of Deloitte Touche Tohmatsu Jaiyos Company Limited to be appointed as the Company Auditors until December 31, 2019, as follows:

- Mr. Choopong Surachutikarn (Certified Public Accountant No. 4325) or
- Mr. Chavala Tienpasertkij (Certified Public Accountant No. 4301) or
- Ms. Pensri Thanvarodom (Certified Public Accountant No. 4923) or
- Mr. Wonlop Vilaivaravit (Certified Public Accountant No. 6797)

The audit fee of the Company for the year 2019 will be up to THB 2,000,000 and acknowledgement of audit fee for the subsidiaries will be up to THB 1,000,000.

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

No shareholder raised any questions. The Chairman, therefore, proposed that the Meeting consider and approve the appointment of the auditors and fixing the audit remuneration for the year 2019.

Resolution: The Meeting resolved to approve the appointment of the auditor and the fixing of the auditor's remuneration for the year 2019 as proposed in all respects by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Approve	1,005,032,247	votes, equivalent to	100.00	Percent
Disapprove	0	votes, equivalent to	0.00	Percent
Abstention	0	votes, equivalent to	-	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

Agenda 8: To consider and approve the amendment of the company's article of association.

The Chairman informed the Meeting that, according to (1) the notification of the National Council for Peace and Order No. 74/2557 re: Teleconference through Electronic Devices, any meeting required by law to be held, may be conducted through electronic media. The Department of Business Development issued a notification regarding National Council for Peace and Order Notification No. 74/2557 (2014) on meetings held through electronic media explaining that any public limited company wishing to hold meetings through electronic media would be required to provide for electronic meetings in the Company's Articles of Association and (2) Order of the Head of the National Council for Peace and Order. No. 21/2560 re: the amendment of laws to facilitate the business operation dated April 4, 2017, which amended the Public Limited Companies Act B.E. 2535 (1992) regarding general meeting of shareholders.

The Board of Directors proposed that the 2019 Annual General Meeting of shareholders consider and approve the amendment of the company's article of association as follows:

Current Articles of Association	New Articles of Association
Article 24 [Paragraph 1] The Board of Directors shall hold a meeting at least once every three months.	Article 24 [Paragraph 1] The Board of Directors must hold a meeting at least once every three months in the locality in which the head office of the Company is located or other place as appropriate.
[Paragraph 2] In calling a meeting of the Board of Directors, the Chairman of the Board or the person entrusted by the Chairman of the Board shall serve a written notice calling for such meeting to the directors not less than 7 days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or the benefits of the Company, the meeting may be called u other methods and earlier meeting date may be chosen.	[Paragraph 2] The meeting of the Board of Directors or any sub-committee of the Company may be held through electronic media in accordance with the relevant laws, including the Announcement of the National Council for Peace and Order No. 74/2557 dated June 27, 2014 re: Meeting convened through electronic media, and the Announcement of the Ministry of Information and Communication Technology re: Standard for the Security of the Meeting held through Electronic Media B.E. 2557 (2014).
[Paragraph 3] The Board of Directors can hold a meeting in the locality in which the head office of the Company is located or other place as appropriate.	[Paragraph 3] In calling a meeting of the Board of Directors, the Chairman of the Board or the person entrusted by the Chairman of the Board must serve a written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or the benefits of the Company, the meeting may be called by other methods, and an earlier meeting date may be chosen.

Current Articles of Association	New Articles of Association
<p>[Paragraph 4] Two or more directors may request the Chairman of the Board to call a meeting of the Board of Directors. If two or more directors request a meeting of the Board of Directors, the Chairman of the Board shall determine the date of the meeting within 14 days as from the date of receipt of the request.</p> <p>Article 30 [Paragraph 1] The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within 4 months from the end of fiscal year of the Company.</p> <p>[Paragraph 2] The Shareholders' meeting other than the above mentioned shall be named as the Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate, or the shareholders gather their shares of not less than 1/5 of all issued and paid-up shares, or the number of shareholders of not less than 25 persons having shares not less than 1/10 of all issued and paid-up shares shall gather and submit the notice requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request shall be indicated clearly in the notice. In this regard, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders within 1 month from the date receiving the notice.</p>	<p>[Paragraph 4] Two or more directors may request the Chairman of the Board to call a meeting of the Board of Directors. If two or more directors request a meeting of the Board of Directors, the Chairman of the Board shall determine the date of the meeting within fourteen (14) days from the date of receipt of the request.</p> <p>Article 30 [Paragraph 1] The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.</p> <p>[Paragraph 2] A Shareholders' meeting other than the above mentioned will be named as an Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate.</p> <p>[Paragraph 3] The shareholders holding not less than ten (10) percent of all issued and paid-up shares may gather and submit a notice requesting the Board of Directors to convene an Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request must be indicated clearly in the notice. In this regard, the Board of Directors must convene an Extraordinary General Meeting of Shareholders within forty-five (45) days from the date of receipt of the notice.</p> <p>[Paragraph 4] In event that the Board of Directors does not convene a Meeting within the period specified in the third paragraph, the Shareholders gathering or other Shareholders holding shares in number according to the Articles of Association are able to convene the Meeting by themselves within forty-five (45) days from the due date. In this event, it shall be deemed that such Meeting was convened by the Board of Directors. The Company is liable for the expenses required for arranging the Meeting and facilitating as appropriate.</p> <p>[Paragraph 5] If it was found that the quorum of Shareholders' Meeting called by the Shareholders as mentioned in the fourth paragraph was not constituted as specified in Article 33, the Shareholders as mentioned in the fourth paragraph shall be jointly liable for all expenses incurred from the arrangement of such Meeting to the Company.</p>

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

No shareholder raised any question. The Chairman, therefore, proposed that the Meeting consider and approve the amendment of the company's article of association.

Resolution: The Meeting resolved to approve the amendment of the company's article of association as proposed in all respects by a vote of not less than three-fourths of the votes of the shareholders present and eligible to vote, as follows:

Approve	1,005,049,247	votes, equivalent to	100.00	Percent
Disapprove	0	votes, equivalent to	0.00	Percent
Abstention	0	votes, equivalent to	0.00	Percent
Void Ballot	0	votes, equivalent to	0.00	Percent

Agenda 9: Other matters. (If any)

The Chairman informed the meeting that 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 2018 Annual General Meeting of Shareholders during the period from January 18, 2019 to February 19, 2019. In this regard, the Company published such criteria on the Company's website 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.

In addition, the date to record the names of shareholders entitled to attend the 2019 Annual General Meeting of Shareholders and entitled to dividend (Record Date) was scheduled on 14 March 2019 (however, the right to receive such dividend was subject to change as pending approval of the meeting of shareholders).

Mr. Jirapong Suntipiromkul explained regarding the Company's anti-corruption policy that to participate in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the Company submitted a declaration of intent to participate in such project in 2017, but certain steps of the process were left unattended, and as such, the Company's declaration of intent expired in 2018. However, in terms of the operations, the Company, directors and management duly complied with the good governance principles in the best interests of all the shareholders. In this regard, the Company would initiate the process review to participate in such project within this year.

The Chairman further explained that the Company had its anti-corruption policy to suppress bribery, and did declare its intent to participate in Thailand's Private Sector Collective Action Coalition Against Corruption, pending the certification, in respect of which the Company was in the course of preparations and engagement of personnel, and once ready, the Company would proceed to obtain such certification.

In this regard, the Chairman gave the shareholders an opportunity to raise questions.

Mr. Sakon Khantula, a shareholder present in person, inquired about the Company's business and competition circumstances in the first quarter of 2019.

Mr. Itthipat Peeradechapan thanked the shareholder for giving the opportunity and support to the Company throughout the year, and then explained that the Company's growth still continued,

and this year was expected to grow by 10 percent, focusing on international markets. Particularly in China, the Company did appoint a new distributor, and if sales could be increased, it would be expected that the growth in international markets would be outstanding. From over 15 years of experience in international markets, the Company had learned a variety of know-how such as, for the purpose of marketing in China, a strong network of counterparts was essential, in addition to the distributors, which would contribute to the Company's marketing activities and penetrate the market more deeply. For the time being, none of the Company's competitors had marketing activities similar to those of the Company; they only focused primarily on import and export. As for domestic markets in which the Company focused on launching new products, over the past 2 – 3 years, the growth in domestic markets had slowed down, but it was believed that seaweed would remain popular snacks for the general public, although new products must be launched for market expansion. At present, the Company's seaweed market share remained at 70 percent, and the Company was determined to maintain such market share. Moreover, last year, the Company also learned more about its operations and distributorship and thus endeavored to keep various risks to a minimum. He then thanked all the shareholders once again for their cooperation in attending this Meeting and giving various opportunities to the Company. The Company hoped for the best and wealth to all the shareholders.

Mrs. Suwanuch Charoensawatpong, a shareholder present in person, inquired about the voting cards in Agenda Item 3, Consideration and Approval of the Annual Financial Statements Ended December 31, 2018, which were stated to consider approving the annual financial statements ended December 31, 2017, and the legal consequences thereof.

Mr. Ekachai Chotpitayasunon explained that such voting cards clearly stated that they were to be used to vote at the 2019 Annual General Meeting of Shareholders, on Agenda Item 3, and in comparison with the Notice of the Meeting which had been distributed to the shareholders and indicated that Agenda Item 3 was to consider approving the annual financial statements ended December 31, 2018, therefore, they were consistent. However, in the interest of more clarity, it was deemed appropriate to record this question and answer in the Minutes of this Meeting of the Company.

Mr. Sombat Hor. Peancharoen, a shareholder present in person, inquired about the issues in China market last year, and the development of solutions to such issues, and whether these issues would recur in the future, and whether the Company had any plan to market its products in Europe or other markets.

Mr. Itthipat Peeradechapan explained that the Company had a policy to sell its products globally. For the issues in China market, the Company already appointed a new distributor in China, which could not yet precisely forecast the demand and supply, although it was expected to improve in the second to fourth quarters. There were several potential counterparts approaching the Company for negotiations. However, given the uniqueness of the China market, the Company needed to choose those specializing in the China market. As for European markets, the Company needed to engage counterparts in order to be capable of marketing its products throughout Europe. At present, the Company marketed its products in two major countries, namely China and USA, and recruited specialists in various fields to support the Company's growth. The next foreign market in which the Company anticipated to market its products after China and USA would be other countries in America continent e.g. Mexico.

Mrs. Suwanuch Charoensawatpong, a shareholder present in person, further inquired about the Company's target growth at 10 percent, and whether there would be any problems preventing the Company from achieving such target, and if so, what solutions would be taken.

Mr. Itthipat Peeradechapan explained about the issues relating to its counterpart in China, and as such, sales must be increased in China, and if so, then the target growth could be achieved. For domestic markets, the Company needed to maintain its base to support other markets, and the most pressing issue was the Company's volume of raw material i.e. seaweed. However, the Board of Directors did cope with such issue, and it was expected that the volume of seaweed would be sufficient to produce various products. For the market in USA, the Company focused on penetrating the major markets, and currently, the Company's products were generally available for sale at the shops for Asian products, and the sales were rather satisfactory, particularly in the State of Hawaii. The Company intended to sell its products through Costco Department Store, as more than 50 percent of seaweed products were available for sale through Costco Department Store, and it was anticipated to carry out all the procedures to put the products on sale accordingly.

Mrs. Suwanuch Charoensawatpong, a shareholder present in person, further inquired how the Company would handle the fact that the Company's share prices seemed to be fluctuating heavily.

The Chairman explained that, over the past two years, all shares in the market were priced unrealistically high. It was the Company's policy on best business practice to generate profits and ensure its stability, without any policy on management of shares, and as such the market price could not be predetermined.


Miss Panitta Futrakul, a shareholder present in person, inquired about the details of competitors in the market in China, which was large in size.

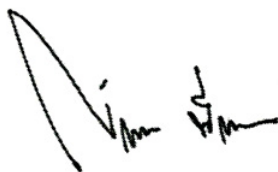
Mr. Itthipat Peeradechapan explained that the competitors could be classified into two major groups, namely (1) two local competitors producing Japanese seaweed products for a long time, both competitors' sales in aggregate accounted for over THB 5,000 million, and in the past, the Company did not derive its market share from these two competitors, but from its own market expansion; and (2) competitors in Thailand with their factories situated in Thailand and also exporting their products to China, although this group of competitors represented a small market share. The China market seemed challenging, with total seaweed sales of over THB 10,000 million, which represented merely 1 percent of the snack market. Should seaweed become more popular, the distributors of other snacks may also enter the market to distribute seaweed snacks, and as such, it would be essential for the Company to retain a strong network of counterparts.

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

By the end of the meeting, there were 14,103 shareholders representing 1,380,000,000 shares. There were 118 shareholders attending the Meeting in person, representing 501,193,251 shares, and by proxy 34 shareholders with 503,889,996 shares, so there were in total 152 shareholders attending the Meeting in person and by proxy with 1,005,083,247 shares in aggregate, equivalent to 72.83 percent of the total 1,380,000,000 shares of the Company.

The Meeting was concluded at 11.50 a.m.

Sign  Chairman of the Meeting
(Mr. Yuth Vorachattarn)


Sign _____ Recorder of the Minutes of the Meeting
(Mr. Nutchatpong Peeradechapan)
Company Secretary

QR Code for the Annual Report 2019 Download

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as the Securities Registrar, has developed such system for listed companies on the Stock Exchange of Thailand to submit documents regarding shareholders' meetings and annual reports in electronic format via QR Code, in order to enable the shareholders to conveniently and rapidly retrieve and review such information.

Shareholders may download such information via QR Code in accordance with the following procedures:

For iOS (iOS 11 or higher)

1. Open Camera app on the mobile device.
2. Scan (turn the camera to) QR Code.
3. Click the notification at the top of the screen to view the information regarding the meeting.

Remark: If the notification is not displayed on the mobile device, shareholder may scan QR Code from another Application, e.g., QR CODE READER, Facebook or LINE, etc.

For Android

1. Open QR CODE READER, Facebook or LINE application.
2. Scan QR Code via LINE application → open LINE application and add friend → select QR Code → scan QR Code.
3. Scan QR Code to view the information regarding the meeting.

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

1. Mr. Yuth Worachattarn

Age 72 years

Current Position

- Independent Director
- Chairman of the Board of Directors
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee

Education

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

Certifications from the Thai Institute of Director (IOD) courses

- Strategic Board Master Class (SBM)	Batch 5, 2018
- 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>Period</u>	<u>Position</u>	<u>Company</u>
2016 - Present	Chairman of the Board of Directors/ Member of the Audit Committee	Saha Thai Terminal Co., Ltd.
2016 - Present	Chairman of the Board of Directors	Grand Prix International PCL

Positions held in non-listed company

<u>Period</u>	<u>Position</u>	<u>Company</u>
2017 - Present	Director/ Chairman of the Audit Committee	Nutrix PCL
2015 - Present	Director	B.S.Y. Construction Co., Ltd.

<u>Period</u>	<u>Position</u>	<u>Company</u>
2015 - Present	Director/ Chairman of the Audit Committee	BSY Group PCL
2010 - Present	Director/ Chairman of the Audit Committee	Saha Thai Steel Pipe PCL

Mr. Yuth Worachattarn holds no position as director or executive in other business with potential conflicts of interest or in competition with the Company.

Working experience for the last 5 years

<u>Period</u>	<u>Position</u>	<u>Company</u>
2017 - 2019	Chairman of the Board of Directors	SCB Protect Co., Ltd.
2003 - 2019	Chairman of the Board of Directors/ Member of the Audit Committee	Maybank Kim Eng (Thailand) PCL
2004 - 2015	Chairman of the Board of Directors	Siam Commercial Leasing PCL
2004 - 2015	Chairman of the Board of Directors	Preecha Group PCL

Expertise

- Business and Industry related to the Company
- Management of large business
- Economy, Investment, Policy Implementation and Strategic Planning
- Accounting and Finance
- Risk Management and Corporate Governance

Family Relation among Director and Executives - None -

Amount of shares held in the Company, including that of spouse and minor child

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

Meeting Attendance of the last year

1. The Board of Directors' Meetings	11/11	times
2. The Audit Committee's Meetings	5/5	times
3. The Nomination and Remuneration Committee's Meetings	2/2	times
4. The 2019 Annual General Meeting of Shareholders	1/1	time

Type of the directors proposed to be appointed

- Independent Director
- Chairman of the Board of Directors
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee

Year of directorship 8 years (2011)

2. Miss Orrapat Peeradechapan

Age 38 years

Current Position

- Director
- Managing Director – International Trade and Management
- Chairman of the Risk Management Committee

Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Master's Degree	Public Administration	Ramkhamhaeng University
Bachelor's Degree	Service Industry	Rangsit University

Certifications from the Thai Institute of Director (IOD) courses

- Directors Certification Program (DCP) Batch 86, 2010

Positions held in other listed company - None -

Positions held in non-listed company

<u>Period</u>	<u>Position</u>	<u>Company</u>
2018 - Present	Director	Jibvardee Co., Ltd.
2014 - Present	Director	Peeradechapan Holding Co., Ltd.
2010 - Present	Director	Dr. Tobi 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.

Miss Orrapat Peeradechapan holds no position as director or executive in other business with potential conflicts of interest or in competition with the Company.

Working experience for the last 5 years

<u>Period</u>	<u>Position</u>	<u>Company</u>
2009 - 2019	Director	Twenty Four Projects Co., Ltd.

Expertise

- Business and Industry related to the Company
- International sales and marketing
- Management of Organization and Human Resources
- Risk Management and Corporate Governance

Family Relation among Director and Executives Older sister of Mr. Itthipat Peeradechapan

Younger sister of Mr. Nutchatpong Peeradechapan

Amount of shares held in the Company, including that of spouse and minor child
(as of December 30, 2019)

Held by self	:	65,255,000 shares
Held by self (indirectly through a holding company)	:	54,000,000 shares
Held by spouse/minor child	:	- None -

Meeting Attendance of the last year

1. The Board of Directors' Meetings	10/11	times
2. The Audit Committee's Meetings	5/5	times
3. The Risk Management Committee's Meetings	2/2	times
4. The 2019 Annual General Meeting of Shareholders	1/1	time

Type of the directors proposed to be appointed - Director
- Chairman of the Risk Management Committee

Year of directorship 15 years (2004)

3. Mr. Jirapong Suntipiromkul

Age 57 years

Current Position

- Director
- Deputy Managing Director
- Member of the Risk Management Committee

Education

<u>Education</u>	<u>Major</u>	<u>University</u>
Master's Degree	Accounting	Chulalongkorn University
Bachelor's Degree	Accounting	The University of Thai Chamber of Commerce

Certifications from the Thai Institute of Director (IOD) courses

- Directors Certification Program (DCP)	Batch 287, 2019
- Ethical Leadership Program (ELP)	Batch 8, 2017

Positions held in other listed company - None -

Positions held in non-listed company

<u>Period</u>	<u>Position</u>	<u>Company</u>
2018 - Present	Director	Taokaenoi Restaurant and Franchise Co., Ltd.
2009 - Present	Director	JWK Engineering Co., Ltd.

Mr. Jirapong Suntipiromkul holds no position as director or executive in other business with potential conflicts of interest or in competition with the Company.

Working experience for the last 5 years - None -

Expertise

- Business and Industry related to the Company
- Accounting and Finance
- Management of Organization and Human Resources
- Risk Management and Corporate Governance

Family Relation among Director and Executives - None -

Amount of shares held in the Company, including that of spouse and minor child (as of December 30, 2019)

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

Meeting Attendance of the last year

1. The Board of Directors' Meetings	10/11	times
2. The Audit Committee's Meetings	5/5	times
3. The Risk Management Committee's Meetings	2/2	times
4. The 2019 Annual General Meeting of Shareholders	1/1	time

Type of the directors proposed to be appointed - Director

- Member of the Risk Management Committee

Year of directorship 1 year (2018)

Criteria for Appointment, Requirements and Qualifications of Independent Director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee

1. Criteria for Appointment

The Company selects and nominates persons qualified 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 candidates as directors must possess knowledge, experience, expertise and be capable of contributing their time and be fully qualified as directors in accordance with Section 68 of the Public Limited Companies Act, B.E.2535 (1992) (as amended), the laws on securities and exchange, Notifications of the Securities and Exchange Commission, Notifications of the Capital Market Supervisory Board, including other applicable notifications, regulations and/or rules, and must possess no prohibited characteristics under the Notification KorJor. 8/2553 Re: Determination of the Untrustworthy Characteristics of Directors and Executives. Moreover, the appointment of the directors of the Company must be approved by the Board of Directors' Meeting and/or the Shareholders' Meeting (as the case may be).

The Company shall ensure that there shall be independent directors representing at least one-third of all directors of the Company, but not less than three directors.

2. Qualifications of Independent Director

Person nominated to be appointed as an independent director must be fully qualified as independent director. The qualifications of independent director of the Company are consistent with the minimum requirements of the Office of the Securities and Exchange Commission, as follows:

1. Holding shares not exceeding 1 percent of all voting shares 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-tier subsidiary, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of applying for permission with the SEC Office, provided that these prohibited characteristics exclude such case where an independent director was a government officer or advisor of any government agency which is a 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 offspring, including spouse of offspring, of another director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in such 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, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of applying for permission with the Office of the Securities and Exchange Commission;

The term ‘business relationship’ under the first paragraph shall include any normal business transaction for 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 Baht Twenty Million 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 on Rules on the Connected Transactions, as applicable. 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, affiliate, major shareholder or controlling person, unless such characteristics have ceased for at least two years prior to the date of applying for permission with the Office of the Securities and Exchange Commission;
6. Neither being nor used to be a provider of any professional services, including those services as legal advisor or financial advisor who receives service fees exceeding Baht Two Million 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 characteristics have ceased for at least two years prior to the date of applying for permission with the Office of the Securities and Exchange Commission;
7. Not being a director appointed as nominee of a director of the Company, major shareholder or shareholder who is related to a major shareholder.
8. Not undertaking any business in the same nature as and in competition with the business of the Company or its subsidiary 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 all voting shares of other company which undertakes business in the same nature as and in competition with the business of the Company or its subsidiary;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company’s business operations.

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

In case that the person nominated by the applicant for appointment as an independent director is has or previously had a business relationship or provides any professional service as described in paragraph 4 or 6, the Company shall ensure that the Board of Directors' opinion shows that its consideration has complied with the requirements under Section 89/7 of the Public Limited Companies Act, B.E.2535 (1992) (as amended), whereby the appointment of such person shall not interfere with the exercise of independent judgement in the independent director's responsibilities and the Company shall disclose the following information in the invitation to the shareholders' meeting on the agenda item of appointment of independent directors:

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

3. Qualifications of the Audit Committee

The Audit Committee is comprised of at least three independent directors, provided that at least one member of the Audit Committee must have sufficient knowledge and experience in order to be capable of reviewing the reliability of the financial statements.

The qualifications of the Audit Committee of the Company are consistent with the minimum requirements of the Office of the Securities and Exchange Commission, that is, they must be fully qualified as independent directors as described above, and must:

- 1. Not be a director assigned by the Board of Directors to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-tier subsidiary, major shareholder or controlling person of the applicant; and
- 2. Not be a director of its parent company, subsidiary, affiliate, same-tier subsidiary which is a listed company.

4. Qualifications of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is comprised of at least three directors and executives, provided that more than one half of all members must be independent directors and an independent director shall be the Chairman of the Nomination and Remuneration Committee.

5. Qualifications of the Risk Management Committee

The Risk Management Committee is comprised of at least three directors, executives and/or qualified persons each, and one of whom shall act as Chairman of the Risk Management Committee.

Profile of the proposed Auditors for year 2020

1. Mr. Choopong Surachutikarn

Certified Public Accountant No.	4325
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	<ul style="list-style-type: none"> - Master's Degree in Finance, University of Illinois, USA - Bachelor's Degree in Accounting, Chulalongkorn University, Thailand
Experience	<ul style="list-style-type: none"> - Auditor approved by the Office of the Securities and Exchange Commission - Certified Public Accountant (CPA), Thailand - Member of the Federation of Accounting Professions in Thailand (FAP)
Relationship or interest with the Company, subsidiary, executive, major shareholder or their related person	N/A
Years of service as auditor for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	<p>2000 – present</p> <p>Audit Partner</p> <p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p>
Years of service as auditor for Taokaenoi Food & Marketing Public Company Limited	2019 – present

2. Mr. Chavala Tienpasertkij

Certified Public Accountant No.	4301
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	<ul style="list-style-type: none"> - Master of Accountancy of Chulalongkorn University - Master of Management of College of Management, Mahidol University - Bachelor's degree in Accountancy, Bangkok University - Director Certificate Program by the Thai Institute of Directors Association (IOD)
Experience	<ul style="list-style-type: none"> - Auditor approved by the Office of the Securities and Exchange Commission - Certified Public Accountant (CPA), Thailand - Member of the Federation of Accounting Professions in Thailand (FAP)
Relationship or interest with the Company, subsidiary, executive, major shareholder or their related person	N/A
Years of service as auditor for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	<p>1990 – present</p> <p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p>
Years of service as auditor for Taokaenoi Food & Marketing Public Company Limited	2019 – present

3. Ms. Pensri Thamvarodom

Certified Public Accountant No.	4923
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Bachelor's degree in Accountancy
Experience	<ul style="list-style-type: none"> - Auditor approved by the Office of the Securities and Exchange Commission - Certified Public Accountant (CPA), Thailand - Member of the Federation of Accounting Professions in Thailand (FAP)
Relationship or interest with the Company, subsidiary, executive, major shareholder or their related person	N/A
Years of service as auditor for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	<p>1995 – present</p> <p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p>
Years of service as auditor for Taokaenoi Food & Marketing Public Company Limited	2019 – present

4. Mr. Wonlop Vilaivaravit

Certified Public Accountant No.	6797
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	<ul style="list-style-type: none"> - Bachelor of Accountancy, Assumption University - Top management training from Capital Market Academy (CMA 27)
Experience	<ul style="list-style-type: none"> - Auditor approved by the Office of the Securities and Exchange Commission - Certified Public Accountant (CPA), Thailand - Member of the Federation of Accounting Professions in Thailand (FAP)
Relationship or interest with the Company, subsidiary, executive, major shareholder or their related person	N/A
Years of service as auditor for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	<p>2013 – present</p> <p>Audit Partner</p> <p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p>
Years of service as auditor for Taokaenoi Food & Marketing Public Company Limited	2019 – present

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

The registration to attend the 2020 Annual General Meeting of Shareholders starts not less than 2 hours prior to the commencement of the Meeting or from 12.30 hours onwards **on Monday, August 17, 2020 at 14.00 hours at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120.** Please find the map of the meeting venue attached to the Notice of the 2020 Annual General Meeting of Shareholders.

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

1. Attending in Person

1.1 Natural Person

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

1.2 Juristic Person by its Representative (authorized director(s))

- 1) Registration Form which is signed by the representative of the juristic person (authorized director(s)) attending the Meeting;
- 2) A copy of the juristic person's affidavit certified as true and correct copy by the representative of the juristic person (authorized director(s)) who attends the Meeting. The document must show that the representative of the juristic person (authorized director(s)) 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 (authorized director(s)) 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 to the Notice of the Meeting (Form A or Form B), completely filled in and signed by the shareholder and the proxy;
- 3) A copy of a valid official document issued by government authorities of the shareholder as specified in item 1.1(2) which is certified as true copy by the shareholder;
- 4) A copy of a valid official document issued by government authorities of the proxy as specified in item 1.1(2) which is certified as true copy 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 to the Notice of the Meeting (Form A or Form B), completely filled in and signed by (i) the representative of the juristic person who is the shareholder and (ii) the proxy;
- 3) A copy of the juristic person's affidavit certified as true and correct copy by the

representative of the juristic person and the proxy (if any). The document must show that the person who sign the Proxy Form has the authority to act on behalf of the juristic person who is a shareholder;

- 4) A copy of a valid official document issued by government authorities of the representative of the juristic person as specified in item 1.1(2) which is certified as 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 as true and correct copy by the proxy.

2.3 Granting proxy to the Company's independent directors as listed in Attachment 5.4

- 1) Registration Form;
- 2) The Proxy Form as attached to the Notice of the Meeting (Form A or Form B) which is marked in front of only one 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 a natural person, please use the documents as specified in item 2.1(3);
- 4) In case the grantor is a juristic person, please use the 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 is completely filled in and signed by the grantor and the proxy;
- 3) Documents as specified in item 2.2;
- 4) Power of Attorney by the 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 the custodian business.

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

Notes:

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 the same to Corporate Secretary Office **by Thursday, August 13, 2020.**
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 the shareholder, except for the custodian appointed by the foreign investor in accordance with Proxy Form C.
3. Please affix Baht 20 duty stamp and specify the date of the Proxy Form across such stamp. The Company will also facilitate in affixing duty stamps for the proxy at the Registration Desk before attending the Meeting.
4. In case of juristic person, if the person who signs the Power of Attorney or the Proxy Form is not an authorized director as specified in the affidavit, the attendee shall produce 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 Powers of Attorney from every tier must be executed uninterruptedly.



หนังสือมอบฉันทะ แบบ ก.

PROXY FORM A



เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เขียนที่ _____
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 เล้าแก่น้อย 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 (ผู้ถือหุ้นสามารถมอบฉันทะให้นางวณี ทศนมนเทียร หรือ นายชัยยงค์ รัตนะเจริญศิริ
ซึ่งเป็นกรรมการอิสระของบริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)

Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mrs. Wanee Tassanamontien
or to Mr. Chaoyong Ratanachaoensiri 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 นางวณี ทศนมนเทียน อายุ 65 ปีอยู่บ้านเลขที่ 337

Name Mrs. Wanee Tassanamontien age 65 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 64 ปี อยู่บ้านเลขที่ 337

Name Mr. Chaiyong Ratanacharoensiri age 64 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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันจันทร์ที่ 17 สิงหาคม 2563 เวลา 14.00 น. ณ ห้องแอมเบอร์ 2-3 อาคารอิมแพ็ค เอ็กซิบิชั่น เซ็นเตอร์ (Hall 8) เมืองทองธานี ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders (AGM), which will be held on Monday, August 17, 2020, 2.00 PM at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Tambon Ban Mai, Amphoe Pak Kret, Nonthaburi Province 11120. 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.



หนังสือมอบฉันทะ แบบ ข.

PROXY FORM B

เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month B.E.(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationalityอยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Tambol/Khwaengอำเภอ/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 (ผู้ถือหุ้นสามารถมอบฉันทะให้นางวณี ทศนมนเทียร หรือ นายชัยยงค์ รัตนะเจริญศิริ

ซึ่งเป็นกรรมการอิสระของบริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)

Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mrs. Wanee Tassanamontien 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 atถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khetจังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Post Code or☐ 2. ชื่อ _____ นางวณี ทศนมนเทียร อายุ _____ 65 ปี อยู่บ้านเลขที่ _____ 337
Name Mrs. Wanee Tassanamontien age 65 Years, Residing at 337ถนน _____ 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 64 ปี อยู่บ้านเลขที่ 337

Name Mr. Chaiyong Ratanacharoensiri age 64 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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันจันทร์ที่ 17 สิงหาคม 2563 เวลา 14.00 น. ณ ห้องแอมเบอร์ 2-3 อาคารอิมแพ็ค เอ็กซิบิชั่น เซ็นเตอร์ (Hall 8) เมืองทองธานี ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders (AGM), which will be held on Monday, August 17, 2020, 2.00 PM at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Tambon Ban Mai, Amphoe Pak Kret, Nonthaburi Province 11120. 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันพฤหัสบดีที่ 25 เมษายน 2562

1. To adopt the minutes of the 2019 Annual General Meeting of Shareholders held on Thursday, April 25, 2019

☐ (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 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2562

2. To acknowledge the Company's Annual Report for the year 2019

☐ (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 2562

3. To consider and approve the financial statements for the year ending December 31, 2019

☐ (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 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาลและเสนอการงดจ่ายเงินปันผลจากการดำเนินงานประจำปี 2562

4. To acknowledge the interim dividend payments and Propose Dividend not pay for the year 2019

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

5. To consider and approve the election of the directors to substitute the directors due to retire 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: นายยุทธ วรรณธรร (Mr. Yuth Worachattarn)
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
2. ชื่อกรรมการ / Name of Director: นางสาวอรพัทธ์ พีระเดชาพันธ์ (Ms. Orrapat Peeradechapan)
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
3. ชื่อกรรมการ / Name of Director: นายจิระพงษ์ สันติภิรมย์กุล (Mr. Jirapong Suntipiomkul)
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

6. To consider and approve the directors' remuneration for the year 2020

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2563

7. To consider and appoint the auditors and the audit fee for the year 2020

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

8. To consider and approve the amendment of the Company's Articles of Association

- ☐ (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 9 เรื่องอื่น ๆ (ถ้ามี)

9. To consider 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 รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ 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 2563 ในวันจันทร์ที่ 17 สิงหาคม 2563 เวลา 14.00 น. ณ ห้องแอมเบอร์ 2-3 อาคารอิมแพ็ค เอ็กซิบิชั่น เซ็นเตอร์ (Hall 8) เมืองทองธานี ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

For the 2020 Annual General Meeting of Shareholders (AGM) which will be held on Monday, August 17, 2020, 2.00 PM at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Tambon Ban Mai, Amphoe Pak Kret, Nonthaburi Province 11120. 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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

หนังสือมอบฉันทะ แบบ ค.

PROXY FORM C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(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 เ้าแก่น้อย 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 (ผู้ถือหุ้นสามารถมอบฉันทะให้นางวณี ทศนมนเทียน หรือ นายชัยยงค์ รัตนะเจริญศิริ ซึ่งเป็นกรรมการอิสระของบริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)

Hereby appoint (The shareholder may appoint one of the Company's independent director i.e. Mrs. Wanee Tassanamontien 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 นางวณีย์ ทศนมนเทียน อายุ 65 ปี อยู่บ้านเลขที่ 337
Name Mrs. Wanee Tassanamontien age 65 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 64 ปี อยู่บ้านเลขที่ 337
Name Mr. Chaiyong Ratanacharoensiri age 64 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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันจันทร์ที่ 17 สิงหาคม 2563 เวลา 14.00 น. ณ ห้องแอมเบอร์ 2-3 อาคารอิมแพ็ค เอ็กซิบิชั่น เซ็นเตอร์ (Hall 8) เมืองทองธานี ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders (AGM), which will be held on Monday, August 17, 2020, 2.00 PM at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Tambon Ban Mai, Amphoe Pak Kret, Nonthaburi Province 11120 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันพฤหัสบดีที่ 25 เมษายน 2562

1. To adopt the minutes of the 2019 Annual General Meeting of Shareholders held on Thursday, April 25, 2019

☐ (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 2562

2. To acknowledge the Company's Annual Report for the year 2019

☐ (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 พิจารณามอบมติงบการเงินสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2562

3. To consider and approve the financial statements for the year ending December 31, 2019

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาลและเสนอการงดจ่ายเงินปันผลจากการดำเนินงานประจำปี 2562

4. To acknowledge the interim dividend payments and Propose Dividend not pay for the year 2019.

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

5. To consider and approve the election of the directors to substitute the directors due to retire 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: นายยุทธ วรฉัตรธาร (Mr. Yuth Worachattarn)

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

2. ชื่อกรรมการ / Name of Director: นางสาวอรพัทธ์ พีระเดชาพันธ์ (Ms. Orrapat Peeradechapan)

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

3. ชื่อกรรมการ / Name of Director: นายจิระพงษ์ สันติภิรมย์กุล (Mr. Jirapong Suntipiromkul)

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

วาระที่ 6 พิจารณามอบมติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

6. To consider and approve the directors' remuneration for the year 2020.

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2563

7. To consider and appoint the auditors and the audit fee for the year 2020.

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

8. To consider and approve the amendment of the Company's Articles of Association.

- ☐ (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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9 เรื่องอื่น ๆ (ถ้ามี)

9. To consider 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:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2563 ในวันจันทร์ที่ 17 สิงหาคม 2563 เวลา 14.00 น. ณ ห้องแอมเบอร์ 2-3 อาคารอิมแพ็ค เอ็กซิบิชั่น เซ็นเตอร์ (Hall 8) เมืองทองธานี ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2020 Annual General Meeting of Shareholders (AGM) which will be held on Monday, August 17, 2020, 2.00 PM at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Tambon Ban Mai, Amphoe Pak Kret, Nonthaburi Province 11120. 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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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.
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(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
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
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

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

Shareholders' Meeting

Article 30 The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.

A Shareholders' meeting other than the above mentioned will be named as an Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate.

The shareholders holding not less than ten (10) percent of all issued and paid-up shares may gather and submit a notice requesting the Board of Directors to convene an Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request must be indicated clearly in the notice. In this regard, the Board of Directors must convene an Extraordinary General Meeting of Shareholders within forty-five (45) days from the date of receipt of the notice.

In event that the Board of Directors does not convene a Meeting within the period specified in the third paragraph, the Shareholders gathering or other Shareholders holding shares in number according to the Articles of Association are able to convene the Meeting by themselves within forty-five (45) days from the due date. In this event, it shall be deemed that such Meeting was convened by the Board of Directors. The Company is liable for the expenses required for arranging the Meeting and facilitating as appropriate.

If it was found that the quorum of Shareholders' Meeting called by the Shareholders as mentioned in the fourth paragraph was not constituted as specified in Article 33, the Shareholders as mentioned in the fourth paragraph shall be jointly liable for all expenses incurred from the arrangement of such Meeting to the Company.

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 consecutive period of 3 days 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) present at a general meeting of shareholders representing not less than 25 shareholders holding not less than one-third of the total number of shares sold or there shall be shareholders and proxies representing not less than one half of the total number of shareholders holding not less than one-third of the 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 are still inadequate to constitute a quorum, and if such meeting was called at the shareholders' request, 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 business to be transacted at an Annual General Meeting of Shareholders shall be as follows:

- (1) To consider the Board of Director's report on 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 consider the appropriation of the profit and capital reserve;
- (4) To consider the election of director in replacement to those who are due to retire by rotation and fix their remuneration;
- (5) To approve the appointment of the Company's auditor and fix the remuneration.
- (6) Other matters.

Article 37 The chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the laws and the Articles of Association relating to meetings (if any) 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 (2/3) of the number of shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding 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 seven (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 consecutive period of three (3) days at least three (3) days prior to the date of the meeting.

Article 40 The Board of Directors shall arrange for a balance sheet and a profit and loss statement to be made 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 fix the audit fee every year. The same auditor can be reappointed in each subsequent year. However, the auditor must not be a director, staff, employee or a person holding any position in the Company. The Company must rotate the auditor according to the requirements under the laws on securities and exchange and/or other applicable laws.

Article 43 The Company's auditor shall attend every Shareholders' Meeting which considers the Company's balance sheet, profit and loss statements and any accounting issues of the Company in order to provide explanation on account audit to the shareholders. The Company shall deliver all related reports and documents necessary for the shareholders to its auditor as well.

The auditor has the right to examine, at any time during the business 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 and employees to provide any statements and clarification as necessary for the auditor's performance. The auditor shall make a report relating to balance sheet and accounts for submission to the Annual General Meeting of Shareholders, and must state in such report as to whether the balance sheet has been correctly prepared and truly represents the Company's business and operations.

Proxy and Voting

Article 32 At a general meeting of shareholders, a shareholder may grant proxy to another person to attend the meeting and vote on his/her behalf. The appointment shall be made in writing with the date specified and signed by the shareholder 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 resolutions of the shareholders' meeting shall be passed by the following votes;

(1) In a general case, resolutions shall be passed by a simple majority vote cast by the 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, resolutions shall be passed by not less than three-fourths of the total votes of the shareholders who attend the meeting and cast their votes:

- (a) The sale or transfer of the entire or substantial parts of the Company's business to the shareholders;
- (b) The purchase or acquisition of business of another company or private company by the Company;
- (c) The execution, amendment, termination of contracts with respect to lease of the entire or substantial parts of the Company's business, assignment of the management of the Company's business to any person or merger of its business with another person for profit and loss sharing;
- (d) The amendment of the Company's Memorandum or Articles of Association;
- (e) The increase or reduction of the Company's registered capital or issuance of debentures;
- (f) The merger or dissolution of the Company
- (g) The debt restructuring by issuing new shares for repayment to creditors according to a plan for conversion of debt into equity;
- (h) Other matters as provided by the laws governing securities and exchange.

Directors' Qualifications, Election and Rotation of Directors

Article 14 The Shareholders' Meeting shall elect directors by a majority vote of the 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/she holds or represents.
- (2) For the purpose of election of directors, the shareholders shall vote for each individual candidate nominated for directorship.
- (3) The candidates shall be ranked in order descending from the highest number of votes 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 a multiple of three, then the number nearest to one-third, must retire from office.

The directors who are due to retire from office in the first and second years after the company registration shall be selected by drawing of lots. In subsequent years, the directors with longest term of office shall retire. A retiring director is eligible for re-election.

Directors' Remuneration and Bonus

Article 16 Directors are entitled to remuneration from the Company in the form of rewards, meeting allowances, pensions, bonuses or other benefits as provided by the Articles of Association or as approved by a shareholders' meeting, which may specify as a fixed amount or as a criteria which shall be fixed from time to time or until further change. In addition, the directors are entitled to allowances and benefits according to the Company's regulations.

The first paragraph shall not affect the rights of employee or staff who is elected to be a director to still be entitled to receive remuneration and benefits as the Company's employee or staff.

Payment of remuneration in the first and second paragraphs must not be contradictory to or in conflict with the qualifications of independent directors as required by the laws on securities and exchange.

Dividend Payment and Profit Appropriation as Legal Reserve

Article 44 No dividends shall be paid from other funds than profit. If the Company still has an accumulated deficit, payment of dividends is prohibited.

Unless otherwise required by the Articles of Association for preference shares, 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 the 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 following General Meeting of Shareholders.

Payment of dividends shall be made within one month from the date of the Shareholders' Meeting of or resolution of the Board of Directors' Meeting, 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 such period as specified by laws.

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

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

Criteria on Voting

General Agenda:

1. A voting in each agenda item 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 by the custodian which may split the votes to 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 addition of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

Agenda Item on Appointment of Directors:

In accordance with Article 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. For the purpose of election of directors, the shareholder shall vote for each individual candidate nominated for directors, but not exceeding the number of directors to be elected at that time. The vote shall not be split.
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 director(s) shall be elected by the Chairman of the Meeting who shall have a casting vote.

Procedures for Voting in each Agenda Item

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

1. The shareholders are requested to submit their questions in advance before the Shareholders' Meeting to the Company via the designated channels in Attachment No. 7. Given the health concerns, the Company shall not provide any microphone in the Meeting Rooms to ask any questions, but the shareholders or their proxies are requested to write their questions in the Question Form, and the Company shall collect such questions and provide answers in the Meeting which are directly relevant to the agenda items requiring voting. Other questions and suggestions shall be summarized and addressed by the Company in the Minutes of the Shareholders' Meeting, which shall be disseminated through the SET portal and the Company's website within 14 days from the adjournment of the Meeting.

2. The Chairman shall propose the Meeting to vote in each agenda item by asking whether any shareholder disapprove or abstain from voting, and if so, mark in the box “disapprove” or “abstain”, as the case may be, in the voting ballots, and raise his/her hand in order for the officer to collect the voting ballots and count the votes. In vote counting, the Company will deduct the votes of disapproval, abstention and invalid voting ballots from total votes, and as such, the remaining votes shall be deemed as the votes of approval.
3. Shareholder or proxy may vote for either approval, disapproval or abstention (except for the custodian’s votes which may be split as specified in the Proxy Form).

Vote Counting and Announcement of the Voting Results

Prior to commencing the Meeting, the Company shall inform that the votes for each agenda item shall be counted from such votes cast by the shareholders or their proxies present at the Meeting with the rights to vote. The voting results of every agenda item shall be announced to the Meeting before the Meeting is adjourned.

Resolutions of the Shareholders’ Meeting shall be passed by the following votes:

1. The shareholders are requested to submit their questions in advance before the Shareholders’ Meeting to the Company via the designated channels in Attachment No. 7. Given the health concerns, the Company shall not provide any microphone in the Meeting Rooms to ask any questions, but the shareholders or their proxies are requested to write their questions in the Question Form, and the Company shall collect such questions and provide answers in the Meeting which are directly relevant to the agenda items requiring voting. Other questions and suggestions shall be summarized and addressed by the Company in the Minutes of the Shareholders’ Meeting, which shall be disseminated through the SET portal and the Company’s website within 14 days from the adjournment of the Meeting.
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 request of at least five shareholders and the Meeting shall proceed accordingly. The Chairman shall specify the method for such secret voting and inform the Meeting before voting on such agenda item to be resolved by secret voting.

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

(Excluding directors due to retire by rotation in the year 2020)

Name	Age (years)	Position	Address	Conflicts of Interest in the Proposed Agenda
1. Mrs. Wanee Thasanamontien	65	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee 	337 Bond Street, Bangpood Sub-district, Pakkred District, Nonthaburi Province 11120	Have conflicts of interest in agenda item 6 (To consider and approve the remuneration for directors for the year 2020)
2. Mr. Chaiyong Ratanacharoensiri	64	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Chairman of the Nomination and Remuneration Committee 		

Profiles of the Independent Directors

1. Mrs. Wanee Thasanamontien

Age 65 years

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's Degree	Public Administration	Chulalongkorn University
Bachelor's Degree	Laws	Thammasat University
Bachelor's Degree	Accounting	Thammasat University

Certifications from the Thai Institute of Director (IOD) courses

- Advanced Audit Committee Program (AAP)	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 -

Working experience for the last 5 years

<u>Period</u>	<u>Position</u>	<u>Company</u>
2010 - 2014	Principal Advisor Strategic Tax	Revenue Department of on Thailand
2010 - 2014	Representative Director of the Ministry of Finance	Wasted Management Authority of Thailand
2014 - 2014	Representative Director of the Ministry of Finance	Thailand Institute of Scientific and Technological Research

Family Relation among Director and Executives - None -

Amount of shares held in the Company, including spouse and minor child (as of December 30, 2019)

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

Meeting Attendance of the last year

1. The Board of Directors' Meetings	10/11	times
2. The Audit Committee's Meetings	5/5	times
3. The Nomination and Remuneration Committee's Meetings	2/2	times
4. The Annual General Meeting of Shareholders 2019	1/1	time

2. Mr.Chaiyong Ratanacharoensiri

Age 64 years

Current Position

- Independent Director
- Member of the Audit Committee
- Chairman of the Nomination and Remuneration Committee

Education

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

Certifications from the Thai Institute of Director (IOD) courses

- Successful Formulation & Execution the Strategy (SFE)	Batch 1, 2008
- 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>Period</u>	<u>Position</u>	<u>Company</u>
2015 - Present	Independent Director	Quick Leasing Co., Ltd.

Working experience for the last 5 years

<u>Period</u>	<u>Position</u>	<u>Company</u>
2018 - 2018	Executive Committee Member	P-Mart Superstore Co., Ltd.
1998 - 2015	Vice President	Bangkok Bank Public Company Limited

Family Relation among Director and Executives - None -

Amount of shares held in the Company, including spouse and minor child (as of December 30, 2019)

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

Meeting Attendance of the last year

1. The Board of Directors' Meetings	11/11	times
2. The Audit Committee's Meetings	5/5	times
3. The Nomination and Remuneration Committee's Meetings	2/2	times
4. The Annual General Meeting of Shareholders 2019	1/1	time

**Attendance Form for the 2020 Annual General Meeting of Shareholders
of Taokaenoi Food & Marketing Public Company Limited
on Monday, August 17, 2020 at 14:00 hours**

To Corporate Secretary, Taokaenoi Food & Marketing Public Company Limited (the “**Company**”)

I/We

Please mark ☒ in ().

() being a shareholder of Taokaenoi Food & Marketing Public Company Limited

() being a proxy of,

who is a shareholder of Company (please attach Proxy Form)

holding the total amount of shares,

wish to attend the 2020 Annual General Meeting of Shareholders on Monday, August 17, 2020 at 14:00 hours at Amber Rooms 2-3, Impact Exhibition Center (Hall 8), Muang Thong Thani, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province

Signed: Attendee

Remark: Please fill in and send the completed form to the Company by 17:00 hours of **August 13, 2020**.

- Fax: 0 2984 0118 or

- E-mail: ir@taokaenoi.co.th

To make inquiries or give suggestions, please contact:

- Investor Relations: Tel 0 2984 0666 ext 316

**Submission Form of Questions before the 2020 Annual General Meeting
of Shareholders of Taokaenoi Food & Marketing Public Company Limited
on Monday, August 17, 2020 at 14:00 hours**

To Corporate Secretary, Taokaenoi Food & Marketing Public Company Limited (the “**Company**”)

I/We

Please mark ☒ in ().

() being a shareholder of Taokaenoi Food & Marketing Public Company Limited

() being a proxy of,

who is a shareholder of Taokaenoi Food & Marketing Public Company Limited

would like to submit questions regarding various agenda items of the General Meeting of
Shareholders of the Company, as follows:

.....

.....

.....

.....

.....

.....

Signed: Attendee

Remark: Please fill in and send the completed form to the Company
by 17:00 hours of **August 13, 2020**.

- Fax: 0 2984 0118 or

- E-mail: ir@taokaenoi.co.th

To make inquiries or give suggestions, please contact:

- Investor Relations: Tel 0 2984 0666 ext 316

Venue of the 2020 Annual General Meeting of Shareholders

Amber Rooms 2-3, Impact Exhibition Center (Hall 8)

Muang Thong Thani, Ban Mai Sub-district, Pak Kret District

Nonthaburi Province 11120

Parking: Parking Area 1, Challenger Building

BMTA Bus Services:

Chaeng Wattana Road (Entrance of Muang Thong Thani) to Lak Si Intersection, Vibhavadi Rangsit Road

Buses Nos. 52, 150, 356 and Air-conditioned Buses Nos. 166, 150, 356

Tiwanon Road (Pak Kret Intersection) to Entrance of Muang Thong, Bond Street road

Buses Nos. 33, 90, 51 and Air-conditioned Buses 367, 359



