



TAOKAENOI FOOD & MARKETING PUBLIC COMPANY LIMITED

ew. Pathumthani 12140 THAILAND

Tel. +66(0) 2108 6888. +66(0) 2108 6999 Fax. +66(0) 2108 8708

---

12 February 2016

Dear President

The Stock Exchange of Thailand

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

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

The said issues for the 2016 Annual General Meeting of Shareholders can be proposed from now until February 22, 2016 as per details attached which has been disclosed on TKN website, [www.taokaenoi.co.th](http://www.taokaenoi.co.th).

Please be informed accordingly.

Your Faithfully

( Mr. Jirapong Suntipiromkul)  
Chief Financial Officer

Proposal of The Meeting Agenda and The Director Nominee in Advance  
for 2016 Annual General Meeting of Shareholders of TKN

**1. Objective**

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as TKN directors in advance of the Annual General Meeting of Shareholders for the year 2016 which is a part of the Principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Taokaenoi Food & Marketing Public Company Limited (the “Company” or “TKN”) has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all the agenda items are genuinely beneficial to the Company and the Director nominee has suitable qualification.

**2. Proposal of The Meeting Agenda**

2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda and holding a minimum of five percent of the total shares issued by TKN (not less than 69 million shares), which can be either owned by one shareholder or combined shareholders.

2.2 Shareholders are qualified as specified in 2.1 must complete the “Agenda Proposal Form for 2016 Annual General Meeting of Shareholders of TKN” and submit required documents and evidences to investor relations’s E-mail address at “koosoon.r@taokaenoi.co.th” during from now until February 22, 2016 to make proposal to the Board of Directors. If many shareholders have unified to propose the agenda, each of them must complete the “Agenda Proposal Form for 2016 Annual General Meeting of shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.

2.3 Criteria for the Agenda Proposals that will not be accepted:

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

2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders’ resolution and the Good Corporate Governance of the Company

2.3.3 Matters that the Company has already implemented

2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons

2.4 In the case that the Board of Directors approves the proposed matters, TKN will include those matters in the meeting agenda remarked as “agenda from shareholders” in the notice to shareholders.

2.5 In the case that the Board of Directors denies the proposed matters, TKN will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.

---

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

(1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);

(2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;

(3) The proposal is beyond the company’s power to produce the proposed result;

(4) The proposal was submitted to the shareholders’ meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting;

(5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

### 3. The Nomination of the Director

3.1 Shareholders wishing to nominate a director must be the shareholders of the Company at the date nominating the director.

3.2 Shareholders are qualified as specified in 3.1 must complete the “Director Nomination Form for 2016 Annual General Meeting of Shareholders of TKN” and submit required documents and evidences to investor relations’s E-mail address at “koosoon.r@taokaenoi.co.th” from now until February 22, 2016 to make proposal to the Board of Directors. If many shareholders have unified to propose the agenda, each of them must complete the “Agenda Proposal Form for 2016 Annual General Meeting of shareholders of TKN” and sign their names as evidence and consolidate all the forms into one set.

3.3 The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:

3.3.1 Having the qualifications and not possessing prohibited qualification according to the Public Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company

3.3.2 Having knowledge and skill in the areas significantly beneficial to the Company

3.3.3 Should not serve as directors of more than 5 listed companies

3.4 The director nominee approved by the Board will be included in the Agenda remarked as “proposed by shareholders” in the notice to shareholders.

The Meeting Agenda Proposal

Form for 2016 Annual General Meeting of Shareholders of TKN

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

I would like to propose the agenda of the 2016 Annual General Meeting of Shareholders as follows: Proposed Matter:.....

Objective: [ ] For consideration [ ] For acknowledgement

Reasons and details: .....  
.....  
.....

And have the documents supporting the above proposal ..... pages in total.

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

Signed by ..... Shareholder

(.....)

Date .....

Remarks: A Shareholder must enclose the following evidences:

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

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

The Director Nomination  
Form for 2016 Annual General Meeting of Shareholders of TKN

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

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

Signed by ..... Shareholder

(.....)

Date .....

Remarks: A Shareholder must enclose the following evidences:

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