

## Minutes of the 2017 Annual General Meeting

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

### Opening of the meeting

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

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

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

1. In voting, one share is equivalent to one vote.
  - Agenda items 1, 3, 4, 5 and 7 shall be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.
  - Agenda item 2 is merely for acknowledgement. It is not required to vote on this.
  - Agenda item 6 regarding the Directors' remuneration which shall be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting.
  
2. In the case of a shareholder attending the Meeting in person, the Company shall provide the ballots for using in the event that the shareholder disagrees with or wishes to abstain from voting on an agenda item.

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

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

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

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

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

### The Board of Directors, 8 persons

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

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

### Executives

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

### Auditor

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. Mr. Yuth Vorachattarn

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

2. Ms Orrapat Peeradechapan

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

3. Ms Porntera Rongkasiriphan

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

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

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

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

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

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

1.1 the monthly remuneration

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

1.2 Bonus

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

2. Remuneration of Audit Committee

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

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

3. Remuneration of Nomination and Remuneration Committee

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

A shareholder asked about the Company factory visit.

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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


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

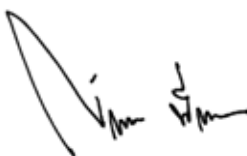
Miss Orrapat Peeradechapan, Managing Director – International Markets, explained that with regard to the second issue, the production is already on the shelves in Walmart USA as the Company will enter the Asian Supermarket market, as well as increasing marketing in the United States and is now considering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

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

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

The Meeting was concluded at 12.02p.m.

Signed  Chairman of the Meeting  
(Mr. Yuth Vorachattarn)

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