

(Translation)



Thaifoods Group Public Company Limited

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Chatuchak Subdistrict, Chatuchak District, Bangkok 10900,

Tel: (02) 513-8989 Fax: (02) 513-9060 Registration Number: 0107557000292

March 20, 2017

- Subject: Notice of the 2017 Annual General Meeting of Shareholders
- Attention: Shareholders of Thai Foods Group Public Company Limited (the “**Company**”)
- Enclosures:
1. Copy of the Minutes of 2016 Annual General Meeting of Shareholders;
 2. 2016 Annual Report and the Financial Statements for the fiscal year ended 31 December 2016 (in CD-ROM format);
 3. List and profiles of directors who are due to retire by rotation and have been proposed for reappointment;
 4. Profiles and experience of the Company’s Auditors;
 5. Summary of the Key Features of Warrants to Purchase Newly-issued Ordinary Shares No.2;
 6. Capital Increase Report Form (F 53-4);
 7. Map of the meeting venue;
 8. Proxy Forms A, B, and C;
 9. Profiles of Independent Directors for the appointment of proxies by the shareholders and definition of independent director;
 10. Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting;
 11. The Company’s Articles of Association on the shareholders’ meeting; and
 12. Request Form for the 2016 Annual Report and the Financial Statements for the fiscal year ended 31 December 2016 (in printed format)

By this letter, the Company would like to inform you that the 2017 Annual General Meeting of Shareholders of the Company will be convened on 21 April 2017, at 10.00 hrs., at Lotus Room, Queen Sirikit National Convention Center in order to consider the following agenda items:

Agenda Item 1: To consider and certify the Minutes of 2016 Annual General Meeting of Shareholders

Objectives and Rationale: The 2016 Annual General Meeting of Shareholders was convened on 28 April 2016. Details are appeared in **Enclosure 1** (Copy of the Minutes of 2016 Annual General Meeting of Shareholders) which has been delivered to the shareholders together with this invitation.

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Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting certify such Minutes since they have been accurately recorded.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 2: To acknowledge the operational results for the year 2016

Objectives and Rationale: The details of the operational results for the year 2016 are as set out in **Enclosure 2** (the 2016 Annual Report and Financial Statement for the fiscal year ended 31 December 2016 (in CD-ROM format)) which has been delivered to the shareholders together.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate that the shareholders' meeting acknowledge the operational results for the year 2016.

Remark: This agenda item is only for acknowledgement; therefore, no voting is required.

Agenda Item 3: To consider and approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2016

Objectives and Rationale: According to Section 112 of the Public Company Limited (including any amendment thereto) and Article 36 of the Company's Articles of Association provide that the Board of Directors shall prepare the Statements of Financial Position and the Comprehensive Income Statements on yearly basis and propose the said documents to the shareholders' meeting of the Company for their approval. In this regard, the Company has prepared the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2016 as per details stipulated in the Financial Statement for the fiscal year ended December 31, 2016 set out in **Enclosure 2** (the 2016 Annual Report and the Financial Statement for the fiscal year ended December 31, 2016 (in CD-ROM format)) which has been delivered to the shareholders together with this invitation letter. In this regard, such Statements of Financial Position and the Comprehensive Income Statements have been audited by the licensed auditors from KPMG Phoomchai Audit Ltd. ("KPMG"), considered by the Audit Committee, and approved by the Board of Directors.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the Statements of Financial Position and the Comprehensive Income Statements of the year 2016 for the fiscal year ending December 31, 2016 which have been audited by the licensed auditors from KPMG, considered by the Audit Committee, and approved by the Board of Directors.

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Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 4:

To consider and approve the suspension of allocation of profits as a legal reserve and approve non-payment of dividends for the operational results of the year 2016

Objectives and Rationale: Sections 115 and 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Articles 44 and 45 of the Company's Articles of Association provide that, in the case where the company still incurs an accumulated loss, no dividends shall be paid, and in the case where the Company incurs profit, it shall allocate no less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent of the registered capital.

Nevertheless, the Company incurred accumulated loss for the consolidated financial statement of the year 2016 in the amount of Baht 77,739,594, and incurred the accumulated loss for the separate financial statement of the year 2016 in the amount of Baht 402,540,491. The details are appeared in **Enclosure 2** (the 2016 Annual Report and the Financial Statements for the fiscal year ended December 31, 2016 in CD-ROM format). Therefore, the Company so suspends the appropriation of profit as a legal reserve and the dividend payment for the operational results of the year 2016.

In addition, the dividend payment policy of the Company specifies that the Company shall distribute the dividend to the shareholders in the rate of not less than 50 percent of the net profit of the separate financial statement of the Company after the corporate income tax and any other reserve prescribed by the Articles of Association of the Company.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the suspension of the allocation of profits as a legal reserve and the non-payment of dividends for the operational results of the year 2016.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5:

To consider and approve the appointment of directors to replace those who are due to retire by rotation

Objectives and Rationale: Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 17 of the Company's Articles of Association provide that, at every annual general meeting, one-third of the directors shall vacate in proportion, if the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate, provided however that, the director who vacates office under this section may be reelected.

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At this 2017 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation:

- 1) Mr. Chaipatr Srivisarvacha Director
- 2) Mr. Weidt Nuchcharoen Director and Independent Director
- 3) Mr. Chirdsak Kukiattinun Director

In this regard, the Nomination and Remuneration Committee was of the opinion that the three directors who are due to retire by rotation possess knowledge and experience which will be beneficial to the business operation of the Company, and are fully qualified and have no prohibited characteristics as prescribed by the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) and the relevant notifications. Furthermore, the nominated independent director are also possesses the qualifications of the Independent director as prescribed in the definition of the Independent Directors of the Company according to the regulations of the Office of the Securities and Exchange Commission (the “SEC Office”) Consequently, the Board of Directors proposes that the shareholders’ meeting approve the reappointment of the following directors to hold office as directors of the Company for another term, namely:

Name of directors are proposed to be appoint in replacement of those who retired by rotation	Position	Number of Board of Directors’ meeting attendance in year 2016	Number of subcommittee meeting attendance in year 2016	Term of director ship
Mr. Chaipatr Srivisarvacha	Chairman of the Board of Director and Chairman of the Nomination and Remuneration Committee	6/8	2/2 (Meeting of the Nomination and Remuneration Committee)	1
Mr. Weidt Nuchcharoen	Chairman of the Audit Committee and Independent Director	8/8	4/4 (Meeting of the Audit Committee)	3

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Name of directors are proposed to be appoint in replacement of those who retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2016	Number of subcommittee meeting attendance in year 2016	Term of director ship
Mr. Chirdsak Kukiattinun	Director	6/6	-	1

Therefore, the Board of Directors deemed it appropriate to propose that the 2017 Annual General Meeting of Shareholders reappoint the abovementioned directors to hold office as directors of the Company for another term. The details on profiles, educational backgrounds, and work experience of such directors who are due to retire by rotation and have been proposed for reappointment are set out in **Enclosure 3** (List and profiles of directors who are due to retire by rotation and have been proposed for reappointment) which has been delivered to the shareholders together with this invitation.

Opinion of the Board: After due consideration, the Board of Directors was of opinion that the 3 directors possess of knowledge, experience, and are fully qualified and have no prohibited characteristics as prescribed by the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) and the relevant notifications. Furthermore, the nominated independent director is genuinely qualified as the independent director according to the regulations of the SEC Office. It is deemed appropriate that the shareholders' meeting reappoint all 3 directors, who are due to retire by rotation, to hold office as directors of the Company for another term, namely:

1. Mr. Chaipatr Srivisarvacha Director
2. Mr. Weidt Nuchcharoen Director and Independent Director
3. Mr. Chirdsak Kukiattinun Director

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes (For the election of directors to replace those who retire by rotation, the Company shall use person-by-person basis.)

Agenda Item 6: To consider and approve the determination of the remunerations of the directors and the sub-committee for the year 2017

Objectives and Rationale: According to Section 90 of the Public Limited Company B.E. 2535 (1992) (including any amendment thereto) and Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive the remuneration from the Company in a form of reward, meeting allowance, per diem, bonus or and in other forms as decided by the shareholders' meeting. In addition, such distribution of remuneration shall be specified in a fixed amount or in principle or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's Articles of Association.

In this regard, the Board of Directors has set up the policy on the payment of directors' remuneration by having the Nomination and Remuneration Committee consider and propose the remuneration of Directors. The Nomination and Remuneration Committee has considered the propriety of the remuneration of the Board of Directors and the sub-committees of the Company by thoroughly considering on various factors, i.e.: the operation results of the Company, size of the Company's business and duties and responsibilities of the Board of Directors and sub-committees of the Company, by comparing with the remuneration rate of the businesses that are in the same industry as the Company and have the similar size as the Company. After due consideration, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and the Sub-Committee of the Company for year 2017 in the same amount as the remuneration of the Board of Directors and the Subcommittee of the Company for year 2016 as per following details:

Remuneration of directors of the Company

Position	Monthly Remuneration/attendance
Chairman of the Board of Directors	Baht 60,000
Director	Baht 40,000 per person/attendance

Meeting Allowance of the Audit Committee directors (apart from the remuneration of the Board of Directors)

Position	Meeting Allowance of the Audit Committee/attendance
Chairman of the Audit Committee	Baht 50,000
Audit Committee	Baht 30,000 per person/attendance

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**Meeting Allowance of the Nomination and Remuneration Committee
(apart from the remuneration of the Board of Directors)**

Position	Meeting Allowance of the Nomination and Remuneration Committee/attendance
Chairman of the Nomination and Remuneration Committee	Baht 30,000
Member of the Nomination and Remuneration Committee	Baht 20,000 per person/attendance

Directors' Bonus for the 2017 performance

Position	Yearly Remuneration
Chairman of the Board of Directors	50% of total yearly directors' meeting allowance
Director	50% of total yearly directors' meeting allowance

In addition, the comparison of the remuneration of the directors and the subcommittee of the Company for the year 2017 and the year 2016 are detailed as follows:

Remuneration	2017 (proposed)	2016
Meeting Allowance of the Directors		
- Chairman of the Board of Directors	Baht 60,000	Baht 60,000
- Director	Baht 40,000 per person/attendance	Baht 40,000 per person/attendance
Meeting Allowance of the Audit Committee		
- Chairman of the Audit Committee	Baht 50,000	Baht 50,000
- Member of the Audit Committee	Baht 30,000 per person/attendance	Baht 30,000 per person/attendance
Meeting Allowance of the Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	Baht 30,000	Baht 30,000
- Member of the Nomination and Remuneration Committee	Baht 20,000 per person/attendance	Baht 20,000 per person/attendance

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Remuneration	2017 (proposed)	2016
Directors' Bonus		
- Chairman of the Board of Directors	50% of total yearly directors' meeting allowance	-
- Director	50% of total yearly directors' meeting allowance	-

In this regards, apart from the abovementioned remuneration, there is no other remuneration to be paid to the directors and the sub-committees by the Company.

Moreover, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and authorize the Nomination and Remuneration Committee to allocate the abovementioned remunerations to each director and sub-committees within the abovementioned consideration.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the determination of the remunerations of the directors and the sub-committees for the year 2017 and deemed it appropriate to propose that the shareholders' meeting consider and authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and sub-committees within the abovementioned consideration.

Remark: The resolution on this agenda item shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

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

Objectives and Rationale: According to Section 120 of the Public Limited Company B.E. 2535 (1992) (including any amendment thereto) and Article 36 of the Articles of Association provide that the Annual General Meeting of shareholders must appoint the auditors and determines the remuneration of the auditors of the Company in every fiscal year. In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from KPMG to be auditors of the Company for the fiscal year ending December 31, 2017 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

1. Mr. Veerachai Ratanajaratkul; Certified Public Accountant (Thailand) No. 4323 (The auditor who was appointed and has signed the financial statement of the Company for 1 years, since 2016); and/or
2. Ms. Sujitra Masena; Certified Public Accountant (Thailand) No. 8645 (being proposed to be appointed as the Auditor of the Company in 2017); and/or

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3. Ms. Nareewan Chaibantad; Certified Public Accountant (Thailand) No. 9212 (being proposed to be appointed as the Auditor of the Company in 2017); and/or
4. Miss Orawan Sirirattanawong; Certified Public Accountant (Thailand) No. 3757 (She has been appointed to be an auditor of the Company for 1 years, since 2016)

In this regard, the method for selecting the auditors of the Company for the year 2017 is based on the proposal of the audit fee and the scope of work that were delivered to the Company. As a result, the Audit Committee of the Company has considered on the qualification and the experience of the auditors and was of the opinion that KPMG is independent, skillful in auditing and the audit fee is propriety. Furthermore, such 4 auditors do not have any relation or any interest in the Company, subsidiaries of the Company, directors, executives, major shareholders or his/her related persons.

In the case where the aforementioned auditors are unable to perform their duties, KPMG shall be authorized to appoint any of its auditors to be the auditor of the Company instead

Moreover, the Board of Directors deemed appropriate to propose that the shareholders consider and approve the determination of the audit fee for the fiscal year ending December 31, 2017 in the amount of not exceeding Baht 9,790,000 which was increased from the previous year resulting in the increase in the auditing works.

The comparison of the remuneration of the auditors of the Company for the year 2017 and 2016 are detailed as follows:

Remuneration of the auditors	2017 (proposed)	2016
Remuneration of the auditors of the Company	In the amount not exceeding Baht 9,790,000	In the amount Baht 8,940,000 ¹

Remarks: 1. During the past year, the Company had established a new subsidiary and had a new investment certificate, thus the remuneration of the auditors for the year 2016 had increased from Baht 8,760,000 which is a remuneration of auditors approved by the 2016 Annual General Meeting of Shareholders to be Baht 8,940,000.

Moreover, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the delegation of power to the Board of Directors to pay any additional audit fee in case there is any additional audit work in the Company and its subsidiaries in order to comply with the Accounting Standard of the Company and its subsidiaries.

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Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the auditors from KPMG to be the auditors of the Company for the for the fiscal year ending December 31, 2017, and consider and approve the determination of the audit fee in the amount of not exceeding Baht 9,790,000 as detailed above. The details on the profiles and experience of the auditors so proposed are set out in **Enclosure 4** (Profiles and experience of the Company's Auditors) which was delivered to the shareholders together with this invitation. In addition, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the additional remuneration of auditors which increases from the amount be approved in the Annual General Meeting of shareholders for the year 2016 in the amount of Baht 180,000 because the Company set up a new subsidiary and had a new investment certificate. And the Board of Directors deems it appropriate to approve the delegation of power to the Board of Directors to pay any additional audit fee in case there is any additional audit work in the Company and its subsidiaries in order to comply with the Accounting Standard of the Company and its subsidiaries.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 8:

To consider and approve the issuance and allocation of the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 2 to the existing shareholders proportionate to their respective shareholdings as a sweetener

Objectives and Rationale: The Company plans to issue the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 2 (the "**TFG-W2 Warrants**") for the purposes of allocating to the existing shareholders in accordance with their respective shareholdings (right offering) with the objective to expand its capital fundamental in order to increase liquidity of the Company, as well as to as its revolving capital to accommodate its future expansion in accordance with the details described below:

The objective of the issuance of the TFG-W2 Warrants is to use the proceeds as its revolving capital for the business operations and the business expansion in the future in the total budget of Baht 5,000 million where the Company will use such proceeds in the following core businesses:

- 1) Expansion of the poultry business, including improvements to chicken parts production facilities, and investment in chicken parts processing facilities
- 2) Expansion of the swine business, including the expansion of parent pig farms and investment in swine parts production facilities

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- 3) Expansion of the animal feed business, including improvements to the machinery and buildings in the animal feed mills and investment in new animal feed mills

In the light of the above, the Company deemed it appropriate to propose that the shareholders' meeting consider and approve the issuance and the allocation of the TFG-W2 Warrants in the number of not exceeding 510,866,470 units to the existing shareholders in accordance with their respective shareholdings (right offering) as the sweetener, at the allocation ratio of 10 ordinary shares to one unit of the TFG-W2 Warrants (10:1). Currently, the par value of share is Baht 1 per share

The exercise ratio is one unit of the TFG-W2 Warrants is entitled to purchase one ordinary share of the Company (1:1) at the exercise price of Baht 9.50 per share (with the exception for rights-adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the TFG-W2 Warrants). Any fractions of shares or TFG-W2 Warrants derived from the calculation based on the ratio set forth shall be rounded down (if any). The terms and details of TFG-W2 Warrants are detailed in **Enclosure 5** (Summary of the Key Features of Warrants to Purchase Newly-issued Ordinary Shares No.2) which was delivered to the shareholders together with this invitation.

Accordingly, the Company plans to schedule 3 May 2017 as the date to record the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in accordance with their respective shareholdings (Record Date) and 4 May 2017 as the date to compile the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) by means of the book closing. In addition, the Company should authorize the Executive Committee or any person designated by the Executive Committee to change the date to record the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in accordance with their respective shareholdings (Record Date) and the date to compile the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), as it deemed appropriate by taking into consideration the interest and potential impact on the Company.

In addition, the Meeting is hereby requested that the shareholders' meeting consider and approve that the Executive Committee of the Company or any person designated by the Executive Committee of the Company be authorized to determine, amend, and revise the conditions and other details in connection with the issuance and allocation of the TFG-W2 Warrants, for example, the issuance date of TFG-W2 Warrants, and the allocation of TFG-W2 Warrants, etc., and to have a power to revise any conditions and other details in relation to the adjustment and change of exercise ratio and exercise price pursuant to the terms and conditions of warrants, as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the

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issuance and allocation of the TFG-W2 Warrants until completion, including, but not limited to, providing information and filing documents with the SEC Office, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other competent authorities, including listing of the TFG-W2 Warrants and ordinary shares issued from the exercise of TFG-W2 Warrants as listed securities on the Stock Exchange of Thailand.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the allocation of the TFG-W2 Warrants of not exceeding 510,866,470 units to the existing shareholders in accordance with their respective shareholdings (right offering) as a sweetener, at the allocation ratio of 10 ordinary shares to one unit of the TFG-W2 Warrants (10:1), the par value is Baht 1 per shares, and that the Executive Committee of the Company or any person designated by the Executive Committee of the Company be authorized to determine, amend, and revise the conditions and other details in connection with the allocation of the TFG-W2 Warrants. The Board of Directors also deemed it appropriate to propose that the shareholders' meeting consider and approve to schedule 3 May 2017 as the date to record the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in accordance with their respective shareholdings (Record Date) and 4 May 2017 as the date to compile the names of the shareholders who are entitled to the allocation of the TFG-W2 Warrants in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 9:

To consider and approve the capital decrease by Baht 6,058 from the existing registered capital of Baht 5,610,000,000 to Baht 5,609,993,942 by cancelling 6,058 unsubscribed shares of the Company with a par value of Baht 1 per shares

Objectives and Rationale: The Company proposed that the shareholders' meeting consider and approve the issuance and allocation of the TFG-W2 Warrants of not exceeding 510,866,470 units to the shareholders proportionate to their respective shareholdings (Right Offering), and that the Company is required to increase its capital and allocate the newly issued ordinary shares in order to accommodate the issuance and offering for sale of the TFG-W2 Warrants.

Nevertheless, Section 136 of the Public Limited Companies Act (including any amendment thereto) provides that, the Company may increase the amount of its registered capital by issuing new shares, whereby the issuance of new shares may be made after and all the shares have been completely sold and paid-up in full, with the exception that the remaining shares are the shares issued for the exercise rights under convertible debentures or share warrants.

Consequently, in order for the Company to be able to carry out the capital increase and to comply with the law, the Company is required to decrease its

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capital by Baht 6,058 from the existing registered capital of Baht 5,610,000,000 to Baht 5,609,993,942 by cancelling 6,058 unsubscribed shares, at the par value of Baht 1 per share and not to cancel the 501,329,242 shares which were issued to accommodate the exercise of the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 1 (the “**TFG-W1 Warrants**”) (which was approved by the 2016 Annual General Meeting of Shareholders, held on 28 April 2016, in order to issue and allocate to the existing shareholders proportionate to their respective shareholding (right offering) as a sweetener in the amount of 510,000,000 shares and deduct the exercised amount as at December 30, 2016).

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate that the shareholders’ meeting consider and approve the capital decrease of the Company by Baht 6,058, from the existing registered capital of Baht 5,610,000,000 to Baht 5,609,993,942, by cancelling 6,058 unsubscribed shares of the Company with a par value of Baht 1 per shares

Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

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Agenda Item 10: To consider and approve the amendment to the Memorandum of Association to be in line with the capital decrease

Objectives and Rationale: In order to be in line with the capital decrease by means of cancelling the unissued shares as proposed to the shareholders' meeting for its consideration and approval in Agenda Item 9 above, the Company proposed that the shareholders' meeting consider and approve the amendment to Clause 4 of the Memorandum of Association to be read as the following statement.

Registered capital 5,609,993,942 Baht (five billion, six hundred and nine million, nine hundred ninety three thousand, nine hundred and forty two baht)

Divided into 5,609,993,942 shares (five billion, six hundred and nine million, nine hundred ninety three thousand, nine hundred and forty two shares)

Value per share 1 Baht (one baht)

Categorized into:

Ordinary shares 5,609,993,942 shares (five billion, six hundred and nine million, nine hundred ninety three thousand, nine hundred and forty two shares)

Preference shares — shares (—

In this regard, the person delegated by the Board of Directors who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Memorandum of Association in accordance with the registrar's order.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to Clause 4 of the Memorandum of Association to be in line with the capital decrease, and the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the Memorandum of Association and the terms in the Memorandum of Association in accordance with the registrar's order.

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Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Agenda Item 11: **To consider and approve the capital increase by not exceeding Baht 528,166,470 from the existing registered capital of Baht 5,609,993,942 to Baht 6,138,160,412 by issuing of not exceeding 528,166,470 newly issued ordinary shares at the par value of Baht 1 per share**

Objectives and Rationale: According to Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Clause 35 of the Company's Article of Association provides that, the Company may increase the amount of its registered capital by issuing new shares.

The Company is desirous to issue and allocate the TFG-W2 Warrants in the amount of not exceeding 510,866,470 units to the existing shareholders proportionate to their respective shareholdings (right offering) as a sweetener. As a result, it is necessary that the Company increase its capital in order to accommodate the exercise of rights under the TFG-W2 Warrants and accommodate the right-adjustment of the abovementioned TFG-W1 Warrants. In this regard, the Company will increase its registered capital by not exceeding Baht 528,166,470 from the existing registered capital of Baht 5,609,993,942 totaling Baht 6,138,160,412 by issuing not exceeding 528,166,470 ordinary shares, at the par value of Baht 1 per share. The details are set out in **Enclosure 6** (Capital Increase Form (F53-4)) which was delivered to the shareholders together with this invitation.

Therefore, after completion of capital increase, the registered capital of the Company shall be divided into (1) the paid-up capital of the Company in the amount of Baht 5,108,664,700 (2) the registered capital to accommodate the TFG-W1 Warrants in the amount of Baht 501,329,242 (3) the registered capital to accommodate the right-adjustment of TFG-W1 Warrants pursuant to Clause 1.5.3 of Right Adjustment Conditions section stipulated in Terms and Conditions and Rights of the Issuers and Holders of Warrants to Purchase Ordinary Shares No. 1 in the amount of not exceeding Baht 17,300,000 and (4) the registered capital to accommodate the TFG-W2 Warrants in the amount of Baht 510,866,470.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the capital increase by not exceeding Baht 528,166,470 from the existing registered capital of Baht 5,609,993,942 to be Baht 6,138,160,412 by issuing newly issued shares of not exceeding 528,166,470, at the par value of Baht 1 per share. In this regards, the Board of Director was of opinion regarding the capital increase to accommodate the exercise of the TFG-W2 Warrants and accommodate the right-adjustment of TFG-W1 Warrants as follows:

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a) Reason and Necessity for Capital Increase

Due to the necessity in usage of fund as revolving capital of the Company as mentioned in Agenda Item 8 above, the Board of Directors considered several options for fund-raising such as offering newly issued shares in a private placement scheme and/or offering newly issued shares to the existing shareholders in accordance with their respective shareholdings and/or applying for loans. After consideration, the Board of Directors was of the view that the issuance and allocation of the TFG-W2 Warrants was a fund-raising option that would not affect the profit sharing or the voting rights of the shareholders (control dilution) if they were to be issued and allocated to every shareholder of the Company in accordance with their respective shareholdings and would not cause a share price decrease (price dilution). Furthermore, the Company could not only rely on securing loans because it would entail excessive indebtedness amounts and interest expense which does not suit the financial status of the Company.

Accordingly, the Board of Directors was of the view that the fund shall be raised by (1) issuing and allocating the TFG-W2 Warrants to the existing shareholders in accordance with their respective shareholdings as a sweetener and (2) applying for loans of the other part for use as its revolving capital to accommodate its future growth, is advisable and will benefit the Company and the shareholders of the Company.

b) Feasibility of the plan to use the proceeds from offering the TFG-W2 Warrants

Should the shareholders exercise the conversion right in full that will be not exceeding Baht 4,853,231,465 or less, the Company will use the proceeds from the exercise of the right under the TFG-W2 Warrants for its revolving capital. The Board of Directors' meeting had considered the investment plan, budget, and investment period, as well as the expected proceeds from the fund-raising scheme and is of the view that it is possible for the Company to meet the objective in accordance with the reason proposed to the shareholders' meeting for approval in Agenda Item 8.

c) Reasonableness of the proposed capital increase and the plan to use the proceeds, as well as the sufficiency of the sources of financial capital (if the plan to use the proceeds from the issuance of the warrants does not cover the total budget)

The Board of Directors had considered the reasonableness of the proposed capital increase and the plan to use the proceeds, as well as the appropriate sources of financial capital to accommodate the investment of the Company by giving into consideration the balance of the debt-equity ratio. With the issuance and allocation of the TFG-W2 Warrants to the existing shareholders in accordance with their respective shareholdings, the Company will be able to raise fund and acquire the capital base of Baht 4,853,231,465 (on the assumption that the existing shareholders exercise the

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right under the TFG-W2 Warrants in full). Furthermore, the Company has a plan to raise funds by applying for loans for its investment expansion.

Notwithstanding the foregoing, if the 2017 Annual General Meeting of Shareholders resolves to approve the issuance and allocation of the TFG-W2 Warrants as proposed in Agenda Item 8, but the Company is unable to raise the amount of funds required, the Company is still be able to raise funds from the applying of loans. Therefore, if the Company does not receive the payment for the newly issued shares from the exercise of the TFG-W2 Warrants in full immediately, the Company still has sufficient funds for use in its business operations.

d) Possible impacts on the Company's business operations as a result of the capital increase and the use of the proceeds

After due consideration of the issuance and allocation of the TFG-W2 Warrants to the existing shareholders in accordance with their respective shareholdings as proposed to the shareholders for their approval in Agenda Item 8, the Board of Directors is of the view that after the Company receives the payment for the newly issued shares from the exercise of the right under the TFG-W2 Warrants, its capital base will increase and as a result, the debt to equity ratio (D/E ratio) will be reduced. Consequently, the Company's liquidity and financial position will be improved.

In the light of the above, the Board of Directors hereby confirms that it will perform the duties honestly by exercising their carefulness to protect the interest of the Company with respect to the issuance of the TFG-W2 Warrants, the capital increase and issuance of newly issued shares to accommodate the exercise of the right under the TFG-W2 Warrants and accommodate the right-adjustment of TFG-W1 Warrants by taking into consideration on appropriateness, feasibility, possibility, and fairness under its obligations that should be performed in accordance with the law, the objectives and the Articles of Association of the Company, as well as any relevant rules and regulations. Accordingly, the Board of Directors will jointly be responsible to the Company and the shareholders for any damage sustained by the Company in the case of any act or omission by a director in violation of the law, objectives, the articles of association, as well as any rule and regulation, including the case of any act or omission by a director rendering that a director or his or her related party to unduly gain benefit. In this regard, the shareholders are entitled to demand that the director, who undertook such act or omission for the Company, to return the benefit on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

(Translation)

Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Agenda Item 12: To consider and approve the amendment to the Memorandum of Association to be in line with the capital increase of the Company

Objectives and Rationale: In order to be in line with the capital increase of the Company proposed to the shareholders' meeting for its consideration and approval in Agenda Item 11 above, the Company proposed that the shareholders' meeting consider and approve the amendment to Clause 4 of the Memorandum of Association to be read as the following statement.

Registered capital	6,138,160,412	Baht (Six billion, one hundred thirty eight million, one hundred sixty thousand, four hundred and twelve baht)
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Divided into	6,138,160,412	shares (Six billion, one hundred thirty eight million, one hundred sixty thousand, four hundred and twelve shares)
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Value per share	1	Baht (one baht)
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Categorised into:

Ordinary shares	6,138,160,412	shares (Six billion, one hundred thirty eight million, one hundred sixty thousand, four hundred and twelve shares)
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Preference shares	—	shares (—)
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In this regard, the person delegated by the Board of Directors who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Memorandum of Association in accordance with the registrar's order.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase, and the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the Memorandum of Association and the terms in the Memorandum of Association in accordance with the registrar's order.

(Translation)

Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Agenda Item 13: To consider and approve the allocation of the newly issued shares of eth Company

Objectives and Rationale: The Company proposed that the shareholders' meeting consider and approve the capital increase by issuing newly issued shares in the amount of not exceeding 528,166,470 shares, at the par value of Baht 1 per share in order to accommodate the exercise of the TFG-W2 Warrants and accommodate the right-adjustment of the TFG-W2 Warrants as detailed in Agenda Item 11. Consequently, the Company proposed that the shareholders' meeting consider and approve the allocation of not exceeding 528,166,470 newly issued ordinary shares, at the par value of Baht 1 per share, the details are as follows:

- (1) To allocate 510,866,470 newly issued ordinary shares, with a par value of Baht 1 per shares, in order to accommodate the issuance and allocation of the TFG-W2 Warrants; and
- (2) To allocate 17,300,000 newly issued ordinary shares, with a par value of Baht 1 per shares, in order to accommodate the rights-adjustment of the TFG-W1 Warrants pursuant to Clause 1.5.3 of Right Adjustment Conditions section stipulated in Terms and Conditions, and Rights of the Issuers and Holders of the Warrants to Purchase Ordinary Shares No.1. However, since the Company is unable to calculate the rights-adjustment ratio of the TFG-W1 Warrants at this present due to the calculation of the new price and exercise ratio will be considered based on the market price of shares, determined by the Company, which is the weighted average price of the Company's ordinary shares traded during the period of 7 consecutive business days prior to the first date that the sign "Excluding Warrant" (XW) showing. Thus, the Company cannot calculate at the moment. In this regard, the number of newly issued shares to be accommodated the rights adjustment of the TFG-W1 Warrants herewith is the forecasted number of shares. In this regard, the Company will be able to calculate the revised exercise price on 28 April 2017 which is the first day that the shareholders will not be entitled to subscribe the newly issued securities of the Company.

The conditions and details of the TFG-W2 Warrants are set out in **Enclosure 5** (Summary of the Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 2) which was delivered to the shareholders together with this notification.

In addition, it is proposed that the shareholders' meeting consider and approve the authorization of the Executive Committee of the Company or any person delegated by the Executive Committee of the Company to have a power to consider, determine, amend and revise any conditions and details with regard to the allocation of the newly issued shares; be authorized to determine amend and

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revise the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price as well as execute any relevant documentation; undertake any act necessary for and appropriate for the allocation; including but not limited to providing information and submitting documentary evidence to the SEC Office, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any related agencies, as well as to list the newly issued ordinary shares on the Stock Exchange of Thailand.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of not exceeding 528,166,470 newly issued ordinary shares, at the par value of Baht 1 per share in order to (1) accommodate the exercise of the TFG-W2 Warrants issued and offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (right offering) as a sweetener in the amount of not exceeding 510,866,470 shares and (2) accommodate the rights-adjustment of the TFG-W1 Warrants in the amount of not exceeding 17,300,000 newly issued ordinary shares and the authorization of the Executive Committee of the Company or any person delegated by the Executive Committee to have a power to consider, determine, amend and revise any conditions and details with regard to the allocation of the newly issued shares; be authorized to determine amend and revise the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price as well as execute any relevant documentation; undertake any act necessary for and appropriate for the allocation; including but not limited to providing information and submitting documentary evidence to the SEC Office, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any related agencies, as well as to list the newly issued ordinary shares on the Stock Exchange of Thailand.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 14: To consider and approve the issuance and offering for sale of the debentures of not exceeding Baht 6,000,000,000

Objectives and Rationale: The Company is desirous to issue and offer the debentures, at the principal amount of not exceeding Baht 6,000,000,000 or the equivalent amount in any other currency. The preliminary details of the debentures are as follows:

Objectives of : To use for business expansion and as future working utilization of funds capital

Type : All types and all kinds of debentures, subordinate or insubordinate, amortizing or callable, with or without collateral, with or without a debenture-holder's representative, or being structured debentures, depending on the appropriateness of the market

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conditions at each time that the debentures are issued and offered.

Total value : Not exceeding Baht 6,000,000,000 or in an equivalent amount in another currency.

In this regard, the Company is able to issue and offer for sale the additional debentures and/or issue and offer for sale the debentures in place of the existing debentures which have been redeemed within such credit line. Any debenture issued by the Company at any time shall have a value not exceeding such credit line.

Offering : To offer on one or several occasions and/or as a project and/or on a revolving basis, within or outside the country, through a public offering and/or specific investors and/or offer the debentures to institutional investors and/or major investors, in whole or in part, which may be divided into one or several occasions, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission the SEC Office and/or other related regulations which are in force at the time such debenture is issued and offered.

Interest rate : Depending on the market conditions at the time of the issuance and offering for sale of the debenture, or the terms and conditions of the debenture issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the SEC Office and/or other related regulations which are in force at the time such debenture is issued and offered.

Maturity : Not exceeding 270 days for the short-term debentures, and not exceeding 10 years for the long-term debentures, depending on the market conditions at the time that the debentures are issued and offered for sale, or the terms and conditions of the debentures issued at such time, provided that pursuant to the Notification of the SEC and/or the SEC Office and/or other related regulations which are in force at each time, such debentures are issued and offered.

Call redemption : The debenture-holder may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each

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issuance of debentures.

Other conditions : The Executive Committee and/or Chief Executive Officer, or the person delegated by the Executive Committee and/or Chief Executive Officer shall be authorized to:

- 1) determine the details relevant to the debentures, limitations, and other conditions of the debentures, such as, type or kind of the debentures for each issuance, par value, offering price for sale per unit, interest rate, appointment of the debenture holder's representative, issuance and offering for sale methods, allocation methods, details on the offering for sale, call redemption, and listing of debentures on any secondary market (if any), as well as determine or change the conditions and details relating to the issuance and offering for sale of debentures of each type/kind/time, and to be authorized to undertake any act necessary for and relevant to the completion of issuance and offering for sale of debentures in accordance with the law;
- 2) appoint the financial advisor and/or the underwriter and/or credit rating institution of the securities issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate;
- 3) deal with, negotiate, enter into, execute, and/or amend the Undertaking Agreements or the Placement Agreement and/or other related agreements and/or documentation, as well as provide information and submit applications and evidence to the SEC Office and/or other agencies or persons related to the issuance and offering of such debentures, and to undertake any act relevant to or necessary for such transaction as it deemed appropriate.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the issuance and offering of the debentures for sale, at the principal

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amount of not exceeding Baht 6,000,000,000 or the equivalent amount in any other currency.

Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Agenda Item 15: Other matters (if any)

Opinion of the Board: The Board of Directors is of the opinion that it is appropriate for the Company to give the opportunity to the shareholders wishing to propose matters other than those specified under the notice of the meeting, provided that the proposal must be made under the rules and procedures as prescribed by law.

The Company scheduled 10 March 2017 as the date to record the names of the shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders, and 13 March 2017 as the date to close the share register to list the names of the shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) by means of book closing.

In this regard, the Company disseminates the notice of the shareholders' meeting including the enclosures on the Company's website at www.tfg.co.th. The shareholders are cordially invited to attend the 2017 Annual General Meeting of Shareholders on Friday, 21 April 2017, at 10.00 hrs., at Lotus Room, Queen Sirikit National Convention Center, No. 60, Ratchadapisek Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110. The details of the meeting venue are set out in **Enclosure 7** (Map of meeting venue) which was delivered to the shareholders together with this notification.

In the event that the shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, enclosed as **Enclosure 8** (Proxy Forms A, B, and C) which was delivered to the shareholders together with this notification. In addition, in order to protect the rights and interests of the shareholders, in the event that the shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in **Enclosure 9** (Profiles of Independent Directors for the appointment of proxies by the shareholders and definition of independent director) which was delivered to the shareholders together with this notification, to attend the meeting and cast votes on his or her behalf. Proxy Form B and supplemental documents must be submitted to the Investor Relations Department, Thai Foods Group Public Company Limited, No.1010, Shinawatra Tower 3, 11th-12th Fl., Viphavadi-Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900, Telephone No. 0-2513-8989. In this regard, for the purpose of rapidity in verifying the documentation, the shareholders are requested to submit the documentation to the Company by April 12, 2017.

The shareholders are advised to study the Guideline for registration, appointment of proxies, and documentation and evidence required to be presented on the date of the meeting, as set out in **Enclosure 10** (Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of meeting). The Company will conduct the meeting in accordance with the relevant

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section of its Articles of Association concerning shareholders' meetings as set out in **Enclosure 11** (the Company's Articles of Association on the shareholders' meeting) which was delivered to the shareholders together with this notification.

In order to facilitate the rapidity of the registration of attendees at the 2017 Annual General Meeting of Shareholders, the shareholders and proxies can register for the meeting from 08.00 hrs. onwards on the date of the meeting, at Lotus Room, Queen Sirikit National Convention Center, No. 60, Ratchadapisek Road, Khlong Toei Subdistrict, Khlong Toei District, Bangkok 10110. In addition, at this meeting, the Company will use a barcode system for the registration of the meeting and vote counting. The shareholders and proxies are requested to bring the registration form and other supplemental documents as required in **Enclosure 10** (Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of meeting), which was delivered to the shareholders together with this notification, on the date of the meeting.

In this regard, the Company has prepared the 2016 Annual Report and the Financial Statements for the year ending 31 December 2016 in CD-ROM format to be delivered to the shareholders. In the case where any shareholder wishes to receive the 2015 Annual Report and the Financial Statements for the year ending 31 December 2015 in printed format, he or she can submit the request form as set out in **Enclosure 12** (Request Form for the 2016 Annual Report and the Financial Statements for the fiscal year ended 31 December 2016 (in printed format)) which was delivered to the shareholders together with this notification.

Sincerely yours,

Thaifoods Group Public Company Limited

-Mr. Chaipatr Srivisarvacha -

(Mr. Chaipatr Srivisarvacha)

Chairman of the Board of Directors