

-Translation-**Minute of the Extraordinary General Shareholder's Meeting No. 2/2015**

Place 1010 Shinawatra 3, 11th Floor, Vibhavadi Rangsit Chatuchak Bangkok

Date and Time The Meeting convened on 19 June 2015 at 10.00 a.m.

Proceeded the Meeting

The meeting assigned Ms. Duangkamol Saisee, the Company Secretary, as a Secretary of the Meeting. The Secretary informed the meeting that the information regarding the register capital and number of shares of Thaifoods Group Public Company Limited (the "Company") by the following;

| | | |
|--------------------|----------------------|---|
| Registered Capital | 5,400,000,000 Baht | (Five thousand and four hundred million baht) |
| Paid up Capital | 4,000,000,000 Baht | (Four thousand million baht) |
| Number of Shares | 4,000,000,000 Shares | (Four thousand million shares) |
| Par Value | 1 Baht | (One baht) |

Mr. Somchai Boonnamsiri, the Chairman of the Board of Directors, as a Chairman of the Meeting reported that there were 7 shareholders present in person and by proxy, representing 4,000,000,000 shares, equivalent to 100% of the total paid-up shares of the Company, thus forming a quorum in accordance with the Articles of Association of the Company.

The Chairman then proceeded the Meeting by the following agenda:

Agenda 1 To adopt the Minutes of the Extraordinary General Shareholder's Meeting No. 1/2015

The Chairman asked the Meeting to consider the adoption of the minutes of the Extraordinary General Shareholders' Meeting No. 1/2015 which was held on 8 June 2015, the copy of which was attached to the notice of this Meeting. The Chairman asked the Meeting to consider the adoption of the Extraordinary General Shareholders' Meeting No. 1/2015.

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to consider the adoption of the Extraordinary General Shareholders' Meeting No. 1/2015 which was held on 8 June 2015.

Resolution After due consideration, the Meeting resolved to adopt the minutes of the Extraordinary General Shareholders' Meeting No. 1/2015 which was held on 8 June 2015 by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by a majority vote of the shareholders who attended the Meeting and casted their votes

Before to consider agenda 2, the Chairman declared the Meeting that regarding to minutes of Extraordinary General Shareholders' Meeting No. 4/2014, which was held on 5 August 2014, was approved the capital increase by Baht 1,650,000,000 (One thousand six hundred and fifty million baht), from the existing registered capital of Baht 3,750,000,000 (Three thousand seven hundred and fifty million baht) to Baht 5,400,000,000 (Five Thousand and four hundred million baht) by issuing Baht 1,650,000,000 (One thousand six hundred and fifty million baht) newly issued ordinary shares, at the par value of Baht 1 per share and allocated of not exceeding 250,000,000 (Two hundred and fifty million baht) newly issued ordinary shares to Mr. Winai Teawsomboonkij, existing shareholder, and the allocation of not exceeding 1,400,000,000 newly issued ordinary shares for the Initial Public Offering and listing on the Stock Exchange of Thailand. The Company was completed the offering shares and changes the Company's register capital in proportion of 250,000,000 (Two hundred and fifty million baht) shares of Mr. Winai Teawsomboonkij on 14 November 2014, as details in the Minutes of Extraordinary General Shareholders' Meeting No. 4/2014 ("To approve the offering newly issued ordinary shares")

Regarding to the Notification of Capital Market Supervisory No. ThorJor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (as amended) requires that an approved person shall complete its offer for sale of shares within one year from the date on which the shareholders' meeting resolves to approve an offer for sale of newly issued shares. The Company is now waiting for an approval from the Securities and Exchange Commission ("SEC") and expected to sale of newly issued shares within August 2015 therefore the period of its offer for sale of shares is unable to complete the offer within such period from the Extraordinary General Shareholders' Meeting No. 4/2014 which was held on 5 August 2014.

As a result, this transaction will be connected under ThorJor. 28/255, the Chairman then asked the Meeting to approve the related agenda as follows:

Agenda 2 To approve the offering for newly issued ordinary shares for the Initial Public Offering

Agenda 2.1 To approve the capital decrease

The Chairman declared the Meeting that under section 136 of the Public Limited Companies Act B.E. 2535 (as amended) provides that the Company may increase the amount of its registered capital by issuing new shares which may be done after all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrants.

At present, regarding to the resolution to approve the offering newly issued ordinary shares, the registered capital of the Company, there are 1,400,000,000 unsubscribed ordinary shares. Consequently, in order to comply with the regulation, the Company was resolved the capital decrease by Baht 1,400,000,000 (One thousand and four hundred million baht) from the existing registered capital of Baht 5,400,000,000 (Five thousand and four hundred million baht) to Baht 4,000,000,000 (Four thousand million baht) by cancelling 1,400,000,000 (One thousand and four hundred million baht) unsubscribed shares of the Company at the par value of Baht 1 (One baht) per share.

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the capital decrease by Baht 1,400,000,000 (One thousand and four hundred million baht) from the existing registered capital of Baht 5,400,000,000 (Five thousand and four hundred million baht) to Baht 4,000,000,000 (Four thousand million baht) by cancelling 1,400,000,000 (One thousand and four hundred million baht) unsubscribed shares of the Company at the par value of Baht 1 (One baht) per share as mentioned above.

Resolution After due consideration, the Meeting resolved to approve the capital decrease by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by more than third-fourth (3/4) of the shareholders who attended the Meeting and casted their votes

Agenda 2.2 To approve the amendment of the Memorandum of Association of the Company regarding to the capital decrease

The Chairman asked the Meeting to consider the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital decrease, as details in Agenda 2.1, by using the word as following instead. The person designed by the Committee of the Company is authorized to register the amendment of the Memorandum of Association and other details in order to registrar to the Department Business Development, the Ministry of Commerce.

| | | | |
|------------|--------------------|----------------------|--------------------------------|
| “Clause 4. | Registered Capital | Baht 4,000,000,000 | (Four Thousand Million Baht) |
| | Divided into | 4,000,000,000 Shares | (Four Thousand Million Shares) |
| | Par Value | Baht 1 | (One Baht) |
| | Being: | | |
| | Ordinary Shares | 4,000,000,000 Shares | (Four Thousand Million Shares) |
| | Preference Shares | - Shares | (-)” |

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital decrease.

Resolution After due consideration, the Meeting resolved to approve the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital decrease by cancelling of unsubscribed shares of the Company. The person designed by the Committee of the Company is authorized to register the amendment of the Memorandum of Association and other details in order to registrar to the Department Business Development, the Ministry of Commerce, by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|---------------|--|---|
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by more than third-fourth (3/4) of the shareholders who attended the Meeting and casted their votes

Agenda 2.3 To approve the capital increase

The Chairman declared the Meeting that due to the period of its offer for sale of newly issued ordinary shares for the Initial Public Offering is more than one year from the date of the Extraordinary General Shareholders' Meeting as mentioned above. Therefore, the Company asked the Meeting to approve the capital increase in order to comply the allocation of the newly issued ordinary shares and will be connected under ThorJor. 28/2551.

The Company was resolved the capital increase by Baht 1,400,000,000 (One thousand and four hundred million baht) from the existing registered capital of Baht 4,000,000,000 (Four thousand million baht) to Baht 5,400,000,000 (Five thousand and four hundred million baht) by issuing 1,400,000,000 (One thousand and four hundred million baht) newly issued ordinary shares of the Company at the par value of Baht 1 per share for the objective of the Initial Public Offering.

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the capital increase by Baht 1,400,000,000 (One thousand and four hundred million baht) from the existing registered capital of Baht 4,000,000,000 (Four thousand million baht) to Baht 5,400,000,000 (Five thousand and four hundred million baht) by issuing 1,400,000,000 (One thousand and four hundred million baht) newly issued ordinary shares of the Company at the par value of Baht 1 (One baht) per share as details mentioned above.

Resolution After due consideration, the Meeting resolved to approve the capital increase by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|---------------|--|---|
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by more than third-fourth (3/4) of the shareholders who attended the Meeting and casted their votes

Agenda 2.4 To approve the amendment of the Memorandum of Association of the Company regarding to the capital increase

The Chairman asked the Meeting to consider the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital increase, as details in Agenda 2.3, by using the word as following instead. The person designed by the Committee of the Company is authorized to register the amendment of the Memorandum of Association and other details in order to registrar to the Department Business Development, the Ministry of Commerce.

| | | | |
|------------|--------------------|----------------------|--------------------------------------|
| “Clause 4. | Registered Capital | Baht 5,400,000,000 | (Fifty Four Thousand Million Baht) |
| | Divided into | 5,400,000,000 Shares | (Fifty Four Thousand Million Shares) |
| | Par Value | Baht 1 | (One Baht) |
| | Being: | | |
| | Ordinary Shares | 5,400,000,000 Shares | (Fifty Four Thousand Million Shares) |
| | Preference Shares | - Shares | (-)” |

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital increase.

Resolution After due consideration, the Meeting resolved to approve the amendment of the Memorandum of Association of the Company Clause 4 regarding to the capital increase by issuing newly ordinary shares of the Company. The person designed by the Committee of the Company is authorized to register the amendment of the Memorandum of Association and other details in order to

registrar to the Department Business Development, the Ministry of Commerce, by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by more than third-fourth (3/4) of the shareholders who attended the Meeting and casted their votes

Agenda 2.5 To approve the allocation of the newly issued ordinary shares of the Company for Initial Public Offering

The Chairman declared the Meeting that the meeting has resolved to approve the increase of the Company's registered capital by Baht 1,400,000,000 (One thousand and four hundred million baht) from the existing registered capital of Baht 4,000,000,000 (Four thousand million baht) to Baht 5,400,000,000 (Five thousand and four hundred million baht) by issuing 1,400,000,000 (One thousand and four hundred million baht) newly issued ordinary shares of the Company at the par value of Baht 1 (One baht) per share. The Chairman asked the Meeting to approve the allocation of the newly issued ordinary shares of the Company as details in agenda 2.3 by allocation of newly issued ordinary shares of the Company of not exceeding 1,400,000,000 (One thousand and four hundred million shares) shares at the par value of Baht 1 (One baht) per share for Initial Public Offering

In this regard, the Chairman, also, asked the Meeting to approve the executive committee of the Company or the person designed by the Executive Committee of the Company is authorized to specify other details in connection with the allocation of the newly issued ordinary shares, such as (1) the allocation of the newly issued ordinary shares in one-time or more than one occasion, the scheduling of the offering period, the determination of the offering price for the Initial Public Offering, the determination of the offering price and the number of shares to be allocated to each shareholder proportionate to such shareholder's respective shareholding (Right Offering), and the specification of the share payments, as well as other conditions and details associated with the allocation of the newly issued ordinary shares for Initial Public Offering; (2) negotiating, dealing with, and signing any documents and contracts associated with the allocation of the newly issued ordinary shares, as well as, any action related to the allocation of the newly issued ordinary shares and any appointment of the underwriter and consultants; and (3) signing in any application forms and supporting documents necessary and associated with the allocation of the newly issued ordinary shares, as well as, liaison with and submitting the application forms,

documents and evidence to the relevant governmental agencies or institutions, in connection with the listing of the newly issued ordinary shares of the Company on the Securities Exchange of Thailand, and having the authority to take any other action which is necessary and suitable for the allocation of the newly issued ordinary shares.

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the capital increase as details mentioned above.

Resolution After due consideration, the Meeting resolved to approve the allocation of the newly issued ordinary shares of the Company for Initial Public Offering by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by a majority vote of the shareholders who attended the Meeting and casted their votes

Agenda 2.6 To approve the listing of the Company's ordinary shares on the Stock Exchange of Thailand

The Chairman declared the Meeting that regarding to the Meeting's resolution approving the capital increase and the allocation of the newly issued ordinary shares of the Company for Initial Public Offering according to comply under ThorJor. 28/2551 due to one year term of the approval of offering newly issued ordinary shares. Therefore, the Chairman asked the Meeting to approve the listing of the Company's ordinary shares on the Stock Exchange of Thailand ("SET") which is a secondary market for the trading of the Company's shares. Furthermore, the Chairman, also, asked the Meeting to approve the executive committee of the Company or the person designed by the Executive Committee of the Company is authorized to specify other details in connection with the allocation of the newly issued ordinary shares.

The Chairman inquired the Meeting if there was any other matter to be proposed in this agenda by any shareholder.

There was no shareholder proposed any matter for consideration this agenda of the Meeting.

The Chairman asked the Meeting to approve the listing of the Company's ordinary shares on the Stock Exchange of Thailand as details mentioned above.

Resolution After due consideration, the Meeting resolved to approve the listing of the Company's ordinary shares on the Stock Exchange of Thailand by the details of voting are as follows:

| Vote | Number of Voting (1 share = 1 vote) | % of all the votes of the shareholders who attended the Meeting and casted their votes |
|-----------------|--|---|
| Voted in favour | 4,000,000,000 | 100 |
| Voted against | - | - |
| Invalid votes | - | - |

Note: The resolution of this agenda should be adopted by a majority vote of the shareholders who attended the Meeting and casted their votes

Agenda 3 To consider other matter (if any)

The Chairman declared the Meeting that this agenda provided an opportunity for shareholders to propose an agenda other than that specified in the invitation which will be under the rules and procedures by law.

In other agenda apart from that specified in the invitation under the Public Limited Companies Act B.E. 2535 (as amended) section 105 (2) provides that when the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

There was no shareholder proposed any matter for consideration of the Meeting. The Chairman brought the Meeting to close by thanking the shareholders for their attendance.

The Meeting adjourned at 11.15 hrs.

-Mr. Somchai Boonnamsiri-

 (Mr. Somchai Boonnamsiri)
 Chairman of the Meeting