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**Thai Foods 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

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7 April 2016

- Subject: Notice of the 2016 Annual General Meeting of Shareholders
- Attention: Shareholders of Thai Foods Group Public Company Limited
- Enclosures:
1. Copy of the Minutes of Extraordinary General Meeting of Shareholders No. 2/2015;
  2. 2015 Annual Report and the Financial Statements for the year ended 31 December 2015 (in CD-ROM format);
  3. List and profiles of directors who are due to retire by rotation and have been proposed for reappointment, and directors who have been nominated to hold office as new directors;
  4. Profiles and experience of the Company's Auditors;
  5. Summary of the Key Features of Warrants to Purchase Newly-issued Ordinary Shares No.1;
  6. Capital Increase Report Form (F 53-4);
  7. Proxy Forms A, B, and C;
  8. Profiles of Independent Directors for the appointment of proxies by the shareholders;
  9. Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting;
  10. The Company's Articles of Association on the shareholders' meeting;
  11. Request Form for the 2015 Annual Report (in printed format);
  12. Map of the meeting venue

By this letter, Thai Foods Group Public Company Limited (the "**Company**") would like to inform you that the 2016 Annual General Meeting of Shareholders of the Company will be convened on 28 April 2016, at 1000 hrs., at Meeting Room 3-4, Queen Sirikit National Convention Center in order to consider the following agenda items:

**Agenda Item 1: To consider and endorse the Minutes of Extraordinary General Meeting of Shareholders No. 2/2015**

**Objectives and Rationale:** Extraordinary General Meeting of Shareholders No. 2/2015 was convened on 19 June 2015. The copy of the Minutes of such meeting which has been delivered to all shareholders as Enclosure 1 is attached hereto.

**Opinion of the Board:** After due consideration, the Board of Directors was of the opinion that the Minutes have been accurately recorded and it is appropriate to propose that the shareholders' meeting endorse the Minutes.

**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 2015**

**Objectives and Rationale:** The details of the operational results for the year 2015 are set out in the 2015 Annual Report which has been delivered to all shareholders as Enclosure 2 is attached hereto.

**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 2015.

**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 of the year 2015 for the year ended 31 December 2015**

**Objectives and Rationale:** The Statements of Financial Position and the Comprehensive Income Statements of the year 2015 for the year ended 31 December 2015 are set out in the 2015 Annual Report which has been delivered to all shareholders as Enclosure 2 attached hereto. In this regard, such Statements of Financial Position and the Comprehensive Income Statements have been audited by the licensed auditors from PricewaterhouseCoopers ABAS Ltd. ("PWC"), 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 approve the Statements of Financial Position and the Comprehensive

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Income Statements of the year 2015 for the accounting period ending 31 December 2015 which have been audited by the licensed auditors from PWC, considered by the Audit Committee, and approved by the Board of Directors.

**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 2015**

**Objectives and Rationale:** Sections 115 and 116 of the Public Limited Companies Act B.E. 2535 (1992) 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 foregoing, as in 2015, the Company incurred accumulated loss of Baht 1,574 million, the Company so suspends the appropriation of profit as a legal reserve and the dividend payment.

**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 2015.

**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**

**Agenda Item 5.1: 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

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number of directors closest to one-third shall vacate, provided however that, the director who vacates office under this section may be reelected.

At this 2016 Annual General Meeting of Shareholders, the following two directors are due to retire by rotation:

- 1) Mr. Weerasak Ungkajornkul Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee
- 2) Mr. Winai Teawsomboonkij Director

As the two directors possess knowledge and experience which will be beneficial to the business operation of the Company, the Company proposes that the shareholders meeting consider and approve the reappointment of the two 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.

**Opinion of the Board:** After taking into account the qualifications, knowledge, and experience (by a majority vote of directors excluding those who are due to retire under this Agenda Item), the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the reappointment of the two directors to hold office as directors of the Company for another term. The two directors are:

- 1) Mr. Weerasak Ungkajornkul Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee
- 2) Mr. Winai Teawsomboonkij Director

In this regard, the directors who are reappointed under this Agenda Item will be entitled to the remuneration at the rate approved by this shareholders' meeting under Agenda Item 6.

**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 5.2: To consider and approve the increase of number of directors of the Company from 6 directors to be 9 directors and the appointment of new directors**

**Objectives and Rationale:** For the purpose of appropriateness of the Company's management, it is deemed appropriate to propose that the shareholders' meeting consider and approve the increase of the number of directors of the Company from 6 directors to be 9 directors and the appointment of new directors. In this regard, after taking into account the qualifications, the Nomination and Remuneration Committee was of the opinion that the following persons are fully qualified, knowledgeable, and have no prohibited characteristics as prescribed by law, as well as possess experience which will be beneficial to the Company's business operations. Consequently, it is proposed that the shareholders' meeting consider and approve the appointment of the following persons as the additional directors of the Company:

- 1) Mr. Prasit Wasupath Director
- 2) Mr. Anant Tangtongwechakit Independent Director
- 3) Mr. Narakorn Ratchapolsitte Independent Director / Member of the Audit Committee

In this regard, the details on profiles, educational backgrounds, and work experience of the directors so nominated as the new directors are set out in Enclosure 3.

**Opinion of the Board:** After taking into account the qualifications, knowledge, and experience of such three directors, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the appointment of the three directors to hold office as the new directors. The three directors are:

- 1) Mr. Prasit Wasupath Director
- 2) Mr. Anant Tangtongwechakit Independent Director
- 3) Mr. Narakorn Ratchapolsitte Independent Director / Member of the Audit Committee

In this regard, the directors who are appointed under this Agenda Item will be entitled to the remuneration at the rate approved by this shareholders' meeting under Agenda Item 6.

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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 6: To consider and approve the fixing of the directors' remuneration for the year 2016**

**Objectives and Rationale:** The Board of Directors has set up the policy on payment of directors' remuneration by having the Nomination and Remuneration Committee consider the remuneration and propose the remuneration in the forms of reward, meeting allowance, pension, bonus, or any other forms of benefits. In this regard, the Nomination and Remuneration Committee will take into account the operational results of the Company compared with directors' remuneration of other listed companies which engage in the business in the same industry as the Company and other companies of a similar size as the Company, including the appropriateness, and in accordance with the duties and responsibilities of the directors.

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the directors' remuneration, as follows:

Meeting Allowance: Board of Directors

Chairman	Baht 60,000 per meeting
Directors	Baht 40,000 per meeting

Meeting Allowance: Audit Committee

Chairman	Baht 50,000 per meeting
Committee Members	Baht 30,000 per meeting

Meeting Allowance: Nomination and Remuneration Committee

Chairman	Baht 30,000 per meeting
Committee Members	Baht 20,000 per meeting

**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 fixing of the audit fee for the year 2016**

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**Objectives and Rationale:** The Audit Committee considered the appointment of the auditors for the year 2016 and proposed that the Board of Directors consider and further propose that the shareholders' meeting appoint KPMG Phoomchai Audit Ltd. ("KPMG") as the audit firm of the Company, approving:

1. Mr. Veerachai Ratanajaratkul,  
Certified Public Accountant No. 4323; and/or
2. Mr. Sakda Kaothanthong,  
Certified Public Accountant No. 4628; and/or
3. Mr. Bunyarit Thanormcharoen,  
Certified Public Accountant No. 7900; and/or
4. Miss Orawan Sirirattanawong,  
Certified Public Accountant No. 3757,

of KPMG, as the auditors of the company. In addition, it is proposed that the audit fee for the year 2016 be fixed at not exceeding Baht 8.76 million. In this regard, the appointment of the auditors and the fixing of the audit fee have been approved by the Audit Committee.

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the appointment of KPMG as the audit firm of the Company, approving:

1. Mr. Veerachai Ratanajaratkul,  
Certified Public Accountant No. 4323; and/or
2. Mr. Sakda Kaothanthong,  
Certified Public Accountant No. 4628; and/or
3. Mr. Bunyarit Thanormcharoen,  
Certified Public Accountant No. 7900; and/or
4. Miss Orawan Sirirattanawong,  
Certified Public Accountant No. 3757,

of KPMG, as the auditors of the company, by having any one of the aforementioned auditors examine and render opinions on the Financial Statements of the Company. In addition, the Board of Directors proposed that the shareholders' meeting approve the fixing of the audit fee for the year 2016 at the amount not exceeding Baht 8.76 million. The details on

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the Profiles and experience of the auditors so proposed are set out in Enclosure 4.

In this regard, the audit firm and its auditors so proposed possess independence, have no relationships or any interests with the Company, its executives, major shareholders, or any persons related to such persons.

**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 approve the issuance and allocation of the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 1 to the existing shareholders proportionate to their respective shareholdings**

**Objectives and Rationale:** The Company plans to issue the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 1 for the purposes of allocating to the existing shareholders in accordance with their respective shareholdings with the objective to increase its capital base to ensure a more secure financial position, as well as to use the proceeds as its revolving capital to better accommodate its future expansion in accordance with the details described below:

The objective of the issuance of the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 1 is to use the proceeds as its revolving capital for the business operations and the business expansion in the next three years in the total budget of Baht 2,600 million 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; and
- 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 deems it appropriate to issue and allocate the Warrants to Purchase Newly-Issued Ordinary Shares of Thai Food Group Public Company Limited No. 1 (the “**TFG-W1 Warrants**”),



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free of charge, in the number of not exceeding 510,000,000 units to the existing shareholders in accordance with their respective shareholdings (right offering) at the allocation ratio of 10 ordinary shares (at the par value of Baht 1 per share) to one unit of the TFG-W1 Warrants.

The exercise ratio is one unit of the TFG-W1 Warrants is entitled to purchase one ordinary share of the Company (at the par value of Baht 1 per share) at the exercise price of Baht 2.50 per share (with the exception of exercise right adjustment). Any fractions of shares or TFG-W1 Warrants derived from the calculation based on the ratio set forth shall be rounded down. The terms and details of TFG-W1 Warrants are detailed in Enclosure 5 attached herewith.

Accordingly, The Company plans to schedule 11 May 2016 as the date to record the names of the shareholders who are entitled to the allocation of the TFG-W1 Warrants in accordance with their respective shareholdings (Record Date) and 12 May 2016 as the date to compile the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) by means of the share register 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-W1 Warrants in accordance with their respective shareholdings (Record Date) and the date to compile the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), as it deems appropriate by taking into consideration the interest and potential impact on the Company.

In addition, the Meeting is hereby requested to consider and approve that the Executive Committee or any person designated by the Executive Committee be authorized to determine, amend, and revise the conditions and other details in connection with the issuance and allocation of the TFG-W1 Warrants, for example, the issuance date of TFG-W1 Warrants, and the allocation of TFG-W1 Warrants, etc., as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the issuance and allocation of the TFG-W1 Warrants until completion, including, but not limited to, providing information and filing documents with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other competent authorities, including listing of the TFG-W1 Warrants and ordinary shares issued from the exercise of TFG-W1 Warrants as listed securities on the Stock Exchange of Thailand.

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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 allocation of the TFG-W1 Warrants of not exceeding 510,000,000 units to the existing shareholders in accordance with their respective shareholdings (right offering) at the allocation ratio of 10 ordinary shares (at the par value of Baht 1 per share) to one unit of the TFG-W1 Warrants (10:1) and that the Executive Committee or any person designated by the Executive Committee be authorized to determine, amend, and revise the conditions and other details in connection with the allocation of the TFG-W1 Warrants.

**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 cancelling the unissued shares**

**Objectives and Rationale:** The Company proposed that the shareholders' meeting consider and approve the issuance and allocation of the TFG-W1 Warrants of not exceeding 510,000,000 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-W1 Warrants.

At present, the registered capital of the Company comprises 300,000,000 unissued ordinary shares. Nevertheless, Section 136 of the Public Limited Companies Act 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: 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 capital by Baht 300,000,000 from the existing registered capital of Baht 5,400,000,000 to Baht 5,100,000,000 by cancelling 300,000,000 unissued shares, at the par value of Baht 1 per share.

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate that the shareholders' meeting consider and approve the capital decrease by means of cancelling its capital by Baht 300,000,000 from the existing registered capital of Baht 5,400,000,000 to Baht 5,100,000,000 by cancelling 300,000,000 unissued shares, at the par value of Baht 1 per share.

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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 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. 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.

*Registered capital* 5,100,000,000 Baht (five billion and one hundred million baht only)

*Divided into* 5,100,000,000 shares (five billion and one hundred million shares)

*Value per share* 1 Baht (one baht)

*Categorized into:*

*Ordinary shares* 5,100,000,000 shares (five billion and one hundred million shares)

*Preference shares* — shares ( — )

**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 terms in the Memorandum of Association in accordance with the registrar's order.

**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 to accommodate the exercise of the Warrants to Purchase Newly-issued Ordinary Shares No. 1**

**Objectives and Rationale:** The Company is desirous and deems it appropriate to issue and allocate the TFG-W1 Warrants of not exceeding 510,000,000 units to the existing shareholders proportionate to their respective shareholdings (Right Offering). As a result, the Company wishes to increase its capital in order to accommodate the exercise of rights under the TFG-W1 Warrant. The Company will increase its registered capital by not exceeding Baht 510,000,000 from the existing registered capital of Baht 5,100,000,000 totaling Baht 5,610,000,000 by issuing not exceeding 510,000,000 ordinary shares, at the par value of Baht 1 per share, after the capital decrease by means of cancellation of all unissued shares.

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the capital increase by not exceeding Baht 510,000,000 from the existing registered capital of Baht 5,100,000,000 totaling Baht 5,610,000,000 by issuing not exceeding 510,000,000 ordinary shares, at the par value of Baht 1 per share, after the capital decrease by means of cancellation of all unissued shares in accordance with the opinion of the Board of Directors set out below.

**Reason and Necessity for Capital Increase**

The reason and necessity for the capital increase is to accommodate the exercise of the TFG-W1 Warrants to be issued and allocated to the existing shareholders in accordance with their respective shareholdings for use as its revolving capital should the shareholders exercise the right to convert the warrants into the ordinary shares as proposed for approval by the shareholders 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-W1 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. Accordingly, the Board of Directors was of the

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view that the fund-raising option, to issue and allocate the TFG-W1 Warrants to the existing shareholders in accordance with their respective shareholdings of the one part and to apply for loans of the other part for use as its revolving capital to accommodate its future growth, is advisable and will benefit the Company.

**Feasibility of the plan to use the proceeds from offering the TFG-W1 Warrants**

If the shareholders exercise the conversion right in full that will be Baht 1,275 million or less, the Company will use the proceeds from the exercise of the right under the TFG-W1 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 above.

**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-W1 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 1,275 million (on the assumption that the existing shareholders exercise the right under the TFG-W1 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 general meeting of the shareholders resolves to approve the issuance and allocation of the TFG-W1 Warrants, 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-W1 Warrants in full immediately, the Company still has sufficient funds for use in its business operations.

**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-W1 Warrants to the existing shareholders in accordance with their respective shareholdings as proposed to the shareholders for their approval, 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-W1 Warrants, its capital base will increase and as a result, the debt-equity ratio will be reduced. Consequently, the Company's liquidity and financial position will be improved, thereby; it will render the Company to be able to access more sources of financial capital.

In the light of the above, the Board of Directors hereby confirms that it will perform the duties honestly by exercising due diligence to protect the interest of the Company with respect to the issuance of the TFG-W1 Warrants, the capital increase and issuance of newly-issued shares to accommodate the exercise of the right under the TFG-W1 Warrants by taking into consideration 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.

**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**

**Objectives and Rationale:** In order to be in line with the capital increase 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. 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

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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.

*Registered capital* 5,610,000,000 Baht (five billion, six hundred ten million baht only)

*Divided into* 5,610,000,000 shares (five billion, six hundred ten million shares)

*Value per share* 1 Baht (one baht)

*Categorised into:*

*Ordinary shares* 5,610,000,000 shares (five billion, six hundred ten million shares)

*Preference shares* — shares ( — )

**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 terms in the Memorandum of Association in accordance with the registrar's order.

**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 to accommodate the exercise of Warrants to Purchase Newly-issued Ordinary Shares No. 1**

**Objectives and Rationale:** The Company proposed that the shareholders' meeting consider and approve the capital increase by issuing not exceeding 510,000,000 ordinary shares, at the par value of Baht 1 per share in order to accommodate the exercise of the TFG-W1 Warrants as detailed in Agenda Item 11. Consequently, the Company proposed that the shareholders' meeting consider and approve the allocation of not exceeding 510,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the exercise of the TFG-W1 Warrants at the exercise price of Baht 2.50 per share. The conditions and details of the TFG-W1 Warrants are set out in Enclosure 5.

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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 to: consider, determine, and amend any conditions and details with regard to the allocation; 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 Office of the Securities and Exchange Commission, 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 510,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the exercise of the TFG-W1 Warrants issued and offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering), and the authorization of the Executive Committee of the Company or any person delegated by the Executive Committee to: consider, determine, and amend any conditions and details with regard to the allocation; 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 Office of the Securities and Exchange Commission, 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 2,000 million**

**Objectives and Rationale:** The Company is desirous to issue and offer the debentures for sale, at the principal amount of not exceeding 2,000 million or the equivalent amount in any other currency. The preliminary details of the debentures are as follows:

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



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- 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 conditions at each time that the debentures are issued and offered for sale.
- Total value : Not exceeding Baht 2,000 million 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 for sale : To offer for sale 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 for sale.
- 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 for sale.
- Maturity : Not exceeding 270 days for the short-term

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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 for sale.

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 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

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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 deems 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 for sale of the debentures for sale, at the principal amount of not exceeding 2,000 million 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 15 March 2016 as the date to record the names of the shareholders who are entitled to attend the 2016 Annual General Meeting of Shareholders, and 16 March 2016 as the date to close the share register to list the names of the shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992).

In this regard, the Company disseminates the notice of the shareholders' meeting including the enclosures on the Company's website at

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[www.tfg.co.th](http://www.tfg.co.th). The shareholders are cordially invited to attend the 2016 Annual General Meeting of Shareholders on Thursday, 28 April 2016, at 1000 hrs., at Meeting Room 3-4, 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 12.

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 7. 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 8 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, 11<sup>th</sup>-12<sup>th</sup> 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 21 April 2016.

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 9. The Company will conduct the meeting in accordance with the relevant section of its Articles of Association concerning shareholders' meetings as set out in Enclosure 10.

In order to facilitate the rapidity of the registration of attendees at the 2016 Annual General Meeting of Shareholders, the shareholders and proxies can register for the meeting from 0800 hrs. onwards on the date of the meeting, at Meeting Room 3-4, 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 9, on the date of the meeting.

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In this regard, the Company has prepared the 2015 Annual Report and the Financial Statements for the year ending 31 December 2015 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 11.

Sincerely yours,

Thai Foods Group Public Company Limited

-Mr. Chaipatr Srivisarvacha-

(Mr. Chaipatr Srivisarvacha)  
Chairman of the Board of Directors