



Thaifoods Group Public Company Limited

No.1010, Shinawatra Tower 3, 12th Fl., Viphavadi - Rangsit Road,
Chatuchak Subdistrict, Chatuchak District, Bangkok 10900,

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

March 26, 2019

- Subject: Notice of the 2019 Annual General Meeting of Shareholders
- Attention: Shareholders of Thaifoods Group Public Company Limited (the “**Company**”)
- Enclosures:
1. Copy of the Minutes of 2018 Annual General Meeting of Shareholders;
 2. 2018 Annual Report and the Financial Statements for the fiscal year ended 31 December 2018 in QR Code format;
 3. List and profiles of directors who are due to retire by rotation and have been proposed for reappointment;
 4. List and profiles of directors who are proposed to be the new directors;
 5. Profiles and experience of the Company’s Auditors;
 6. Profiles of independent directors for the appointment of proxies by the shareholders and definition of independent director;
 7. Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting;
 8. The Company’s Articles of Association on the shareholders’ meeting;
 9. QR Code for download the 2018 Annual Report and the Financial Statements for the fiscal year ended 31 December 2018;
 10. Proxy Forms A, B, and C; and
 11. Map of the meeting venue.

By this letter, the Company would like to inform you that the 2019 Annual General Meeting of Shareholders of the Company will be convened on 29 April 2019, at 10.00 hrs., at Centara Grand at Central Plaza Ladprao Bangkok, Room Vibhavadee Ballroom (C), No. 1695, Phaholyothin Road, Chatuchak, Bangkok 10900 in order to consider the following agenda items:

Agenda Item 1: To consider and certify the Minutes of 2018 Annual General Meeting of Shareholders

Objectives and Rationale: The 2018 Annual General Meeting of Shareholders was convened on 23 April 2018. Details are appeared in **Enclosure 1** (Copy of the Minutes of 2018 Annual General Meeting of Shareholders) which has been delivered to the shareholders together with this invitation.

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.

(Translation)

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 2018

Objectives and Rationale: The details of the operational results for the year 2018 are as set out in **Enclosure 2** (the 2018 Annual Report and Financial Statement for the fiscal year ended 31 December 2018 in QR Code 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 2018.

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, 2018

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, 2018 as per details stipulated in the Financial Statement for the fiscal year ended December 31, 2018 set out in **Enclosure 2** (the 2018 Annual Report and the Financial Statement for the fiscal year ended December 31, 2018 (in QR Code 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 2018 for the fiscal year ending December 31, 2018 which have been audited by the licensed auditors from KPMG, 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 allocation of profits as a legal reserve and approve payment of dividends for the operational results of the year 2018

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. In this regard, the Company shall allocate cash in amount of Baht 34,776,329 as a capital reserve as prescribed by laws.

The Company shall pay a dividend in cash in the ratio of Baht 0.013 per share resulting from the Company's operation in 2018 and retained earnings in the total dividend amount of Baht 67,296,173. The amount of which will be paid to shareholders who are entitled to receive the dividend having their names appear on the Record Date on 13 March 2019 which has been scheduled for dividend payment on 10 May 2019.

The Company has proceeded and completed with the payment of the interim dividend resulting from the operation of the first 9 months in 2018 (from 1 January 2018 to 30 September 2018) and retained earnings, in the amount of Baht 0.07 per share in the total amount of Baht 357,931,399 on 7 December 2018.

Thus, the payment of annual dividend in 2018 in the amount of Baht 0.083 per share shall equal to the dividend payment of Baht 425,227,572, or 61.14 percent of the net profit after deduction of tax from the separate financial statements and after deduction of other reserve money. The dividend payment shall be subject to the withholding tax as prescribed by laws.

However, the payment of dividend is uncertain and may not be proceeded until the approval from the resolution of shareholders' meeting is received.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of profits as a legal reserve and the payment of dividends for the operational results of the year 2018.

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.

At this 2019 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation:

- 1) Mr. Weidt Nuchcharoen Director and Chairman of the Audit Committee
- 2) Mr. Anant Tangtongwechakit Director and Audit Committee
- 3) Mr. Phet Nantavisai 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 Audit Committee as prescribed in the definition of the Audit Committee 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 2018	Number of subcommittee meeting attendance in year 2018	Term of directorship
Mr. Weidt Nuchcharoen	Director and Chairman of the Audit Committee	9/9	4/4 (Audit Committee's meeting)	5
Mr. Anant Tangtongwechakit	Director and Audit Committee	6/9	-	3

(Translation)

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 2018	Number of subcommittee meeting attendance in year 2018	Term of directorship
Mr. Phet Nantavisai	Director	1/9 (In the position on November 12, 2018)	-	1

Therefore, the Board of Directors deemed it appropriate to propose that the 2019 Annual General Meeting of Shareholders reappoint the 3 directors as mentioned above 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. Weidt Nuchcharoen Director and Chairman of the Audit Committee
- 2) Mr. Anant Tangtongwechakit Director and Audit Committee
- 3) Mr. Phet Nantavisai 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 a person-by-person basis.)

Agenda Item 6: To consider and approve increasing the number of directors from 8 persons to 9 persons and appointing new director

Objectives and Rationale: In order to ensure the operation of the Company with greater flexibility and efficiency, it is deemed appropriate to increase the number of directors from 8 persons to 9 persons by proposing Mr. Assanee Subvanich to be a director of the Company.

In this regards, the Nomination and Remuneration Committee has considered that the person listed above is resourceful person with the experiences and expertise which is beneficial to the operation of the Company, he is also qualified without any prohibited characteristics prescribed under the Public Company Limited Act B.E. 2535 (and as amended) and the Securities and Exchanges Act B.E. 2535 (and as amended) including other related notifications. Due to these reasons, the Board of Directors therefore views that it is appropriate to propose the 2019 shareholders' meeting to increase the number of directors from 8 persons to 9 persons and appoints the new director who is proposed as mentioned above. The details on profiles, educational backgrounds, and work experiences of such director who is the new director are set out in Enclosure 4 (List and profiles of directors who are proposed to be the new directors) 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 In order to ensure the operation of the Company with greater flexibility and efficiency, and also the proposed director is resourceful person with the experiences and expertise which is beneficial to the operation of the Company, he is also qualified without any prohibited characteristics prescribed under the Public Company Limited Act B.E. 2535 (and as amended) and the Securities and Exchanges Act B.E. 2535 (and as amended) including other related notifications, it is appropriate to propose the 2019 shareholders' meeting to increase the number of directors from 8 persons to 9 persons and appoints the new director who is proposed as mentioned above.

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 7: To consider and approve the determination of the remunerations of the directors and the sub-committee for the year 2019

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

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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 2018 as per following details:

Remuneration of directors of the Company

Position	Remuneration/per month
Chairman of the Board of Directors	Baht 60,000 /month
Director	Baht 50,000 /month

Meeting Allowance of the directors of the Company

Position	Meeting Allowance of the Directors/ per Attendance
Chairman of the Board of Directors	Baht 35,000 per person/attendance
Audit Committee	Baht 25,000 per person/attendance

Meeting Allowance of the Audit Committee

Position	Meeting Allowance of the Audit Committee/attendance
Chairman of the Audit Committee	Baht 35,000 per person/attendance
Audit Committee	Baht 25,000 per person/attendance

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Meeting Allowance of the Nomination and Remuneration Committee

Position	Meeting Allowance of the Nomination and Remuneration Committee/attendance
Chairman of the Nomination and Remuneration Committee	Baht 35,000 per person/attendance
Member of the Nomination and Remuneration Committee	Baht 25,000 per person/attendance

Meeting Allowance of the Governance Committee

Position	Meeting Allowance of the Governance Committee /per attendance
Chairman of the Governance Committee	Baht 35,000 per person/attendance
Governance Director	Baht 25,000 per person/attendance

Bonus of the directors

Position	Yearly Remuneration
Chairman of the Board of Directors	1 time of total monthly remuneration
Director	1 time of total monthly remuneration

In addition, the comparison of the remuneration of the directors and the subcommittee of the Company for the year 2019 and the year 2018 are detailed as follows:

Remuneration	2019 (proposed)	2018
Remuneration of the Directors (per month)		
- Chairman of the Board of Directors	Baht 60,000/month	-
- Director	Baht 50,000/month	-

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Remuneration	2019 (proposed)	2018
Meeting Allowance of the Directors		
- Chairman of the Board of Directors	Baht 35,000 per person/attendance	Baht 70,000 per person/attendance
- Director	Baht 25,000 per person/attendance	Baht 50,000 per person/attendance
Meeting Allowance of the Audit Committee		
- Chairman of the Audit Committee	Baht 35,000 per person/attendance	Baht 60,000 per person/attendance
- Director	Baht 25,000 per person/attendance	Baht 40,000 per person/attendance
Meeting Allowance of the Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	Baht 35,000 per person/attendance	Baht 40,000 per person/attendance
- Nomination and Remuneration Director	Baht 25,000 per person/attendance	Baht 30,000 per person/attendance
Remuneration of the Governance Committee		
- Chairman of the Governance Committee	Baht 35,000 per person/attendance	-
- Governance Director	Baht 25,000 per person/attendance	-
Bonus of Directors		
- Chairman of the Board of Directors	1 time of total monthly remuneration	50% of meeting allowance in yearly
- Director	1 time of total monthly remuneration	50% of meeting allowance in yearly

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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 budget approved by the shareholders' meeting.

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 2019 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 8: To consider and approve the appointment of the auditors and the determination of the remuneration of auditors for year 2019

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, 2019 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 and/or
(The auditor who was appointed and has signed the financial statement of the Company for 3 years, since 2016);
and/or
2. Ms. Sujitra Masena Certified Public Accountant (Thailand)
No. 8645
(The auditor who was appointed and has signed the financial statement of the Company for 2 years, since 2016);
and/or

(Translation)

3. Ms. Nareewan Chaibantad Certified Public Accountant (Thailand)
No. 9219
(The auditor who was appointed and has signed the financial statement of the Company for 2 years, since 2016).

In this regard, the method for selecting the auditors of the Company for the year 2019 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 3 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, 2019 in the amount of not exceeding Baht 11,450,000.

The comparison of the remuneration of the auditors of the Company for the year 2019 and 2018 are detailed as follows:

Remuneration of the auditors	2019 (proposed)	2018
Remuneration of the auditors of the Company	In the amount not exceeding Baht 11,450,000	In the amount not exceeding Baht 11,750,000

For the non - audit fee in 2019 will not exceeding Baht 860,000 and the previous financial year, the Company has non - audit fee in respect of the additional auditing in amount of Baht 629,200.

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.

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, 2019, and consider and approve the determination of the audit fee in the amount of not exceeding Baht 11,450,000 as

detailed above. The details on the profiles and experience of the auditors so proposed are set out in **Enclosure 5** (Profiles and experience of the Company's Auditors) which was delivered to the shareholders together with this invitation. In addition, the Board of Directors deems 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.

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 amendment of the Articles of Association of the Company

Objectives and Rationale: To be in consistent with the Section 100 of the Public Company Act B.E. 2535 which was amended by the order of the National Council for Peace and Order No. 21/2017 re: the amendment of laws to facilitate the business operation dated April 4, 2017, the Company's Articles of Association Clause 31 shall be revised as follows:

The Public Company Act B.E. 2535 which was amended by the order of the National Council for Peace and Order No. 21/2017	Current Articles of Association	New Articles of Association
<p>Section 100 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of</p>	<p>Article 31 The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.</p> <p>The Shareholders' meeting other than the above mentioned shall be named as the Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate. Alternatively, the shareholders gather their shares of not less than one-fifth (1/5) of all issued and paid-up shares, or the number of shareholders of not less than 25 persons having shares not less than one-tenth (1/10) of all issued and paid-up shares shall gather and submit the notice requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time;</p>	<p>Article 31 The Board of Directors shall procure the Shareholders' meeting as the Annual General Meeting of Shareholders within four (4) months from the end of fiscal year of the Company.</p> <p>The Shareholders' meeting other than the above mentioned shall be named as the Extraordinary General Meeting of Shareholders. The Board of Directors will convene the Extraordinary General Meeting of Shareholders at any time as it deems appropriate. Alternatively, the shareholders gather their shares of not less than ten (10) percent of all issued and paid-up shares shall gather and submit the notice requesting the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time; provided that the reason for the request shall be indicated clearly in the notice. In</p>

The Public Company Act B.E. 2535 which was amended by the order of the National Council for Peace and Order No. 21/2017	Current Articles of Association	New Articles of Association
<p>shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting</p>	<p>provided that the reason for the request shall be indicated clearly in the notice.</p> <p>In this regard, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders within one (1) month from the date receiving the notice.</p>	<p>this regard, the Board of Directors shall convene the Extraordinary General Meeting of Shareholders within forty-five (45) day from the date receiving the notice.</p> <p>In case that the Board of Directors does not convene the Meeting within the period specified in the first paragraph, the Shareholders gathering or other Shareholders having shares in number according to the Articles of Association are able to convene the Meeting by themselves within forty-five (45) days from the due date. In this case, it shall be deemed that such Meeting was convened by the Board of Directors. The Company is liable for the expenses required for arranging the Meeting and facilitating as appropriate.</p> <p>If it was found that the quorum of Shareholders' Meeting called by the Shareholders as mentioned in the third paragraph is not constituted as per specified in Article 33, the Shareholders as mentioned in the third paragraph shall be jointly liable all expenses incurred from the arrangement of such Meeting to the Company.</p>

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the amendment of the Articles of Association of the Company to be consistent with the Section 100 of the Public Company Act B.E. 2535 which was amended by the order of the National Council for Peace and Order No. 21/2017

Remark: The resolution on this agenda item shall be passed by votes of no less than third-fourth of the shareholders attending the Meeting and casting their votes.

Agenda Item 10: Other matters (if any)

According to the fact that the Company has provided the opportunity for the shareholders to propose any agenda item to be considered at the shareholder's meeting, qualified persons to be appointed as the Company's director, and submission of the questions in advance for the 2019 Annual General Meeting of Shareholders during a period from January 18, 2019 to February 15, 2019, the Company would like to inform that such period is ended and there is no shareholder proposing any agenda item, name of qualified candidates to be appointed as director, and questions in advance for the 2019 Annual General Meeting of Shareholders.

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 13 March 2019 as the Record Date to determine the names of the shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders.

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 7** (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 Section 6 of the Company's Articles of Association concerning shareholders' meetings as set out in **Enclosure 8** (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 2019 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 Vibhavadee Ballroom (C), Centara Grand at Central Plaza Ladprao Bangkok, Room, No. 1695, Phaholyothin Road, Chatuchak, Bangkok. 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 7** (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 addition, the Company has prepared the 2018 Annual Report and the Financial Statements for the year ending 31 December 2018 which publish in the Company's website (www.tfg.co.th). The shareholders can download from www.tfg.co.th or via QR Code, download details are set out in **Enclosure 9** 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 10** (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

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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 6** (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, Thaifoods Group Public Company Limited, No.1010, Shinawatra Tower 3, 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 within April 12, 2019.

The Company has disseminated the notice of the shareholders' meeting including the enclosures on the Company's website at www.tfg.co.th, the shareholders are therefore cordially invited to attend the 2019 Annual General Meeting of Shareholders on Monday, 29 April 2019, at 10.00 hrs., at Vibhavadee Ballroom (C), Centara Grand at Central Plaza Ladprao Bangkok, Room, No. 1695, Phaholyothin Road, Chatuchak, Bangkok. The details of the meeting venue are set out in **Enclosure 11** (Map of meeting venue) 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