



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

3 July 2020

- Subject: Notice of the 2020 Annual General Meeting of Shareholders
- Attention: Shareholders of Thaifoods Group Public Company Limited (the “**Company**”)
- Enclosures:
1. Copy of the Minutes of 2019 Annual General Meeting of Shareholders;
 2. 2019 Annual Report and the Financial Statements for the fiscal year ended 31 December 2019 in QR Code format;
 3. List and profiles of directors who are due to retire by rotation and have been proposed for reappointment;
 4. Profiles and experience of the Company’s Auditors;
 5. Profiles of independent directors for the appointment of proxies by the shareholders and definition of independent director;
 6. Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting;
 7. The Company’s Articles of Association on the shareholders’ meeting;
 8. QR Code for download the 2019 Annual Report and the Financial Statements for the fiscal year ended 31 December 2019;
 9. Proxy Forms A, B, and C; and
 10. Map of the meeting venue.

By this letter, the Company would like to inform you that the 2020 Annual General Meeting of Shareholders of the Company will be convened on 7 August 2020, at 10.00 a.m., Centara Grand at Central Plaza Ladprao, Room Vibhavadee Ballroom AB, No. 1695, Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok, 10900 in order to consider the following agenda items:

Agenda Item 1: To consider and certify the Minutes of 2019 Annual General Meeting of Shareholders

Objectives and Rationale: The 2019 Annual General Meeting of Shareholders was convened on 20 April 2019. Details are appeared in **Enclosure 1** (Copy of the Minutes of 2019 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 2019

Objectives and Rationale: The details of the operational results for the year 2019 are as set out in **Enclosure 2** (the 2019 Annual Report and Financial Statement for the fiscal year ended 31 December 2019 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 2019.

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 31 December 2019

Objectives and Rationale: According to Section 112 of the Public Company Limited Act B.E. 2535 (1992) (including any amendment thereto) ("**Public Company Limited**") 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 31 December 2019 as per details stipulated in the Financial Statement for the fiscal year ended 31 December 2019 set out in **Enclosure 2** (the 2019 Annual Report and the Financial Statement for the fiscal year ended 31 December 2019 (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 2019 for the fiscal year ending 31 December 2019 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.

(Translation)

Agenda Item 4: To consider and approve the appropriate of profit as capital reserve as prescribed by the laws and acknowledge the interim dividend payments

Objectives and Rationale: Sections 115 and 116 of the Public Limited Companies Act 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 51,558,371 as a capital reserve as prescribed by laws.

The Company has proceeded and completed with the 3 payment of the interim dividend resulting from the operation of the year 2019 (1) the interim dividend payment from business operation results from 1 January 2019 to 30 June 2019 at Baht 0.07 per share totaling at Baht 392,530,088 on 5 September 2019 (2) the interim dividend payment from business operation results from 1 January 2019 to 31 December 2019 at Baht 0.055 per share totaling amount of Baht 308,416,498 on 10 April 2020 and (3) the special interim dividend payment from business operation results from 1 January 2019 to 31 December 2019 at Baht 0.145 per share totaling amount of Baht 813,098,039 on 22 April 2020.

Thus, the Company has completed the interim payment for the Company 2019 operating result totaling at Baht 0.27 per share accumulated to Baht 1,514,044,625 or 146.83 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 the law which is in accordance with the dividend policy of the Company.

A comparison of the dividend payments from the Company's operating results in the previous years are detailed as follows:

Details of dividend payment	Year 2019	Year 2018
Amount of dividend paid (Baht per share)	0.27	0.083
Interim dividend	0.27	0.07
Annual dividend	-	0.013
Total amount of dividends paid (Baht)	1,514,044,625	425,227,572
Total amount of interim dividend	1,514,044,625	357,931,399
Total amount of Annual dividend	-	67,296,173
Net profit from the Company's separate financial statements (Baht)	1,031,167,415	695,526,586
Percentage of the net profit (Percent)	146.83%	61.14%

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 acknowledge the 3 interim payment of dividends for the operational results of the year 2019 totaling at Baht 0.27 per share accumulated to Baht 1,514,044,625 or 146.83 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 the law which is in accordance with the dividend policy of the Company.

(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 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 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 2020 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation:

- 1) Mr. Chaipatr Srivisarvacha Chairman of the Board of Directors
- 2) Mr. Prasit Wasupath Independent Director
- 3) Ms. Siriluck Tangwiboonpanich Director

Mr. Chaipatr Srivisarvacha informed the meeting of the Board of Directors that due to his personal reasons he refused to be reappointed as a director of the Company.

In this regard, the Nomination and Remuneration Committee has considered that Mr. Prasit Wasupath and Ms. Siriluck Tangwiboonpanich who must retire from the position of director due to retirement by rotation are resourceful persons with experience and expertise which are beneficial to the operation of the Company, they are also qualified without any prohibited characteristics prescribed under the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (1992) (and as amended) ("**Securities and Exchange Act**") including other related notifications. In addition, the Independent Director is also qualified as an independent director as prescribed in the regulations of the Office of the Securities and Exchange Commission (the "**SEC Office**") and shall have the independence to give an opinion in accordance with the relevant regulations and is appropriate to be the director of the Company. Due to these reasons, the Board of Directors therefore views that it is appropriate to propose the 2020 annual general meeting of shareholders to reappoint such 2 persons as the directors of the Company and as a result the Company will have 8 directors in total.

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 2019	Number of subcommittee meeting attendance in year 2019	Term of directorship
Mr. Prasit Wasupath	Independent Director	8/8	-	4
Ms. Siriluck Tangwiboonpanich	Director	7/7	2/2 (Governance's Meeting)	1

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Remarks: Ms. Siriluck Tangwiboonpanich has been appointed as a Company's director since February 5, 2019.

In this regard, the qualifications of the proposed directors have been reviewed by the Board of Directors of the Company and the Board of Directors viewed that they had the qualifications that would benefit the Company's operation. In addition, the Company provides an opportunity to the shareholders to nominate the qualified candidate to be a Company's director from November 15, 2019 to December 31, 2019, however, there was no nomination.

Therefore, the Board of Directors deemed it appropriate to propose that the 2020 Annual General Meeting of Shareholders reappoint the 2 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 2 directors possess of knowledge, experience, and are fully qualified and have no prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act 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 2 directors, who are due to retire by rotation, to hold office as directors of the Company for another term, namely:

- 1) Mr. Prasit Wasupath Independent Director
- 2) Ms. Siriluck Tangwiboonpanich 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 the 2020 remuneration of directors

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

In this regard, the Board of Directors has set up the policy on the payment of directors' remuneration by having the Nomination and Remuneration Committee consider and propose the remuneration of Directors. The Nomination and Remuneration Committee has considered the propriety of the

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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 2020 as per following details:

Remuneration of Directors of the Company

Position	Remuneration /month
Chairman of the Board of Directors	Baht 70,000 /month
Director	Baht 60,000 /month

Meeting Allowance of the Directors of the Company

Position	Meeting Allowance of the Directors /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

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

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Meeting Allowance of the Governance Committee

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

Meeting Allowance of the Risk Management Committee

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

Bonus of the Directors

Position	Yearly Remuneration
Chairman of the Board of Directors	Not exceed 0.15 percent of the dividend paid to Shareholders
Director	

The comparison of the remuneration of the directors and the subcommittee of the Company for the year 2020 (propose) and the year 2019 are detailed as follows:

Remuneration	2020 (propose)	2019
Remuneration of the Directors (per month)		
- Chairman of the Board of Directors	Baht 70,000/month	Baht 60,000/month
- Director	Baht 60,000/month	Baht 50,000/month
Meeting Allowance of the Directors		
- Chairman of the Board of Directors	Baht 35,000 per person/attendance	Baht 35,000 per person/attendance
- Director	Baht 25,000 per person/attendance	Baht 25,000 per person/attendance
Meeting Allowance of the Audit Committee		
- Chairman of the Audit Committee	Baht 35,000 per person/attendance	Baht 35,000 per person/attendance
- Director	Baht 25,000 per person/attendance	Baht 25,000 per person/attendance

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Remuneration	2020 (propose)	2019
Meeting Allowance of the Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	Baht 35,000 per person/attendance	Baht 35,000 per person/attendance
- Nomination and Remuneration Director	Baht 25,000 per person/ attendance	Baht 25,000 per person/attendance
Remuneration of the Governance Committee		
- Chairman of the Governance Committee	Baht 35,000 per person /attendance	Baht 35,000 per person /attendance
- Governance Director	Baht 25,000 per person /attendance	Baht 25,000 per person /attendance
Remuneration of the Risk Management Committee		
- Chairman of the Risk Management Committee	Baht 35,000 per person /attendance	-
- Risk Management Director	Baht 25,000 per person /attendance	-
Bonus of Directors		
- Chairman of the Board of Directors	Not exceed 0.15 percent of the dividend paid to Shareholders	1 time of total monthly remuneration
- Director		1 time of total monthly remuneration

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 has resolved with approval to propose the shareholders' meeting to consider and authorize the Board of Directors to allocate such amount of money to each director and subcommittees 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 2020 and deemed it appropriate to propose that the shareholders' meeting consider and authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and sub-committees within the abovementioned consideration.

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

Agenda Item 7: To consider and approve the appointment of the auditors and 2020 auditor fee

Objectives and Rationale: According to Section 120 of the Public Limited Company Act 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 31 December 2020 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 4 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 3 years, since 2017); and/or

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 3 years, since 2017).

In this regard, the method for selecting the auditors of the Company for the year 2020 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. The auditors as above list also be the auditors of the Company's subsidiary.

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.

(Translation)

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 31 December 2020 in the amount of not exceeding Baht 12,570,000.

The comparison of the remuneration of the auditors of the Company and Company's subsidiary for the year 2020 and 2019 are detailed as follows:

Remuneration of the auditors	2020 (propose)	2019
Remuneration of the auditors of the Company	In the amount not exceeding Baht 12,570,000	In the amount not exceeding Baht 11,450,000

The other service fees (Non-Audit Fee) of the Company and the Company's subsidiary for the year 2020 shall not exceed Baht 850,000 and in the previous fiscal year, the total amount of the Non-Audit Fee of the Company and Company's subsidiary was Baht 820,000.

The comparison of the remuneration of the auditors of the Company for the year 2020 and 2019 are detailed as follows:

Remuneration of the auditors	2020 (propose)	2019
Audit fee of the Company	In the amount not exceeding Baht 2,840,000	In the amount not exceeding Baht 2,640,000

The other service fee (Non-Audit Fee) of the Company for the year 2020 shall not exceed Baht 245,000 and in the previous fiscal year, the total amount of the Non-Audit Fee of the Company was Baht 215,000.

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

Opinion of Audit Committee: The Audit Committee considered that the certified auditors and auditing fees are appropriated. Therefore, the Audit Committee recommended the Board of Directors propose this matter to the Shareholders' Meeting for approval.

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 31 December 2020, and consider and approve the determination of the audit fee of the Company and Company's subsidiary in the amount of not exceeding Baht 12,570,000 and the determination of the audit fee of the Company in the amount of not exceeding Baht 2,840,000 as detailed above. The details on the profiles and experience of the auditors so proposed are set out in **Enclosure 4** (Profiles and experience of the Company's Auditors) which was delivered to the shareholders together with this invitation. In addition, the Board of Directors

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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 8: To consider and approve the issuance and offering of debentures in the amount of not exceed Baht 10,000 million

Objectives and Rationale: As the Company has the operation expansion policy and other investment plans. In order to allow the Company acquires the source of fund for operation, future expansion or other proposes, the Company considers the issuance and offering of the Debentures for another Baht 4,000 million, from the previous principal amount of not exceeding Baht 6,000 million to Baht 10,000 million. The preliminary details of the debentures are as follows:

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

Type: All types and all kinds of debentures, subordinate or insubordinate, amortizing or callable, with or without collateral, with or without a debenture holders' representative, or being structured debentures, depending on the appropriateness of the market conditions at each time that the debentures are issued and offered.

Total value: Not exceeding Baht 10,000,000,000 or in an equivalent amount in another currency.

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

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

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- Interest rate: Depending on the market conditions at the time of the issuance and offering for sale of the debenture, or the terms and conditions of the debenture issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/or the SEC Office and/or other related regulations which are in force at the time such debenture is issued and offered.
- Maturity: Not exceeding 270 days for the short-term debentures, and not exceeding 10 years for the long-term debentures, depending on the market conditions at the time that the debentures are issued and offered for sale, or the terms and conditions of the debentures issued at such time, provided that pursuant to the Notification of the SEC and/or the SEC Office and/or other related regulations which are in force at each time, such debentures are issued and offered.
- Call redemption: The debenture-holder may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.
- Other conditions: The Executive Committee and/or the Chief Executive Officer, or the designee of the Executive Committee and/or the Chief Executive Officer shall be authorized to:
- 1) determine the details relevant to the debentures, limitations, and other conditions of the debentures, such as, type or kind of the debentures for each issuance, par value, offering price for sale per unit, interest rate, appointment of the debenture holder's representative, issuance and offering for sale methods, allocation methods, details on the offering for sale, call redemption, and listing of debentures on any secondary market (if any), as well as determine or change the conditions and details relating to the issuance and offering for sale of debentures of each type/kind/time, and to be authorized to undertake any act necessary for and relevant to the completion of issuance and offering for sale of debentures in accordance with the law;
 - 2) appoint the financial advisor and/or the underwriter and/or credit rating institution of the securities issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate; and
 - 3) deal with, negotiate, enter into, execute, and/or amend the Undertaking Agreements or the Placement Agreement and/or other related

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agreements and/or documentation, as well as provide information and submit applications and evidence to the SEC Office and/or other agencies or persons related to the issuance and offering of such debentures, and to undertake any act relevant to or necessary for such transaction as it deemed appropriate.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the issuance and offering of the Debentures for another Baht 4,000 million, from the previous principal amount of not exceeding Baht 6,000 million to Baht 10,000 million for the Company's operation purposes and authorize the Executive Committee and/or the Chief Executive Officer, or the designee of the Executive Committee and/or the Chief Executive Officer to undertake any act necessary for the issuance and offering of the Debentures.

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 9: 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 2020 Annual General Meeting of Shareholders during a period from November 15, 2019 to December 31, 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 2020 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.

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The Company scheduled 3 July 2020 as the Record Date to determine the names of the shareholders who are entitled to attend the 2020 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 6** (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 7** (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 2020 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 AB, 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 6** (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 2019 Annual Report and the Financial Statements for the year ending 31 December 2019 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 8** 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 9** (Proxy Forms A, B, and C) which was delivered to the shareholders together with this notification.

In addition, in order to protect the rights and interests of the shareholders, in the event that the shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in **Enclosure 5** (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 July 24, 2020.

The Company is deeply concerned about the safety of the meeting attendees and staff and has closely monitoring the COVID-19 situation. The Company is determined to organize the meeting in a way that ensures maximum safety, and comply with all relevant guidelines and recommendations issues by government agencies, which is related organization on hosting of meeting, seminars and other activities involving the gathering of a large number of people. As a result, the Company has arranged a screening point for shareholders prior to entering the conference room. In this regards, the Company will arrange distance seating for the meeting venue in all areas. For safety and hygiene of all meeting participants and staffs, the Company is asking for your cooperation in the event that any shareholder wishes to attend the meeting by himself/herself, please kindly inform the Company beforehand. For shareholders who do not wish to attend the meeting, can kindly authorizing the

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Company's independent directors to vote on shareholders' behalf according to proxy form B, in which shareholders can specify his/her voting request for all agendas in advance.

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 2020 Annual General Meeting of Shareholders on Friday, 7 August 2020, at 10.00 hrs., at Vibhavadee Ballroom AB, 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 10** (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