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**Thaifoods Group Public Company Limited**

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Chatuchak District, Bangkok 10900, Tel: (02) 513-8989 Fax: (02) 513-9060 Registration  
Number: 0107557000292

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March 22, 2023

Subject	Invitation to the 2023 Annual General Meeting of Shareholders
Attention	Shareholders of Thaifoods Group Public Company Limited (the “ <b>Company</b> ”)
Enclosures	<ol style="list-style-type: none"><li>1. A copy of the Minutes of the 2022 Annual General Meeting of Shareholders</li><li>2. 2022 Annual Report (56-1 Form One Report) and the Financial Statements for the fiscal year ended December 31, 2022 (in QR Code)</li><li>3. List and profiles of directors who are due to retire by rotation and have been proposed for reappointment;</li><li>4. List and profiles of directors who are proposed to be the new directors</li><li>5. Profiles and experience of the Company’s Auditors;</li><li>6. Profiles of independent directors for the appointment of proxies by the shareholders and definition of independent director;</li><li>7. Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting and method of attending the Annual General Meeting of Shareholders via electronic media</li><li>8. The Company’s Articles of Association regarding shareholders’ meeting</li><li>9. The Use of QR Code for downloading the 2022 Annual Report and Financial Statements for the year ending 31 December 2022.</li><li>10. Proxy Forms A, B and C</li><li>11. Privacy Notice according to the Personal Data Protection Act B.E. 2562</li></ol>

By this letter, the Company would like to inform you that the 2023 Annual General Meeting of Shareholders will be convened on April 25, 2023, at 10.00 hrs, through electronic media according to Emergency Decree on Electronic Meetings B.E. 2020. In this regard, should any shareholders could not attend meeting via electronic, the Company recommends that you appoint independent directors as your proxy to attend the meeting in person. The agenda in the 2023 Annual General Meeting of Shareholders shall be as follows;

**Agenda Item 1: To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders**

**Objectives and Rationale:** The 2022 Annual General Meeting of Shareholders was convened on April 19, 2022. Details are as set out in **Enclosure 1** (Copy of the Minutes of 2022 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 the shareholders' meeting to certify such minutes since the minutes of the 2022 Annual General Meeting has been accurately recorded.

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

**Agenda Item 2: To consider and acknowledge the operational results for the year 2022**

**Objectives and Rationale:** The details of the operational results for the year 2022 are as set out in Part 1 topic Mananagement Discussion and Analysis and Part 3 Financial Statement in **Enclosure 2** (2022 Annual Report (56-1 Form One Report) and the Financial Statements for the fiscal year ended December 31, 2022 (in QR Code)) 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 the shareholders' meeting to acknowledge the operational results for the year 2022.

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

**Agenda Item 3: To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2022 for fiscal year ended December 31, 2022**

**Objectives and Rationale:** According to Section 112 of the Public Company Limited Act B.E. 2535 (1992) (including any amendment thereto) ("**Public Company Limited Act**") 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 ended December 31, 2022 as per details stipulated in the Financial Statement for the fiscal year ended December 31, 2022 set out in Part 3 Financial Statement of **Enclosure 2** (2022 Annual Report (56-1 Form One Report) and the Financial Statement for the fiscal year ended December 31, 2022 (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 the shareholders' meeting to consider and approve the statements of financial position and the comprehensive income statements of the year 2022 for the fiscal year ended December 31, 2022 which have been audited by the licensed auditors from KPMG, considered by the Audit Committee, and approved by the Board of Directors of the Company.

**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 appropriate of profit as legal reserve as prescribed by the laws and the payment of dividend from the Company's operation for the year 2022 and acknowledge the interim dividend payment**

**Purpose 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 5 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 10 percent of the registered capital. The Company will allocate net profit of Baht 155,816,465 as legal reserve.

For the dividend payment from the Company business operating result of the year 2022, the Company will pay the dividend in cash at the rate of Baht 0.30 per share resulting from its business operation in the year 2022 and retained earnings in the total dividend amount of Baht 1,696,216,976. The dividend payment will be paid to the Company's shareholders who are entitled to receive such dividend having their names appear on May 8, 2023 (Record Date), and has been scheduled to be paid on May 23, 2023.

Regarding the Company's business operating result of the year 2022, the Company has already proceeded and completed with the payment of the interim dividend from the Company's business operation from 1 January 2022 to June 30, 2022 at the rate of Baht 0.05 per share with the total amount of Baht 565,405,659 on September 9, 2022.

Thus, the payment of dividend from the Company's business operating result of the year 2022 is totally at the rate of Baht 0.40 per share, totaling to the dividend payment of Baht 2,261,622,634 or equaling 72.57 percent of the Company's net profit after deduction of tax from the separate financial statements and after deduction of other reserves. Further, the dividend payment shall be subject to the withholding tax as prescribed by the law. In light of this, the aforementioned payment of dividend ratio is lower than the Company's dividend payment policy which is no less than 50 percent of the net profit after deduction of tax from the separate financial statements and after deduction of other reserve.

**Comparison table of Dividend payment in 2021 and 2022**

<b>Details of dividend payment</b>	<b>Year 2022</b>	<b>Year 2021</b>
<b>Amount of dividend paid (Baht per share)</b>	<b>0.40</b>	<b>0.09</b>
Interim dividend	0.10	0.05
Annual dividend	0.30	0.04
<b>Total amount of dividends paid (Baht)</b>	<b>2,261,622,634</b>	<b>506,136,822</b>
Total amount of interim dividend	565,405,659	280,378,638
Total amount of Annual dividend	1,696,216,976	225,758,183
<b>Net profit from the Company's separate financial statements (Baht)</b>	<b>3,116,328,000</b>	<b>1,070,968,000</b>
<b>Percentage of the dividend payment (Percent)</b>	<b>72.57%</b>	<b>49.45%</b>

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the allocation of profits for legal reserve, the dividend payment and acknowledged an interim dividend payment for the year 2022 performance.

**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 in replacement of the retiring directors by rotation and appoint the new director to replace the position of the director whose did not wish to renew the term**

**Purpose 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 2023 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation as follows:

- |    |                                |          |                      |
|----|--------------------------------|----------|----------------------|
| 1. | Mr. Weerasak Ungkajornkul      | Position | Chairman             |
| 2. | Miss Siriluck Tangwiboonpanich | Position | Director             |
| 3. | Mr. Prasit Wasupath            | Position | Independent Director |

In this regard, the Nomination and Remuneration Committee was of the opinion that the 3 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, the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) (the "**Securities and Exchange Act**") and the relevant notifications. Furthermore, the nominated independent directors are also possessing the qualifications of the Independent director as prescribed in the definition of the Independent Directors of the Company according to the regulations of the Office of the Securities and Exchange Commission (the "**SEC Office**") which able to express their opinions independently and in accordance with the relevant criteria and is appropriate to hold the position of the Company's director. In addition, when counting the period of holding the position of Mr. Weerasak Ungkajornkul until the end of this term, there are a total of 8 years, which is not more than 9 consecutive years.

However, Mr. Prasit Wasupath, an independent director, whose director term was ended did not wish to renew the term of being the Company's Board of Directors. Therefore, the Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to appoint Mr. Weerasak Ungkajornkul and Miss Siriluck Tangwiboonpanich to be a director of the Company for another term.

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 2022	Number of subcommittee meeting attendance in 2022	Term of director ship
Mr. Weerasak Ungkajornkul	Chairman	7/7	2/2  (The Nomination and Remuneration Committee's Meeting)  5/5  (The Risk Management Committee's Meeting)	8
Miss Siriluck Tangwiboonpanich	Director	7/7	5/5  The Corporate Governance and Sustainable Development Committee's Meeting)	4

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. The details on profiles, educational backgrounds, and work experience 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. In addition, the Company provides an opportunity to the shareholders to nominate the qualified candidate to be a Company's director from December 23, 2022 to February 15, 2023, however, there was no nomination.

In addition, as Mr. Prasit Wasupath, an independent director, did not wish to renew his term. Therefore, the Board of Directors assigned the Nomination and Remuneration Committee to proceed with the selection and consideration of nominating the suitable persons to be appointed as new directors of the Company. The Nomination and Remuneration Committee has been considered according to the procedure specified by the Company and nominated Mr. Sanya Thiamsiri to be the Company's director in place of Mr. Prasit Wasupath, by Mr. Sanya Thiamsiri will

appointed to be the Company's independent director. After due consideration of the Nomination and Remuneration Committee has considered that Mr. Sanya Thiamsiri is a person with knowledge, ability, experience and good work history is suitable for the Company's business meetings, as well as satisfied the qualifications and not having prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, and relevant notifications. In addition, he is qualified as an independent director according to the regulations of the SEC which able to express opinions independently and in accordance with relevant criteria with the details on profiles, educational backgrounds, and work experience are set out in **Enclosure 4** (List and profiles of directors who is nominated to be the new director of the Company) 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, 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 2023 Annual General Meeting of shareholders to reappoint Mr. Weerasak Ungkajornkuland Miss Siriluck Tangwiboonpanich, who are due to retire by rotation, to hold office as directors of the Company for another term and appoint Mr. Sanya Thiamsiri to replace Mr. Prasit Wasupath, by Mr. Sanya Thiamsiri will hold the position of independent director.

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

**Agenda Item 6: To consider and approve the 2023 remuneration of Board of Directors and Sub-committee of the Company**

**Purpose 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 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 Subcommittee of the Company for year 2023 as per following details:

**Remuneration for the Board of Directors**

<b>Position</b>	<b>Monthly Remuneration/attendance</b>
Chairman of the Board of Directors	Baht 70,000/month
Director	Baht 60,000/month

**Meeting Allowance for the Board of Directors**

<b>Position</b>	<b>Meeting Allowance for board of directors /attendance</b>
Chairman of the Board of Directors	Baht 35,000 per person/ attendance
Director	Baht 25,000 per person/ attendance

**Meeting allowances for the Audit Committee**

<b>Position</b>	<b>Meeting Allowance of the Audit Committee/attendance</b>
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**

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

**Meeting allowances for the Corporate Governance and Sustainable Development Committee**

<b>Position</b>	<b>Meeting allowances for the Corporate Governance and Sustainable Development Committee/ attendance</b>
Chairman of the Corporate Governance and Sustainable Development Committee	Baht 35,000 per person/ attendance
Corporate Governance and Sustainable Development Committee	Baht 25,000 per person/ attendance

**Meeting allowances for the Risk Management Committee**

<b>Position</b>	<b>Meeting allowances for the Risk Management Committee/attendance</b>
Chairman of the Risk Management Committee	Baht 35,000 per person/ attendance
Risk Management Committee	Baht 25,000 per person/ attendance

**Directors' Bonus**

<b>Position</b>	<b>Yearly Remuneration</b>
Chairman of the Board of Directors	Not exceeding 0.15 percent of dividend paid to shareholders
Director	

In addition, the comparison of the remuneration of directors and sub-committees of the company for the year 2023 compared to the year 2022 are detailed as follows:

<b>Remuneration</b>	<b>2023 (proposed)</b>	<b>2022</b>
<b>Allowance of the Board of Directors (per month)</b>		
Chairman of the Board of Directors	Baht 70,000/month	Baht 70,000/month
Director	Baht 60,000/month	Baht 60,000/month
<b>Meeting Allowance of the Board of Directors</b>		
Chairman of the Board of Directors	Baht 35,000 per person/ attendance	Baht 35,000 per person/ attendance



<b>Remuneration</b>	<b>2023 (proposed)</b>	<b>2022</b>
Director	Baht 25,000 per person/ attendance	Baht 25,000 per person/ attendance
<b>Meeting Allowance of the Audit Committee</b>		
Chairman of the Audit Committee	Baht 35,000 per person/ attendance	Baht 35,000 per person/ attendance
Audit Committee	Baht 25,000 per person/ attendance	Baht 25,000 per person/ attendance
<b>Meeting Allowance of the Nomination and Remuneration Committee</b>		
Chairman of the Nomination and Remuneration Committee	Baht 35,000 per person/per attendance	Baht 35,000 per person/per attendance
Nomination and Remuneration Committee	Baht 25,000 per person/per attendance	Baht 25,000 per person/per attendance
<b>Meeting allowances for the Corporate Governance and Sustainable Development Committee</b>		
Chairman of the Corporate Governance and Sustainable Development Committee	Baht 35,000 per person/per attendance	Baht 35,000 per person/per attendance
Corporate Governance and Sustainable Development Committee	Baht 25,000 per person/per attendance	Baht 25,000 per person/per attendance
<b>Meeting allowances for the Risk Management Committee</b>		
Chairman of the Risk Management Committee	Baht 35,000 per person/per attendance	Baht 35,000 per person/per attendance
Risk Management Committee	Baht 25,000 per person/per attendance	Baht 25,000 per person/per attendance
<b>Director's Bonus</b>		
Chairman of the Board of Directors The Board of Directors	Not exceeding 0.15 percent of dividend paid to shareholders	Not exceeding 0.15 percent of dividend paid to shareholders

In this regard, 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 such amount of money 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 the shareholders' meeting to approve the determination of the remunerations of the directors and the sub-committees for the year 2023 and deemed it appropriate to propose the shareholders' meeting consider and authorize the Nomination and Remuneration Committee to allocate such amount of money to each director and sub-committees within the abovementioned consideration.

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

**Agenda Item 7: To consider and approve the appointment of the auditors and the 2023 auditor fee**

**Purpose 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 ended December 31, 2023 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

1. Miss Chaowanee Chaisanga      Certified Public Accountant (Thailand) No. 12663  
*(The auditor who has been appointed since 2023);  
and/or*
2. Ms. Nareewan Chaibantad      Certified Public Accountant (Thailand) No. 9219  
*(The auditor who has been appointed and signed  
the financial statement of the Company for 6 years,  
since 2017); and/or*
3. Ms. Aree Gorpinpaitoon;      Certified Public Accountant (Thailand) No. 10882  
*(The auditor who has been appointed since 2023);  
and/or*

In this regard, the method for selecting the auditors of the Company for the year 2023 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.

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 ended December 31, 2023 in the amount of not exceeding Baht 2,550,000.

The comparison of the remuneration of the auditors of the Company for the year 2023 and 2022 are detailed as follows:

Remuneration of the auditors	2023 (proposed)	2022
Company's audit fee	Not exceeding Baht 2,550,000	Not exceeding Baht 2,420,000

For other services regarding to Non-Audit Fee of the Company in 2023, the amount will not exceed Baht 245,000 and in the previous fiscal year, the total amount of Non-Audit Fee of the Company was Baht 245,000.

**Opinion of the Audit Committee:** The Audit Committee has considered that the auditor and the audit fee are appropriate. It is therefore appropriate for the Board of Directors to propose to the shareholders' meeting for approval.

**Opinion of the Board:** After due consideration, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the appointment of the auditors from KPMG to be the auditors of the Company for the for the fiscal year ended December 31, 2023, and consider and approve the determination of the audit fee of the Company in the amount of not exceeding Baht 2,550,000 and the Non-Audit Fee of the Company was in the amount of not exceeding Baht 245,000 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. 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 8: To consider and approve the amendment of the Company's Article of Association**

**Purpose and Rationale:** Due to the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565, the Board of Directors therefore considered and approved to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association in relation to the electronic method of holding the Board of Directors' meeting and the shareholders' meeting, the delivery of documents or letters, as well as granting proxies to shareholders' meetings in order to comply with the Public Limited Companies Act (No. 4) B.E. 2565, the details are as follows:

Article	Original Articles of Association	Amended Articles of Association
25	In calling the board of directors meeting, the chairman of or the person assigned by the chairman shall send the notice to the directors not less than seven (7) days before the	In calling the board of directors meeting, the chairman of or the person assigned by the chairman, or in the event that there is no chairman for whatever reason, the vice

Article	Original Articles of Association	Amended Articles of Association
	meeting date. Unless it is necessary to protect the rights or benefits of the Company, this can be notify the meeting by other methods and determine the meeting date sooner.	<p>chairman shall send the notice to the directors, or in the event that the is no vice chairman for whatever reason, two (2) or more directors may send the notice to the directors not less than three (3) days before the meeting date. Unless it is necessary to protect the rights or benefits of the Company, this can be notify the meeting by other methods and determine the meeting date sooner.</p> <p>In this regard, when there is a reasonable cause or in order to protect the rights or benefits of the Company, two (2) or more directors may request the chairman to call the Board of Directors' meeting by specifying the agenda and reason to be proposed to the meeting. In the event that two (2) or more directors request for a meeting, the chairman shall call and schedule the meeting within fourteen (14) days from the date of receiving such request. In the event that the chairman or the person assigned by the chairman does not proceed in accordance with paragraph one, the directors who requested for a meeting may jointly call and schedule a Board of Directors' meeting to consider the requested agenda within fourteen (14) days from the date of expiration of the first fourteen (14) days period.</p>
29	The Board of Director shall summon a meeting at least three (3) months at the province which the Company's office is located or nearby or any other place, the date, time, and place are according to the chairman's consideration.	The Board of Director shall summon a meeting at least one (1) time for every three (3 ) months at the province which the Company's office is located or nearby or any other place, the date, time, and place are according to the chairman's consideration.
31	The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.	The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.

Article	Original Articles of Association	Amended Articles of Association
	<p>Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.</p> <p>Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1 / 10 ) of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting , provided that reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholders.</p>	<p>Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.</p> <p>Shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that the names of the shareholders who requested and the reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within forty-five (45) days from the date of receipt of such letter from the shareholders.</p> <p>In the event that the Board of Directors fails to convene a meeting within the period under paragraph three, the shareholders who have submitted their names or other shareholders collectively hold the required number of shares may call fir the meeting by themselves within forty-five (45) days from the date of expiration of the period under paragraph four. In this case it shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.</p> <p>In the case where the shareholders call the meeting by themselves according to the paragraph four, the shareholders who called for a meeting may send a meeting invitation notice to other shareholders by electronic means, if such shareholder has notified the intention or given consent to send a letter or notice by electronic means</p>

Article	Original Articles of Association	Amended Articles of Association
		<p>to the Company or the board of directors in accordance with the rules prescribed by law.</p> <p>In the case where it appears that any shareholders' meeting called by the shareholders under the paragraph four has the number of shareholders present at the meeting does not constitute a quorum as specified in this Articles of Association, the shareholders under the paragraph five shall jointly reimburse the Company for the expenses incurred from holding such meeting.</p>
32	<p>In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.</p> <p>The shareholders meeting may be held at the locality in which the Company's head office is situated or any other place determined by the Board of Directors.</p>	<p>In calling a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>
33	<p>In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1 / 3 ) of the total number of shares sold.</p>	<p>In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1/3) of the total number of shares sold.</p>

Article	Original Articles of Association	Amended Articles of Association
	<p>At a meeting of shareholders, if after one hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.</p>	<p>In this regard, the shareholders may appoint a proxy to another person who is sui juris to attend the meeting and vote on his/her behalf. The proxy form shall be dated and signed by the shareholder who granting the proxy, and must be in the form prescribed by the Registrar. If the proxy wishes to vote at the meeting, the proxy shall present the proxy form to the chairman or the person assigned by the chairman at the meeting place before attending the meeting.</p> <p>The proxy under the paragraph two may be made by electronic means by the method which is safe and reliable that the proxy is made by the shareholder in accordance with the regulations prescribed by law.</p> <p>At a meeting of shareholders, if after one (1) hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.</p>
47	-	<p style="text-align: center;"><b><u>Chapter 10</u></b></p> <p style="text-align: center;"><b><u>Summoning the meetings, advertising and delivering letters and documents via electronic media</u></b></p> <p>The Company may summon the meeting of the board of directors or the shareholders' meeting via electronic media. The summoning of the meeting via electronic media must be in accordance with the rules and procedures prescribed by law</p>

Article	Original Articles of Association	Amended Articles of Association
		and the information security standards set forth by law. The head office shall be considered as a place of the meeting.
48	-	Any notice or advertisement related to the Company to any person or the public may advertise through the electronic media which shall comply with the relevant law.

In addition, the Board of Directors deemed it is appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve authorizing the person assigned by the Company's directors to sign any application form or document related to the registration of amendments of the Company's Articles of Association at the Department of Business Development, Ministry of Commerce, including having the power to take any action which is necessary and in connection with such action as it deems appropriate according to the wording or order of the registrar.

**Opinion of the Board:** After due consideration, the Board of Directors consider and approve to propose the amendment of the Company's Article of Association to be in accordance with the Public Limited Companies Act (No. 4) B.E. 2565 including the relevant power of attorney which proposed above in all respect.

**Remark:** The resolution on this agenda item shall be passed by a vote of three-fourth of the shareholders attending the meeting and have the right to vote.

**Agenda Item 9: To consider and approve the offering of debentures of not exceeding Baht 30,000,000 million**

**Purpose and Rationale:** According to the Company's business expansion policy and various investment plans to enable the Company to have more sources of funds for the Company's operations in the future, and to be used for other purposes. Therefore, it is deemed appropriate to issue and offer debentures in an additional amount of Baht 20,000 million from the original amount of not exceeding Baht 10,000 million, totaling to a new amount of not exceeding Baht 30,000 million.

Purpose of money utilization	To expand the Company's business and used as working capital of the Company in the future.
Type of debenture	All types and forms of debentures which may be subordinated or non-subordinated debentures with amortization or return of principal at once upon the maturity, secured or unsecured, with or without the representative of the debenture holders or structured debentures, depends on the appropriateness of market conditions at the time of each debentures issuance and offering.
Total value of debenture	.Not exceeding Baht 30,000,000,000 or equivalent amount in other currencies.



	The Company may issue and offer additional debentures and/or issue and offer debentures in order to replace existing debentures which have been redeemed within such amount. The principal amount of the debentures issued by the Company at any time which must not exceed such amount.
Offering	The offering in one or more occasions and/or as a project and/or on a revolving basis, domestically or internationally, to the general public and/or to specific investors and/or to institutional investors and/or high net worth investors in whole or in part, which may be divided into a single offering or several times in accordance with the notifications of the Securities and Exchange Commission (“SEC”) and/or the Office of the SEC and/or other relevant regulations which are effective at the time the debentures issued and offered.
Interest rate	Depends on the market conditions at the time of issuance and offering of such debentures or according to the terms and conditions of the debentures issued at that time, this shall be subject to the notifications of the SEC and/or the SEC Office and/or other relevant notifications or regulations which are effective at the time the debentures issued and offered.
Term	Unless in the case of the debentures issuance which are redeemable upon the dissolution of the Company. The short-term debentures issued by the Company will have maturity of up to 270 days and the long-term debentures will have maturity of up to 10 years, depends on the market conditions at the time the debentures issued and offered, or according to the terms and conditions of the debentures issued at that time, which shall be subject to the notifications of the SEC and/or the SEC Office and/or other notifications or regulations applicable at the time the debentures issued and offered.
The revocation prior to the maturity	Debenture holders may or may not have the right to request the revocation prior to the maturity. In addition, it is subject to the terms and conditions of each debenture issuance.
Other conditions	<p>Appoint the executive committee and/or the chief executive officer and/or the person assigned by the executive committee and/or the chief executive officer which authorized to do the following actions:</p> <ol style="list-style-type: none"> <li>1) Determining the details related to the debentures, restrictions, and other conditions such as types or debenture types to be issued in each time, par value, offering price per unit, interest rate, an appointment of representative of debenture holders', the method of issuance, offering, allocation, the details of an early redemption and listing in any secondary market (if any), including determining or changing the conditions and details related to the issuance and offering of each debenture types in each time, as well as authorized to take any action which is necessary and in connection with the issuance and offering of</li> </ol>

	<p>such debentures to be successful and in accordance with the law.</p> <p>2) Appointing the financial advisors and/or underwriters and guarantees of the underwriting, and/or credit rating agencies of securities issuers and/or securities and/or any other persons in case they are required to be appointed in accordance with relevant regulations or in any other cases as it is deemed appropriate.</p> <p>3) Underwriting Agreement Contacting, negotiating, entering into, signing, and amending the Underwriting Agreement or the Placement Agreement and/or other relevant contracts and/or documents, including contacting for an information, submitting applications, other documents and evidences to the Office of the SEC and/or any other relevant agencies and/or any other person involved in the debenture issuance and offering, as well as taking any relevant or necessary actions as deemed appropriate, etc.</p>
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In addition, the Board of Directors' meeting approved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors, Chief Executive Officer and/or persons on the Board of Directors and/or any person assigned by the Executive Board and/or the Chief Executive Officer to be authorized to take any action which is necessary and in connection with the issuance and offering of such debentures in order to comply with the law, this includes but is not limited to determining conditions and other details of each debenture to be issued, such as the type of debenture, collateral, number of debenture, par value, offering price per unit, maturity, interest rate, currency offering period, offering method, allocation method, offering details, conditions for debenture redemption, and other relevant details, etc. Entering into, certifying, modifying and sign contracts and related documents, appointment of consultants and related persons, requesting for the permission to contact for an information and submit documents and evidence to relevant government agencies and the registration of debentures with the Thai Bond Market Association or any other relevant debenture market, etc., and authorized to take any action which necessary and related to the issuance of debentures and the Company's directors or a person assigned by the Board of Directors have the power to appoint any person as their attorney, representative or agent to perform the abovementioned actions.

**Opinion of the Board:** After due consideration, the Board of Directors consider and approve to propose the offering of debentures of not exceeding Baht 30,000,000 million to the shareholders' meeting.

**Remark:** The resolution on this agenda item shall be passed by a vote of three-fourth of the shareholders attending the meeting and have the right to vote.

**Agenda Item 10: To consider other matters (If any)**

The Company provides opportunities for shareholders to propose agendas for the shareholders' meeting to nominate persons to be elected as directors and sending questions about the meeting in advance. For the Annual General Meeting of Shareholders for the year 2023 from December 23, 2022 to February 15, 2023, the Company would like to inform the shareholders that the proposed period has passed. It appeared that no shareholder proposed additional agenda and nominate qualified

persons to be appointed as directors in advance. In addition, no further questions about the meeting were sent in advance for the 2023 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 2023 Annual General Meeting will be held through electronic by the system of Quidlab Company Limited which is a service provider in accordance with the requirements of the Electronic Transactions Development Agency, the company would like to inform you how to attend the meeting via electronic media (E-AGM) in **Enclosure 7** (Guideline for registration, appointment of proxies, documentation and evidence required to be presented on the date of the meeting and method of attending the Annual General Meeting of Shareholders via electronic media).

The Company has prepared an 2022 Annual Report (56-1 Form One Report) and financial statements for the year ended December 31, 2022 published on the website of the company ([www.tfg.co.th](http://www.tfg.co.th)) or via using QR Code for downloading details as shown in **Enclosure 9** (The use of QR Code for downloading the 2022 Annual Report (56-1 Form One Report) and Financial Statements for the year ending December 31, 2022) which will be sent to the shareholders together with the Notice of the meeting.

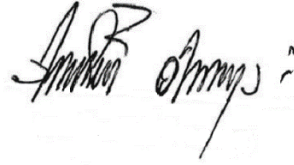
The Company will determine the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on March 9, 2023. In case the shareholders cannot attend the meeting in person in the form of the electronic media (E-AGM) and intends to authorize others to attend and vote on their behalf through electronic media (E-AGM) format. Whoever intends to authorize others to attend the meeting and vote on their behalf through the electronic format of the meeting (E-AGM), please fill in the details and sign in either Proxy Form A or Form B. The foreign shareholders who appoint the custodian as the depository and keeper of the shares. Please use the Proxy Form C according to **Enclosure 10** (proxy Form A. Form B. and Form C.) which was delivered to the shareholders together with this notification by requesting your cooperation, please send the proxy form together with supporting documents as specified to the company. In advance so that the company will receive it within the April 11, 2023.

The Company gives precedence to the protection of your personal data as a shareholder, including in case of you are a proxy, authorized person from such person, and to ensure that the Company will protect and treat your personal data in accordance with Personal Data Protection Act B.E. 2562, the Company would like to inform the details of the personal data processing which may occur as well as notify you the rights in your personal data as per **Enclosure 11** (Privacy Notice) according to the Personal Data Protection Act B.E. 2562).

However, the Company has published the invitation letter to the shareholders' meeting together with supporting documents on the Company's website at [www.tfg.co.th](http://www.tfg.co.th) as well, therefore, we would like to invite the shareholders to attend the 2023 Annual General Meeting of Shareholders on April 25, 2023 in electronic form (E-AGM) in accordance with regulations that the company has defined.

Sincerely yours,

**Thaifoods Group Public Company Limited**

A handwritten signature in black ink, appearing to read 'Weerasak Ungkajornkul', written in a cursive style.

(Mr. Weerasak Ungkajornkul)  
Chairman of the Board of Directors