



Thais Foods Group Public Company Limited

No.1010, Shinawatra Tower 3, 12th Fl., Vibhavadi–Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900, Tel: (02) 513-8989 Fax: (02) 513-9060 Registration Number: 0107557000292

March 22, 2024

Subject	Invitation to the 2024 Annual General Meeting of Shareholders
Attention	Shareholders of Thais Foods Group Public Company Limited (the “ Company ”)
Enclosures	<ol style="list-style-type: none">1. A copy of the Minutes of the 2023 Annual General Meeting of Shareholders.2. 2023 Annual Report (56-1 Form One Report) and the Financial Statements for the fiscal year ended December 31, 2023 (in QR Code).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. Summary of the Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 4 of Thais Foods Group Public Company Limited Issued and allocated to the existing shareholders proportionate to their respective shareholding.7. Capital Increase Report Form (F53-4).8. Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of the Company.9. Profiles of independent directors for the appointment of proxies by the shareholders and definition of independent director.10. 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.11. The Company’s Articles of Association regarding shareholders’ meeting.12. The Use of QR Code for downloading the 2023 Annual Report and Financial Statements for the year ending 31 December 2023.13. Proxy Forms A, B and C.14. Privacy Notice according to the Personal Data Protection Act B.E. 2562.

By this letter, the Company would like to inform you that the 2024 Annual General Meeting of Shareholders will be convened on April 23, 2024, at 10.00 hours, 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 2024 Annual General Meeting of Shareholders shall be as follows;

Agenda Item 1: To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

Objectives and Rationale: The 2023 Annual General Meeting of Shareholders was convened on April 25, 2023. Details are as set out in **Enclosure 1** (Copy of the Minutes of 2023 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 2023 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 2023

Objectives and Rationale: The details of the operational results for the year 2023 are as set out in Part 1 Management Discussion and Analysis and Part 3 Financial Statement in **Enclosure 2** (2023 Annual Report (56-1 Form One Report) and the Financial Statements for the fiscal year ended December 31, 2023 (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 2023.

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 2023 for fiscal year ended December 31, 2023

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 39 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, 2023 as per details stipulated in the Financial Statement for the fiscal year ended December 31, 2023 set out in Part 3 Financial Statement of **Enclosure 2** (2023 Annual Report (56-1 Form One Report) and the Financial Statement for the fiscal year ended December 31, 2023 (in QR Code)) 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 2023 for the fiscal year ended December 31, 2023 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 2023 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 THB 24,992,739 as legal reserve.

For the dividend payment from the Company business operating result of the year 2023, the Company will pay the dividend in cash at the rate of THB 0.01 per share resulting from its business operation in the year 2023 and retained earnings in the total dividend amount of THB 58,108,185. The dividend payment will be paid to the Company's shareholders who are entitled to receive such dividend having their names appear on May 2, 2024 (Record Date), and has been scheduled to be paid on May 21, 2024.

Regarding the Company's business operating result of the year 2023, the Company has already proceeded and completed with the payment of the interim dividend from the Company's business operation from January 1, 2023 to June 30, 2023 at the rate of THB 0.02 per share with the total amount of THB 116,216,370 on September 8, 2023.

Thus, the payment of dividend from the Company's business operating result of the year 2023 is totally at the rate of THB 0.03 per share, totaling to the dividend payment of THB 174,324,556 or equaling 34.88 percent of the Company's net profit after deduction of tax from the separate financial statements and after deduction of other reserves.

The aforementioned dividend payment ratio is in accordance with the Company's dividend payment policy, which specifies that the Company shall pay dividends to shareholders at a rate of no less than 50 percent of the net profit after tax deductions from the separate financial statements and after deducting other reserves.

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 tax deductions from the separate financial statements and after deduction of other reserve. In this regard, the company is planning to invest in expanding its business to accommodate growth within the group of companies and according to the Company's dividend policy, the dividend payment ratio may be subject to changes based on operational results, financial conditions, business expansion plans, necessity, and appropriateness, among other relevant factors in the future. Additionally, other factors related to the Company's management, as deemed appropriate by the Board of Directors, may also influence the dividend payment ratio.

Comparison table of Dividend payment in 2022 and 2023

Details of dividend payment	Year 2023	Year 2022
Amount of dividend paid (THB per share)	0.03	0.40
Interim dividend	0.02	0.10
Annual dividend	0.01	0.30
Total amount of dividends paid (THB)	174,324,556	2,261,622,634
Total amount of interim dividend	116,216,370	565,405,659
Total amount of Annual dividend	58,108,185	1,696,216,976
Net profit from the Company's separate financial statements (THB)	499,855,000	3,116,328,000
Percentage of the dividend payment (Percent)	34.88%	72.57%

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 2023 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 2024 Annual General Meeting of Shareholders, the following three directors are due to retire by rotation as follows:

1. Mr. Winai Teawsomboonkij Position Director
2. Mr. Weidt Nuchcharoen Position Independent Director
3. Mr. Udomsak Nitimontree Position Independent Director

In this regard, the Nomination and Remuneration Committee was of the opinion that Mr. Winai Teawsomboonkij who are due to retire by rotation possesses 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 the

Public Company Limited Act B.E. 2535 (and as amended) and the Securities and Exchanges Act B.E. 2535 (and as amended) (the “**the Securities and Exchanges Act**”) including other related notifications. In addition, the Independent Director is also qualified as an independent director as prescribed in the regulation of the Office of the Securities and Exchange Commission (the “**SEC Office**”) and is appropriate to be the director of the Company.

However, as Mr. Weidt Nuchcharoen and Mr. Udomsak Nitimontree, who are due to retire by rotation, wish not to renew their term as directors of the Company. Therefore, the Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to appoint Mr. Winai Teawsomboonkij 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 2023	Number of subcommittee meeting attendance in 2023	Term of director ship
Mr. Winai Teawsomboonkij	Director	6/6	-	9

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 22, 2023 to February 15, 2024, however, there was no nomination.

In addition, as Mr. Weidt Nuchcharoen and Mr. Udomsak Nitimontree wish not to renew their term as directors of the Company. 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 the persons as follows:

Directors Retired by Rotation	New Directors	Position
Mr. Weidt Nuchcharoen	Mr. Vanchai Sriherunrusmee	Independent Director
Mr. Udomsak Nitimontree	Mr. Kudun Sukhumananda	Independent Director

After due consideration, the Nomination and Remuneration Committee has determined that Mr. Vanchai Sriherunrusmee and Mr. Kudun Sukhumananda are individuals 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 Office of the SEC Office which able to express opinions independently and in accordance with relevant criteria. In this regard, Mr. Vanchai Sriherunrusmee is a person with knowledge and understanding, possessing experience in accounting and finance, and maintaining continuous awareness of factors influencing changes in financial reporting. This will enhance the efficiency of the Audit Committee's operations. 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 2024 Annual General Meeting of shareholders to reappoint Mr. Winai Teawsomboonkij, who are due to retire by rotation, to hold office as directors of the Company for another term and appoint Mr. Vanchai Sriherunrusmee to replace Mr. Weidt Nuchcharoen, by Mr. Vanchai Sriherunrusmee will hold the position of the Company's independent director, and appoint Mr. Kudun Sukhumananda to replace Mr. Udomsak Nitimontree, by Mr. Kudun Sukhumananda will hold the position of the Company's 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 2024 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 2024 as per following details:

Remuneration for the Board of Directors

Position	Monthly Remuneration/attendance
Chairman of the Board of Directors	THB 70,000 /month
Director	THB 60,000 /month

Meeting Allowance for the Board of Directors

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

Meeting allowances for the Audit Committee

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

Meeting allowances for the Corporate Governance and Sustainable Development Committee

Position	Meeting allowances for the Corporate Governance and Sustainable Development Committee/ attendance
Chairman of the Corporate Governance and Sustainable Development Committee	THB 35,000 per person/ attendance

Position	Meeting allowances for the Corporate Governance and Sustainable Development Committee/ attendance
Corporate Governance and Sustainable Development Committee	THB 25,000 per person/ attendance

Meeting allowances for the Risk Management Committee

Position	Meeting allowances for the Risk Management Committee/attendance
Chairman of the Risk Management Committee	THB 35,000 per person/ attendance
Risk Management Committee	THB 25,000 per person/ attendance

Directors' Bonus

Position	Yearly Remuneration
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 2024 compared to the year 2023 are detailed as follows:

Remuneration	2024 (proposed)	2023
Allowance of the Board of Directors (per month)		
Chairman of the Board of Directors	THB 70,000 /month	THB 70,000 /month
Director	THB 60,000 /month	THB 60,000 /month
Meeting Allowance of the Board of Directors		
Chairman of the Board of Directors	THB 35,000 per person/ attendance	THB 35,000 per person/ attendance
Director	THB 25,000 per person/ attendance	THB 25,000 per person/ attendance

Remuneration	2024 (proposed)	2023
Meeting Allowance of the Audit Committee		
Chairman of the Audit Committee	THB 35,000 per person/ attendance	THB 35,000 per person/ attendance
Audit Committee	THB 25,000 per person/ attendance	THB 25,000 per person/ attendance
Meeting Allowance of the Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	THB 35,000 per person/ attendance	THB 35,000 per person/ attendance
Nomination and Remuneration Committee	THB 25,000 per person/ attendance	THB 25,000 per person/ attendance
Meeting allowances for the Corporate Governance and Sustainable Development Committee		
Chairman of the Corporate Governance and Sustainable Development Committee	THB 35,000 per person/ attendance	THB 35,000 per person/ attendance
Corporate Governance and Sustainable Development Committee	THB 25,000 per person/ attendance	THB 25,000 per person/ attendance
Meeting allowances for the Risk Management Committee		
Chairman of the Risk Management Committee	THB 35,000 per person/ attendance	THB 35,000 per person/ attendance
Risk Management Committee	THB 25,000 per person/ attendance	THB 25,000 per person/ attendance
Director's Bonus		
Chairman of the Board of Directors	Not exceeding 0.15 percent of dividend paid to shareholders	Not exceeding 0.15 percent of dividend paid to shareholders
The Board of Directors		
Other Remuneration and Benefits		
Other Remuneration and Benefits	None	None

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 2024 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 2024 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, 2024 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);

In this regard, the method for selecting the auditors of the Company for the year 2024, the Audit Committee has considered 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, 2024 in the amount of not exceeding THB 2,550,000.

The comparison of the remuneration of the auditors of the Company for the year 2024 and 2023 are detailed as follows:

Remuneration of the auditors	2024 (proposed)	2023
Company's audit fee	Not exceeding THB 2,550,000	Not exceeding THB 2,550,000

For other services related to the audit (Non-Audit Fee) of the Company in 2024, the amount will not exceed THB 245,000 and in the previous fiscal year, the total amount of Non-Audit Fee of the Company was not exceeding THB 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, 2024, and consider and approve the determination of the audit fee of the Company in the amount of not exceeding THB 2,550,000 and the Non-Audit Fee of the Company was in the amount of not exceeding THB 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 issuance and offering of the warrants to purchase the Company's Ordinary Shares No. 4 which issued and offered to the existing shareholders proportionate to their respective shareholding (Warrant-RO) without any charge

Purpose and Rationale: To increase the liquidity to the Company capital and to reserve as a Company working capital and to support the future business expansion. The Company considers issuing and allocating the Warrants to Purchase the Company's Ordinary Shares No. 4 (the "TFG-W4 Warrants") to the existing shareholders proportionate to their respective shareholding (Right Offering) in the amount not exceeding 581,081,852 units free from charge, at the allocation ratio of 10 existing ordinary shares to 1 unit of the TFG-W4. The TFG-W4 Warrants shall have the term of 3 years from the issuance date of the TFG-W4 Warrants with the exercise ratio of TFG-W4 Warrants is TFG-W4 Warrants 1 unit has the right to purchase ordinary shares of the Company 10 shares and the exercise price is THB 3.80 per share (except for the rights

adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the TFG-W4 Warrants) (Should there be any fraction of TFG-W4 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded.). In this regard, the Company has determined May 2, 2024 as the date for determining the names of shareholders entitled to be allocated the TFG-W4 Warrants (Record Date).

The conditions and details of warrant TFG-W4 are set out in **Enclosure 6** (Summary of the Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 4 of Thaifoods Group Public Company Limited Issued and allocated to the existing shareholders proportionate to their respective shareholding) which was delivered to the shareholders together with this invitation.

In order to provide the terms and conditions of the TFG-W4 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders. The Board of Directors meeting, therefore, proposes to the shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have power to take all necessary actions in connection with the issuance and allocation of the TFG-W4 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the TFG-W4 Warrants, including the date to determine the list of shareholders entitled to be allocated with the TFG-W4 Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the TFG-W4 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the SEC Office, the Stock Exchange of Thailand (the “**SET**”), governmental agencies or relevant authorities in relation to the issuance and allocation of the TFG-W4 Warrants and the listing of the TFG-W4 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the SET; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the TFG-W4 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the TFG-W4 Warrants on this occasion.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the issuance and offering of the TFG-W4 Warrants to the existing shareholders proportionate to their respective shareholding (Warrant-RO) as per the above details. Also, it is deemed appropriate to propose to the shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee to have power to take all necessary actions as per the above details. The conditions and details of warrant TFG-W4 are set out in **Enclosure 6** (Summary of the Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 4 of Thaifoods Group Public Company Limited Issued and allocated to the existing shareholders proportionate to their respective shareholding) which has been delivered to the shareholders together with this invitation.

Remark: The resolution on this agenda item shall be passed the majority vote of shareholders attend the meeting and casting their vote.

Agenda Item 9: To consider and approve the Company’s registered capital increase by THB 581,081,852 from the existing registered capital of THB 6,168,330,045 to THB 6,749,411,897 by issuing 581,081,852 newly issued ordinary shares, with a par value of THB 1 per share

Purpose and Rationale: According to Section 136 of the Public Company Limited Act and Article 35 of the Company’s Articles of Association provide that which require that the Company may increase its registered capital by issuing new shares, Pursuant to the issuance and offering of the TFG-W4 Warrants not exceeding 581,081,852 units to the existing shareholders of the Company in proportion to their shareholding (Warrant-RO) without charge and issue new ordinary shares to accommodate the exercise of TFG-W4 warrants issued and offered to the shareholders in proportion to their shareholding (Warrant-RO). Therefore, the Company has to increase the Company's registered capital in the amount of not exceeding THB 581,081,852 from the existing registered capital of THB 6,168,330,045 to THB 6,749,411,897 by issuing 581,081,852 newly issued ordinary shares, with a par value of THB 1 per share, as per the details in **Enclosure 7** (in the Capital Increase Report Form (F3-4)) and **Enclosure 8** (Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of the Company) which has been delivered to the shareholders together with this invitation. The company shall proceed with the registration of the capital increase with the Ministry of Commerce.

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose the shareholders’ meeting to consider approving the Company’s registered capital increase as per the above details in all respects. Please refer to the details of the opinion of the Board of Directors on the Company’s registered capital increase in the **Enclosure 7** (Capital Increase Report Form (F3-4)) and **Enclosure 8** (the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Thaifoods Group Public Company Limited), which has been delivered to the shareholders together with this invitation.

Remark: This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

Agenda Item 10: To consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the increase of the Company’s registered capital

Purpose and Rationale: To be in line with the Board of Directors’ proposal to the shareholders’ meeting to consider approving the Company’s capital increase in agenda item 9 above, the Board of Directors has resolved to grant approval to propose the shareholders’ meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company’s registered capital increase by repealing and replacing the existing clause with the following:

“Clause 4	Registered Capital	:	6,749,411,897 THB	(Six billion, seven hundred forty-nine million, four hundred eleven thousand, eight hundred ninety-seven THB)
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Divided into	:	6,749,411,897 shares	(Six billion, seven hundred forty-nine million, four hundred eleven thousand, eight hundred ninety-seven shares)
Par Value per Share	:	1 THB	(one THB)
Classified into	:		
Ordinary Shares	:	6,749,411,897 shares	(Six billion, seven hundred forty-nine million, four hundred eleven thousand, eight hundred ninety-seven THB)
Preferred Shares	:	-none-	-

Opinion of the Board: After due consideration, the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's capital increase, as per the above details, and delegate any person delegated by the Company's Board of Directors to register the amendment of the Company's Memorandum of Association, having an authority to register the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce including an authority to edit and add message to comply with the Registrar order.

Remark: This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

Agenda Item 11: To consider and approve the allocation of not exceeding 581,081,852 shares, with a par value of THB 1 per share, to accommodate the exercise of the TFG-W4 Warrants which issued and offered to the existing shareholders proportionate to their shareholding percentage (Warrant-RO)

Purpose and Rationale : To be in line with the consideration and approval of the Company's capital increase in Agenda Item 9 and in light of the fact that the Board of Directors' Meeting No. 1/2024, which was held on February 21, 2024, resolved to grant approval to propose the shareholders' meeting to consider approving the allocation of not exceeding 581,081,852 shares , with a par value of THB 1 per share, to accommodate the exercise of the TFG-W4 Warrants issued and offered to the existing shareholders proportionate to their shareholding, please refer to the details of the allocation of the newly issued ordinary shares in **Enclosure 7** (Capital Increase Report Form (F53-4)) and **Enclosure 8** (the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of PP Prime Public Company Limited), 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 consider approving the allocation of the Company's newly issued ordinary shares as per the above details in all

respects. Please refer to the details of the opinion of the Board of Directors on the allocation of the Company's newly issued ordinary shares in **Enclosure 7** (the Capital Increase Report Form (F53-4)) and **Enclosure 8** (the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of Thaifoods Group Public Limited), which have been delivered to all the shareholders, together with this invitation to the meeting. Furthermore, the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or the Executive Committee is authorized to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to amend the conditions and any details related to the adjustment of exercise ratio and exercise price under the terms and conditions including to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other competent authorities, including listing newly-issued shares as listed securities on the SET.

Remark: This agenda item requires the majority of votes of the shareholders present at the meeting and casting their votes.

Agenda Item 12: 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 2024 from December 22, 2023 to February 15, 2024, 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 2024 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 2024 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 10** (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 2023 Annual Report (56-1 Form One Report) and financial statements for the year ended December 31, 2023 published on the website of the Company (www.tfg.co.th) or via using QR Code for downloading details as shown in **Enclosure 12** (The use of QR Code for downloading the 2023 Annual Report (56-1 Form One Report) and Financial Statements for the year ending December 31, 2023) 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 2024 Annual General Meeting of Shareholders (Record Date) on March 7, 2024. 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

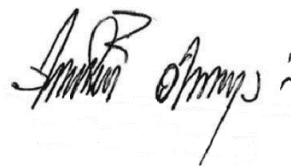
to attend the meeting and vote on their behalf through the electronic format of the meeting (E-AGM), please fill in the details and sign in either Proxy Form A or Form B. The foreign shareholders who appoint the custodian as the depository and keeper of the shares. Please use the Proxy Form C according to **Enclosure 13** (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 16, 2024.

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 14** (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 as well, therefore, we would like to invite the shareholders to attend the 2024 Annual General Meeting of Shareholders on April 23, 2024 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