

INVITATION LETTER TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

No. Bor Mor Jor 27 for the year 2019
.....

Siam Food Products Public Company Limited



บริษัท อาหารสยาม จำกัด (มหาชน)
Siam Food Products Public Company Limited

Thursday 24 January 2019 at 13.30 hours
at Rajpruek Ballroom, 2nd floor Sport Building, Rajpruek Club,
North Park Golf and Sport Club Co., Ltd. located
at 100 Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok.

21 December 2018

- Subject : Invitation letter to attend the Annual General Meeting of Shareholders No. Bor Mor Jor 27 for the year 2019
- To : Shareholders
Siam Food Products Public Company Limited
- Enclosure : 1) Copy of Minutes of Annual General Meeting of Shareholders No. Bor Mor Jor 26 for the year 2018
2) Annual Report for the year 2018
3) Profiles of Candidates Proposed for Appointment as the Company's Directors and Definition of Independent Director
4) Profile of Independent Director for Shareholders who wish to Appoint an Independent Director as Proxy
5) Table comparing the Articles of Association of Siam Food Products Public Company Limited with the new regulations
6) Articles of Association relating to the Meeting
7) Practical Guideline for Shareholders Meetings
8) Proxy Form B as Specified by Department of Business Development, Ministry of Commerce
9) Map location of the meeting place

The Board of Directors has passed a resolution to call The Annual General Meeting of the Shareholders No. Bor Mor Jor 27 for the year 2019 on Thursday 24th January 2019 at 13.30 hours at Rajpruek Ballroom, 2nd Floor Sport Building, Rajpruek Club, North Park Golf and Sport Club Co., Ltd. located at 100 Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok. to consider the agenda as follows:

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No. Bor Mor Jor 26 for the year 2018.

Fact and Reason: The Secretary of the Meeting has prepared Minutes of Ordinary Shareholders' Meeting, No. Bor Mor Jor 26 for the year 2018 which was held on 24th January 2018. The Board of Directors has duly considered and opined as correct corresponding to the resolution of the Shareholders' Meeting and thus proposed to the Ordinary Shareholders' Meeting to consider the certification of the Minutes of the Ordinary Shareholders' Meeting, No. Bor Mor Jor 26, for the year 2018 which was delivered to all shareholders along with the Invitation Letter to attend this Meeting. (as Enclosure No. 1).

Board of Directors' opinion: The Shareholders are advised to approve the said Minutes.

Agenda 2 To acknowledge the Company’s operational results for the year ended September 30,2018.

Fact and Reason: The company has prepared a report to the Board of Directors about the operating results for the year ended September 30, 2018 and the Board of Directors has duly considered and opined as correct, complete information and sufficient, and proposed to the Ordinary Shareholders’ Meeting in order to acknowledge the operating results for the year ended September 30, 2018 as appeared in the annual report delivered to the shareholders along with the Invitation Letter to attend this Meeting. (as Enclosure No. 2)

Board of Directors’ opinion: The Shareholders are advised to acknowledge the Company’s operational results for the year ended September 30, 2018.

Agenda 3 To consider and approve the Statement of Financial Position and Income Statements for the year ended September 30,2018.

Fact and Reason: The company has prepared the Statement of Financial Position and Income Statements for the year ended September 30, 2018 which have been independently audited. The Audit Committee and Board of Directors have considered and opined as correct, complete information and sufficient according to the generally accepted accounting principles and thus proposed to the Annual General Meeting of Shareholders to approve such Statement of Financial Position and Income Statements for the year ended September 30, 2018 as appeared in the section “Financial Statements” and “Report of the Audit Committee to the Shareholders” in annual report delivered to the shareholders along with the Invitation Letter to attend this Meeting. (as Enclosure No. 2).

Board of Directors’ opinion: The Shareholders are advised to approve the said Statement of Financial Position and Income Statements for the year ended September 30, 2018 which have been audited by the auditor and accepted by the Audit Committee.

Agenda 4 Consideration to approve the appropriation of net profit for the year ended September 30, 2018, legal reserve and dividend payment.

Fact and Reasons Dividend Policy: The Company has the policy to pay dividend of its net profit of each fiscal year after providing a legal reserve and carried forward of loss (if any) as required by law. However, the actual dividend payment will depend on the individual company’s cash flow position, investment plan, obligations and other conditions of the agreements as well as other necessities and appropriateness in the future.

Resulting from overall business operation and financial status, the company has net profit for the year ended September 30, 2018, amount Baht 168.98 million or Bath 8.05 per share.

Dividend Payment Comparison for 2016-2018 are as follows:

Items	2018 (year of proposal)	2017 (Oct 2017 – Sep 2018)	2016 (Jan-Sep 2017)
1. Net profit (loss) (Million Baht)	168.98	384.55	191.03
2. Earnings per share (in Baht)	8.05	18.31	9.10
3. Number of shares (Million shares)	21	21	21
4. Dividend per share (Baht)	8	16.50	9
5. Total dividend (Million Baht)	168	346.50	189
6. Payout ratio (as a percentage)	99.42	90.11	98.94

Board of Directors' opinion: At the Meeting of the Board of Directors No.1/2019 held on 27 November 2018, the Board resolved to propose to the Annual General Meeting of Shareholders for year 2019 to approve a dividend from the operating results for the year ended September 30,2018 and retained earning at the rate of Baht 8 per share for 21 million shares, totaling Baht 168 million. This dividend will be paid from the net profit which was subject to tax exemption profit, so there is no tax credit for unincorporated individual shareholders.

The name list of shareholders who have the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment was fixed on 11 December, 2018. The above dividend is scheduled to be paid on 15 February, 2019. However, the granting of such rights of the Company is not definite as it is pending approval from the Annual General Meeting of Shareholders

For the legal reserve allocation, there is no need to provide additional legal reserve as the company has reached the minimum 10 % of Baht 300 million registered capital as required by the law totalling Baht 30 million.

Agenda 5 Consideration to elect the director in replacement of the director who resigned by rotation.

Fact and Reason: Item 14 of the Articles of Association specifies that “At the Annual General Meeting of Shareholders, one third or nearest number to one third of Directors, shall vacate their office for the expiration of their term, and those Director can be re-elected.”

The directors to retire by rotation on this occasion would be as follows:

1. Mr. Prasit Kovilaikool
2. Mrs. Chaveevan Chandanabhumma
3. Mr. Chai Jroongtanapibarn
4. Mrs. Nidda Theerawatanachai

The company has announced on company’s website inviting the shareholders to nominate name of the person whom he considered as qualified for the selection including also proposed all agendas in advance since 1 August 2018 to 31 October 2018 but no names nor agenda was proposed to the company. Therefore, the company considered the opinions of the Nomination and Remuneration Committee that the four directors are fully qualified in accordance with the Public Limited Companies Act, and have knowledge, ability, experience in business related to the Company’s business operations The

Directors of the Company who have been nominated for election as a Director at the Annual General Meeting of Shareholders were able to comment independently and in accordance with the relevant rules. It is thus deemed appropriate to reelect them be Director and Independent Director

Board of Directors' opinion: The Meeting of Board of Directors No. 1/2019 held on 27 November 2018 resolved that the Annual General Meeting of Shareholders should consider to elect the four directors who resigned by rotation to be directors of the company for another term by electing each person as proposed by the Remuneration and Nominating Committee, namely,

1. Mr. Prasit Kovilaikool
2. Mrs. Chaveevan Chandanabhumma
3. Mr. Chai Jroongtanapibarn
4. Mrs. Nidda Theerawatanachai

In this regard, the history of the nominated person, details of ordinary shares holding in Siam Food Products PLC, details of the director or executive position assumed in listed company and company/other business including details about the relationship of the nominated person whose name is appeared in the documents (as Enclosure No. 3).

Agenda 6 To consider the approving the remuneration for directors for the year 2019.

Fact and Reason: The Remuneration and Nominating Committee will be responsible for the remuneration payment in first hand and propose to the Company's Board of Directors accepted before proposed to the Annual General Meeting of Shareholders for approval of the remuneration at maximum for each year, the setting of the position remuneration, and also the meeting allowance.

Remuneration and Nominating Committee's Opinion : The Remuneration and Nomination Committee resolved in accordance with the scope of duty and responsibility are assigned and at the same range as that offered to directors in listed companies of similar size and in the same industry, also the Company's performance, business environment and economy as a whole, the Remuneration and Nomination Committee proposed the remuneration for directors in the year 2019 not to exceed Baht 15 million the same as the previous year

Remuneration	2019 (year of proposal)		2018	
	(Baht/person/month)	(Baht/person/time)	(Baht/person/month)	(Baht/person/time)
1. Monthly remuneration				
1.1 Chairman of the Board of Directors	150,000	-	150,000	-
2. Meeting allowance (monthly)				
2.1 Vice Chairman of the Board of Directors	45,000	-	45,000	-
2.2 Director	30,000	-	30,000	-
3. Meeting allowance (time)				
3.1 Chairman of the Audit Committee	30,000	-	30,000	-
3.2 Director of the Audit Committee	5,000	-	5,000	-

3.3 Chairman of the Corporate Governance Committee	-	10,000	-	10,000
3.4 Chairman of the Risk Management Committee	-	10,000	-	10,000
3.5 Chairman of the Remuneration and Nominating Committee	-	10,000	-	10,000
3.6 Director of the Corporate Governance Committee	-	7,500	-	7,500
3.7 Director of the Risk Management Committee	-	7,500	-	7,500
3.8 Director of the Remuneration and Nominating Committee	-	7,500	-	7,500
4. Total Bonus for the year	Depend on performance		None	
5. Other benefits	None		None	

Board of Directors' opinion: The Meeting of Board of Directors No. 1/2019 held on November 27, 2018 considered the above-mentioned proposal from the Remuneration and Nomination Committee, by taking into account the suitability in various respects, including the directors' responsibilities and the Company's operational results for the previous year, as well as comparison to the companies listed on the Stock Exchange of Thailand in the same industry. It is deemed appropriate to propose that the Meeting of Shareholders set up the remuneration for directors of all committees for the year 2019 in the amount of not exceeding Baht 15 Million, which is equivalent to the prior year.

Agenda 7 To consider and appoint the auditor(s) and fix the auditing fee for the year 2019

Fact and Reason: Section 120 of the Public Limited Companies Act stipulates that the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee of the company every year. In appointing the auditor, the former auditor may be re-appointed.

Audit Committee's Opinion : Having considered the reliability, knowledge, expertise, provision of services and audit fee for auditing, as well as timely certification of the financial statements, the Audit Committee deemed that the auditor of KPMG Phoomchai Audit Limited has served as auditor of the Company for 11 years with good performance, therefore, it is deemed appropriate to propose the Annual General Meeting of Shareholders appoint the auditor of the same audit office to be the Company's auditor with each of 4 auditors namely Mr. Ekkasit Chuthamsatid, CPA Registration No. 4195 or Ms. Sureerat Thongarunsang, CPA Registration No. 4 4 0 9 or Ms. Pornthip Rimdusit, CPA Registration No. 5565 or Ms. Kanokorn Phooriphanyawanit, CPA Registration No. 10512 and agree with the proposed annual auditing fee and the quarter review for 3 quarters.

The audit fee of Siam Food Products PLC. are as follows:-

Unit : Baht

Remuneration	2019 (Oct 18 – Sep 19) year of proposal	2018 (Oct 17 – Sep 18)	Increase (Decrease)
Total annual auditing fee including 3 quarters reviewed fee	1,525,000	1,405,000	120,000

The fee does not include out of pocket expenses such as traveling, copy and other expenses relating to the audit.

Board of Directors' opinion: The Meeting of Board of Directors No. 1/2019 held on 27 November 2018 agree with the proposal of the Audit Committee to appoint the auditor of KPMG Phoomchai Audit Limited as the Company's auditor for accounting year ended 30 September 2019. In addition, it was resolved to propose the Annual General Meeting of Shareholders for the year 2019 consider to approve the appointment of the auditor and the audit fee as follows:

- 1) To appoint an auditor of KPMG Phoomchai Audit Limited as the Company's auditor, namely, either:
 - Mr. Ekkasit Chuthamsatid CPA Registration No. 4195
(signed the Company's financial statements for the year ended 30 September 2018)
 - Ms. Sureerat Thongarunsang CPA Registration No. 4409
 - Ms. Pornthip Rimdusit CPA Registration No. 5565
 - Ms. Kanokorn Phooriphanyawanit CPA Registration No. 10512

Either auditor to conduct the audit and sign for certification to the financial statements of the Company for financial statement ended September 30,2019. KPMG Phoomchai Audit Limited and the auditors mentioned above, are neither related to nor engaged in any conflict of interest with company, subsidiary company, our executives, our major shareholders or relatives of these persons. They are therefore independent to audit and express comment toward financial statements of the company.

Moreover, KPMG Phoomchai Audit Limited is the auditor of Quality Pineapple Products Co., Ltd, subsidiary of company, ASV International limited is the auditor of Siam food (2513) Co., Ltd, subsidiary of company, because the transaction of accounting do not much. However, the directors will be able to prepare financial statements in a timely period.

2) To determine the remuneration for the auditor including the quarter review for 3 quarters in the total amount of not exceeding Baht 1,525,000 The fee does not include out of pocket expenses such as traveling, copy and other expenses relating to the audit.

Agenda 8: Consideration of the amendment of the Articles of Association.

Fact and Reason: In order to comply with (a) the Announcement of the National Council for Peace and Order No. 74/2557 (A.D. 2014) Re: Electronic Conferencing dated on 27th June 2014, (b) Section 100 of the Public Limited Companies Act B.E.2535 amended by the Order of Head of the National Council for Peace and Order No. 21/2560 (A.D.2016) Re: Amendment to the Laws to Accommodate Business Operation, the Company needs to amend its Articles of Association i.e. Article 22, Article 23 paragraph 1 regarding electronic conferencing and Article 31 regarding calling for shareholders' meeting by shareholders, details are as appeared in the Enclosure No. 5.

Board of Directors' opinion: The Meeting of Board of Directors No. 1/2019 held on 27 November 2018 was of the opinion that the amendment to the Company's Articles of Association should be proposed to the Annual General Meeting of Shareholders for the year 2019 for approval, details are as appeared in the Enclosure No. 5 . In this regard, the Board of Directors requests the shareholders meeting to authorize the Company's authorized directors or persons designated by the Company's authorized directors to have the power to amend any statements as per the recommendation, opinion, or order of the registrar or other relevant government authority.

Required vote: Not less than three quarters (3/4) of the total number of votes of the shareholders present of the meeting and eligible to vote

Agenda 9 Consideration of other matters (if any)

The company had given the shareholders opportunity to propose agendas to Annual General Meeting of Shareholders for 2019 in advance between 1 August 2018 to 31 October 2018 by announcement via company's website but no any agenda was proposed.

The company fixed the record date on which the shareholders have the right to attend the Annual General Meeting of Shareholders for the year 2019 on December 11, 2018.

We cordially invite all shareholders of Siam Food Products PLC. to attend the Meeting according to the date, time and place as mentioned above and shall open for registration to attend the Meeting since 11.30 hours.

In this regard, the company has prepared a shuttle bus for shareholders to use the details of the service times and station are specified in the location map of the Meeting place (as Enclosure No. 9).

In this regard, in case of you shall authorize a proxy to attend the Meeting on your behalf, please authorize a person who is of legal age or authorize an independent director of the company (Police General Krisna Polananta whose detail is appeared in Enclosures No. 4) to attend the Meeting on your behalf by completing details and sign in Proxy. "Form B" (as Enclosure No. 8) and submit to the Chairman of the Meeting or to the person duly authorized by the Chairman, before the proxy shall attend the Meeting.

Yours faithfully,



(Mr. Graeme Anthony Cox)

President

(Translation)

Minutes of shareholders Annual General Meeting for the year 2018

Of

Siam Food Products Public Co., Ltd.

No. Bor Mor Jor. 26

Held on Wednesday 24 January, 2018

At Ratchapruek Ballroom Room, 2nd Floor, Rachapruek Sport Club Building,
North Park Golf & Sport Club Co., Ltd. located at 100, Village No. 3, Vibhavadi-Rangsit Road,
Laksi District, Bangkok Metropolis

Meeting date and time:

The Meeting was held on Wednesday 24 January, 2018 at 13.30 hours. At Ratchapruek Ballroom Room, 2nd Floor, Ratchapruek Sport Club Building, North Park Golf & Sport Club Co., Ltd., located at 100, Village No. 3, Vibhavadi Rangsit Raod, Laksi District, Bangkok Metropolis.

Mr. Thien Mekanontchai, Chairman of the company, acted as Chairman of the Meeting, notified all participants that 36 shareholders representing 54,173 shares and 75 proxies representing 17,322,105 shares which made the total 111 shareholders representing 17,376,278 shares were present. In accordance with the company's Articles of Association more than one third of the 21 million issued shares were present. The Chairman declared the meeting convened.

Prior to the meeting, the Chairman had introduced to the participants the company directors, executives and auditors from KPMG Phoomchai Audit Co., Ltd. as follows: -

Attending directors: -

- | | |
|---------------------------|--|
| 1. Mr. Thien Mekanontchai | Chairman of the Board of Directors and Chairman of Executive of Director |
| 2. Mr. Prasit Kovilaikul | Independent director, Chairman of Audit Committee

Chairman of the Remuneration and Nominating |

- | | |
|------------------------------------|--|
| | Committee and Chairman of the Corporate Governance Committee |
| 3. Mr. Ananta Dalodom | Independent director and Director of the Remuneration and Nominating Committee |
| 4. Mrs. Chaveevarn Chandanabhumma | Director, Executive of Director and Director of the Corporate Governance Committee |
| 5. Mr. Prasert Maekwatana | Vice Chairman of Board of Directors No.1, Vice Chairman of Executive Committee and Director of the Remuneration and Nominating Committee |
| 6. Mr. Siripol Yodmuangcharoen | Director, Executive of Director and Chairman of the Risk Management Committee |
| 7. Mr. Sithichai Chaikriangkrai | Vice Chairman of Board of Directors No.2, Executive of Director and Director of the Remuneration and Nominating Committee |
| 8. Mr. Chai Jroongtanapibarn | Independent director, Director of the Audit Committee and Director of the Risk Management Committee |
| 9. Police General Krisna Polananta | Independent director, Director of the Audit Committee and Director of the Corporate Governance Committee |
| 10. Ms. Pornpimol Chirtchoochai | Director and Executive of Director |
| 11. Mrs. Nidda Theerawatanachai | Director and Executive of Director |
| 12. Mr. Graeme Anthony Cox | Director, Executive of Director, Director of the Risk Management Committee and President |

At the present, the company has 12 directors, they have completely attended the meeting.

Attending executives: -

- | | |
|--------------------------------|--|
| 1. Mr. Kiartisak Lertsiriamorn | Executive Vice President of Corporate Administration and Company Secretary |
| 2. Ms. Sutiporn Rungsisirikul | Executive Vice President of Operations |
| 3. Mr. Wiboon Sukouichai | Senior Vice President of Finance & Administration |
| 4. Mr. Charnvit Subsanyakorn | Senior Consultant |

Auditors and representatives from KPMG Phoomchai Audit Co., Ltd.

1. Mr. Nirand Lilamethwat
2. Ms. Nittaya Chetchotirod
3. Mr. Ekkasit Chuthamsatid
4. Mr. Nipitpone Pipattanasub
5. Ms. Budsarin Asa

Ms. Pornpun Premratanachai Assistant Company Secretary explained the procedures for the meeting and voting methods.

The company had given the minority shareholders the opportunity to propose agenda items for the Annual General Meeting of Shareholders for the year 2018 in advance between 1 August, 2017 to 31 October, 2017 by announcement via the SET and company's website but no agenda items were proposed. The Meeting was conducted in accordance with the Good Governance principles in the part of voting and vote counting methods as follows: -

1. The meeting has 8 agenda items as present the details in the invitation letter to the shareholders meeting.
2. In the voting process, the voting rights are one share to one vote according to the Articles of Association item 33.
3. The company had submitted the vote card to shareholders who attended the meeting himself/herself or to the proxy who had been selected to vote as the shareholders' representative. Proxies who had already voted will not receive a vote card.
4. The ballots provided are used to vote for each agenda; If anybody does not agree or abstains, please show your hand, and submit vote cards to our officers for conclusion of the votes later.
5. The agreeing votes shall be counted from the votes of all attendants, deducted with the disagreeing votes and abstention votes in order to summarize the votes on each agenda without sending the voting card, except in the Agenda No. 5.

For the voting in the Agenda No. 5 regarding the election of substitute director for the resigning director, in order to be consistent with good governance principles of the Stock Exchange of Thailand, the shareholder who wishes to vote for agreement, disagreement or to abstain should vote in the voting card and give it to our officers to gather the points. The shareholder, who fails to send the voting card, shall be deemed to grant approval on such agenda.

6. Final determination of the votes on each agenda shall be as follows:

- Agenda No. 1, Agenda No. 3, Agenda No. 4, Agenda No. 5 and Agenda No. 7 must be granted approval from the shareholders' meeting with the majority votes of the attending shareholders being eligible for voting.

- Agenda No. 6 regarding the approval for the compensation of the Board of Directors in the year 2017 must be granted approval from the shareholders' meeting with not less than two-thirds of the total votes of the attending shareholders.

- Agenda No. 2: Reporting for information, no required resolution

7. Before voting for resolution of each agenda, the Chairman would provide the opportunity for attendees to inquire in the matter related to such agenda as deemed appropriate. The shareholder or proxy who wanted to inquire had to inform his/her name and surname to the Meeting before inquiry or any comment.

In addition, to ensure that the vote count is transparent, one shareholder volunteer and one Auditor will witness the counting of votes.

Once the shareholders understood the process of the meeting, the Chairman started the meeting according to the agenda.

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No. Bor Mor Jor 25 for the year 2017 held on 20 January, 2017

The Chairman proposed the Meeting to consider and approve the minutes of the Annual Ordinary Shareholders' Meeting, No. BorMorJor. 25 for the year 2017 held on 20 January, 2017 according to the details in the documents delivered to all shareholders with the invitation Letter to attend the Meeting page 9 to 21, total 13 pages.

The Meeting had considered and unanimously resolved to approve the Minutes of the Annual General Meeting of Shareholders No. Bor Mor Jor 25 based on following votes: -

Agreed	111 persons	total	17,376,278	votes or	100%
Disagreed	- persons	total	-	votes or	-
Abstained	- persons	total	-	votes or	-
Voided	- persons	total	-	votes or	-

Of total votes of shareholders attended and voted in the Meeting.

Agenda 2 To acknowledge the Company's operational results for the year ended September 30,2017.

The Chairman invited Mr. Graeme Anthony Cox, President to report the results of the Company's operations for the year ended September 30,2017.

Mr. Graeme Anthony Cox reported the Company's operational results for the year ended September 30,2017., the essence of the changes and results of operations as compared to last year. The details are as follow:

Unit: Million Baht

	Consolidated Income Statement		
	2017 (12 months) (Oct.16-Sep.17)	2016	
		(12 months) (Oct.15-Sep.16)	(9 months) (Jan-Sep.16)
<u>Statement of comprehensive income</u>			
Revenue from sale	3,510.53	4,086.58	3,077.43
Total income	3,586.18	4,261.52	3,201.60
Total expenses	3,311.78	3,984.89	3,049.47
Operating profit(loss)	209.07	196.25	119.63
Share of profit form Associated company	175.48	61.45	71.41
Net Profit (loss)	384.55	257.70	191.03

According to the management's analysis, the company's revenue in the year 2017 decreased from the same period last year by Baht 576 million, mainly due to a decrease in sales volume of Baht 151 million, sale price decreased by Baht 347 million, the baht appreciated by Baht 84 million. Costs decreased by Baht 707 million, mainly due to the decrease in sales volume of Baht 131 million, a 35% fall in the cost of fresh pineapple raw material equating to Baht 523 million and Baht 53 million for others. This resulted in a gross profit increase of Baht 131 million.

The president reported the more canned pineapple export statistics of the world. The demand for canned pineapple around the world was about 1 million tons calculated from the net weight of canned pineapple. Thailand has a market share of about 54%, but it dropped to 50% in 2017, while the Philippines had an export volume of 18% which also decreased from last year. Indonesian's export volume increased, while the price has dropped. Thailand's selling price was expected to decrease from \$ 16.61 to \$ 14.73 in 2016, decreased by 10% in 2017 and on December 2017, the price fell to \$ 13.16, or 19% from the previous year.

The demand for pineapple juice was estimated at 330,000 tons / year. In 2017, Thailand exported pineapple juice at a reduced rate to 32% because the price increased in the market. Between 2015 and 2016, the price of pineapple juice in the market has risen to \$ 2,000-2,500 / ton, and the price has dropped to \$ 1,300 / ton by mid-2017. Customers slowed down the orders because of the record high prices and combined with

health care trends for reduced sugar consumption. However, the lower price of pineapple juice will motivate customers to buy the concentrated pineapple juice mixing with other fruit juices again.

Thailand's pineapple production in 2017 was 1.83 million tons which was higher than 2014-2016. The average price of fresh pineapple decreased to 6.8 baht/kg. The risk going forward in 2018 is if pineapple supply falls and raw material prices start to rise again. Customers will slow down their orders and it may not be possible to pass on price increase in the short term, leading to the possibility of lower margins.

Moreover, the company has focused on the activities and projects that are beneficial to society and Anti-corruption policies, such as;

1) In 2017, Siam Food implemented “International Food Standard” (IFS) which is the food safety standard of France and Germany. We passed the audit and received the certificate in February 27, 2017 with a score of 96.94 %, at “Higher Level”, which is the highest grade. We can expand market share in Europe.

2) The company has had an Anti-corruption policy since 2014 and the company has become a member of Partnership Against Corruption for Thailand (PACT) and follows all the guidelines.

The Chairman asked shareholders to ask questions about the Company’s operational results for the year ended September 30,2017

Mrs. Sumontha Wattanasin, a shareholder, asked if when pineapple is in over-supply, raw material price decreased, the company should increase capacity to full capacity, expand the market in the country, do research, development and recommend the benefits of pineapple to the consumer, for example, pineapple contains bromelain to help reduce inflammation, the digestive system, protein digestion and sugar in the pineapple is Monosaccharide which can be absorbed immediately.

Mr. Graeme Anthony Cox thanked for her advice and explained that the company is in the process of research and development of new products, such as cooperated with Kasetsart University to do research on bromelain in pineapple and with Silpakorn University to do research and development of 4 new products and with Khon Kaen University for research on sweet potato, Jerusalem artichoke, etc. The company is developing new products and new packaging, like in a plastic cup. Customers in Europe have already purchased this product. In addition, we are considering increasing the production of seasonal fruits to use more factory capacity.

Mrs. Kiratika Panglad, a Proxy from the Thai Investors Association asked the meeting that from the risk assessment data reported by the company as appeared the Annual Report 2560 page 17-18, no personnel risk was identified. If there is a risk of employee resignation and how does the government's minimum wage increase in 2018 affect the company?

Mr. Graeme Anthony Cox said that at the present, the company has closely monitored employee turnover rate and turnover rate of executive is very low. The company has a clear succession plan so it can control this risk and has appropriately allocated labor in the production process to continuously control the wage rate.

The Meeting acknowledged as proposed.

Agenda 3 To consider and approve the Statement of Financial Position and Income Statements for the year ended September 30,2017.

The Chairman invited Mr. Kiartisak Lertsiriamorn Executive Vice President of Corporate Administration and Company Secretary to report the Statement of Financial Position and Income Statements for the year ended September 30, 2017.

Mr. Kiartisak Lertsiriamorn reported to the company that the Financial Statements for the year ended September 30, 2017 were delivered to the shareholders with the Invitation Letter to attend the Meeting page 84-86; The company's performances in the year 2017 ended September 30, 2017 comparing the company's performances for the year ended September 30, 2016 as audited by the certified auditor can be summarized as follows:

	2017	2016	Unit: Million Baht increase (decrease)
Total Assets	2,815	2,791	24
Total Liabilities	390	326	64
Shareholders' Equity	2,424	2,465	(41)
Profit/(loss) before Tax	384	191	193

Total Assets increased by Baht 24 million from 30 September 2016, such as cash and Cash equivalents increased by Baht 421.88 million, account receivable increased by Baht 24.84 million, inventory increased by Baht 38.67 million, equity securities available-for-sale decreased Baht 104.92 million, investment in an associate decreased Baht 144.38 million, property, plant and equipment decreased by Baht 58.38 million, Biological Assets decreased by Baht 20.96 million, prepaid income tax decreased by Baht 65.53 million.

The statements of financial position and Income Statements for the year period ended September 30, 2017 have been audited by the auditor and reviewed and approved by the Audit Committee. The Board of

Directors recommend that the Annual General Meeting should approve the statement of financial position and Income Statements for year ended September 30, 2017.

The Chairman invited the shareholders to ask questions about the operational results and financial position of the company.

Mrs. Sumontha Wattanasin Shareholder asked the reason for the administrative expenses in 2017 amounting to Baht 121.52 million , higher than the year 2016 of Baht 81.74 million which increased by Baht 39.78 million.

Mr. Chai Jroongtanapibarn Independent Director, Audit Committee and Member of the Risk Management Committee explained that the company changed its accounting year from December as September, therefore, the comparison of the statement of income for the year 2017 of 12 months (October 2016 - September 2017) with the year 2016 of 9 months (January - September 2016) were different. The details were provided in the remark no.24 of the financial statements at page 169.

D.D.S.Nopparat Thongprasert a proxy for Mrs.Buachan Wongsa a shareholder asked for the reason of the loss on amortization of goods in 2017 amounted to Baht 14.35 million, compared to Baht 2.22 million for the year 2016. The Company should seek further solutions.

Ms. Sutiporn Rungsisirikul Executive Vice President, Operations Department, said that since the year 2017, the price of pineapple juice had fallen by more than half from 2016, therefore, the customer made a negotiation, brought grade A product, ignored grade B and found that the quality did not meet the export criteria. The product was deteriorating over the past year.

Mr. Chalee Promdamrong, a shareholder, asked how to record investment income with very different numbers between the consolidated financial statements and the separate financial statements. This is because of the different dividend record in the remark of financial statements no. 22.

Mr. Wiboon Sukouichai Senior Vice President, Finance and Administration explained that it's because the accounting standard that requires the separate financial statements to receive dividends from associates was recorded as dividends. The consolidated financial statements were accounted for using the equity method.

Since there were no other questions from any shareholder, the Chairman thus requested the Meeting to consider to approve the Statement of Financial Position and Income Statements for the year ended September 30, 2017.

The Meeting approve the Statement of Financial Position and Income Statements for the year ended September 30, 2017 as proposed based on following votes: -

Agreed	108 persons	total 17,272,478 votes or	99.403 %
Disagreed	3 persons	total 103,800 votes or	0.597 %

Abstained - persons total - votes or -
 Voided - persons total - votes or -

Of total votes of shareholders attended and voted in the Meeting.

Agenda 4 Consideration to approve the appropriation of net profit for the year ended September 30, 2017, legal reserve and dividend payment.

The Chairman invited Mr. Kiartisak Lertsiriamorn Executive Vice President of Corporate Administration and Company Secretary to report the allocation of net profit for the year 2017, legal reserve and dividend payment.

Mr. Kiartisak Lertsiriamorn reported that the Company had legal reserve at Baht 30 million, which is 10 percent of the registered capital of Baht 300 million. Resulting from the overall business operation and financial status, the company has a net profit for the year ended September 30, 2017, at Baht 346.50 million or Baht 16.50 per share or 90.11%.

1) The Company had paid the interim dividend for the performance in the first six months ended March 31, 2017 at the rate of Baht 6.50 per share.

2) The remaining dividend will be paid to shareholders at the rate of Baht 10 per share for 21 million shares, totaling Baht 210 million. This dividend will be paid from the net profit which was subject to tax exemption, so there is no tax credit for personal shareholders. The name list of shareholders for the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment is made on 7 December, 2017. The above dividend is scheduled to be paid on 16 February, 2018.

Dividend Payment Comparison with the operational result during 2015-2017

Items	2017 (year of proposal)	2016 (Jan-Sep)	2015
1. Net profit (loss) (Million Baht)	384.55	191.03	(88.46)
2. Earnings per share (in Baht)	18.31	9.10	(4.22)
3. Number of shares (Million shares)	21	21	21
4. Dividend per share (Baht)	16.50	9	0
5. Total dividend (Million Baht)	346.50	189	0
6. Payout ratio (as a percentage)	90.11	98.94	0

The Chairman invited the shareholders to ask questions about the appropriation of net

profit for the year ended September 30, 2017, legal reserve and dividend payment.

There were no more questions. The Chairman asked the meeting to consider and approve the appropriation of net profit for the year ended September 30, 2017, legal reserve and dividend payment.

The meeting unanimously approved a dividend from the operating results for the year ended September 30, 2017, at Baht 346.50 million or Baht 16.50 per share.

1) The Company had paid the interim dividend for the performance in the first six months ended March 31, 2017 at the rate of Baht 6.50 per share.

2) The remaining dividend will be paid to shareholders at the rate of Baht 10 per share for 21 million shares, totaling Baht 210 million. This dividend will be paid from the net profit which was subject to tax exemption, so there is not tax credit for person shareholders. The name list of shareholders for the right to attend the Annual General Meeting of Shareholders and to receive the dividend payment is made on 7 December, 2017. The above dividend is scheduled to be paid on 16 February, 2018 and the Company had legal reserve at Baht 30 million, which is 10 percent of the registered capital of Baht 300 million as follows: -

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

Of total votes of shareholders attended and voted in the Meeting.

Agenda 5 Consideration to elect directors in replacement of directors who resigned by rotation.

The Chairman invited Ms. Pornpun Premratanachai Assistant Company Secretary to report the election of directors to replace the directors who resign by rotation.

Ms. Pornpun Premratanachai reported that pursuant to the Articles of Association of the company, article 14 stipulated that one-third of total directors shall resign by rotation at the Annual General Meeting of Shareholders. In this Meeting, there were 4 persons to resign as follows: -

1. Mr. Siripol Yodmuangcharoen
2. Mr. Prasert Maekwatana
3. Mr. Sithichai Chaikriangkrai
4. Ms. Pornpimol Chirtchoochai

The history and working experience of each director was shown in the Invitation Letter to attend the Meeting page 25-31 as delivered to the shareholders.

The Remuneration and Nominating committee informed that all those 4 resigned directors were knowledgeable and capable, benefited the company management. The committee therefore proposed those 4 directors for re-election as directors of the company for a further term.

As previously informed to the shareholders that to comply with good governance principles, in this agenda, all shareholders were requested to vote to elect each director by the voting card whether agreed, disagreed or abstained. In voting for each director, the officer would firstly collect the disagreed and abstained cards and followed with the agreed card.

The meeting approved to reappoint the four directors according to the following votes: -

5.1 Mr. Siripol Yodmuangcharoen

Agreed	110 persons	total 17,375,780	votes or	99.997%
Disagreed	1 persons	total 498	votes or	0.003%
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

5.2 Mr. Prasert Maekwatana

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

5.3 Mr. Sithichai Chaikriangkrai

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

5.4 Ms. Pornpimol Chirtchoochai

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

Of total votes of shareholders attended and voted in the Meeting.

Agenda 6 To consider the approving the remuneration for directors for the year 2018.

The Chairman asked Mr. Prasit Kovilaikul Independent director, Chairman of Audit Committee,

Chairman of the Remuneration and Nominating Committee and Chairman of the Corporate Governance Committee, to report this agenda to the meeting.

Mr. Prasit Kovilaikul reported that for Directors' remuneration and Directors' fees for the fiscal year 2018, the Remuneration and Nominating Committee proposed that the shareholders should approve to pay a total not exceeding Baht 15 million the same as the previous year based on the responsibility, company's performance and compared to the same business in the SET and consider the payment of Board Director's bonus for the year 2017 totaling Baht 550,000 except the President. In addition, in 2017, the Company paid directors' remuneration and directors' remuneration totaling Baht 6,730,000, which was within the amount of Baht 15 million approved by the shareholders' meeting.

The meeting approved to pay a Director's bonus to the Board of Directors for the fiscal year 2017 totally Baht 550,000 except the President and the Board of Directors' remuneration and Directors' fee for the fiscal year 2018 will not exceed Baht 15 million as proposed by vote as follows:

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

Of total votes of shareholders attended and voted in the Meeting.

Agenda 7 To consider and appoint the auditor(s) and fix the auditing fee for the year 2018

The Chairman asked Mr. Prasit Kovilaikul Independent director , Chairman of Audit Committee, Chairman of the Remuneration and Nominating Committee and Chairman of the Corporate Governance Committee, to report this agenda to the meeting.

Mr. Prasit Kovilaikul reported that the audit committee had considered the credibility, knowledge, ability and auditing fee for 10 years which the auditors from KPMG Phoomchai Audit Co., Ltd. had performed good services. It was thus appropriate to propose the Meeting to appoint KPMG Phoomchai Audit Co., Ltd. as auditor of the company whereby one among the following was authorized to audit and sign to certify the financial statements of the company for the accounting fiscal year 2018 as follows: -

- Mr. Ekkasit Chuthamsatid CPA No. 4195
- Ms. Sureerat Thongarunsang CPA No. 4409

- Ms. Pornthip Rimdusit CPA No. 5565
- Ms. Napaporn Sathitthammaporn CPA No. 7494

Remuneration for the auditor including the quarterly review for 3 quarters for the accounting fiscal year ended September 30,2018 in the total amount not exceeding Baht 1,405,000 The fee does not include out of pocket expenses such as traveling, copy and other expenses relating to the audit.

Acting Sub Lt. Phisit Suthilaksanaporn a shareholder asked for the reason of the increase of the audit fee of Baht 150,000.

Mr. Chai Jroongtanapibarn Independent Director Audit Committee and the Risk Management Committee informed that the audit fee had not been increased since last year. In addition, the auditor had to work more because there were changes in the auditing standards and many accounting standards, the Audit Committee considered that the adjustment of this audit fee was appropriate.

The Meeting appointed Mr. Ekkasit Chuthamsatid CPA No. 4195 or Ms. Sureerat Thongarunsang CPA No. 4409 or Ms. Napaporn Sathitthammaporn CPA No. 7494 of KPMG Phoomchai Audit Limited to be the Auditor of Siam Food Products Public Company Limited for the fiscal year ended September 30,2018 and 3 quarters audit with the total audit fee of Baht 1,405,000 an increase of Baht 150,000 from the previous year. The fee does not include out of pocket expenses such as traveling, copy and other expenses relating to the audit. The meeting unanimously approved this agenda as follows:

Agreed	111 persons	total 17,376,278	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

Of total votes of shareholders attended and voted in the Meeting.

Agenda 8: Others

None

The Chairman invited the shareholders to raise additional questions.

Mrs.Sumontha Wattanasin a shareholder asked the company to organize for shareholders to visit the company's factory.

The Chairman asked the Management to organize for shareholders to visit the company's factory.

Since, there were no other matters to be proposed to the meeting. The Chairman thanked all shareholders for attending the meeting

The meeting was adjourned at 15.17 hours.



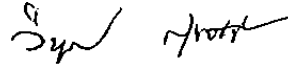
(Mr. Thien Mekanontchai)

Chairman



(Mr. Kiarttisak Lertsiriamorn)

Company Secretary



(Mr. Wiboon Suk-ouichai)

Recorder

Brief history and related details of person nominated as director and definition of independent director of the company.

1. Brief history of the nominated person

1.1 Name – Surname:	Mr. Prasit Kovilaikool
Date of birth	: 22 June 1943
Age	: 75 years
Nationality	: Thai
Address	: 1176/48 , Nanglynchee Road, Chongnonsi Sub-district, Yannawa District, Bangkok 10120
Education	: LL.B (2nd Class Honour) Chulalongkorn University LL.M., Columbia University, New York, U.S.A. Thai Barrister-at-Law
Director Training Course	: Finance for Non-Finance Director (FND) Corporate good governance Director Accreditation Program (DAP) No.41/2005 Thai Institute of Director (IOD)
Specialized field	: Business Administration and Business Relation



Current position:

- The listed company in Thai Stock Exchange: 3 companies

20 April 2010-Present	Independent Director	Siam Food Products PCL.
20 February 2012-Present	Chairman of the Audit Committee Chairman of the Remuneration and Nominating Committee	Siam Food Products PCL.
24 February 2014-Present	Chairman of the Corporate Governance Committee	Siam Food Products PCL.
2010-Present	Chairman of Board of Directors, Independent Director , Compensation and Remuneration Committee Member	Oishi Group PCL.
2010-Present	Independent Director , Chairman of the Audit Committee	Berli Jucker Public Co., Ld.
- Non-listed company in Thai Stock Exchange: 1 companies

2012 - Present	Independent Director and Chairman of Audit Committee,	Thai Beverage PLC.
-	Any other committee (government)	
2018 – Present	Member of National Housing Policy Committee	Ministry of Social Development and Human Security
2001 – Present	Counselor, Property Management Committee	Thai Red Cross Society
1990 - Present	Lecturer , Legal Education Institute of The Thai Bar .	The Thai Bar
1989 - Present	Law Counsellor	Council of State (Office of the Prime Minister)

Position in other business which may cause conflict of interest to the company: None

Legal dispute in criminal case related to the property under honest action: None

Position held:

- Has been appointed as Independent Director of Siam Food Products PLC. since 20 April 2010 until presence.
- Has been appointed as the Audit Committee and Chairman of Compensation and Recruitment Committee of Siam Food Products PLC. since 20 February 2012 until presence.
- Has been appointed as Chairman of the Corporate Governance Committee of Siam Food Products PLC. since 24 February 2014 until presence.

Category of director : The director who is successfully passed the consideration of to be appointed Compensation and Recruitment Committee.

Shares holding in the company: None (0% of total shares)

Number of year assuming the director position: 8 years 9 month

The total amount of time of holding the position until retiring in this time: 11 years 9 months

Office term in director position:

- 1st time: 20 April 2010 – 24 April 2013, 3 years 0 month
- 2nd time: 24 April 2013 – 22 April 2016 3 years 0 month
- 3rd time: 22 April 2016 – 24 January 2018, 2 years 9 month

Attendance in Board of Directors' Meeting and other Directors' Meeting

- Attended the Board of Directors' Meeting for 2018, 6 Meetings from total 7 Meetings
- Attended the Audit Committee Member Meeting for 2018, 4 Meetings form total 4 Meetings
- Attended the Remuneration Committee Member Meeting for 2018, 2 Meetings form total 2 Meetings
- Attended the Corporate Governance Committee Meeting for 2018, 2 Meetings from total 2 Meetings



1.2 Name – Surname: Mrs. Chaveevarn Chandanabhumma

Date of birth : 1 February 1947

Age : 71 years

Nationality : Thai

Address : 254 Orchid Villa , Ladprao 71
(Praditmanootham 10)
Klong Chaokhunsingh Sub-district,
Wangthonglang District, Bangkok 10310

Education : BA (Economics) - Honor Thammasart University
MA (Economics Development) Vanderbilt University U.S.A.

Director Training Course : Top Executive Program in Commerce and Trade : TEPCoT Class 3
Audit Committee Program (ACP) No. 36/2011
Director Accreditation Program (DAP) No. 87/2011
Thai Institute of Director (IOD)

Specialized field : International Trade Relations, International Economics Development

Current position:

- The listed company in Thai Stock Exchange: 1 companies

13 November 2007 - Present Director , Executive Director Siam Food Products PCL.

24 February 2014 - Present Director of the Corporate Governance Committee Siam Food Products PCL.

- Non-listed company: 1 companies

2015- Present Chairman of Board of Directors Siam Food (2513) Co., Ltd.

Position in other business which may cause conflict of interest to the company: None

Legal dispute in criminal case related to the property under honest action: None

Position: - Has been appointed as Director of Siam Food Products PLC. since 13 November 2007 until present.

- Has been appointed as Director of the Corporate Governance Committee of Siam Food Products PLC. since 24 February 2014 until present.

Category of director: The director who is successfully passed the consideration of to be appointed Compensation and Recruitment Committee.

Shares holding in the company: None (0% of total shares)

Number of year assuming the director position: 11 years 2 month

The total amount of time of holding the position until retiring in this time: 14 years 2 months

Office term in director position:

- 1st time: 13 November 2007 – 21 April 2010, 2 year, 5 month
- 2nd time: 21 April 2010 – 24 April 2013, 3 years 0 month
- 3rd time: 24 April 2013 – 22 April 2016 3 years 0 month
- 4th time: 22 April 2016 – 24 January 2018, 2 years 9 month

Attendance in Board of Directors' Meeting and other Directors' Meeting

- Attended the Board of Directors' Meeting for 2018, 7 Meetings from total 7 Meetings
- Attended the Executive Board's Meeting for 2018, 10 Meetings from total 11 Meetings
- Attended the Corporate Governance Committee Meeting for 2018, 2 Meetings from total 2 Meetings



1.3 Name – Surname: Mr.Chai Jroongtanapibarn

Date of birth : 25 November 1954

Age : 64 years

Nationality : Thai

Address : 170 Ramkhamhaeng Road 26/1,
Huamark, Bangkok, Bangkok 10240

Category of director : Independent Director who has been successfully passed the consideration of
to be appointed Compensation and Recruitment Committee.

Education : Bachelor Degree in Accounting, Chulalongkorn University
Master Degree in Accounting, Thammasart University

Director Training Course : Director Certification Program (DCP) No. 29/2003
Audit Committee Program (ACP) No. 4/2005
Thai Institute of Directors (IOD)

Specialized field : Accounting and Business Relations

Current position:

- The listed company in Thai Stock Exchange of Thailand: 7 companies

25 October 2007 – present	Independent Director and Director of the Audit Committee	Siam Food Products PCL.
6 August 2014 – present	Director of Risk Management Committee	Siam Food Products PCL.
2006 – present	Independent Director, Audit Committee and Chairman of Risk Committee	Oishi Group PCL.
2004-2014	Independent Director and Chairman of Audit Committee	Thai Metal Trade PLC.
2014 – present	Chairman and Chairman of Audit Committee	Thai Metal Trade PLC.
2003 – present	Independent Director	Siam Future Development PLC.
2002 – present	Independent Director and Chairman of the Audit Committee	Major Cineplex Group PCL.
2000 – present	Independent Director and Chairman of the Audit Committee	Team Precision PCL.
2018 – present	Chairman and Independent Director	Veranda Resort PLC.

- Non-listed company in Thai Stock Exchange of Thailand: 0 company

Positions in other business which may cause conflict of interest to the company: None

Legal dispute in criminal case related to the property under honest action: None

Position held : - Has been appointed as Independent Director and Audit Committee Member of Siam Food

Products PLC. since 1 October 2013 until presence.

- Has been appointed as Director of Risk Management Committee of Siam Food Products PLC. since 6 August 2014 until present.

Shares holding in the company: None (0% of total shares)

Number of year assuming the Director position: 11 years 3 months

The total amount of time of holding the position until retiring in this time: 14 years 3 months

Office term in director position:

- 1st time: 25 October 2007 – 24 April 2010 2 years 6 months
- 2nd time: 24 April 2010 – 24 April 2013 3 years 0 month
- 3rd time: 24 April 2013 – 22 April 2016 3 years 0 month
- 4th time: 22 April 2016 – 24 January 2018, 2 years 9 month

Attendance in Board of Directors' Meeting and other Directors' Meeting

- Attended the Board of Directors' Meeting for 2018, 7 Meetings from total 7 Meetings
- Attended the Audit Committee Member Meeting for 2018, 4 Meetings form total 4 Meetings
- Attended the Risk Management Committee Meeting for 2018, 4 Meetings form total 4 Meetings



1.4 Name – Surname: Mrs. Nidda Theerawatanachai

Date of birth : 21 October 1962

Age : 56 years

Nationality : Thai

Address : 99/90 Phutthamonthon Sai 1 Rd., Chimphi,
Taling Chan, Bangkok, 10170

Education : Bachelor Degree of Accounting UTCC International College
Master Degree of Accounting Chulalongkorn University

Director Training Course : Director Certification Program (DCP) No. 135/2010
Company Secretary Program (CSP) No.10/2005
Thai Institute of Directors (IOD)

Specialized field : Accounting and Business Relations

Current position:

- The listed company in Thai Stock Exchange of Thailand: 1 companies

1 October 2013 - Present	Director and Executive of Director	Siam Food Products PCL.
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- Non-listed company in Thai Stock Exchange of Thailand: 37 company

2018 - Present	Director	Siribhakhitham Co.,Ltd.
2018 - Present	Director	Inter Horeca Co.,Ltd.
2018 - Present	Director	Tspace Digital Co., Ltd.
2018 - Present	Director	TCC Business Management Co., Ltd.
2018 - Present	Director	Taveephol Agriculture Co., Ltd.
2018 - Present	Director	Taveephol Agriculture (2013) Co., Ltd.
2018 - Present	Director	Siridamrongdham Co.,Ltd.
2017 - Present	Director	Group of One Bangkok Holdings Co.,Ltd. and Affiliates
2017 - Present	Director	Group of TCC Asset (Thailand) Co.,Ltd. and Affiliates
2017 - Present	Director	Dhanasindhi Co., Ltd.
2017 - Present	Director	Bhakdivattana Co.,Ltd.
2016 - Present	Director	Vadhanabhakdi Co.,Ltd.
2016 - Present	Director	Group of Wattanapat Trading Co.,Ltd. and Affiliates
2016 - Present	Director	Arun Siripatana PCL.
2016 - Present	Director	Siriwana Co.,Ltd.
2016 - Present	Director	Golden Wealth Co.,Ltd

2015 - Present	Director	Group of TCC Sports and Recreation Co.,Ltd. and Affiliates
2015 - Present	Director	Siam Food (2513) Co., Ltd.
2015 - Present	Director	TCC Holding (2519) Co.,Ltd.
2015 - Present	Director	Thippatana Arcade Co.Ltd.
2014 - Present	Director	TCC Corporation Co.,Ltd.
2014 - Present	Director	Southeast Joint Venture Co.,Ltd.
2014 - Present	Director	Tonic International Co.,Ltd.
2015 - Present	Director	Group of TCC Land Development Co.,Ltd. and Affiliates
2012 - Present	Director	Terragro Developmeny Co., Ltd.
2012 - Present	Director	Pornpatanasin Co.,Ltd.
2012 - Present	Director	Lan Chang Development Co., Ltd.
2010 - Present	Director	Eastern Chemical Co.,Ltd.
2009 - Present	Director	T.C.C.TECHNOLOGY CO.,LTD.
2009 - Present	Director	Group of Plantheon Co.,Ltd..and Affiliates
2009 - Present	Director	Group of Cristalla Co.,Ltd. and Affiliates
2009 - Present	Director	Terragro Fertilizer Co., Ltd.
2009 - Present	Director	Plantheon Trading Co., Ltd.
2009 - Present	Director	Terragro Bio-Tech Co.,Ltd.
2008 - Present	Director	Sugar Cristalla Co., Ltd.
2008 - Present	Director	Terragro Co.,Ltd.
2008 - Present	Director	Thai Alcohol PCL.

Positions in other business which may cause conflict of interest to the company: None

Legal dispute in criminal case related to the property under honest action: None

Position held : Has been appointed as Director and Executive of Director of Siam Food Products PLC. since 1 October 2013 until presence.

Category of director : Director who has been successfully passed the consideration of to be appointed Compensation and Recruitment Committee.

Shares holding in the company: None (0% of total shares)

Number of year assuming the Director position: 5 years 4 months

The total amount of time of holding the position until retiring in this time: 8 years 4 months

Office term in director position:

- 1st time: 1 October 2013 – 22 April 2016 2 years 7 months
- 2nd time: 22 April 2016 – 24 January 2018, 2 years 9 month

Attendance in Board of Directors' Meeting and other Directors' Meeting

- Attended the Board of Directors' Meeting for 2018, 7 Meetings from total 7 Meetings
- Attended the Executive Board's Meeting for 2018, 11 Meetings from total 11 Meetings

2. The details of person who was nominated as independent director about several kinds of benefits with the company, major company, minor company, joint venture of juristic person which may cause conflict in presence or during the past 2 years.

Nature of benefit	Name list of directors proposed for appointment as Independent Director	
	Mr. Prasit Kovilaikool	Mr.Chai Jroongtanapibarn
(1) Is / is not the Director who involved to manage officer and staff or consultant who earned permanent wage.	None	None
(2) Is / is not the provider of professional service, such as, auditor or legal consultant	None	None
(3) Has / do not have business relation, such as, purchase / sale of raw material / goods / service to grant of loan or obtain loan	None	None

3. Definition of Independent Director

Independent director is the director who is independent from the major shareholders, the company's executives and other concerned parties. The independent directors shall serve as the protectors of benefits for all shareholders equally.

The definition of the independent director is indistinguishable to the qualifications prescribed by the Office of Securities and Exchange Commission and the Bank of Thailand.

The company's independent director and audit committee must possess qualifications as follows;

1. Holds share not less than 1% of paid up capital of the company, subsidiaries, affiliates and related companies. This shall include shares held by related persons.
2. Is not or never been the director who involved in management, employee, consultant who earned permanent wage nor person duly authorized to control the company, parent company, subsidiary, affiliate or minor company at the same rank, major shareholder or the person who has power to control unless such person is resigned from those statuses for not less than 2 years before being appointed.
3. Does not have or never had business relationship or provided professional service to any company, parent company, subsidiary, affiliate, major shareholder or the person who has power to control in the manner which may object the independent use of discretion and is not or never been the major shareholder or person who has

power to control of any party who has business relation with the company subsidiary, affiliate, major shareholder or the person who has power to control unless such person is resigned from those statuses for not less than 2 years before being appointed. Such relations inclusively mean:-

3.1 Normal transaction, the matter related to the asset/service, to give or receive financial assistant that exceeding 20 m. baht or 3% of net tangible asset subject to whichever is lower.

3.2 Providing other professional services, such as, financial consultant, legal consultant, asset appraisal for exceeding 2 m. baht / year.

In this regard, in case of business relation or professional service is exceeding such prescribed value, approval must be firstly granted by the Board that such business relation and professional service do not impact the performance of assigned duties and independent expression of comment and such comment of the Board disclosed in Form 56-1 / Annual Report / Invitation Letter (in case of extension of position).

4. Is not or never been the auditor of any company, parent company, subsidiary, affiliate, major shareholder or the person who has power to control or partner of the Auditing Office where such auditor is working for unless such person is resigned from those statuses for not less than 2 years before being appointed.

5. Does not have any relation by blood or by lawful registration, namely, no any relation as parents, spouse, relatives and children including spouse of the child of the executive, major shareholder, the person who has power to control or the person who is proposed as executive or the person duly empowered to control the company or subsidiary.

6. Not being the director who is elected as proxy of the company's director, major shareholder or the shareholder who is related to the major shareholder of the company.

7. Free from any character that prevent him to independently express comment about operation of the company.

8. In case of being authorized from the Board of Directors to make decision about business operation of the company, parent company, subsidiary, affiliate and minor company at the same rank, major shareholder or the person who has power to control based on collective decision, such independent director must not be the Audit Committee.

9. Able to assume the position of director who does not involve in management or independent director of the company in the group but is required to disclose information about assuming in the position of independent director in the group and total compensation received from the group in form 56-1 and annual report (not necessary to disclose compensation separately by each company).



Information of Independent Director
For Shareholders who wish to Appoint an Independent Director as Proxy
Siam Food Products Public Company Limited

Name	Police General Krisna Polananta	
Ages	68 years	
Nationality	Thai	
Address	4069 Yohinpattana 11 yak 5, Praditmanoontham Road, KlongChan, Bangkok Bangkok Metropolis	
Education	Master of Business Administration National Institute of Development Administration (NIDA)	
Qualification	Bachelor of Public Administration Royal Police Cadet Academy (RPCA)	
Director Training Course	Director Accreditation Program (DAP), No.86/2010 Thai Institute of Director (IOD)	
Working experience (within 5 years)		
7 August 2013 - Present	Independent Director	Siam Food Products PLC.
24 February 2014 - Present	Director of the Corporate Governance Committee	Siam Food Products PLC.
20 August 2015 - Present	Audit Committee Member	Siam Food Products PLC.
February 2012 - Present	Independent Director and Audit Committee Member	Beril Jucker PLC.
Present	Director	Master Car Rental Co.,Ltd.
April 2013 – June 2014	Independent Director and Chairman of Audit Committee	MCOT PLC.
October 2013 – June 2014	Independent Director and Chairman of Audit Committee	Air Ports of Thailand PLC.
Legal Record in past 10 years	- None -	
SFP Shareholding	- None -	
Director or executive position in other companies which may result in conflicts of interests	- None -	
Agenda of connected transaction	None except agenda 6 : To consider the approving the remuneration for directors for the year 2019.	

Table comparing the Articles of Association of Siam Food Products Public Company Limited with the new regulations

Existing Regulations	New Regulations	Reason
<p>Article 22. Board of Directors must call a meeting at least once in every two months, at the location where the head office of the company is located, or other locations from time to time as deemed appropriate by the Board of Directors.</p>	<p>Article 22. Board of Directors must call a meeting at least once in every two months, at the location where the head office of the company is located, or other locations from time to time as deemed appropriate by the Board of Directors.</p> <p><u>The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with the conditions and procedures prescribed by the law.</u></p>	<p>Announcement of the National Council for Peace and Order No. 74/2557 (A.D.2014) Re: Electronic Conferencing</p> <p>Clause 1 In this Announcement of the National Council for Peace and Order:</p> <p>“Electronic conferencing” means a conference required to be held by law, that is conducted through electronic media, whereby at least one third of the quorum shall attend the conference at the same conference venue and</p>
<p>Article 23 paragraph 1 A meeting of the Board of Directors must attended by at least one-half of the number of total Directors to constitute a quorum. In case the Chairman is not present, or unable to conduct his duties, if Deputy Director is available, the Deputy Director shall act as the Chairman. If there is no Deputy Director or unable to perform the duty, the Directors presented shall elect one of the Directors to act as Chairman of the meeting.</p>	<p>Article 23 paragraph 1 A meeting of the Board of Directors must attended by at least one-half of the number of total Directors to constitute a quorum.</p> <p><u>The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with the Order of the Head of the National Council for Peace and Order No. 74/2557.</u></p> <p><u>Announcement of the Ministry of Information and</u></p>	<p>all of the conference attendees shall have their presence in the Kingdom of Thailand at the time during which the conference is held, although they are not present at the same venue but they are capable of attending the conference, consultation and discussion, as well as expression of their opinions via electronic media.</p> <p>Clause 5. A notice calling for a conference and related documents may be sent by an electronic mail. In this</p>

<p>Decision of the meeting shall be decided by majority of the votes.</p> <p>A Director has one vote in any voting, except the case concerned with benefits of the director, he shall not have the right to vote in that case. If vote counts are equal, the Chairman of the meeting can provide one vote to decide as the final decision.</p>	<p><u>Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 and other laws related to the teleconference, including any amendments thereof.</u></p> <p>In case the Chairman is not present, or unable to conduct his duties, if Deputy Director is available, the Deputy Director shall act as the Chairman. If there is no Deputy Director or unable to perform the duty, the Directors presented shall elect one of the Directors to act as Chairman of the meeting.</p> <p>Decision of the meeting shall be decided by majority of the votes.</p>	<p>regard, the person in charge of arranging the conference must keep a copy of the notice of the conference and related documents as evidence, which may be stored in electronic data format.</p>
<p>Article 31. Shareholders with combined total shares of <u>not less than one-fifth of total shares sold, or a number of not less than twenty-five Shareholders, whose combined total shares of not less than one-tenth of the total shares sold</u>, can jointly singed a request for Board of Directors to call an Extraordinary Meeting at any time, but reasons for the request must be clearly stated in such request. In such case the Board of Directors <u>must arrange for a Shareholders</u></p>	<p>Article 31. <u>One or more shareholder(s) holding not less than ten percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.</u></p>	<p>Order of the Head of the National Council for Peace and Order No. 21/2560 On Amendments of Laws to Facilitate the Ease of Doing Business</p> <p>“Section 100 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the</p>

<p><u>Meeting within one month</u> from the date the request from Shareholders was received.</p>	<p>In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this regulation, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>reasons for calling such Meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>“In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>“In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as</p>
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		prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”
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ARTICLES OF ASSOCIATION OF SIAM FOOD PRODUCTS PCL. No. Bor Mor Jor 27

MEETING OF SHAREHOLDERS.

Article 29. Board of Directors must arrange for shareholders meeting as Ordinary Annual General Meeting within four months from the ending date of annual accounting period of the company.

Other shareholders meetings other than that specified in paragraph one, shall called Extraordinary Meetings.

Article 30. Board of Directors can call for an Extraordinary Meeting at any time as they deemed appropriate.

Article 31. Shareholders with combined total shares of not less than one-fifth of total shares sold, or a number of not less than twenty-five Shareholders, whose combined total shares of not less than one-tenth of the total shares sold, can jointly singed a request for Board of Directors to call an Extraordinary Meeting at anytime, but reasons for the request must be clearly stated in such request. In such case the Board of Directors must arrange for a Shareholders Meeting within one month from the date the request from Shareholders was received.

Article 32. In calling for such meeting, Board of Directors to prepare notice memorandum for appointment to the meeting, stating location, date, time, agenda, and matters to be introduced to the meeting, to include proper details as appropriate by clearly stated whether the matters shall be present for acknowledgement, for approval or for consideration, as the case may be, also with opinion of the Board of Directors on the matters, and deliver to Shareholders and Registrar for a period of not less than seven days prior to the meeting date. However, such notice must be advertise in a newspaper for not less than three days prior to the meeting date.

Location of the meeting place, stated in paragraph one, must be in the general location of the Head Office, or Branch Office of the company, or in the nearby provinces.

Article 33. Shareholders who have special interests in any matters, such Shareholders shall have no right to cast any vote in that matters, except only for vote in the election of Directors.

In casting of vote, Shareholders shall have the number of vote equal to number of shares held, by considering one share for one vote.

Voting shall be conducted openly, except only when not less than five Shareholders request and the meeting passed a resolution for the vote to be cast in secret ballot, then the vote can be conducted accordingly with methods of vote determined by the Chairman.

Article 34. Shareholders can appoint a proxy of legal age to attend the meeting of Shareholders in place of themselves, by making a written authorization with signature of authorizer, and presented to Chairman, or person designated by Chairman at the place of the meeting prior to the proxy entry into the meeting.

In vote casting, proxy shall be considered as having voting power equal to total number of shares held by Authorizer, except when proxy has declare to the meeting prior to the vote that he shall cast vote for only some Authorizers by stating the name and number of shares held by that authorizer.

Article 35. In a Shareholders Meeting, must consists of Shareholders and proxy of Shareholders (if any) attend the meeting for not less than twenty five persons, or not less than one-half of the total number of Shareholders, and total shares held of not less than one-third of the total shares sold, which can be considered a quorum.

In case it so happens that, in any Shareholders Meeting, if the time passed scheduled time for one hour and the number of Shareholders still not attend the meeting in sufficient number to constitute a quorum as stipulated in paragraph one, if such Shareholders Meeting were called by the request of Shareholders in accordance with Article 32, the meeting shall be considered closed. If such Meeting were not called by the request of Shareholders in accordance with Article 32, then the meeting should be called again by sending notice to call the meeting date, in this last meeting shall not be enforced with the rule that the meeting must constitute a quorum.

Article 36. Chairman of the Board shall act as Chairman of the meeting, in case the Chairman of the Board is not present in the meeting, or unable to attend, if a Deputy Chairman is available, then he shall be acting as Chairman of the Meeting, but if no Deputy Chairman or exist but not available to perform such duty, Shareholders shall elect one of the Shareholders to act as Chairman of the Meeting.

Article 37. Chairman of the Shareholders Meeting has duties to control the meeting to be in line with the Articles of Association of the company concerning the Meeting, in which the meeting should proceed sequentially with designated agenda specified in the Notice to the Meeting, except when the meeting passed a resolution to alter the agenda with vote of not less than two-third the number of Shareholders attended the meeting.

After the meeting concluded consideration stated in paragraph one, Shareholders who have combined total shares of not less than one-third of the total number of shares sold, can request the meeting to consider other matters other than that specified in the Notice to the Meeting.

In case the Meeting unable to complete considering all matters listed in the agenda as specified in paragraph one, or unable to finish considering the matters introduced by Shareholders as in paragraph two, whatever the case may be, and necessary to postpone the meeting. The meeting shall designate location, date and time for the next meeting, and Board of Directors to deliver the notice for such meeting by stating location, date, time and agenda, to Shareholders for not less than seven days prior to meeting date. However, such notice must be advertise in newspaper for not less than three days prior to meeting date.

Article 38. Resolution of the Shareholders Meeting shall consists of vote as follow :

(1) In normal condition, majority of the vote of Shareholders attended the meeting and cased their votes shall be considered, if the vote count are equal, Chairman of the Meeting shall be casting his vote.

(2) For following cases, vote count of not less than three-fourth of the total votes of the Shareholders who attended the meeting and exercise their right to cast the vote shall be considered.

- (A) Sell or transfer the whole business of the company, or partially to other person.
- (B) Purchase or obtain business transferred from other company, or private company to be property of the company.
- (C) Execution, Alteration or Cancellation of Contracts related to rental of the whole business of the company or for major parts. Authorization for other persons to manage the business of the company, or to merge the business with other party with objectives for division of profit or loss.

ACCOUNTING AND REPORTING

Article 39. 30th September shall be considered as Ending date of Annual Accounting Period of the Company.

Board of Directors must prepare Balance Sheet and Profit and Loss Account as of the Ending date of Annual Accounting Period of the company to present to the Shareholders Meeting, in the Annual Ordinary Meeting for consideration for approval.

Balance Sheet and Profit and Loss Account prepared in accordance with paragraph two, or prepared during the annual accounting period, to be presented to Shareholders Meeting for consideration and approval, Board of Directors must arrange for an auditor to check that Balance Sheet and Profit and Loss Account prior to presentation to the Meeting of Shareholders.

Article 40. Board of Directors must deliver following documents to Shareholders at the same time with delivering of notice to the Annual Ordinary Meeting.

- (1) Copy of Balance Sheet and Profit and Loss Account checked by an Auditor, together with auditor reports of the Auditor.
- (2) Document indicate details as stated in Article 42(1) and (2). (IF any).
- (3) Annual Reports of the Board of Directors.

Article 41. In the Annual Reports of Board of Directors must consist at least the report concerning:

- (1) Name, Location of Head Office, Type of Business, Number and type of all shares of the company sold.
- (2) Name, Location of Head Office, Type of Business, Number and type of all shares of the company sold, Number and Type of Shares of other companies, or Private Company in which its shares were held by the company for 10 percent and over of the total shares sold of the other companies, or that private company. (If any) .
- (3) Details which Director reported to the company in accordance with Article 28.
- (4) Yield, Shares, Debenture, or other beneficial interest which the Director received from the company, by stating the name of the director receiving them.
- (5) Other details as specified in Ministerial Regulations issued in relation to statement in the Law governing Public Company Limited.

Article 42. Payment of dividend from other type of money other than annual profit, or accumulated profits cannot be carry out in case the company still have total accumulated loss. Dividend can not be paid.

Such dividend shall be divided by number equally, payment of dividend must be by approval of Shareholders Meeting.

Board of Directors has the right to make payment of interim dividend to Shareholders from time, when they deemed the company has reasonable profit suffice to do so, after the dividend is paid, the Shareholders Meeting must be informed during the next Meeting.

Payment of such dividend, shall be carried out within one month form the date the resolution passed by Shareholders Meeting or Board of Directors, whatever the case may be, however, written notice must be delivered to Shareholders and posted in newspaper of the payment of the dividend.

Article 43. After approval obtained from Shareholders Meeting, the company shall transfer other reserve fund, which were not the reserve from share premium, or reserve according to the law against accumulated loss of the company.

Article 44. Annual General Meeting of Shareholders shall be responsible to appoint an auditor and determine the annual remuneration of such auditor. The same auditor can be re-appointed.

Practice Guideline for Shareholders Meetings

Registration and presentation of documents before attending the meeting

On the meeting date, the shareholders or proxies can register and present documents for examination from 11.30 hours at Rajpruek Ballroom, 2nd floor Sport Building, Rajpruek Club, North Park Golf and Sport Club Co., Ltd. located at 100 Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok. Thailand

The participants shall present the following documents (as the case may be) to the Company officers for registration attending the meeting :

Shareholder	Required Documents
<p>1. General person</p> <p>1.1 In case of shareholder himself or herself attends the meeting</p> <p>1.2 In case of proxy</p>	<p>Valid “card” with a shareholder photograph issued by the government agency such as:</p> <p>a. Identification card (ID card)</p> <p>b. Government/state enterprise officer card</p> <p>c. Driving license</p> <p>d. Passport</p> <p>a. Original proxy form and allonge attached to the notification of the meeting which THB 20.0 duty stamp stuck</p> <p>b. Certified true copy of the shareholder’s ID card</p> <p>c. Copy of the proxy’s ID card</p>
<p>2. Juristic person</p> <p>2.1 In case a juristic person’s authorized director attends the meeting</p> <p>2.2 In case of granting proxy</p>	<p>a. ID card of the authorized director</p> <p>b. Copy of the Affidavit issued by the Department of Business Development Ministry of Commerce for not longer than 60 days and certified true copy by the authorized director, in the number as specified with the company seal affixed (if any)</p> <p>a. Proxy has been completed and signed by the authorized director granting the proxy with the company seal affixed (if any) and duty stamp of THB 20.0</p> <p>b. Copy of the Affidavit issued by the Department of Business Development Ministry of Commerce for not longer than 60 days and certified true copy by the authorized director, in the number as specified with the company seal affixed (if any)</p> <p>c. Certified true copy of ID card of the authorized director who signs the proxy form</p> <p>d. Copy of the proxy’s ID card</p>
<p>3. Shareholder with non-</p>	<p>The requirements in Clauses 1 and 2 shall apply to any shareholders or participants</p>

<p>Thai nationality or Juristic person established under foreign law</p>	<p>with non-Thai nationality or to any juristic persons established under foreign law (as the case may be), provided that:</p> <p>a. The shareholder or representative (director) or the proxy who is a general person and attends the meeting shall show his/her ID card to the officer before attending the meeting.</p> <p>b. Copy of document issued by the government agency of the country in which the juristic person was registered; or copy of document prepared by the juristic person indicating details of name, head office and signatory persons of such juristic person and condition or limitation of signatory power, with notary public certification.</p> <p>c. A English-translation version shall be attached to the original document which is not English.</p>
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Granting of proxy to attend the meeting and vote on behalf of shareholders

There are three proxy forms for shareholders meetings pursuant to the Department of Business Development Notification, Re: Proxy Forms (No. 5) B.E. 2550 (2007) dated February 2, 2007 as detailed below:

- Form A General, easy and non-complicated
- Form B Address matters for proxy in detail
- Form C Use only in case a shareholder is a foreign investor and appoints his/her custodian in Thailand

The proxy form attached hereto is Proxy Form B.

In case any shareholder wishes to grant Independent Director as his/her proxy to attend the meeting and vote on his/her behalf, the Company would like to nominate Police General Krisna Polananta position Independent Director, Audit Committee Member and Risk Management Committee.

Detailed information of independent director appears at the end of this document. Please indicate the name of director to be appointed as your proxy in the proxy form. After completing, marking and signing the said proxy form, please return to the Corporate Secretariat Department within Friday of 4 January 2018.

Details of the voting and counting process were as following:

Chairman or a person who has been assigned will inform how to vote and how to count the vote to the meeting before the meeting begin.

1. In voting process.

- The right of voting was one share: one vote according to the Articles of Association item 33 and the approval agenda base on the domination of the total votes of shareholders attending the meeting and having the rights to vote according to the Articles of Association item 38.
- The company had submitted the vote sheet to shareholders who attended the meeting himself/herself and the proxy who had been selected to vote in the representative of shareholder.

2. Counting and Announcement of the Vote

- The company will count the voting each agenda for the Shareholder and Proxy who attend the meeting.

- The vote of the meeting will separate into approved, disapproval or abstained of the total votes of shareholders attending the meeting and having rights to vote. The Chairman will report to the meeting.

(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ แบบ ข.

Duty Stamp 20 Baht

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น.....

Shareholder Registration No.

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

nationality

อยู่บ้านเลขที่.....

Address

(2) เป็นผู้ถือหุ้นของ บริษัท อาหารสยาม จำกัด (มหาชน)

being a shareholder of **Siam Food Products Public Company Limited**

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

holding the ordinary share total amount of shares and are entitled to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)

hereby appoint (The shareholder may appoint the independent director of the company to be the proxy)

 1.พลตำรวจเอก กฤษณะ พลอนันต์ (กรรมการอิสระ).....อายุ.....68.....ปี**Police General Krishna Polananta (Independent Director)**

age 68 years

อยู่บ้านเลขที่..... 4069.....ถนน.....ประดิษฐ์มนูธรรม.....ตำบล/แขวง.....คลองจั่น.....

residing at 4069 Road Praditmanoontham Sub-District KlongChan

อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กรุงเทพฯ ฯ.....รหัสไปรษณีย์.....10240..... หรือ

District Bangkokkapi Province Bangkok Postal Code 10240 or

 2.อายุ.....ปี

age years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ บมจ. 27 ในวันที่ 24 มกราคม พ.ศ. 2562 เวลา 13.30 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารกีฬา ราชพฤกษ์คลับ บริษัท นอร์ธปาร์ค กอล์ฟ แอนด์ สปอร์ตคลับ จำกัด เลขที่ 100 หมู่ 3 ถนนวิภาวดีรังสิต เขตหลักสี่ กรุงเทพมหานครหรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นตามที่คณะกรรมการบริษัท อาจกำหนดด้วย

As only one of proxy to attend and vote on my/our behalf at the Bor Mor Jor 27 Annual General Meeting of Shareholders on 24 January 2019 time 13.30 hours, at Rajpruek Ballroom, 2nd floor Sport Building, Rajpruek Club, North Park Golf and Sport Club Co., Ltd. located at 100 Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok. or on such other date and at such other place as may be postponed or changed by the Board of Directors of the Company.

ผู้ที่มาประชุมด้วยตนเองโปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorized the Proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ บมจ. 26 ลงวันที่ 24 มกราคม 2561

Agenda 1 To consider and approve the Minutes of the previous Bor Mor Jor 26 Annual General Meeting of Shareholders of the Company held on 24 January 2018

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี สิ้นสุดวันที่ 30 กันยายน 2561

Agenda 2 To acknowledge the Company's operational results for the year ended September 30, 2018.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนประจำปี สิ้นสุดวันที่ 30 กันยายน 2561

Agenda 3 To consider and approve the Statement of Financial Position and Income Statements for the year ended September 30, 2018

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิสำหรับปี 2561 สรรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4 Consideration to approve the appropriation of net profit for the year 2018, legal reserve and dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการ แทนกรรมการที่ต้องออกตามวาระ

Agenda 5 Consideration to elect the director in replacement of the director who resigned by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy may consider the matters and vote on my/our behalf as follows :
- การแต่งตั้งกรรมการเป็นรายบุคคล
 Vote for an individual nominee

5.1 ประสิทธิ์ โหมวิไลกุล

Mr. Prasit Kovilaikool

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.2 นางฉวีวรรณ จันทนภุมมะ

Mrs. Chaveevarn Chandanabhumma

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.3 นายชัย จรุงธนาภิบาล

Mr.Chai Jroongtanapibarn

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.4 นางนิตดา วีระวัฒน์ชัย

Mrs.Nidda Theerawatanachai

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการบริษัท ประจำปี 2562

Agenda 6 To consider the approving the remuneration for directors for the year 2019

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีบริษัท และกำหนดค่าตอบแทน ประจำปี 2562

Agenda 7 To consider and appoint the audit(s) and fix the auditing fee for the year 2019.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาแก้ไขข้อบังคับของบริษัท

Agenda 8 Consideration of the amendment of the Articles of Association.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider any other matter (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
 - (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) The Proxy may consider the matters and vote on my/our behalf as follows :
 - เห็นด้วย ไม่เห็นด้วย งออกเสียง
 - Approve Disapprove Abstain

(5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If there is any agenda considered in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matter and vote on my/our behalf as the Proxy deems appropriated.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any action undertaken by the proxy at the meeting shall be deemed as being done by me/us in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The agenda of election of directors can elect by team of directors or each person.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any agenda to be considered other than those specified above, the Proxy may add such additional to the supplemental proxy form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Supplemental Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อาหารสยาม จำกัด (มหาชน)

The appointment of proxy by the shareholder of **Siam Food Products Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ บมจ. 27 ในวันที่ 24 มกราคม พ.ศ. 2562 เวลา 13.30 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารกีฬา ราชพฤกษ์คลับ บริษัท นอร์ธปาร์ค กอล์ฟ แอนด์ สปอร์ตคลับ จำกัด เลขที่ 100 หมู่ 3 ถนนวิภาวดีรังสิต เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น

At the Bor Mor Jor 27 Annual General Meeting of Shareholders on 24 January 2019 time 13.30 hours, at Rajpruek Ballroom, Sport Building, 2nd floor Rajpruek Club, North Park Golf and Sport Club Co., Ltd. located at 100 Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok. or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

วันที่...../...../.....

Date

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่...../...../.....

Date



-At Rajpruek Ballroom, 2nd floor Sport Building, Rajpruek Club, North Park Golf and Sport Club Co., Ltd. located at 100

Moo 3 Vibhavadi-Rangsit Road, Laksi, Bangkok

-The company has provided shuttle van for shareholders during 11.30 – 15.30 hours at the serviced station and drive to service every half hour.

