



INVITATION LETTER TO ATTEND THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS No. Bor Mor Jor 28 for the year 2020

Siam Food Products Public Company Limited



Wednesday 22nd January 2020
at 13.30 hours

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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.

20 December 2019

Subject : Invitation letter to attend the Annual General Meeting of Shareholders No. Bor Mor Jor 28
for the year 2020

To : Shareholders
Siam Food Products Public Company Limited

Enclosure : 1) Copy of Minutes of Annual General Meeting of Shareholders No. Bor Mor Jor 27
for the year 2019
2) Annual Report for the year 2019
3) Profiles of Candidates Proposed for Appointment as the Company's Directors
4) Profile of Independent Director for Shareholders who wish to Appoint an Independent
Director as Proxy
5) Articles of Association relating to the Meeting
6) Practical Guideline for Shareholders Meetings
7) Proxy Form B as Specified by Department of Business Development, Ministry of Commerce
8) 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 28 for the year 2020 on Wednesday 22nd January 2020 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 27 for the year 2019.

Fact and Reason: The Secretary of the Meeting has prepared Minutes of Ordinary Shareholders' Meeting, No. Bor Mor Jor 27 for the year 2019 which was held on 24th January 2019. 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 27, for the year 2019 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 30,2019.

Fact and Reason: The company has prepared a report to the Board of Directors about the operating results for the year ended September 30, 2019 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, 2019 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, 2019.

Agenda 3 To consider and approve the Statement of Financial Position and Income Statements for the year ended September 30,2019.

Fact and Reason: The company has prepared the Statement of Financial Position and Income Statements for the year ended September 30, 2019 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, 2019 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, 2019 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, 2019, 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 loss for the year ended September 30, 2019, amount Baht 467.06 million or Bath 22.24 per share.

Dividend Payment Comparison for 2017-2019 are as follows:

Items	2019 (year of proposal)	2018 (Oct 2017 – Sep 2018)	2017 (Oct 2016 - Sep 2017)
1. Net profit (loss) (Million Baht)	(467.06)	168.98	384.55
2. Earnings per share (in Baht)	(22.24)	8.05	18.31
3. Number of shares (Million shares)	21	21	21
4. Dividend per share (Baht)	0	8	16.50
5. Total dividend (Million Baht)	0	168	346.50
6. Payout ratio (as a percentage)	0	99.42	90.11

Board of Directors' opinion: At the Meeting of the Board of Directors No.1/2020 held on 26 November 2019, the Board resolved to propose to the Annual General Meeting of Shareholders for year 2020 to consider and approve the omission of dividend payment from the operating results of the year 2019 ending 30 September 2019 due to operating losses. 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. Thien Mekanontchai
2. Mr. Ananta Dalodom
3. Police General Krisna Polananta
4. Mr. Graeme Anthony Cox

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 2019 to 31 October 2019 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. 1/2020 held on 26 November 2019 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. Thien Mekanontchai
2. Mr. Ananta Dalodom
3. Police General Krisna Polananta
4. Mr. Graeme Anthony Cox

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 2020.

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 2020 not to exceed Baht 15 million the same as the previous year

Remuneration	2020 (year of proposal)		2019	
	(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. 1/2020 held on November 26, 2019 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 2020 in the amount of not exceeding Baht 15 Million, which is equivalent to the prior year. And omission pay bonus to directors.

Agenda 7 To consider and appoint the auditor(s) and fix the auditing fee for the year 2020

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 12 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. 4409 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:-

Remuneration	Unit : Baht		
	2020 (Oct 19 – Sep 20) year of proposal	2019 (Oct 18 – Sep 19)	Increase (Decrease)
Total annual auditing fee including 3 quarters reviewed fee	1,525,000	1,525,000	-
Other fee (Baht)	-	-	-

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. 1/2020 held on 26 November 2019 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 2020. In addition, it was resolved to propose the Annual General Meeting of Shareholders for the year 2020 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 and for the year ended 30 September 2019)
 - 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, 2020. 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 other matters (if any)

The company had given the shareholders opportunity to propose agendas to Annual General Meeting of Shareholders for 2020 in advance between 1 August 2019 to 31 October 2019 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 2020 on December 12, 2019.

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. 8).

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 (Mr. Chai Jroongtanapibarn 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. 7) 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 2019

Of

Siam Food Products Public Company Limited

No. Bor Mor Jor. 27

Held on Thursday 24 January, 2019

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 Thursday 24 January, 2019 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 39 shareholders representing 105,716 shares and 80 proxies representing 17,060,252 shares which made the total 119 shareholders representing 17,165,968 shares were present. In accordance with the company's Articles of Association item 35 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 |

The company presently has 12 directors and they were 100% in attendance at 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 Marketing |
| 3. Mr. Wiboon Sukouichai | Consultant of Finance & Administration |
| 4. Mr. Charnvit Subsanyakorn | Senior Consultant |
| 5. Miss Tanaporn Nuntawowart | Vice President – Finance & Accounting |
| 6. Miss Pornpun Premratanachai | Assistant Company Secretary |

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

1. Miss Nittaya Chetchotirod
2. Mr. Ekkasit Chuthamsatid

3. Miss Sukanya Rodkroh

4. Miss Budsarin Asa

Miss 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 2019 in advance between 1 August, 2018 to 31 October, 2018 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 9 agenda items as presented 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 voting card to shareholders who attended the meeting himself/herself or to the proxy who the shareholders' selected as their representative. Proxies who had already voted will not receive a voting card.
4. The ballots provided are used to vote for each agenda; if anyone does not agree or abstains, they were asked to show their hand, and submit vote cards to the 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 2019 must be granted approval from the shareholders' meeting with not less than two-thirds of the total votes of the attending shareholders.

- Agenda No. 8 Consideration of the amendment of the Articles of Association required votes in favour 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 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 26 for the year 2018 held on 24 January, 2018

The Chairman proposed the Meeting to consider and approve the minutes of the Annual Ordinary Shareholders' Meeting, No. BorMorJor. 26 for the year 2018 held on 24 January, 2018 according to the details in the documents delivered to all shareholders with the invitation Letter to attend the Meeting page 9 to 22, total 14 pages.

The Meeting had considered and unanimously resolved to approve the Minutes of the Annual General Meeting of Shareholders No. Bor Mor Jor 26 for the year 2018 based on following votes: -

Agreed	121 persons	total	17,168,168	votes or	100%
Disagreed	- persons	total	-	votes or	-
Abstained	- persons	total	-	votes or	-
Voided	- persons	total	-	votes or	-

of the total votes of shareholders attending the meeting and exercised their votes.

Remark: In this agenda item, there were additional shareholders attending the Meeting representing 2 persons holding 2,200 shares.

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

The Chairman invited Mr. Graeme Anthony Cox, President to report the results of the Company's operations for the year ended September 30, 2018.

Mr. Graeme Anthony Cox reported the Company's operational results for the year ended September 30, 2018, the essence of the changes and results of operations as compared to last year. The details are as follow:

In 2018, the world's supply of pineapple for processing was about 3.57 million tonnes. The pineapple processed in Thailand was about 1.68 million tonnes and the volume in 2019 is expected to decrease about 10% to around 1.52 million tonnes. Factory pineapple prices are on a downward trend over the last few years.

The situation of pineapple in Thailand during 2015 - 2016, there was a drought causing the price of fresh pineapple to be high, therefore the farmers expanded the plantation area, causing the year 2018 to increase the production of pineapple in excess of the production requirements of the factory. As a result, the price of pineapple that the farmers could sell this year has dropped sharply, lower than the farmers' planting costs. The selling price in the world market has decreased continuously. In addition, some foreign buyers turned to import pineapples from rival countries such as the Philippines and Indonesia which has increased the pineapple volume since 2016. In 2019 the price of raw material is expected to increase and so the production cost of the factory will be higher but it will take time to adjust the selling price of canned pineapple. Moreover, the Thai Baht exchange rate tended to strengthen.

The demand for concentrate pineapple juice is approximately 300,000 tons/year. Thailand exports 36% of the global concentrate market. The demand for accumulated concentrate juice has tended to decrease by approximately 2.1% for the last 10 years because the trend of consumer's behavior turned to health care by reducing sugar consumption.

Therefore a summary of operations compared to the previous year.

Unit: Million Baht

	Consolidated Income Statement	
	2018 (12 months)	2017 (12 months)
<u>Statement of comprehensive income</u>		
Revenue from sale	2,376.06	3,510.53
Total Revenues	2,430.76	3,586.18
Total expenses	2,490.98	3,311.78
Operating profit(loss)	(36.57)	209.07
Share of profit form Associated company	205.55	175.48
Net Profit (loss)	168.98	384.55

Based on the analysis of the management, it was found that in the year 2018, the company's revenue decreased from the same period of the previous year by Baht 1,134.47 million because of higher supply from

Indonesia and the Philippines, leading to high competition in selling price. Also the impact of the exchange rate that the baht appreciates from the previous year, compared to US dollars about 7%.

In the year 2018, the company had the exported Baht 1,438 million of canned pineapple, a decrease of baht 848 million or 14% from the previous year because of the price competition with competitors. Exports of pineapple juice was baht 427 million, an increase of baht 230 million or 16% from the previous year. The export volume of plastic cup products was baht 341 million, a decrease of baht 77 million or 18% from the previous year. The company also developed new products with currently available product in 2018, including Canned Young Jackfruit in Water for vegetarian customers which could be exported to the United Kingdom, increasing product sales, packed in plastic cup in Europe and increase the sales volume of papaya, it was another product that had more opportunities to expand the market.

The Chairman asked shareholders to ask questions about the Company's operational results for the year ended September 30, 2018

Mrs. Kiratika Phaenglad a proxy from Thai Investors Association Inquired at the meeting as follows: 1) Based on the company's export data, it was found that the proportion of exports to Europe was 55%, but exported to the Middle East only 3%. Could the company sell to Muslim in the Middle East? 2) pineapple product is the main product of the company has a strategy to increase the strengths of products. Or how to improve to be able to compete in the long run.

Miss Sutiporn Rungsisirikul Executive Vice President Marketing clarified that the company currently exported canned pineapple and concentrated pineapple juice to the Middle East which was halal product but because the product selling price was lower than America and Europe, therefore, the proportion of exports was not much compared to Europe and the United States. At present, the company produces and develops new products such as young jackfruit sliced in canned with water, increases product packed in plastic cup and increase the sale volume of papaya to compensate the decrease in sales of pineapple.

Mrs. Sumontha Wattanasin, a shareholder said that at present, Qatar has a lot of demand for processed food products, therefore, expected that it could be sold at a good price, the company should try to find a channel to expand the market and expected that the company would be able to improve the operating results to profit from the pineapple business.

Ms. Sutiporn Rungsisirikul clarified that the company had planned to join GULFOOD fair in Dubai, United Arab Emirates to find more customers, it was a way to increase sales for new customers. However, the company must consider credit and the payment period of the customers to be tightened as well.

Mr. Anu Wongsarakit, a shareholder asked as follows: 1) In 2018, the sales price and cost of sales had changed as high as 70-90% compared to the previous year. In the current situation, if the company sold a lot, it would lose a lot and still had the risk of the baht appreciation, what should the company do? 2) How to expand

the growth of other products, such as animal feed, new packaging improvements? 3) The Company received a share of profits from investments in associated company by baht 205.55 million, an increase of baht 30.07 million, therefore the previous year made the company's total operating had profit. In 2019, could the company increase the rate of return from the associated company?

Mr. Graeme Anthony Cox clarified the question 1-2, as follows: 1) The company currently had only 49% of production capacity and planned to increase production capacity to packed in plastic cup, such as fruit, mango and papaya were sold to the United States and in Europe and currently studying and researching and developing new products, such as collaborating with Kasetsart University to conduct research on bromelain enzymes in pineapple. 2) Cause animal feed products were high-margin products, the company planned to increase more raw material.

Mr. Kiartisak Lertsiriamorn Executive Vice President – Corporate Administration and the company secretary clarified the question No. 3 that the company was studying with the associated company to develop the existing land of the company.

Mr. Sithichai Chaikriangkrai Director, 2nd Vice Chairman of the Board of Director, Executive Director and Director of the remuneration and Nominating Committee said that in the year 2018, the associated company had sold the land to the REIT which had more profit. The company therefore recognized more profit sharing from was better than year 2017, but in 2019, the company will receive more or less profit sharing, it depended on whether the associated company would have a project to bring the property into the REIT or not and depended on the major shareholder of the associated company because it was in the industrial estate business, there are a lot of lands and plans to sell the land into the REIT.

Dr. Dentist Nopparat Thongprasert, a shareholder said that at present, the company had only 49% of the production capacity, it should research and develop its plantation to increase the production capacity in the range of less raw materials or to be able to harvest in the whole year, increase marketing channels through online by collaborating with the Department of Export Promotion, etc. in order to provide a more convenient way for customers to trade with the company.

Mrs. Sumontha Wattanasin, a shareholder said that from the risk factor report of raw materials and marketing, the company mainly sold exported products, causing many risks, therefore, the company should look for domestic sales channels in order to reduce such risks. She expected that the company would be able to improve the operating results to profit from the pineapple business.

Mr. Graeme Anthony Cox said that the company had a risk of price adjustment which was not able to keep up with rising raw material price. However, the company was studying to increase sale channels in the country and has control of raw material risk by promoting and developing farmers to grow pineapple for higher yield per rai.

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, 2018.

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, 2018.

Mr. Kiartisak Lertsiriamorn reported that the Financial Statements for the year ended September 30, 2018 was presented in the annual report on page 101-199; The company's performances in the year 2018 ended September 30, 2018 comparing the company's performances for the year ended September 30, 2017 as audited by the certified auditor can be summarized as follows:

Unit: Million Baht

	2018	2017	increase (decrease)
Total Assets	2,766	2,815	(49)
Total Liabilities	386	390	(4)
Shareholders' Equity	2,380	2,424	(44)
Net Profit/(loss)	169	384	(215)

Total Assets decreased by baht 49 million Baht from 30 September 2017. Cash and cash equivalents decreased by baht 232.33 million, accounts receivable decreased by Baht 38.77 million, property, plant and equipment decreased by Baht 38.92 million, biological assets decreased by Baht 28.67 million, investments in associates decreased by Baht 10.06 million, current investments increased by Baht 177.47 million, inventories increased by Baht 79.39 million, deferred tax assets increased by Baht 23.66 million, other current assets increased Baht 12.56 million and current biological assets increased Baht 7.05 million.

The statements of financial position and Income Statements for the year ended September 30, 2018 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, 2018.

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

Mr. Sakchai Sakulrimontri, a shareholder inquired about the following details of the financial statements:

1) What is the reason that the inventory days in 2018 was 70.36 days, while the year 2017 had only 44.03 days stock. Is there any problem with the product. He asked management to explain about the recording of biological assets.

2) Note at the financial statements No.17, what was the payable of assets by baht 182.39 million?

3) Notes at financial statements No. 24, loss from amortization of deteriorated products amount baht 12.35 million?

4) Cause of the statement of comprehensive income, consolidated financial statements for the year 2018 was recorded income tax revenue of baht 23.65 million, while the previous year was recorded as expense.

5) The reasons for the impairment of investment in Quality Pineapple Product Co., Ltd. in the amount of baht 90 million until the remaining cost of baht 197.36 million.

1) Mr. Graeme Anthony Cox explained the first question that the year 2018 had a large number of inventories because the selling price dropped, customers therefore have high bargaining power, could choose to buy products from any seller, as a result, the company has longer product holdings.

Mr. Wiboon Sukouichai, Consultant of Finance & Administration added that since such products were produced as finished products and stored on the stock aging without depreciation. The accounting for biological assets were recorded in accordance with Accounting Standard No. 41 agriculture had been effective since January 1, 2016, the company had pineapple plantation must assess the value of plants in each period.

2) The company had credit for the purchase of machinery baht 182.39 million due to the payment had not been due.

3) In the food business it is not uncommon to have obsolete production. This is destroyed according to Revenue Department regulations and shows as an expenses which had decreased from the previous year by baht 2 million.

4) It was recorded according to the accounting principles which could bring some types of expenses that would benefit in the future into tax credits such as employee benefit projections, the loss from business operations in 2018, therefore appeared to be income tax income of Baht 23.65 million.

5) Due to the book value of Quality Pineapple Product Co., Ltd. decreased by baht 90 million, the Company had to record the impairment of the investment equal to book value of investment, but did not affect the operating results in the consolidated income statement.

Mr. Anu Wongsarakit, a shareholder, commented that as the management reported that they had borrowed money from an associated company for investment and could make high returns about 4% per year, therefore, it could increase the loan amount to invest in higher returns.

Mr. Sithichai Chaikriangkrai said that the Company had assigned him as a director in the associated company, the associated company had a deposit of approximately baht 250 million and interest rate 1% per year, he proposed to lend shareholder in proportion to the shareholding. Therefore the Company received baht 100 million, on which it could gain higher benefits.

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, 2018.

The Meeting approve the Statement of Financial Position and Income Statements for the year ended September 30, 2018 as proposed based on following votes: -

Agreed	122 persons	total 17,171,268	votes or	100 %
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

of the total votes of shareholders attending the meeting and exercised their votes.

Remark: In this agenda item, there was 1 additional shareholder attending the Meeting representing 3,100 shares.

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

The Chairman invited Miss Tanaporn Nuntawowart Vice President Finance & Accounting to report the allocation of net profit for the year 2018, legal reserve and dividend payment.

Miss Tanaporn Nuntawowart reported that the Company had a legal reserve of 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, 2018 of Baht 168.98 million or Baht 8.05 per share.

The Board of Directors meeting No.1/2019 held on 27 November 2018, 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 earnings at the rate of Baht 8 per share or 99.42%, 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.

The dividend payment comparison with the operational result from 2016 to 2018:

Items	2018 (year of proposal)	2017 (Oct.2016-Sep.2017)	2016 (Jan.-Sep.2016)
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

The Chairman invited the shareholders to ask questions about the appropriation of net profit for the year ended September 30, 2018.

Mr. Anu Wongsarakit, a shareholder asked that according to the last dividend payment statistics, the Company paid almost 100% of the net profit. Did the Company have to reserve money to invest in expanding business?

The Chairman explained that at present, the Company was not clear about the investment and if it needed to invest in expanding the business, the Company has the ability to find a loan at an appropriate interest rate.

Mr. Sakchai Sakulsrimontri, a shareholder asked whether this dividend payment of 8 baht / share, what was the portion from the Company's operating 2018 and retained earning?

Miss Tanaporn Nuntawowart explained that this dividend payment of 8 baht / share was from the operating result of 2018 amount 4.20 baht / share and retained earnings from the exemption of income tax amount 3.80 baht / share.

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, 2018, legal reserve and dividend payment.

The meeting unanimously approved the dividend from the operating results for the year 2018 and retained earnings at Baht 8 per share for 21 million shares, totaling Baht 168 million with no credit tax.

The name list of shareholders with the right to attend the Annual General Meeting of Shareholders and to receive the dividend was made on 11 December 2018. The above dividend is scheduled to be paid on 15 February 2019.

The Legal Reserve of Baht 30 million meets the minimum 10 % of registered capital Baht 300 million as required by law. No additional amount is required. The meeting has unanimously approved this agenda as follows:

Agreed	123 persons	total 17,717,269 votes or	100%
Disagreed	- persons	total - votes or	-

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

of the total votes of shareholders attending the meeting and exercised their votes.

Remark: In this agenda item, there was 1 additional shareholder attending the Meeting representing 1 share.

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

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

Miss 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. Prasit Kovilaikul
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.

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. The history and working experience of each director was shown in the Invitation Letter to attend the Meeting page 23-32 as delivered to the shareholders.

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.

Mr. Sakchai Sakulsrimontri, a shareholder, observed that Mrs. Nidda Theerawatanachai held the position of director in many companies and enquired if she had sufficient time to act as a director of the Company or not.

The Chairman further informed the meeting that Mrs. Nida Theerawatanachai was a director with good knowledge in financial and accounting, therefore, she has been entrusted to serve as a director in many

companies which was a good result and could bring experience in various companies to advice to the Company as well.

Miss Pornpun Premratanachai Assistant Secretary added that according to the attendance statistics in the last year, Mrs. Nidda Theerawatanachai could attend the Board of Directors' meeting and the Executive Committee has completed every time as detailed in the invitation letter on page 32

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

1. Mr. Prasit Kovilaikul

Agreed	122 persons	total 17,171,169	votes or	99.999%
Disagreed	1 persons	total 100	votes or	0.001%
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

2. Mrs. Chaveevan Chandanabhumma

Agreed	123 persons	total 17,171,269	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

3. Mr. Chai Jroongtanapibarn

Agreed	122 persons	total 17,171,169	votes or	99.999%
Disagreed	1 persons	total 100	votes or	0.001%
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

4. Mrs. Nidda Theerawatanachai

Agreed	123 persons	total 17,171,269	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 approving the remuneration for directors for the year 2019.

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 2019, 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 remuneration and directors' remuneration totaling Baht 6,350,000, which was within the amount of Baht 15 million approved by the shareholders' meeting.

Mrs. Sumontha Wattanasin, a shareholder asked the Board of Directors to consider reducing the remuneration of directors by half because the Company has loss from the pineapple business operation.

Mr. Kiartisak Lertsiriamorn clarified that remuneration rate was appropriate and was the same rate from the previous year and from the past remuneration statistics for the directors, the Company paid a total not more than half of the amount that the shareholders approved.

The meeting approved to pay a Director's fee and other benefits for the year 2019 should be paid totally not excess Baht 15 million same as the previous year. The meeting has approved this agenda as follows:

Agreed	119 persons	total 17,063,769 votes or	99.374%
Disagreed	3 persons	total 104,400 votes or	0.608%
Abstained	1 persons	total 3,100 votes or	0.018%
Voided	- persons	total - votes or	-

of the total votes of shareholders attending the meeting.

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

The Chairman asked Mr. Kiartisak Lertsiriamorn Executive Vice President of Corporate Administration and Company Secretary to report this agenda to the meeting.

Mr. Kiartisak Lertsiriamorn reported that the audit committee had considered the credibility, knowledge, ability and auditing fee for 11 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 2019 as follows: -

- Mr. Ekkasit Chuthamsatid CPA No. 4195
- Ms. Sureerat Thongarunsang CPA No. 4409
- Ms. Pornthip Rimdusit CPA No. 5565
- Ms. Kanokorn Phooriphanyawanit CPA No. 10512

Remuneration for the auditor including the quarterly review for 3 quarters for the accounting fiscal year ended September 30, 2019 in the total amount not exceeding Baht 1,525,000 an increase by Bath 120,000 from the previous year. The fee does not include out of pocket expenses such as traveling, copy and other expenses relating to the audit.

Mr. Sakchai Sakulsrimontri, a shareholder asked about the reason for the increase in the audit fee for the year 2018 and 2019, the amount of 150,000 and 120,000 baht, respectively, what was the standard for increasing audit fees?

Mr. Chai Jroongtanapibarn Independent Director, Audit Committee and Risk Management Committee clarify that in 2018, the Company considered the work volume, due to changes in auditing standards and many accounting standards, such as recording biological assets according to Accounting Standard No. 41 for Agriculture. In addition, there has not increased in auditing fees for many years before.

In the year 2019, there is a change in accounting standard No. 15 on revenue recognition which makes the auditor have to work more, therefore, the Audit Committee asks for increasing the audit fees appropriately.

Mr. Prasit Kovilaikul, Independent Director, Chairman of the Audit Committee, Chairman of the Remuneration and Nomination Committee and Chairman of the Corporate Governance Committee added that the Audit Committee considered credibility, knowledge of previous duties and audit financial statements finished in time line, therefore, the shareholders' meeting should consider appointing the auditors as proposed.

The Meeting appointed Mr. Ekkasit Chuthamsatid CPA No. 4195 or Ms. Sureerat Thongarunsang CPA No. 4409 or Ms. Pornthip Rimdusit CPA No. 5565 or Ms. Kanokorn Phooriphanyawanit CPA No. 10512 of KPMG Phoomchai Audit Limited to be the Auditor of Siam Food Products Public Company Limited for the fiscal year ended September 30, 2019 and 3 quarters audit with the total audit fee of Baht 1,525,000 an increase of Baht 120,000 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	123 persons	total 17,171,269	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: Consideration of the amendment of the Articles of Association.

The Chairman invited Miss Pornpun Premratanachai Assistant Company Secretary to report the meeting about the amendment of the Articles of Association.

Miss Pornpun Premratanachai reported that in order to comply with (a) the Announcement of the National Council for Peace and Order No. 74/2557 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 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 as follows:

1. To amend Article 22 , Article 23 paragraph 1 of the Company's Articles of Association regarding Electronic Conferencing

Existing Regulations

“**Article 22.** Board of Directors must call a meeting at least once in every three 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”

“**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.”

New Amend Regulations

“**Article 22.** Board of Directors must call a meeting at least once in every three 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.

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.”

“**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.

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, Announcement of the Ministry of Information and Communication Technology Re: Standards for Electronic

Conferencing Security B.E. 2557 and other laws related to the teleconference, including any amendments thereof.

In case the Chairman is not present, or unable to conduct his duties, if the Deputy Director is available, the Deputy Director shall act as the Chairman. If there is no Deputy Director or he is unable to perform the duty, the Directors presented shall elect one of the Directors to act as Chairman of the meeting.”

The rest of Article 23 remains unchanged.

2. To amend of Article 31 of the Company's Articles of Association regarding calling for shareholders' meeting by shareholders

Existing Regulations

“**Article 31.** Shareholders with a combined total shares of not less than one-fifth of the 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 sign a request for the Board of Directors to call an Extraordinary Meeting at any time, but the reasons for the request must be clearly stated in such request. In such a case the Board of Directors must arrange for a Shareholders Meeting within one month from the date the request from Shareholders was received”

New Amended Regulations

“**Article 31.** 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 call 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 call a meeting of shareholders within forty-five days from the date of receipt of the notice.

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.

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.”

The required vote for this agenda is not less than three quarters (3/4) of the total number of votes of the shareholders present of the meeting and eligible to vote.

The Meeting approved to amend its Articles of Association i.e. Article 22, Article 23 paragraph 1 regarding electronic conferencing of Board of Directors and Article 31 regarding calling for shareholders' meeting by shareholders and also proxy the Company's authorized directors or persons designated by the Company's authorized directors, to have the power to amend any statement in accordance with the recommendations, opinions or orders of the Registrar or any other relevant governmental authority;

The meeting has unanimously approved this agenda as follows:

Agreed	123 persons	total 17,171,269	votes or	100%
Disagreed	- persons	total -	votes or	-
Abstained	- persons	total -	votes or	-
Voided	- persons	total -	votes or	-

of the total votes of shareholders attending the meeting and having the rights to votes.

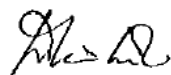
Agenda 9: Others

None

The Chairman invited the shareholders to raise additional questions.

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 15.40 hours.



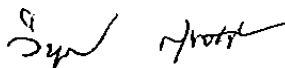
(Mr. Thien Mekanontchai)

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. Thien Mekanontchai



Date of birth : 24 April 1940

Age : 79 years

Nationality : Thai

Address : 36/18-19, Ratchada 32 Village,
Ratchadaphisek Road, Ladyao Sub-district,
Chatujak District Bangkok Metropolis 10900

Education : Bachelor Degree of Engineering, Chulalongkorn University
M.S. in M.E. North Dakota State University, U.S.A.
Diploma, National Defence College (class 33)

Director Training Course : Director Accreditation Program (DAP) No. BJC/2004
The Audit Committee Program (ACP) No. 42/2013
Monitoring the Internal Audit Function (MIR) No. 14/2013
Monitoring the Quality of Financial Reporting (MFR) No.17/2013
Monitoring the Internal Audit Function (MIA) No. 14/2013
Monitoring Fraud Risk Management (MFM) No. 9/2013
Thai Institute of Director (IOD)

Specialized field : Business administration and business relation

Current position:

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

10 August 2007-Present	Chairman of Board of Directors	Siam Food Products PLC. and Chairman of the Executive Board
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- Non-listed company: 3 companies

2019 – Present	Independent Director	Thewakam Dispensary Co.,Ltd.
10 August 2007 - Present	Chairman of the company	Eastern Seaboard Co., Ltd. Industrial Estate (Rayong)
2010-Present	Chairman of the company	Quality Pineapple Products Co., Ltd.
2012-2016	Independent Director and Audit Committee	PTG Energy 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 Chairman of Board of Directors and Chairman of the Executive Board of Siam Food Products PLC. since 10 August 2007 until presence.

Category of director : The 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 until present: 12 years 5 months

The total amount of time of holding the position until retiring in this time: 15 years 5 months

Office term in director position:

- 1st time: 10 August 2007 – 20 April 2008, 0 year, 8 months
- 2nd time: 21 April 2008 – 25 April 2011, 3 years 0 month
- 3rd time: 26 April 2011 – 23 April 2014, 3 years 0 month
- 4th time: 23 April 2014 – 20 January 2016, 2 years 9 month
- 5th time: 20 January 2017 – 22 January 2020, 3 years 0 month

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

- Attended the Board of Directors' Meeting for 2019, 7 Meetings from total 7 Meetings
- Attended the Executive Board's Meeting for 2019, 7 Meetings form total 11 Meetings

1.2 Name – Surname: Mr. Ananta Dalodom



Date of birth : 8 June 1941

Age : 78 years

Nationality : Thai

Address : 109/124, Manthana Village, Moo 16
Road alongside outer ring road,
Saphansoong Sub-district,
Saphansoong District,
Bangkok Metropolis 10240

Education : Bachelor of Science (Agricultural Extension), Kasetsart University
Master of Science (Extension Education), Louisiana State University,
U.S.A.
Honorary Doctoral Degree (Agricultural Extension), Kasetsart University
Diploma, National Defence College (class 35)

Director Training Course : Director Accreditation Program (DAP), No. 90/2011
Thai Institute of Director (IOD)

Specialized field : Organizational Management and Development and Agricultural Extension

Current position:

- The listed company in Thai Stock Exchange: 1 company

10 August 2007-11 May 2010 Director Siam Food Products PCL.

11 May 2010-Present Independent Director Siam Food Products PCL.

9 May 2017-Present Director of the Remuneration and Nominating Committee Siam Food Products PCL.

- Non-listed company: 5 companies

Present Advisor Chairman Thai Yuwa Kasetkorn Promotion Fomotion under the Royal Patronage of H.R.H. Princess Maha Chakri Sirindhorn

Present Committee Pracharat Rak Samakhee (Thailand) Co.,Ltd

Present President Horticultural Science Society of Thailand

Present President International Cooperation Development Fund Alumni Association – Taiwan – Thailand (ICDF A.A.)

Present Chief Adviser International Cooperation Development Fund Alumni Association – Taiwan – Thailand (ICDF A.A.)
Fapraphan Farm

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 of Siam Food Products PLC. since 10 August 2007 until 11 May 2010
- Has been appointed as Independent Director of Siam Food Products PLC. since 11 May 2010 until presence.
- Has been appointed as Director of Compensation and Recruitment Committee of Siam Food Products PLC. since 9 May 2017 until presence.

Category of director to be appointed: Independent Director who is successfully passed the consideration of the Compensation and Recruitment Committee The company considered the opinions of the Nomination and Remuneration Committee that Mr. Ananta Dalodom was a fully qualified person in accordance with Public Limited Companies Act, have knowledge, ability, experience in business related to the Company's business operation. Thus, he is an independent director for another term, even longer than 9 years.

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

Number of year assuming the Director position until present: 12 years 5 months

The total amount of time of holding the position until retiring in this time: 15 years 5 months

Office term in director position:

-	1 st time:	10 August 2007 – 20 April 2008,	0 year, 8 months
-	2 nd time:	20 April 2008 – 25 April 2011,	3 years 0 month
-	3 rd time:	25 April 2011 – 23 April 2014,	3 years 0 month
-	4 th time:	23 April 2014 – 20 January 2017,	2 years 9 month
-	5 th time:	20 January 2017 – 22 January 2020,	3 years 0 month

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

- Attended the Board of Directors' Meeting for 2019, 6 Meetings from total 7 Meetings
- Attended the Remuneration Committee Member Meeting for 2019, 2 Meetings form total 2 Meetings

1.3 Name – Surname: Police General Krisna Polananta

Date of birth : 24 February 1950

Age : 69 years

Nationality : Thai

Address : 4069 Yohinpattana 11 yak 5,
Praditmanoontham Road, KlongChan, Bangkapi
Bangkok Metropolis 10240

Education : Master of Business Administration
National Institute of Development Administration (NIDA)
Bachelor of Public Administration
Royal Police Cadet Academy (RPCA)

Director Training Course : Director Accreditation Program (DAP), No.86/2010
Thai Institute of Director (IOD)

Specialized field : Business administration



Current position:

- The listed company in Thai Stock Exchange: 2 company

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	Siam Food Products PLC.
2012 - Present	Independent Director and Audit Committee Member	Beril Jucker PLC.
Present	Director	Master Car Rental Co., Ltd.

- Non-listed company: 1 companies

Present	Director	Master Car Rental Co., Ltd.
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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 7 August 2013 until present.

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

- Has been appointed as Director of Compensation and Recruitment Committee of Siam Food Products PLC. Since 20 August 2015 until presence.

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

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

Number of year assuming the director position: 6 years 6 months

The total amount of time of holding the position until retiring in this time: 9 years 6 months

Office term in director position:

- 1st time: 7 August 2013 - 23 April 2014, 0 year, 9 months
- 2nd time: 24 April 2014 - 20 January 2017, 2 years 9 month
- 3rd time: 20 January 2017 - 20 January 2020, 3 years 0 month

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

- Attended the Board of Directors' Meeting for 2019, 7 Meetings from total 7 Meetings
- Attended the Audit Committee Member Meeting for 2019, 4 Meetings form total 4 Meetings
- Attended the Corporate Governance Committee Meeting for 2019, 2 Meetings from total 2 Meetings

1.4 Name – Surname: Mr. Graeme Anthony Cox



Date of birth : 09 December 1967
Age : 52 years
Nationality : British
Address : 3B2 Baan Sawasdee 42/1 Sukhumvit 31
Sukhumvit Road Klongton-Nua, Wattana
Bangkok 10110
Education : Chartered Accountant (ACA) ICAEW
B.A.(Hons)2:1 Economics University of Essex
Director Training Course : Director Accreditation Program (DAP), No. 125/2016
Process Innovation Coaching Program 2018
Thai Institute of Director (IOD)
Specialized field : Accounting and Business

Current position:

- The listed company in Thai Stock Exchange: 1 company
1 March 2016-Present Directors, Risk Management Siam Food Products PCL.
Committee and President
- Non-listed company: 1 companies
March 2016-Present Directors Quality Pineapple Products 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 Independent Director of Board of Directors of Siam Food Products PLC, since 1 March 2016 until present.

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

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

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

The total amount of time of holding the position until retiring in this time: 6 years 11 months

Office term in director position:

- 1st time: 1 March 2016 – 20 January 2017, 0 year, 11 months
- 2nd time: 20 January 2017 – 22 January 2020, 3 years 0 month

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

- Attended the Board of Directors' Meeting for 2019, 7 Meetings from total 7 Meetings
- Attended the Executive Board's Meeting for 2019, 11 Meetings from total 11 Meetings
- Attended the Risk Management Committee Meeting for 2019, 4 Meetings form total 4 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. Ananta Dalodom	Police General Krisna Polananta
(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 Mr.Chai Jroongtanapibarn
Ages 65 years
Nationality Thai
Address 170 Ramkhamhaeng Road 26/1, Huamark, Bangkok, Bangkok 10240
Education Bachelor Degree in Accounting, Chulalongkorn University
Qualification 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)

Working experience (within 5 years)

2000 – present	Independent Director and Chairman of the Audit Committee	Team Precision PLC.
2002 – present	Independent Director and Chairman of the Audit Committee	Major Cineplex Group PLC.
2003 – present	Director	Siam Future Development PLC.
2006 – present	Independent Director and Member of the Audit Committee and Chairman of Risk Committee	Oishi Group PLC.
2007 – present	Independent Director and Audit Committee Risk Management Committee	Siam Food Products PLC.
2014 – present	Chairman and Chairman of Audit Committee	Thai Metal Trade PLC.
2018-Present	Chairman and Independent Director	Veranda Resort 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 2020.

ARTICLES OF ASSOCIATION OF SIAM FOOD PRODUCTS PCL. No. Bor Mor Jor 28
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. 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 call 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 call a meeting of shareholders within forty-five days from the date of receipt of the notice.

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.

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.

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 REPORTTING

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-Thai nationality or</p>	<p>The requirements in Clauses 1 and 2 shall apply to any shareholders or participants with non-Thai nationality or to any juristic persons established under foreign law (as</p>

<p>Juristic person established under foreign law</p>	<p>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 Mr. Chai Jroongtanapibarn 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 17 January 2020

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..... เขียนที่

Shareholder Registration No. 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.นายชัย จรุงธนาภิบาล (กรรมการอิสระ).....อายุ.....65.....ปี

Mr.Chai Jroongtanapibarn (Independent Director) age 65 years

อยู่บ้านเลขที่..... 170.....ถนน.....ถนนรามคำแหง 26/1.....ตำบล/แขวง.....หัวหมาก.....

residing at 170 Road Ramkhamhaeng Sub-District Huamark

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

District Bangkapi 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. 28 ในวันที่ 22 มกราคม พ.ศ. 2563 เวลา 13.30 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารกีฬา ราชพฤกษ์คลับ บริษัท นอร์ธปาร์ค กอล์ฟ แอนด์ สปอร์ตคลับ จำกัด เลขที่ 100 หมู่ 3 ถนนวิภาวดีรังสิต เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นตามที่คณะกรรมการบริษัท อาจกำหนดด้วย

As only one of proxy to attend and vote on my/our behalf at the Bor Mor Jor 28 Annual General Meeting of Shareholders on 22 January 2020 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. 27 ลงวันที่ 24 มกราคม 2562

Agenda 1 To consider and approve the Minutes of the previous Bor Mor Jor 27 Annual General Meeting of Shareholders of the Company held on 24 January 2019

- (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 2562

Agenda 2 To acknowledge the Company's operational results for the year ended September 30, 2019.

- (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 2562

Agenda 3 To consider and approve the Statement of Financial Position and Income Statements for the year ended September 30, 2019

- (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 2562 สรรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4 Consideration to approve the allocation of net profit for 2019, legal reserves 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 นายเทียร เมฆานนท์ชัย
Mr. Thien Mekanontchai
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.2 นายอนันต์ ดาโลดม
Mr. Ananta Dalodom
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.3 พลตำรวจเอกกฤษณะ ผลอนันต์
Police General Krisna Polananta
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 5.4 นายเกรม แอนโทนี่ ค็อกซ์
Mr. Graeme Anthony Cox
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการบริษัท ประจำปี 2563

Agenda 6 To consider the approving the remuneration for directors for the year 2020

- (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 2563

Agenda 7 To consider and appoint the audit(s) and fix the auditing fee for the year 2020.

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider any other matter (if any)

- (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

(5) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. 28 ในวันที่ 22 มกราคม พ.ศ. 2563 เวลา 13.30 น. ณ ห้องราชพฤกษ์บอลรูม ชั้น 2 อาคารกีฬา ราชพฤกษ์คลับ บริษัท นอร์ทปาร์ค กอล์ฟ แอนด์ สปอร์ตคลับ จำกัด เลขที่ 100 หมู่ 3 ถนนวิภาวดีรังสิต เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น

At the Bor Mor Jor 28 Annual General Meeting of Shareholders on 22 January 2020 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.