

SFP. 203 / 2018

27 November 2018

Subject : Dividend payment and Fix the date of The Annual General Shareholders Meeting

To : The President

The Stock Exchange of Thailand

Siam Food Products Public Company Limited (the “Company”) would like to report to the Stock Exchange of Thailand that the Board of Directors Meeting No.1/2018 hold on November 27, 2018. The Meeting passed the significant resolutions as follows:

**1. To consider the dividend payment.** Approved the dividend payment from the operating results for the year ended September 30,2018 and retained earning at the rate of Baht 8 per share for 21 million shares, totaling Baht 168 million with was subject to tax exemption profit, so there is not tax credit for person shareholders, will be paid to shareholders on February 15, 2019. The company’s shareholders whose names appear on the record date on December 11, 2018 to determine the rights to receive dividend, in this regard, the grant of this right is uncertain since it has to be approved by the shareholders’ meeting.

**2. To Set up the date of The Annual General Shareholders Meeting No. Bor Mor Jor 27** On January 24, 2019, at 13.30 P.M., 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 Annual General Shareholders Meeting No. Bor Mor Jor 27 has agenda as follows :

**Agenda 1.** To consider and approve the Minutes of the Annual General Shareholders Meeting No. Bor Mor Jor 26 dated January 24, 2018.

Board of Directors’ opinion : the Shareholders should approve the said Minutes.

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

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

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

Board of Directors’ opinion : the Shareholders should approve the said Statement of Financial Position and Income Statement for the year ended September 30,2018, which have been audited by certified auditor and the Audit Committee agreed.

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

Board of Directors’ opinion: There is no need to provide more legal reserve as the company has reached the minimum 10 % of Baht 300 million registered capital as required by the law totally Baht 30 million. The shareholder should approve the dividend payment from the operating results for year ended September 30,2018 and retained earning at Baht 8 per share in total amount Baht 168 million

The company's shareholders whose names appear on the record date on December 11, 2018 to determine the rights to receive dividend and the dividend will be paid on February 15, 2019.

**Agenda 5.** To consider and elect the Directors in replacement of those retired by rotation.

Board of Directors' opinion: the Shareholders should re-elect the 4 retiring directors to serve for another term by each person according to the Remuneration and Nominating Committee proposed namely: Mr. Prasit Kovilaikool, Mrs. Chaveevan Chandanabhumma, Mr. Chai Jroongtanapibarn and Mrs. Nidda Theerawatanachai

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

Board of Directors' opinion : The Board of Directors considered remuneration for directors for the year 2019 as proposed by the Nomination and Remuneration 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 approve the remuneration for directors of all committees for the year 2019 in the amount of not exceeding Baht 15 Million, which is equivalent to the year 2018.

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

Board of Directors' opinion : The Board of Directors approved the proposal of the Audit Committee to appoint the auditor of KPMG Phoomchai Audit Limited as the Company's auditor in the year 2019. In addition, it was resolved to propose that the 2019 Annual Ordinary General Meeting of Shareholders consider approving 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:

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

shall be the auditor to conduct the audit and sign for certification of the financial statements of the Company for the year 2019. KPMG Phoomchai Audit Limited and the auditor namely, is neither related to nor engaged in any conflict of interest with company, subsidiary company, their executives, their major shareholders or relatives of these persons.

2) To determine the remuneration for the auditor including the quarter review for 3 quarters for the financial statement ended September 30,2019 in the total amount of not exceeding Baht 1,525,000. The fee do not include out of pocket expenses such as traveling, copy and other expenses relating to the audit.

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

Board of Directors' opinion: The Board of Directors was of the opinion that the amendment to the Company's Articles of Association should be proposed to the 2019 AGM for approval, the Company needs to amend its Articles of Association i.e. Article 22, Article 23 paragraph 1 regarding electronic conferencing and Article 31, 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

**Agenda 9.** To consider any other matter (if any).

The Company had earlier provided the opportunity for shareholders to submit additional proposals and nominate directorial candidates for 2019 Annual General Shareholders Meeting starting on August 1,2018 to October 31,2018 complying with the Good Corporate Governance. Consequently, there was no proposal meeting agenda and/or nominates directorial candidates were submitted.

The Company will disclose the 2019 Annual General Shareholders Meeting itinerary and the agenda on company's website at [www.siamfood.co.th](http://www.siamfood.co.th) in the item of "Investor news" on December 21, 2018 prior to the meeting.

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

Kindly be informed.

Yours Truly,

( Mr. Kiartisak Lertsiriamorn )

Company Secretary