



บริษัท ไทยพรซิเดนท์ฟู้ดส์ จำกัด (มหาชน)  
THAI PRESIDENT FOODS PUBLIC COMPANY LIMITED

# Notice of the Annual General Meeting of Shareholders No. 7/2024



**Thursday, 25<sup>th</sup> April, 2024 At 9.00 hours**  
**At TF Head Office, Tom Yum Kung Room on 3<sup>rd</sup> Floor**  
**TF Building (MAMA Building)**

**304 Srinakarin Road, Huamark Subdistrict, Bangkapi District, Bangkok 10240**

**Registration starts from 7.00 hours**

**Please bring the Notice of Meeting with barcode (Meeting Registration Form)**

**to submit on the Meeting date**

**On the Meeting date, no snacks and beverages, no gifts provided, as well as books of the 56-1 One Report 2023 and the Sustainability Report 2023 will not be provided in order to minimize personal direct contact**

(Translation)

**Notice of the Annual General Meeting of Shareholders No. 7/2024**

No. TFMAMA 305/2024

22<sup>nd</sup> March, 2024

Subject : Invitation to the Annual General Meeting of Shareholders No. 7/2024

To : Shareholders of Thai President Foods Public Company Limited

Attachments :	1. Copy of the minutes of the Annual General Meeting of Shareholders No. 6/2023, held on Thursday, 27 <sup>th</sup> April, 2023	Page 14-31
	2. Profiles of the Directors nominated to be Director, replacing those retiring by rotation	Page 32-38
	3. Qualifications of Independent Director	Page 39-40
	4. Articles of Association of the Company regarding to the Shareholders' Meeting	Page 41-43
	5. Proxy Form (Form B)	Page 44-49
	6. Profiles of the Independent Directors proposed to act as proxies	Page 50
	7. Documents required to attend the Meeting, Guidelines for Appointment of Proxy, Registration Process, Voting Process and Vote Counting Procedures	Page 51-54
	8. Profiles of the proposed Auditor	Page 55-57
	9. Map for the Shareholders' Meeting Place	Page 58
	10. The Annual Report 2023 (56-1 One Report) (Book) and the Sustainability Report 2023 (Book) Request Form	Page 59
	11. The Notice of Meeting with barcode ( <b>Meeting Registration Form, please submit on the Meeting date</b> ) together with QR Code for downloading all documents of the Annual General Meeting of Shareholders No. 7/2024, the Annual Report 2023 (56-1 One Report) and the Sustainability Report 2023	

The Board of Directors of Thai President Foods Public Company Limited (“**the Company**”) has passed a resolution to call for the Annual General Meeting of Shareholders No. 7/2024 to be held on Thursday, 25<sup>th</sup> April, 2024, at 9.00 hours, at TF Head Office, Tom Yum Kung Room on 3<sup>rd</sup> Floor, TF Building (MAMA Building), 304 Srinakarin Road, Huamark Subdistrict, Bangkok District, Bangkok 10240. The Company had invited shareholders to propose matters to be included as an agenda during 15<sup>th</sup> November, 2023 to 30<sup>th</sup> December, 2023, there was no shareholder proposed agenda or nomination. Thus, the Board sets forth the agenda as following,

**Agenda 1** **To Certify the Minutes of the Annual General Meeting of Shareholders No. 6/2023 to be held on Thursday, 27<sup>th</sup> April, 2023**

**Fact and Reason** : The Company has done the minutes of the Annual General Meeting of Shareholders No. 6/2023 to be held on Thursday, 27<sup>th</sup> April, 2023 within 14 days from the meeting date and submitted it to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by laws. In addition, a there was the information attached hereto Attachment No.1 on website www.mama.co.th since Wednesday, 3<sup>rd</sup> May, 2023.

**Opinion of the Board** : The minutes of the Annual General Meeting of Shareholders No. 6/2023 to be held on Thursday, 27<sup>th</sup> April, 2023 have been correctly recorded, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to certify the said minutes.

**Voting Resolution** : This agenda required approval by a majority vote of the shareholders attending the Annual General Meeting of Shareholders and cast their votes.

**Agenda 2** **To Acknowledge the Report of the Board of Directors for the Year 2023**

**Fact and Reason** : Report of the 2023 performance results of the Company and Management Discussion and Analysis (MD&A) were recorded in the 56-1 One Report 2023, which were prepared in accordance with the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company has sent it on the form of E-books accessible through QR Code in the Notice of Meeting with barcode.

**Opinion of the Board** : The Annual Report 2023 (56-1 One Report) have been completely recorded, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to acknowledge the report of the 2023 performance results of the Company.

**Voting Resolution** : This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda 3** **To Consider and Approve of Financial Statement for the Year ended on 31<sup>st</sup> December, 2023**

**Fact and Reason** : The Article 112 of the Public Limited Companies Act B.E. 2535 and the Article 37. of the Articles of Association of the Company stipulating that the Company shall prepare the financial statement as of the last day of the accounting period and submit to the Annual General Meeting of Shareholders for approval.

The Company's Financial Statements for the year 2023 ended on 31<sup>st</sup> December, 2023 consisted of the Statement of Financial Positions, the Statement of Comprehensive Income, the Statement of Change in Shareholders Equity, the Statement of Cash Flows and the Notes to Financial Statements, which were prepared in accordance with Thai Financial Reporting Standards, have been already audited and certified by Ms. Satida Ratananurak, certified public accountant No. 4753 from EY Office Limited.

**Opinion of the Board** : The Company's Financial Statements for the year 2023 have been reviewed by Audit Committee and the Board of the Company, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to approve the Financial Statements as per following details,

Details	Consolidated Financial Statements	Separate Financial Statements
Total Assets	45,764.91 Million Baht	24,596.60 Million Baht
Total Liabilities	4,622.45 Million Baht	2,534.85 Million Baht
Total Shareholders' Equity	41,142.46 Million Baht	22,061.75 Million Baht
Revenue from Sales	27,663.98 Million Baht	16,610.87 Million Baht
Net Profit*	3,777.54 Million Baht	2,912.22 Million Baht
Net Profit per Share*	11.46 Baht/Share	8.83 Baht/Share

\* Net profit and net profit per share in consolidated financial statement represents net profit attributable to equity holders of the Company.

The detail's Financial Statements were recorded on section 3 Financial Report in the Annual Report 2023 (56-1 One Report).

**Voting Resolution** : This agenda required approval by a majority vote of the shareholders attending the Annual General Meeting of Shareholders and cast their votes.

#### **Agenda 4** **To Consider and Approve the Appropriation of Profit and Dividend Payment for the Year 2023**

**Fact and Reason** : The Article 46. of the Articles of Association of the Company stipulated that the dividend payment of the Company shall be made out of the performance results and that the Board of Directors may pay an interim dividend to the shareholders occasionally and reported such payment to the shareholders at the next shareholders' meeting.

The Company has the policy of dividend payment through appropriation of at least 50 per cent of the annual net profit from Separate Financial Statements. For the year 2023, the Company recorded the net profit in the Separated Financial Statement of Baht 2,912.22 million, earnings per share Baht 8.83 per share.

**Opinion of the Board** : The net profit in the Separated Financial Statement for the year 2023 of Baht 2,912.22 million, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to approve the dividend payment for the year 2023 at the rate of Baht 4.42 per share and at the total amount of Baht 1,457.29 million or 50.04% of net profit in the Separate Financial Statements in compliance with the policy of dividend payment of the Company.

The Company has already paid an interim dividend for the operational results during the first half-year on Wednesday, 18<sup>th</sup> October, 2023 at the rate of Baht 2.25 per share, totaling to Baht 741.83 million. Thus, the remaining dividend for the year 2023 shall be paid at the rate of Baht 2.17 per share, totaling to Baht 715.46 million as per following details,

- 1) Dividend payment of Baht 0.50 per share, or in an approximate total amount of Baht 164.85 million paid from the BOI promoted business net profit of which individual shareholders shall not be entitled to a tax credit under the Section 47 bis of the Code of revenue.
- 2) Dividend payment of Baht 1.67 per share or in an approximate total amount of Baht 550.61 million paid from the retained earnings liable to 20% corporate income tax of which individual shareholders shall be entitled to a tax credit under the Section 47 bis of the Code of revenue.
- 3) The said dividend distribution shall be payable to the Shareholders entitled to receive the dividend according to listed in the record date on Wednesday, 8<sup>th</sup> May, 2024.
- 4) The dividend payment will be made on Thursday, 23<sup>rd</sup> May, 2024.

No legal reserve appropriation because the Company's legal reserve has reached the amount required by laws.

The summary of dividend payment of the Company compare with last year as following,

Details	2023	2022
1) Net profit as reported in the Separated Financial Statement	2,912.22 Million Baht	1,925.50 Million Baht
2) Number of total shares	329,704,014 Shares	329,704,014 Shares
3) Dividend for the whole year	4.42 Baht / Share	4.08 Baht / Share
- Interim dividend	2.25 Baht / Share	1.34 Baht / Share
- Remaining dividend	2.17 Baht / Share	2.74 Baht / Share
4) Total dividend payment	1,457.29 Million Baht	1,345.19 Million Baht
5) Ratio of dividend payment Compared with net profit in the Separated Financial Statement	50.04%	69.86%

**Voting Resolution** : This agenda required approval by a majority vote of the shareholders attending the Annual General Meeting of Shareholders and cast their votes.

## **Agenda 5**

### **To Approve the Election of the Directors to Replace Those Retiring by Rotation**

**Fact and Reason** : The Article 71 of Public Limited Companies Act B.E. 2535 and the Article 17. of the Articles of Association of the Company stipulating that at every annual general meeting, one-third of the Directors shall retire. If the number of Directors is not a multiple of three, then the number nearest to one-third shall retire. The Directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall vacate. A retiring Director may be eligible for re-election.

The Annual General Meeting of Shareholders No. 7/2024, there are 5 Directors due to retire by rotation; namely,

- |                            |  |
|----------------------------|--|
| 1) Dr. Poj Paniangvait     | President /<br>Corporate Governance and Sustainability Committee |
| 2) Mr. Vathit Chokwatana   | Director   |
| 3) Ms. Pojjana Paniangvait | Director /<br>Corporate Governance and Sustainability Committee  |

- |                            |  |
|----------------------------|--|
| 4) Dr. Kulpatra Sirodom    | Independent Director /<br>Chairman of Audit Committee                                |
| 5) Mr. Kanich Punyashtithi | Independent Director /<br>Audit Committee /<br>Nomination and Remuneration Committee |

The Company had invited shareholders to propose names to be nominated as the Director during 15<sup>th</sup> November, 2023 to 30<sup>th</sup> December, 2023, there was no shareholder proposed nomination.

The Nomination and Remuneration Committee of the Company has considered the suitable person (Mr. Kanich Punyashtithi as the Nomination and Remuneration Committee exited from the meeting and casted no vote) who has no prohibited qualifications as specified by the applicable laws and has qualified with knowledge, capability, experience with expertise in various in line with the Board Skills Matrix which will be very useful for the Company business, be capable of expressing their opinions independently and also considered their past performance as directors of the Company. The Nomination and Remuneration Committee has proposed that all 5 Directors who have to be retired by rotation be re-elected as the Directors of the Company for another term.

**Opinion of the Board** : The Board agrees with the consideration of the Nomination and Remuneration Committee (the nominated Directors exited from the meeting and casted no vote), that the nominated person has thoroughly screened and qualified to perform the Company's business, for the nominated person as an Independent Directors can freely give comments, which is qualified in accordance with the definition of Independent Directors, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to elect 5 persons to be the Directors of the Company; namely,

- |                            |                                       |
|----------------------------|---------------------------------------|
| 1) Dr. Poj Paniangvait     | Director to be re-elected             |
| 2) Mr. Vathit Chokwatana   | Director to be re-elected             |
| 3) Ms. Pojjana Paniangvait | Director to be re-elected             |
| 4) Dr. Kulpatra Sirodom    | Independent Director to be re-elected |
| 5) Mr. Kanich Punyashtithi | Independent Director to be re-elected |

The Profiles of all nominated persons, their shareholding in Thai President Foods PCL, their administrative positions in the other listed companies/any other companies/ business related to the Company, the relationship characteristics of nominate qualified as an Independent Director are detailed in the Attachment No. 2 and Attachment No. 3.

**Voting Resolution** : This agenda required approval by a majority vote of the shareholders attending the Annual General Meeting of Shareholders and cast their votes.

## Agenda 6      To Approve the Remuneration of the Directors

**Fact and Reason** : The Article 34. of the Articles of Association of the Company stipulating that the director is entitled to receive the remuneration from the Company including salary, gratuities, meeting allowances, rewards, bonuses or benefits of any other nature under the Articles of Association or as approved by the meeting of shareholders. Such remuneration should be appropriate to the level of responsibility. The remuneration committee should be similar to the same business.

In 2023, the Annual General Meeting of Shareholders No. 6/2023 on Thursday, 27<sup>th</sup> April, 2023 approved the remuneration to Directors not exceed Baht 20 million a year, the Company had actually paid Baht 18,214,000 consisting of, meeting allowances for Board of Director Baht 1,814,000, for Nomination and Remuneration Committee Baht 64,000, for Corporate Governance and Sustainability Committee Baht 208,000, for Investment Committee Baht 48,000, for Audit Committee Baht 480,000, professional fee and annual reward for Board of Director Baht 15,600,000. The summary of remuneration for the Directors by individual person were recorded on page 121 in the Annual Report 2023 (56-1 One Report).

The Nomination and Remuneration Committee of the Company has considered appropriate remuneration and comply with the duties and responsibilities of the Directors, the comparison with other companies in similar businesses, including performance of the Company and the Company' business expansion both domestic and abroad. In 2024, the Nomination and Remuneration Committee proposed a more clear and appropriate allocation of Directors' remuneration, without affecting the amount of directors' remuneration for the whole year,

The details and summary of remuneration for the Directors compare with last year as following,

Remuneration	Position	2024	2023
1) Meeting allowance (attending meeting only)			
- Board of Director	Chairman	18,000 Baht/Meeting	12,000 Baht/Meeting
	Director	16,000 Baht/Meeting	10,000 Baht/Meeting
- Nomination and Remuneration Committee	Chairman	18,000 Baht/Meeting	12,000 Baht/Meeting
	Director	16,000 Baht/Meeting	10,000 Baht/Meeting
- Corporate Governance and Sustainability Committee	Chairman	18,000 Baht/Meeting	12,000 Baht/Meeting
	Director	16,000 Baht/Meeting	10,000 Baht/Meeting
- Investment Committee	Chairman	18,000 Baht/Meeting	12,000 Baht/Meeting
	Director	16,000 Baht/Meeting	10,000 Baht/Meeting
- Other Sub-Committee (If Any)	Chairman	18,000 Baht/Meeting	12,000 Baht/Meeting
	Director	16,000 Baht/Meeting	10,000 Baht/Meeting

Remuneration	Position	2024	2023
2) Quarter meeting allowance			
- Audit Committee	Chairman	80,000 Baht/Quarter	60,000 Baht/Quarter
	Director	60,000 Baht/Quarter	30,000 Baht/Quarter
3) Monthly retainer			
- Board of Director	Honorary Chairman	60,000 Baht/Month	None
	Chairman	60,000 Baht/Month	None
	Vice Chairman	50,000 Baht/Month	None
	Director	40,000 Baht/Month	None
4) Annual bonus			
- Board of Director		At the rate of 0.5% of the annual dividend of each year, the Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval	The Nomination and Remuneration Committee will allocate and propose to the Board of Directors for approval
5) Other benefits		None	None

The said remunerations excluded compensation and welfare benefits which the Directors received as staff members or employees of the Company.

**Opinion of the Board** : The Board agrees with the consideration of the Nomination and Remuneration Committee, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to approve the remuneration of the Directors in 2024 as presented.

**Voting Resolution** : This agenda shall be an affirmative vote of not less than two-thirds of the total number of shareholders attending the Annual General Meeting of Shareholders.

**Agenda 7** **To Approve the Appointment of the Auditors and the Determination of Their Remuneration for the Year 2024**

**Fact and Reason** : The Article 120 of the Public Limited Companies Act B.E. 2535 stipulates that the Annual General Shareholders' meeting will appoint the auditors of the Company and determine their remuneration to be paid by the Company for the year. A former auditor may be eligible for re-election." In addition, Article 48. of the Articles of Association of the Company stipulating that "The auditor of the Company must not be the Director, officer, employee, or has any positions in the Company.



The Audit Committee of the Company considered to select EY Office Limited to be the auditing firm of the Company for the year 2024 and considered their auditing performance, independence, and with the qualifications as specified by the Securities and Exchange Commission and the regulations of the Company. In addition, the audit fees were appropriate to the scope of the audit. One of proposed auditors will audit the Financial Statements of the Company; namely,

- 1) Mrs. Saifon Inkaew, Certified Public Accountant No.4434 (the authorized signature in the Financial Statements of the Company in 2020-2021.) and/or
- 2) Ms. Satida Ratananurak, Certified Public Accountant No.4753 (the authorized signature in the Financial Statements of the Company in 2022-2023.) and/or
- 3) Ms. Kamontip Lertwitworatep, Certified Public Accountant No.4377 (never be the authorized signature in the Financial Statements of the Company.)

Profiles of the proposed Auditor in Attachment No. 8.

In this regard, EY Office Limited and the auditors as proposed have no material relationship or benefit with the Company / subsidiaries / managements / major shareholders / or any related entity of the Company.

And also determine the remuneration of the auditors of the Company in 2024 at the amount of Baht 3,000,000, same as last year.

The details and summary of remuneration for the auditors compare with last year as following,

Remuneration of Auditor	2024	2023
1) Audit fee for annual Separate Financial Statements and Consolidated Financial Statements	1,800,000 Baht	1,800,000 Baht
2) Audit fee for quarterly Separate Financial Statements and Consolidated Financial Statements (for 3 quarters)	1,200,000 Baht	1,200,000 Baht
<b>Grand Total</b>	<b>3,000,000 Baht</b>	<b>3,000,000 Baht</b>

The said amount is separated from the audit fee of Baht 80,000 per BOI-promoted projects, same as last year, which the Company can ask for income tax exemption from the Board of Investment.

For the year 2023, the Company had 7 certificates to be audited at the rate of Baht 80,000 per certificate, thus costing additional amount of Baht 560,000. And observing fee for the destruction of packaging expired and discontinued of Baht 25,000. Such services were permissible to be performed by the auditor of the Company based on the Code of Ethics for Professional Accountants issued by Thailand's Federation of Accounting Professions.

The subsidiaries of the Company that use the same auditing office as the Company include: President Bakery Plc., Dai-Ichi Packaging Co., Ltd. and Thai President Foods (Hungary) Kft. For subsidiary and associated companies of the Company do not use the same auditing office as the Company, insignificant size, the Board of Director of the Company is still able to provide management oversight to ensure that these companies prepare and complete their Financial Statements in the required time frame, do not affected the preparation of the Consolidated Financial Statements of the Company.

**Opinion of the Board** : The Board agrees with the consideration of the Audit Committee, should be proposed to the Annual General Meeting of Shareholders No. 7/2024 to appoint the auditors and the remuneration for the year 2024 as presented.

**Voting Resolution** : This agenda required approval by a majority vote of the shareholders attending the Annual General Meeting of Shareholders and cast their votes.

**Agenda 8**

**To Consider and Approved the Amendment of the Memorandum of Association No. 3 (Company's Objectives No. (11))**

**Fact and Reason** : To review the Company's Objectives in order to be clear and support other investment or other business of the Company in the future.

**Opinion of the Board** : To propose the Annual General Meeting of Shareholders No. 7/2024 to approved the amendment of the Memorandum of Association No. 3 (Company's Objectives No. (11)), details as follow;

Current Objective	Proposed Objective
No. (11) To engage in operation of instant food plants, canned food plants, snack and confectionary plants, beverage plants, wheat flour mills, rice mills, sugar mills, ice cube plants and plants producing raw materials and supplies used in manufacturing of the merchandises mentioned in these Objectives.	No. (11) To engage in operation of instant food plants, canned food plants, snack and confectionary plants, beverage plants, wheat flour mills, rice mills, sugar mills, ice cube plants and plants producing raw materials and supplies used in manufacturing, <u>including the production of energy, electricity for used in own business and for sale</u> of the merchandises mentioned in these Objectives.

Provided that the person(s) assigned by the Company shall further process the registration the amendment of the Company's Objectives with the Department of Business Development at the Ministry of Commerce as required by the registrar.

**Voting Resolution** : This agenda shall be an affirmative vote of not less than three-fourth of the total number of shareholders attending the Annual General Meeting of Shareholders and having voting rights.

**Agenda 9**

**To Consider and Approve the Amendment of the Articles of Association of the Company Article 27. Article 32. Article 36. Article 41. Article 46.**

**Fact and Reason** : To review the Articles of Association of the Company in order to be consistent with the Public Limited Companies Act (No. 4) B.E. 2022 and the current situation, to be change and develop in technology, including flexibility in operations.

**Opinion of the Board** : To propose the Annual General Meeting of Shareholders No. 7/2024 to approved the amendment of the Articles of Association of the Company Article 27. and Article 32. to be consistent with Section 79 and Section 82 of the Public Limited Companies Act (No. 4) B.E. 2022, Article 36. and Article 46. to be consistent with Section 6 of the Public Limited Companies Act (No. 4) B.E. 2022, and Article 41. to be flexibility in operations., details as follow;

Current Articles of Association	Proposed Articles of Association
<p>Article 27. In summoning a meeting of the board of directors, the chairman or the person assigned by the chairman shall serve a notice of meeting to the directors <u>not less than 7 days prior to the meeting date</u>, except in case of urgency to protect the rights and benefits of the Company, a meeting may be summoned <u>by other means</u> and earlier meeting date may be fixed.</p>	<p>Article 27. In summoning a meeting of the board of directors, the chairman or the person assigned by the chairman shall serve a notice of meeting to the directors <u>not less than 3 days prior to the meeting date</u>, except in case of urgency to protect the rights and benefits of the Company, a meeting may be summoned <u>by electronic means or other means</u> and earlier meeting date may be fixed.</p>
<p>Article 32. The board of directors shall hold a meeting at least once every 3 months.</p> <p>Such meeting of the board of directors shall be held at the location on which the head office is located or <u>the province nearby or any other place determined by the chairperson or the person assigned by the chairperson.</u></p>	<p>Article 32. The board of directors shall hold a meeting at least once every 3 months.</p> <p>Such meeting of the board of directors shall be held at the location on which the head office is located or <u>the other province in Thailand. In case of via electronic meeting, the location of the company's head office shall be considered the location of the meeting.</u></p>
<p>Article 36. In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, including the opinion of the board of directors on the said matters. The said notice shall be distributed to the shareholders and the registrar not less than 7 days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than 3 consecutive days and not less than 3 days prior to the date of the meeting.</p>	<p>Article 36. In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, including the opinion of the board of directors on the said matters. The said notice shall be distributed to the shareholders and the registrar not less than 7 days prior to the date of the meeting. In addition, the notice shall be published in a newspaper <u>or electronic media as determined by the registrar</u> for not less than 3 consecutive days and not less than 3 days prior to the date of the meeting.</p>

Current Articles of Association	Proposed Articles of Association
<p>The venue of the meeting may be in the province in which the head office of the Company is <u>located or other place as determined by the board of directors.</u></p>	<p>The venue of the meeting may be in the province in which the head office of the Company is located or <u>the other province in Thailand. In case of via electronic meeting, the location of the company's head office shall be considered the location of the meeting.</u></p>
<p>Article 41. Each shareholder shall have one vote for each share held by him/her.</p> <p>A resolution of the meeting of shareholders shall be made by the following votes:</p> <p>(1) In an ordinary event, the majority votes of the shareholders who attend the meeting <u>and cast their votes.</u> In case of a tie vote, the chairperson of the meeting shall have a casting vote.</p>	<p>Article 41. Each shareholder shall have one vote for each share held by him/her.</p> <p>A resolution of the meeting of shareholders shall be made by the following votes:</p> <p>(1) In an ordinary event, the majority votes of the shareholders who attend the meeting <u>and having voting rights.</u> In case of a tie vote, the chairperson of the meeting shall have a casting vote.</p>
<p>Article 46. No dividends shall be paid otherwise than out of profits. If the Company has the accumulated loss, no dividend shall be paid.</p> <p>The dividends shall be distributed according to the number of shares, with each share receiving an equal amount.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within 1 month from the date on which the resolution has passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper. The Company shall not be responsible for any interest if the dividend payment is made within the period specified by law.</p>	<p>Article 46. No dividends shall be paid otherwise than out of profits. If the Company has the accumulated loss, no dividend shall be paid.</p> <p>The dividends shall be distributed according to the number of shares, with each share receiving an equal amount.</p> <p>The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>The payment of dividends shall be made within 1 month from the date on which the resolution has passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper <u>or electronic media as determined by the registrar.</u> The Company shall not be responsible for any interest if the dividend payment is made within the period specified by law.</p>

Provided that the person(s) assigned by the Company shall further process the registration of the amendment of Articles of Association of the Company with the Department of Business Development at the Ministry of Commerce as required by the registrar.

**Voting Resolution** : This agenda shall be an affirmative vote of not less than three-fourth of the total number of shareholders attending the Annual General Meeting of Shareholders and having voting rights.

**Agenda 10 To Consider Other Business (If Any)**

The Company sets the Record Date on Wednesday, 27<sup>th</sup> March, 2024 to define the shareholder who has the right to attend the Annual General Meeting of Shareholders No. 7/2024.

The shareholders of Thai President Foods PCL are hereby cordially invited to attend the meeting on the date, time, and place specified above. The Company will open for registration to attend the Annual General Meeting of Shareholders No. 7/2024 since 7.00 hours. The shareholder, who is unable to attend the meeting, is welcome to appoint the proxy to attend the meeting and vote on your behalf by completing the Proxy Form (Form B) as attached hereto as Attachment No. 5 or the shareholder can download the Proxy Form (Form A, Form B, or Form C) from the website [www.mama.co.th](http://www.mama.co.th) and fill the Form relevant to your own type of shareholder. (The Proxy Form (Form C) is applicable for the foreign investors who appoint the Custodian in Thailand to safeguard their shares.). Please, send the Proxy Form to the Company not less than 1 day prior to the Annual General Meeting of Shareholders No. 7/2024 to be held on Thursday, 25<sup>th</sup> April, 2024.

The Notice of the Annual General Meeting Shareholders' No. 7/2024, meeting registration, and proxy appointment form have been published in the Company website [www.mama.co.th](http://www.mama.co.th). Additionally, the shareholder may appoint an Independent Director to attend the meeting and vote on your behalf. The Company proposes 2 Independent Directors to be the proxy for the shareholder; namely, 1) Professor Dr. Suwimon Keeratipibul 2) Mrs. Tongurai Limpiti

Profiles of the proposed Independent Directors in Attachment No. 6.

In order to speed up and facilitate the registration process at the General Meeting of Shareholders, the shareholders please practice on documents required to attend the Meeting, Guidelines for Appointment of Proxy, Registration Process, Voting Process and Vote Counting Procedures , as Attachment No. 7 and bring the Notice of Meeting with barcode and the Proxy Form (if any), together with the identification documents for meeting attendance, present them to the registration staff on the date of the Annual General Meeting of Shareholders No. 7/2024.

Sincerely Yours,

Thai President Foods PCL.

Sarath Tangsirimongkol

(Ms. Sarath Tangsirimongkol)

Company Secretary

By Resolution of the Board of Directors

- Notes :**
- 1) Any shareholder, who have any query concerning the Annual General Meeting of Shareholders No. 7/2024, please submit your query in advance to the Company via E-mail: sararath.t@mama.co.th or by post addressing to Ms. Sararath Tangsirimongkol (Company's Secretary), Thai President Foods PCL 304, Srinakarin Rd., Huamark, Bangkapi, Bangkok 10240, or by fax no. 0-2374-7743 with in Wednesday, 19<sup>th</sup> April, 2024 together with the sender's name, address, or telephone no. to be replied to. The Company's secretary will collect all query and pass to President to explain in the shareholder's meeting.
  - 2) The Shareholders can download all documents of the Annual General Meeting of Shareholders No. 7/2024, the Annual Report 2023 (56-1 One Report) and the Sustainability Report 2023 from the QR Code in the Notice of Meeting with barcode (Meeting Registration Form).
  - 3) Any shareholder, who wishes to receive the printed Annual Report 2023 (56-1 One Report) and the Sustainability Report 2023, please fill the details in "the Annual Report 2023 (56-1 One Report) (Book) and the Sustainability Report 2023 (Book) Request Form" as Attachment No. 10 and send to Mr. Wasan Boonsampamkit (Investor Relations), Thai President Foods Plc. 304, Srinakarin Rd., Huamark, Bangkapi, Bangkok 10240, or by fax no. 0-2374-7743.

Company Secretary

Tel. 0 2374 4730 ext. 1070, 1086