



Invitation to the Annual General Meeting of  
Shareholders No. 1/2016  
Tipco Foods Public Company Limited

24 April 2016 at 10.00 a.m.  
at the Company's Head Office, i.e. Auditorium, 5th Floor,  
Tipco Tower, 118/1 Rama 6 Road, Samsen Nai,  
Phayathai, Bangkok 10400

22 March 2016

Subject            Invitation to the Annual General Meeting of Shareholders No. 1/2016

To                 Shareholders

Attachments      1) Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2016

                      2) 2015 Annual Report in CD-ROM format and Financial Summary

                      3) Name list and profile of the candidates for directors in replacement for those who retired  
                              by rotation and definition of independent director

                      4) Proxy Form B

                      5) Company's Articles of Association Chapter 5 – General Meeting of Shareholders

                      6) Explanation for granting of proxy, registration and presentation of identity documents  
                              before attending the Meeting and voting in the Meeting

                      7) Map of the meeting venue – Tipco Tower

The Board of Directors of Tipco Foods Public Company Limited resolved that the Annual General Meeting of Shareholders No. 1/2016 will be held on Friday 22 April 2016 at 10.00 a.m. at the Company's Head Office, i.e. Auditorium, 5<sup>th</sup> Floor, Tipco Tower, 118/1 Rama 6 Road, Samsen Nai, Phayathai, Bangkok 10400 to consider matters according to the following agenda:

**Agenda Item 1**    To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2015 held on 24 April 2015

**Preamble:** The Company has completed and submitted the Minutes of the Annual General Meeting of Shareholders No.1/2015 on 24 April 2015 to the Stock Exchange of Thailand and the Ministry of Commerce within the prescribed timeline as well as disseminated the same on the Company's website: [www.tipco.net](http://www.tipco.net) A copy of the said Minutes is as per Attachment1.

**Board of Directors' Opinion:**    The Meeting is advised to adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2015 held on 24 April 2015 which has been considered by the Board of Directors who is of the opinion that the said Minutes of the Meeting is correctly and completely recorded.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting

**Agenda Item 2**    To acknowledge the Board of Directors' Annual Report

**Preamble:** The Company's 2015 operating performance appears in the 2015 Annual Report and Financial Summary as per Attachment 2.

**Board of Directors' Opinion:** The Meeting is advised to acknowledge the Company's 2015 operating performance.

**Number of votes required to pass the resolution:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**Agenda Item 3** To consider and approve the Statement of Financial Position and the Comprehensive Income Statement for the year ended 31 December 2015

**Preamble:** The Statement of Financial Position and Statement of Comprehensive Income for the year ended 31 December 2015 as published in the 2015 Annual Report and Financial Summary as per Attachment 2 have received an unqualified opinion from the Company's auditor and have been reviewed by the Audit Committee and the Board of Directors that they are complete and correct in accordance with generally accepted accounting principles. The essence of the Statement of Financial Position and Statement of Comprehensive Income for the year 2015 is as follows:

Unit : Baht

รายการ	Consolidated Financial Statements	Separate Financial Statements
Total Assets	6,714,943,708	2,649,113,691
Total Liabilities	2,734,164,641	1,014,046,009
Sales Revenue	5,337,909,489	2,266,843,958
Net Profit	1,188,467,999	182,967,033
Net Profit per Share	2.4627	0.3791

**Board of Directors' Opinion:** The Meeting is advised to approve the Statement of Financial Position and the Comprehensive Income Statement for the year ended 31 December 2015.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting

**Agenda Item 4** To consider and approve the profit allocations and dividend payment for the year 2015

**Preamble:** According to the Public Limited Companies Act B.E. 2535, the Company shall allocate not less than 5% of its annual net profit minus the accumulative loss (if any) as a reserve until the reserve attains an amount of not less than 10% of the registered capital. The company has already reserved as required by law. The Company has a policy to make a dividend payment of not less than one-third of the Company's net profit after tax and legal reserve allocation.

In 2015, the Company reported net profit of Baht 182,967,033 or equivalent to Baht 0.3791 per share and net profit of Baht 1,188,467,999 according to the consolidated financial statements.

The Board of Directors therefore deems it appropriate to propose the dividend payment of Baht 0.25 per share or 65.95% of net profit to 482,579,640 shareholders, totaling Baht 120,644,910 on 18 May 2016. In the year 2015, the Company did not pay a dividend.

The Company will pay a dividend to the shareholders according to the list of shareholders entitled to obtain dividend payment on 3 May 2016 (Record Date) which will be prepared in accordance with Section 225 of the Securities and Exchange Act by closing the register book suspending share transfer on 4 May 2016 (Closing Date).

**Board of Directors' Opinion:** The Meeting is advised to approve the dividend payment as proposed by the Board of Directors.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting

**Agenda Item 5** To consider and elect Directors to replace those who will retired for the year by rotation

**Preamble:** According to the law and the Company's Articles of Association, one-third of the total number of directors shall retire at the Annual General Meeting of Shareholders and the Directors who retire by rotation may be re-elected. In the AGM No. 1/2016, the Directors who shall retire by rotation are as follows:

- |                            |          |
|----------------------------|----------|
| 1. Mrs. Anurat Tiamtan     | Director |
| 2. Ms. Roumsin Supsakorn   | Director |
| 3. Mr. Somchit Serththin   | Director |
| 4. Mr. Ekaphol Pongstabhon | Director |

The company proposed an opportunity for shareholders to nominate candidates who are qualified not incompatibility as for election as a director during the 18 December 2015 to 3 February 2016 by disclosing in accordance with the rules of the Company's website at [www.tipco.net](http://www.tipco.net), none of the shareholders made such nomination.

According to the Company's practice, the Nomination & Remuneration committee, upon the request of the Board of Directors, would propose the qualified and appropriate nominee to be appointed as the Company's director. For this election the Board of Directors did not request such from the Nomination & Remuneration committee since there were no any proposal from the shareholders. Therefore the Board considered re-electing all the directors who were retired by rotation, to resume their director positions, because these directors had all the by the Company's required qualifications and their past performances were very satisfactory. They were knowledgeable and had experiences which would benefit the Company. Moreover, they had adequate time to perform their director's duty and did not possess any characteristics prohibited by the regulations of the SEC and SET.

The profiles of the 4 nominated persons are as per Attachment 3. The election of Directors shall be done one at a time. The qualifications of Directors appear in Page 91 of the 2015 Annual Report.

**Board of Directors' Opinion:** The Board recommends the Meeting to re-elect all three retiring Directors as directors for another term.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting

**Agenda Item 6** To consider and approve the Directors' remuneration for 2016

**Preamble:** The Board of Directors determined the directors' remuneration payment policy as follows:

1. The directors' remuneration shall be commensurate with or associated with the Company's operating results.
2. The directors' remuneration in the form of retainer fee shall reflect the duties of the directors performed over a period, not only on the days the directors attend the meetings.
3. The directors' remuneration shall be based on special duties assigned by the Board of Directors

The Nomination and Remuneration Committee considered the directors' remuneration according to comparison with the results of the survey of the directors' remuneration conducted by the SET in the Food and Beverage industry groups and industries which have similar income, it is found that the remuneration of directors is reasonable. The Nomination and Remuneration Committee proposed to the Board of Directors to consider that all the directors' remunerations in 2016 would remain the same as in 2015, as follows:

1. Directors' Remuneration

1.1 Work-based remuneration

Chairperson	Baht 40,000 per month
Director	Baht 30,000 per month

1.2 Company performance-based remuneration

In the case where the Company reports a net profit, all directors will receive an additional remuneration of not more than the total of one year's remuneration provided that the payment of the said remuneration is subject to the discretion of the Board of Directors.

### 1.3 Other remuneration and benefits

-None-

### 2. Audit Committee's Remuneration

Chairperson of the Audit Committee	Baht 60,000 each time, 4 times a year
Member of the Audit Committee	Baht 40,000 each time, 4 times a year

### 3. Nomination and Remuneration committee's Remuneration

Chairperson of the Committee	Baht 50,000 per year
Member of the Committee	Baht 30,000 per year

All directors shall not receive any remuneration from subsidiaries.

The authority, duties and responsibilities of the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee appear in Pages 87-89 of the 2015 Annual Report.

**Board of Directors' Opinion:** The Meeting is advised to determine the Directors' remuneration as proposed by the Board of Directors.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting

### **Agenda Item 7** To consider the appointment and audit fee for the Auditor for fiscal year 2016

**Preamble:** Bunchikij Co., Ltd. has been serving as the auditor of the Company for 18 years. The Company aims to promote transparency in auditing in accordance with the principles of good corporate governance and the regulations of the Office of the SEC requiring that each auditor shall serve as the auditor of the Company for a maximum period of 5 consecutive years. Therefore, the management team and the Audit Committee considered and selected two auditors to compare the audit fee for the Company and other companies in the same business group. After due consideration, the Audit Committee considered EY Office Limited as the auditor for the year 2016. EY Office Limited has no relations or beneficial interests with the Company or its subsidiaries, management, major shareholders or other parties related to such persons in a manner that will affect the independence in the performance of duties. The audit fee shall be set at Baht 1,350,000 million, an increase of Baht 150,000 from 2015. After comparison of audit fees of other companies, the Audit Committee deemed that the aforesaid proposed audit fee is appropriate.

In addition, EY Office Limited shall be the auditor for the 4 subsidiaries, namely Tipco F&B Co., Ltd., Tipco Biotech Co., Ltd., Tipco Retail Co., Ltd., and TFB Distribution Co., Ltd.

In the past year, the Company paid the audit fee of Baht 1,200,000 and other service fee of Baht 149,000 to Bunchikij Co., Ltd.

The Board of Directors agreed with the consideration of the Audit Committee and proposed that the Shareholders Meeting consider and approve the appointment of EY Office Limited as the auditor for 2016 and the audit fee of Baht 1,350,000.

**Board of Directors' Opinion:** It is deemed that the Shareholders Meeting should consider and approve the appointment of Mr. Supachai Phanyawattano, CPA No. 3930, and/or Mr. Narong Puntawong, CPA No. 3315, and/or Ms. Waraporn Prapasirikul, CPA No. 4579, as the auditor(s), and the audit fee of Baht 1,350,000.

**Number of votes required to pass the resolution:** Majority votes of shareholders attending the meeting.

**Agenda Item 8** To consider other businesses (if any)

Please be invited to attend the Meeting on the date, time and venue stated above. For those who may be unable to attend the Meeting in person, we would like to encourage you to preserve your right by nominating any person or an Independent Director as the proxy to attend the Meeting and vote on your behalf by means of the proxy form attached herewith (Attachment 4) in which you can indicate the direction of the vote cast by the proxy.

The Company has attached herewith the Company's Articles of Association, Chapter 5 – General Meeting of Shareholders (Attachment 5), Explanation for granting of proxy, registration and presentation of identity documents before attending the Meeting and voting in the Meeting (Attachment 6) and map of the meeting venue (Attachment 7) for your information to ensure that the Meeting is properly and smoothly run.

Should you have any enquiries about the Company's operating performance and the details of each agenda item, please submit your questions prior to the Meeting to the Company's Secretary by facsimile at 0 2271 4304 or 0 2271 1600 or e-mail: [phicharn@tipco.net](mailto:phicharn@tipco.net).

On the meeting date, shareholders or proxies can register from 8.00 hours onwards and **purchase duty stamp** which shall be affixed to the proxy form from the registration officers.

The Company has determined the list of shareholders entitled to attend the Annual General Meeting of Shareholders No. 1/2016 on 21 March 2016 (Record Date) and gathered all the names in pursuant to Section 225 of the Securities and Exchange Act by closing the register book suspending share transfer on 22 March 2016 (Closing Date).

Yours sincerely,

By Order of the Board of Directors



(Mr. Ekaphol Pongstabhon)

Managing Director

- Remarks:** 1. Shareholders who require to receive the 2015 Annual Report in **the form of documents**, please call 0 2273 6200 Ext. 7803.
2. Shareholders can view the Invitation to the Annual General Meeting of Shareholders and other supporting documents on the Company's website ([www.tipco.net](http://www.tipco.net)) from 22 March 2016 which is 30 days prior to the Meeting.

Company's Secretary

Tel. 0 2273 6813

Investor Relations Department

Tel. 0 2273 6807



## Annual General Meeting of Shareholders

No. 1/2015

Tipco Foods Public Company Limited

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The Meeting was convened at 10.00 hours on Friday 24 April 2015 at Auditorium Room, 5<sup>th</sup> Floor, Head Office, 118/1 Rama VI Road, Samsen Nai, Phayathai, Bangkok.

Miss Laksana Supsakorn, Chairman of the Board of Directors, presided over the Meeting, welcomed the shareholders and informed the Meeting that:

- There were 189 shareholders attending the Meeting in person representing 77,732,047 shares (16.1076%).
- There were 191 shareholders attending the Meeting by proxy representing 116,627,330 shares (34.5285 %).
- There were 3 shareholders attending the Meeting by proxy (independent director) representing 2,460,582 shares (0.5099%).

There were a total of 383 shareholders attending the Meeting representing 246,819,959 shares or 51.1460% of the Company's total 482,579,640 shares sold, which constituted a quorum in accordance with the Company's Articles of Association according to which at least 25 shareholders must be present at the Meeting and must represent at least one-third of the Company's total shares sold. Then, the Chairman declared the Meeting in progress.

The Chairman introduced the directors who were present at the Meeting as follows:

- |                             |  |
|-----------------------------|--|
| 1. Miss Laksana Supsakorn   | Chairman of the Board of Directors   |
| 2. Mr. Virat Phairatphiboon | Chairman of the Audit Committee  |
| 3. Mr. Paisal Pongprayoon   | Chairman of Nomination and Remuneration<br>Subcommittee and Audit Committee Member |
| 4. Ms. Achara Pricha        | Independent Director   |
| 5. Mr. Surachet Supsakorn   | Director and Nomination and Remuneration<br>Subcommittee Member                    |
| 6. Mrs. Anurat Tiamtan      | Director   |
| 7. Mr. Somchit Sertthin     | Director   |
| 8. Mr. Sitilarb Supsakorn   | Director   |

- 9. Mr. Ekaphol Pongstabhon     Managing Director
- 10. Mrs. La-or Chaowanamayta     Audit Committee Member
- 11. Mr. Phicharn Sluckpetch     Corporate Secretary

Miss Roumsin Supsakorn, Director and Mr. Chalit Limpanavech, Independent Director were engaged in an overseas business trip and thus were unable to attend the Meeting.

The Chairman introduced the executives of Tipco Foods Public Company Limited who were present at the Meeting as follows:

- 1. Mr. Prasong Aimmanoj                     Chief Financial Officer
- 2. Mr. Panu Satienpoch                     Chief People and Information Technology Officer

The executives of Tipco F&B Company Limited were as follows:

- 1. Mr. Seishi Ueno                     Chief Operating Officer
- 2. Mr. Peerapong Archawapongsawat     Consume Business Director
- 3. Miss Nitima Aungatichart             Chief Financial Officer

Also, the Chairman introduced Mr. Pornchai Kittipanya-Ngam, the Company's auditor and Miss Nalinee Mindo, the representative of Bunchikij Company Limited, who was assigned to witness the vote counting.

Furthermore, the Chairman informed the Meeting that the Company adopted the bar code system to assist in registration and voting to ensure convenience and efficient operations.

The shareholders and their proxies were asked to cast their approval, disapproval or abstention votes in ballots and affix signatures thereto. For those shareholders who have appointed their proxies and indicated their voting on each agenda, ballots will not be given to such proxies.

For each agenda, to ensure efficient operations, only abstention and disapproval ballots will be collected. Approval votes will be counted from the number of votes of those shareholders present at the Meeting minus disapproval and abstention votes. At the end of the Meeting, all approval votes shall be submitted to ensure completeness of evidence of the Meeting.

In casting votes, one share shall have one vote. In counting votes, Mrs. Achara Pricha, Independent Director and Miss Nalinee Mindo, the representative of the Company's auditor were assigned to conduct vote counting together with the Company's staff.

The Meeting was videotaped as evidence.

The Chairman informed the Meeting that the Company informed via the Stock Exchange of Thailand that the shareholders could propose matters to be incorporated in the agendas of the shareholders' meeting via the Company's website: [www.tipco.net](http://www.tipco.net) from 19 December 2014 to 3 February 2015. However, none of the shareholders proposed any matters to the Board of Directors for consideration.

The Chairman proceeded with the following agendas:

**Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2014 held on 25 April 2014**

The Chairman reported that the Annual General Meeting of Shareholders (AGM) No. 1/2014 was held on 25 April 2014 and the Minutes of the Meeting were prepared and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time frame required by law and were published on [www.tipco.net](http://www.tipco.net). The copy of the Minutes of the Meeting was sent to the shareholders together with the Notification of the Meeting.

The Board of Directors considered and deemed that the Minutes of the Meeting were correct and complete and should be proposed to the shareholders for adoption.

The Chairman asked whether the shareholders would like to propose any corrections to the Minutes of the Meeting.

None of the shareholders proposed any corrections to the Minutes of the Meeting.

Mr. Prasert Kaewduangtien, a shareholder, enquired about Agenda 3 in the Minutes of the Meeting No. 1/2014 as to whether the share of profit from investment in Tipco Asphalt Pcl. of Baht 202 million recognized by the Company immediately upon the closing of the books of accounts in 2013 was in the form of income or net profit or acknowledgement of numerical amount and would like the matter to be clarified.

Managing Director

Answer The financial statements of the Company only recognized the dividend on a cash basis while the consolidated financial statements recognized the profit from investment in the associated company on an accounting basis.

The Chairman asked the shareholders to cast votes and informed that the Meeting's resolution must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders shall be entitled to vote.

Upon proceeding with this agenda, there were additional 30 shareholders attending the Meeting, representing 1,024,662 shares. Therefore, the total number of shareholders attending the Meeting was 413, representing 247,844,621 shares.

The Meeting's resolution: After due consideration, the Meeting resolved to adopt the Minutes of the AGM No. 1/2014 held on 25 April 2014 by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	247,671,416	votes	accounting for	99.9301%
Disapproval vote	100	votes	accounting for	0.0000%
Abstention vote	173,105	votes	accounting for	0.0699%

Agenda 2 To acknowledge the Board of Directors' 2014 Annual Report

The Chairman informed the Meeting that the Company's overall performance of the year 2014 was presented in the 2014 Annual Report and the financial information summary as per Attachment 2 delivered to the shareholders together with the Notification of the Meeting.

The Chairman asked Mr. Ekaphol Pongstabhon, Managing Director, to report the essence of the Company's performance to the Meeting for acknowledgement.

The Managing Director reported the Company's overall performance of the year 2014 divided into 3 parts as follows:

1. Business structure

2. Operating results of 2014
3. Plan and direction in the future

### **Business structure**

1. Tipco Foods Public Company Limited (TF) is the parent company. It has been principally engaged in the business of manufacturing and distributing canned fruits. Mostly pineapple, aloe vera, fruit salad, and coconut milk are also exported to countries worldwide.
2. Tipco F&B Company Limited (TFB) is the producer and distributor of ready-to-drink fruit juice, Aura mineral water, and Tea Plus tea. The company is the joint venture between Tipco Foods Public Company Limited (50% shareholding) and Suntory Beverage & Food Asia Pte. Ltd. in Singapore (50% shareholding).
3. Tipco Biotech Company Limited (TBC) is the producer and distributor of extracts from plants and herbs and also the distributor of fresh fruits. The company is wholly owned by Tipco Foods Public Company Limited.
4. Tipco Retail Company Limited (TRC) is a retail business operator and its main business is "Smoothie Juice Bar" under the name of "Squeeze by TIPCO". The company also has caterings segment. The company is owned by Tipco Foods Public Company Limited (51% shareholding) and Tipco F&B Company Limited (49% shareholding).
5. Tipco Asphalt Public Company Limited is the associated company in which Tipco Foods Public Company Limited holds 24.3% of shares.

### **Overall performance:**

As regards vegetables and fruits production business, the fresh vegetables and fruits purchased for production decreased by 31.5% from the previous year to 98,212 tons. The average price of raw materials was Baht 6.94/kilogram, a 44.60% increase from last year.

As for beverage business, the production of ready-to-drink beverage products was 107.84 million liters, a 6.2% increase from last year.

The Company's total revenue from sales and services decreased by 1.4% to Baht 5,508 million.

Gross profit decreased by 8.0% from last year to Baht 1,682 million.

Operating loss before tax was Baht 299 million.

Share of profit from investment in Tipco Asphalt Pcl. of Baht 283 million was realized.

Loss before tax was Baht 15 million.

Net profit (including minority interest) was Baht 54 million, a 63.2% decrease.

EBITDA decreased 36.2% to Baht 305 million.

Profit attributable to equity holders of the parent was Baht 78 million, a 32.1% decrease.

The book value per share decrease 0.6% to Baht 4.83.

The total investment expenditure increased 24.3% to Baht 333 million, with the focus on research and development of new products and reduction in use of labour.

The net cash flow was Baht 4.7 million, a 52.0% decrease.

## Operations

- Operating results

- Total sales decreased by 1.4% to Baht 5,508 million.
- Domestic sales increased by 1.3% to Baht 3,507.3 million.
- Export sales decreased by 6% to Baht 2,000.5 million.
- The ratio of export sale to domestic sale was 63.7:36.3.
- The net profit decreased by 32.1% to Baht 78 million.

- Tipco Foods Pcl.

- The decrease in pineapple supply led to the rise in pineapple prices.
- The export market was sluggish.
- The reserve for impairment in assets of Baht 38 million was set aside.

- Tipco F&B Co., Ltd.

- The total sales growth was higher than the market's growth in 2014.
- 100% fruit and vegetable juice products achieved a 43% market share, still positioning the company as the market leader.
- The company's mineral water market share stood at 23%, a 4% increase from last year.
- The impairment in assets of Baht 191.6 million was recorded.

- Tipco Retail Co., Ltd.
  - Branch model change was introduced with the focus on sales and expense control.
  - Non-profitable branches were dissolved.
- Tipco Biotech Co., Ltd.
  - The sales of Homsuwan pineapples grew by 50%.
  - Products related to extracts and fibers were developed.

The Company's new mission is "Bring wellness to society".

The Company's business direction can be broken down into 3 parts as follows:

**1. Agricultural business**

- Agriculture
- Agricultural produce processing
- Adding of value from bypass products and waste from the production process

**2. Consumer business**

- Food and beverage business
- Functional food and supplementary food business
- Retail business

**3. Service business**

- Health and beauty service business
- Lifestyle business
- Educational service business

Problems in the pineapple product business in Thailand

**1. Raw materials**

- There are uncertainties in output and quality.
- Farmer income depends on market prices.
- Plantation areas are relatively scattered.
- There is no leader in efficient and sustainable development.

**2. Production process**

- Pineapples are easily perishable and thus must be quickly processed

- The production requires extensive labour.
- The minimum wage goes up.

### **3. Product**

- The products are commodities.
- Certain parts of products are sold based on forward contracts and profit speculation.

## **Guidelines to solve problems in the pineapple product business**

### **1. Raw materials**

- New form of agricultural commitment
- Research and development of planting techniques on a consistent basis
- Building a team of experts in raw materials

### **2. Production process**

- Mechanization
- Reduction in the production for specific customers with the focus more on building standard production

### **3. Products**

- Differentiation of products with packages and flavors
- Creating opportunities from sales with linkages between buyers and farmers

## **Inquiries sent in advance by investors**

### **Agricultural business**

1. How was the overall situation of the pineapple output of the Company in terms of production quantity, what were the selling prices of fresh pineapple, and how was the price adjustment?

2. With the rise in the pineapple prices to Baht 10/kg., would the parent company expect an additional loss?

3. Normally, the Company sells canned pineapples up to 6-12 months in advance. With the continued increase in the fresh pineapple prices, how will the Company manage costs?

Managing Director



Answer The Company's overall business direction has shifted away from the current framework. In the short run, the Company's business would be impacted. But in 2015, the corporate performance is expected to improve.

#### **Consumer business**

1. Is the mineral water related to the parent company or does the whole process ranging from production to sales belong to Tipco F&B Co., Ltd.?

2. After the increase in the Aura mineral water production capacity, is the current production capacity sufficient for the current sales and how much of the production capacity is being used?

3. As regards Suntory Tea Plus (Oolong tea), what is the company's green tea market share target (%) in 2015?

4. According to the 2014 56-1 form, Tipco F&B Co., Ltd. utilized as high as 80% of the production capacity. Does the company have a plan to increase its production capacity and at present (quarter/2015), how much of the production capacity is being used by the company?

5. What was the 2014 F&B sales value and what was the percent of overseas sales? Have the export sales increased at present and what is the growth target for fruit juice export sales (percent)?

#### **Managing Director**

Answer 1. The Aura mineral water is produced by Tipco Foods Co., Ltd. at the factory located in Mae Rim District, Chiangmai Province. Distribution is made by Tipco F&B Co., Ltd.

2. The production capacity of the Aura mineral water has increased by 140% to accommodate the ongoing growth of the mineral water business.

3. As for Oolong tea, the Company does not compete in the market for green tea. The Company's marketing strategy focuses on health benefits for consumers.

4. Currently, Tipco F&B Co., Ltd. has the production capacity sufficient to accommodate future growth.

5. The exports sales accounted for more than 15%.

#### **Others**

1. In 2014, the allowance for impairment in machinery and merchandise of Baht 229 million was set aside. Was this item attributable to Tipco F&B Co., Ltd. or the parent company? Why was the allowance set up? Will there be any extraordinary expense this year?

2. How much loan does the Company have and how much interest is the Company required to pay per year?

3. Did Tipco Retail (Squeeze Juice Bar) suffer a loss last year? If yes, what is Tipco Retail's measure to improve its business?

Managing Director

Answer 1. In 2015, there is no material extraordinary expense.

2. The Company has total loans of Baht 2,200 million with an interest repayment of Baht 83 million per year.

3. Last year Tipco Retail's business adapted to meet market conditions. From now on, the company is expected to grow further and move towards other forms of retail business.

The Chairman asked the shareholders to make inquiries about the Company's operating results.

Mrs. Siriporn Kuttapong, the representative of the Thai Investors Association:

Question1) Did the change of the Company's mission result in the increase in the administrative expenses?

Managing Director

Answer There was no great impact on the administrative expenses. Gradual progress would be made to drive the growth of each new business in order to prevent a dramatic increase in expenses. Last year, administrative expenses increased because of the shutdown of a factory which was recorded as an administrative expense.

Mr. Prasert Kaewduangtien, a shareholder:

Question: 1) With the success in the business expansion into the Korean fruit juice market, is there any plan for future business expansion into other countries and how?

2) Is fruit juice popular in Japan and will the Company have Suntory as its business partner to assist in market expansion?

3) What is the demand/supply situation in the global market of canned pineapple?

4) Could the Company do contract farming in foreign countries?

Managing Director

Answer 1) The expansion of fruit juice business in other countries is in the corporate plan. Market selection will be made and Tipco fruit juice products will be sold. As for the Korean market, Tipco brand is well-recognized by customers. Tipco will bring more products under Tipco brand to sell.

2) Suntory and the Company will consider strengths and potential benefits. For example, currently the two entities are discussing the use of Suntory's distributors in several countries in distributing Tipco products.

3) In the canned pineapple market, Thailand is the global leading exporter followed by the Philippines and Indonesia. Business models vary from country to country.

The Philippines: Business is conducted via both farming and one's own brand.

Indonesia: Farming is available but there is no one's own brand. Production and sales are made in the form of OEM.

Thailand: No farming and one's own brand are not available. Production and sales are made in the form of OEM.

Mr. Virojn Sitprasertnunt, a shareholder:

Recommendations: 1. It is proposed that the Company should introduce health related product hampers in the hamper market (to replace the popular trend of giving bird nest product hampers).

2. It is proposed that the Company should make advertisement using "Line" sticker to enhance its modern image.

Mr. Thanapon Wangtheeraprasert, a shareholder:

Question: 1) What is the direction of the business growth of Tipco F&B Co., Ltd?

2) As mentioned earlier that the Company will move towards e-commerce, what are weaknesses and strengths being taken into consideration as expanding into new areas of business would be a challenging task?

3) It is proposed that the Company should encourage Thai people to drink fruit juice by focusing on promoting both emotional and physical benefits. Also, the Company should develop a strategy to promote the image of Tipco as a young generation brand by using more innovative means.

Managing Director

Answer 1. In the fruit juice business, it is necessary to promote consumption by changing the idea of Thai people that fruit juice is a kind of refreshment and thus is consumed occasionally. Changing the perception and behavior of people requires more communications.

2. In doing e-commerce business, we will acquire new business alliances to jointly conduct business with us, probably some SMEs with the same idea of making health related products.

Mr. Visit Pattana, a proxy:

Question: 1. With the shortage of pineapples, will the Company stand a chance of losing customers if the production is not sufficient to meet customers' demand?

2. Did the Company set a target of contract farming in view of the production as a percentage of the demand quantity?

3. Can the Homsuwan pineapple be planted by others?

Managing Director

Answer 1. The shortage problem is a common problem faced by all producers in Thailand. It is possible that customers may turn to buy pineapples from other countries because approximately 90% of the customers are from around 20 countries. At present, the Company adopts the strategy of focusing on strategic countries by choosing fewer countries with high potential.

2. Previously, we conducted contract farming with 1,000 individuals covering an area of around 60,000 rai. The Company planned to reduce the size of areas to 20,000 rai with a pool of 400 farmer members, which should be an optimal capacity that can be controlled by the Company. The Company set a target that new contract farming will generate the production of around 70% of the demand quantity.

Furthermore, the Company planned to attract large-scale customers to make direct contracts with farmers at agreed upon prices.

3. The Homsuwan pineapple is the development of a new brand by Tipco. Planting and maintaining this pineapple are somewhat difficult for general farmers due to high costs.

**The Meeting's resolution: The Meeting acknowledged the Company's 2014 operating results.**

**Agenda 3 To consider and approve the statements of financial position and the statements of comprehensive income ended 31 December 2014.**

The Chairman proposed to the Meeting to consider and approve the statements of financial position and the statements of comprehensive income for 2014 ended 31 December 2014 including accounting details published in pages 96-149 of the 2014 Annual Report and the financial information summary as per Attachment 2 delivered to the shareholders together with the Notification of the Meeting.

The Board of Directors opined that the shareholders should approve the statements of financial position and the statements of comprehensive income as they were prepared completely and correctly according to the generally accepted accounting principles and information was adequately disclosed. The Company's auditor examined the said financial statements and issued an unqualified opinion thereon. The said financial statements were also reviewed by the Audit Committee and considered by the Board of Directors.

The Chairman reported the highlights of the statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for 2014 as compared with 2013 as follows:

## Statements of financial position

(Unit: MB)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Current assets	1,480	2,158	553	1,047
Total assets	5,521	6,159	2,747	3,201
Total loans	2,201	2,459	1,143	1,374
Total liabilities	2,766	3,351	1,297	1,615
Issued and paid-up share capital	483	483	483	483
Total shareholders' equity – parent company	2,330	2,347	1,450	1,586
Total shareholders' equity	2,755	2,808	1,450	1,586

## Statements of comprehensive income

(Unit: MB)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Revenue from sales and services	5,508	5,588	2,113	2,268
Cost of sales and services	3,825	4,030	2,009	2,162
Gross profit	1,682	1,558	104	106
Other income	340	306	152	187
Selling and administrative expenses	(1,967)	(1,794)	(317)	(277)
Management benefit expenses	(41)	(30)	(28)	(30)
Finance costs	(83)	(89)	(51)	(55)
Share of profit (loss) from investment according to the equity method	283	202	-	-
Profit before income tax	(15)	153	(177)	(70)
Net profit	54	147	(133)	(76)
Profit attributable to equity holders of the parent	78	114	(133)	(76)
Basic earnings per share (Baht)	0.1610	0.2371	(0.2756)	(0.1578)

The Chairman asked the shareholders to raise inquiries about the financial statements.

Mr. Prasert Kaewduangtien, a shareholder:

Recommendation As Tipco is a company listed on the Stock Exchange of Thailand, the Company should raise funds through capital increase by, for example, an indirect way of issuing warrants.

Mr. Viwat Kusakul, a proxy:

Recommendations: 1. The Company should pay stamp duty for the issuance of a power of attorney to attend the shareholder's meeting for the shareholders.

2. According to the financial statements, the Company still had a profit which was not yet allocated and a dividend payment should be possible.

3. The Company should not issue warrants because this would pose a burden in the future because if many people exercise the right to convert warrants into shares, the earnings per share would reduce.

Questions 1. The BOI gave the Company the 8-year privilege. After the end of the 8-year period, will the Company's privilege be renewed for another 5 years?

2. How much proportion of the BOI privilege? Is it compared to the investment amount? It is requested that the Company disclose the amount of privilege used by the Company and the remaining amount.

Managing Director

Answer 1. The BOI privilege is valid for 8 years and is not renewed for another 5 years

2. The BOI privilege is not more than the investment fund. As regards the disclosure of the use of the BOI privilege and the remaining amount, the Company will take the matter into consideration.

Mr. Visit Pattana, a proxy:

Recommendation: If the Company cannot pay out a dividend, it should issue warrants to the shareholders.

Mr. Suriya Theerathammasakul, a proxy:

Question 1. What is the market share of Oolong tea and who is the leader in the market?

2. Did the depreciation of the Euro currency affect the export of pineapple to Europe?

Managing Director

Answer: 1.The healthy tea market value is not high with the total value of below Baht 1,000 million and Tipco ranks no. 1 with the market share of 33%.

2. The sales made to Europe were based on USD currency. The use of Euro currency was avoided due to its high risk.

The Chairman asked the shareholders to cast votes and informed that the Meeting's resolution must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders shall be entitled to vote.

Upon proceeding with this agenda, there were additional 111 shareholders attending the Meeting, representing 1,278,573 shares. Therefore, the total number of shareholders attending the Meeting was 524, representing 249,123,194 shares.

The Meeting's resolution: After due consideration, the Meeting resolved to approve the statements of financial position and the statements of comprehensive income for 2014 ended 31 December 2014 by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	248,933,989 votes	accounting for	99.9241%
Disapproval vote	6,100 votes	accounting for	0.0024%
Abstention vote	183,105 votes	accounting for	0.0735%

Agenda 4 To consider and approve the allocation of the profit and no dividend payment for 2014

The Chairman reported to the Meeting as follows:

**Consideration of the allocation of the profit**

Under the Public Limited Companies Act, it is prescribed that a company shall allocate not less than five percent of its annual net profit less the accumulative loss brought forward (if any) until the reserve fund attains an amount of not less than ten percent of the registered capital.

At present, the Company has the legal reserve amount as required by law which is Baht 50 million.



### Consideration of no dividend payment

The Company's dividend payment policy stipulates that the Company shall pay a dividend to the shareholders at the rate of not less than one-third of the net profit as per the separate financial statements after the profit allocation as required by law.

In 2014, the Company's net loss as per the separate financial statements was Baht 133,012,722 or Baht 0.2756 per share.

The Board of Directors proposed no dividend payment for 2014 due to the Company's loss.

In 2013, the Company paid no dividend due to its net loss as per the separate financial statements and in 2012, it also paid no dividend despite attaining a profit due to compliance with the conditions and provisions specified in the contracts made with the financial institutions.

The Board of Directors considered and opined that the shareholders should approve no dividend payment for 2014.

The Chairman asked the shareholders to express opinions.

Mr. Viwat Kusakul, a proxy:

Recommendation As the Company earlier mentioned that one of the reasons for no dividend payment was that it had to comply with the conditions specified in the loan contracts made with the financial institutions; the details of such matter should be disclosed to the shareholders.

Mr. Prasert Kaewduangtien, a shareholder:

Recommendation It is proposed that the Company pay a stock dividend.

The Chairman asked the shareholders to cast votes and informed that the Meeting's resolution must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders shall be entitled to vote.

Upon proceeding with this agenda, there was additional 1 shareholder attending the Meeting, representing 4,495 shares. Therefore, the total number of shareholders attending the Meeting was 525, representing 249,127,689 shares.

**The Meeting's resolution:** After due consideration, the Meeting resolved to approve no dividend payment for 2014 by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,086,989	votes	accounting for	99.9837%
Disapproval vote	28,500	votes	accounting for	0.0114%
Abstention vote	12,200	votes	accounting for	0.0049%

**Agenda 5** To consider and elect directors as replacements for directors retiring by rotation

The Chairman informed the Meeting that according to laws and the Company's Articles of Association, at each AGM, one-third of the directors are required to retire by rotation and the directors retiring by rotation may be re-elected for another term by the shareholders' meeting.

At this AGM, there were four directors retiring by rotation as named below.

- |                             |                      |
|-----------------------------|----------------------|
| 1. Miss Laksana Supsakorn   | Director             |
| 2. Mr. Paisal Pongprayoon   | Director             |
| 3. Mr. Virat Phairatphiboon | Independent Director |
| 4. Mrs. La-or Chaowanamayta | Independent Director |

The Board of Directors informed via the Stock Exchange of Thailand that the shareholders were allowed to nominate any qualified persons to be elected as directors on the Company's website at [www.tipco.net](http://www.tipco.net) during the period of 19 December 2014 – 3 February 2015 but none of the shareholders made such nomination.

The regulations on selection of directors of the Company require that the Nomination and Remuneration Subcommittee shall be responsible for selecting and nominating qualified persons to be elected as directors to the Board of Directors for consideration. However, the Nomination and Remuneration Subcommittee will select and nominate directors only if assigned by the Board of Directors.

As Mrs. La-or Chaowanamayta did not express an intention to further serve as independent director for another term at this shareholders' meeting, the Board of Directors considered and opined that the other 3 directors retiring by rotation should be re-elected as directors for another term as they achieved satisfactory performance.

Therefore, the Board of Directors proposed to the shareholders' meeting to consider appointing the aforesaid 3 persons as directors as they possess all qualifications as required by the Company. That is:

1. They have knowledge, capabilities and experiences which are beneficial to and necessary for the Company's operations,
2. They have sufficient time to perform duties as directors, and
3. They demonstrate all characteristics as required under the Public Limited Companies Act.
4. In addition, they do not possess prohibited characteristics as per the regulations prescribed by the Office of the Securities and Exchange Commission (SEC).

The qualifications of directors and criteria for consideration and selection of directors were published in pages 64-65 of the 2014 Annual Report and were projected on the screen at this moment.

The detailed profiles of the 3 directors were submitted to the shareholders together with the Notification of the Meeting.

In voting for directors, shareholders are allowed to cast their votes for each director using all votes which are equal to all shares held without having to allocate votes. The person shall be elected as director by the majority vote of the shareholders present at the Meeting and entitled to vote. All shareholders shall be entitled to vote.

The Chairman asked the Meeting to consider electing the director no. 1 and informed that the Board of Directors proposed that Miss Laksana Supsakorn be elected as director.

Miss Laksana Supsakorn has been serving as director for 23 years and during the previous office term, she attended all 16 meetings of the Board of Directors.

The profile of Miss Laksana Supsakorn was projected on the screen.

The Chairman asked the shareholders to consider casting their votes.

The Chairman asked the Meeting to consider electing the director no. 2 and reported that the Board of Directors proposed that Mr. Paisan Pongprayoon be elected as director.

Mr. Paisan Pongprayoon has been serving as director for 3 years and during the previous office term, he attended all 16 meetings of the Board of Directors.

The profile of Mr. Paisan Pongprayoon was projected on the screen.

The Chairman asked the shareholders to consider casting their votes.

The Chairman asked the Meeting to consider electing the director no. 3 and reported that the Board of Directors proposed that Mr. Virat Phairatphiboon be elected as independent director.

Mr. Virat Phairatphiboon has been serving as director for 6 years and during the previous office term, he attended all 16 meetings of the Board of Directors.

The profile of Mr. Virat Phairatphiboon was projected on the screen.

The Chairman asked the shareholders to consider casting their votes.

Upon proceeding with this agenda, there was additional 1 shareholder attending the Meeting, representing 105 shares. Therefore, the total number of shareholders attending the Meeting was 527, representing 249,127,794 shares.

The Meeting's resolution: After due consideration, the Meeting resolved as follows:

- 1) To elect Miss Laksana Supsakorn as director by the majority vote of the shareholders present at the Meeting and entitled to votes as follows:

Approval vote	248,748,889	votes	accounting for	99.8479%
Disapproval vote	370,000	votes	accounting for	0.1485%
Abstention vote	8,905	votes	accounting for	0.0036%

- 2) To elect Mr. Paisal Pongprayoon as independent director by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,108,889	votes	accounting for	99.9924%
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Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	18,905	votes	accounting for	0.0076%

3) To elect Mr. Virat Phairatphiboon as independent director by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,108,889	votes	accounting for	99.9924%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	18,905	votes	accounting for	0.0076%

**Agenda 6** To consider and approve a reduction in the number of directors from 12 to 11

The Chairman reported to the Meeting that as Mrs. La-or Chaowanametha did not express an intention to further serve as director for another term and the Company opined that the 11 directors should be sufficient for the management of operations in the future, it was proposed to the Meeting that the number of directors be reduced from 12 to 11.

The Board of Directors deemed that Meeting should consider and approve the reduction in the number of directors from 12 to 11 with the number of independent directors of at least one-third of the total directors according to the rules specified by the SET as follows:

- |                             |                                    |
|-----------------------------|------------------------------------|
| 1. Miss Laksana Supsakorn   | Chairman of the Board of Directors |
| 2. Mrs. Anurat Tiamtan      | Director                           |
| 3. Mr. Somchit Sertthin     | Director                           |
| 4. Miss Roumsin Supsakorn   | Director                           |
| 5. Mr. Sitilarb Supsakorn   | Director                           |
| 6. Mr. Surachet Supsakorn   | Director                           |
| 7. Mr. Virat Phairatphiboon | Independent Director               |
| 8. Mr. Chalit Limpanavech   | Independent Director               |
| 9. Ms. Achara Pricha        | Independent Director               |
| 10. Mr. Paisal Pongprayoon  | Independent Director               |
| 11. Mr. Ekaphol Pongstabhon | Managing Director                  |

The Chairman asked the shareholders to raise inquiries about the matter and none of the shareholders raised inquiries.

The Chairman asked the shareholders to cast votes and informed that the Meeting's resolution must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders shall be entitled to vote.

Upon proceeding with this agenda, there was additional 1 shareholder attending the meeting, representing 100 shares. Therefore, the total number of shareholders attending the Meeting was 528, representing 249,127,894 shares.

The Meeting's resolution: After due consideration, the Meeting resolved to approve the reduction in the number of directors of the Company from 12 to 11 by the majority vote of the shareholders present at the meeting and entitled to vote as follows:

Approval vote	249,115,689	votes	accounting for	99.9951%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	12,205	votes	accounting for	0.0049%

**Agenda 7** To determine the directors' remuneration for 2015

The Chairman reported to the Meeting as follows:

The Board of Directors determined the directors' remuneration payment policy as follows:

1. The directors' remuneration shall be commensurate or associated with the Company's operating results.
2. The directors' remuneration in the form of retainer fee shall reflect the duties of the directors performed over a period of 365 days, not only on the days the directors attend the meetings.
3. The directors' remuneration shall be based on the devotion of efforts to the performance of duties in the capacity of director.

The Nomination and Remuneration Subcommittee considered the directors' remuneration according to the said policy and compared it against the results of the survey of the directors' remuneration conducted by the SET in the food and beverage industry and other

industries with comparable income level and found that the Company's directors' remuneration was appropriate.

The Nomination and Remuneration Subcommittee proposed to the Board of Directors to propose to the shareholders' meeting to consider the directors' remuneration for 2015 to remain the same as 2014. The matter was endorsed by the Board of Directors.

Thus, the Board of Directors proposed to the Meeting to determine the directors' remuneration for 2015 as follows:

1. The directors' remuneration

1.1 Retainer fee

- |                  |                       |
|------------------|-----------------------|
| - Board chairman | Baht 40,000 per month |
| - Board member   | Baht 30,000 per month |

1.2 Remuneration based on the operating result

- If the Company achieves a good operating result, the entire Board of Directors shall receive an additional remuneration of not over 1 time of the total directors' remuneration for the whole year. The consideration of this remuneration shall be at the discretion of the Board of Directors.

1.3 Other rights – None -

2. Remuneration of the Audit Committee

- |                                   |   |
|-----------------------------------|---|
| - Chairman of the Audit Committee | Baht 60,000, four times per year,<br>regardless of the number of meetings |
| - Member                          | Baht 40,000, four times per year,<br>Regardless of the number of meetings |

3. Remuneration of the Nomination and Remuneration Subcommittee

- |  |                      |
|--|----------------------|
| - Chairman of the Nomination and Remuneration Subcommittee | Baht 50,000 per year |
| - Member   | Baht 30,000 per year |

The Board of Directors did not receive any remuneration from the subsidiary companies.

The Board of Directors endorsed to propose to the shareholders to approve the determination of the directors' remuneration as proposed.

The authority and duties of the Company's Board of Directors, the Audit Committee and the Nomination and Remuneration Subcommittee were published in pages 64-67 in the 2014 Annual Report.

The Chairman asked the shareholders to express opinions.

The Chairman reported that voting will be conducted on this agenda four times, each of which is for the remuneration of the Board of Directors based on their performance of duties, the remuneration of the Board of Directors based on the operating results, the remuneration of the Audit Committee and the remuneration of the Nomination and Remuneration Subcommittee. The Chairman also informed that the Meeting's resolution must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders present at the Meeting including those being directors shall be entitled to vote because, in alignment with the opinion of the SET, the consideration of the directors' remuneration is based on the principle and is not specifically for any specific person.

**Consideration and determination of remuneration of the Board of Directors based on their performance of duties**

The Chairman stated that the report on the meeting attendances of each director in 2014 was projected on the screen. Each and every director attended all ordinary meetings and extraordinary meetings, except for Miss Roumsin Supsakorn and Mr. Chalit Limpanavech who were absent from one of the Board of Directors' ordinary meetings due to being engaged in an overseas business trip.

The Chairman asked the shareholders to cast votes.

**Consideration and determination of remuneration of the Board of Directors based on the operating results**

The Chairman asked the shareholders to cast votes.

The Chairman stated that in 2014 there was no payment of remuneration of the Board of Directors based on the operating results.

**Consideration and determination of remuneration of the Audit Committee**



The Chairman stated that the report on the meeting attendances of each Audit Committee member in 2014 was projected on the screen. Each and every Audit Committee member attended all meetings according to the office term.

The Chairman asked the shareholders to cast votes.

#### **Consideration and determination of remuneration of the Nomination and Remuneration Subcommittee**

The Chairman stated that the report on the meeting attendances of each Nomination and Remuneration Subcommittee member in 2014 was projected on the screen. Each and every Nomination and Remuneration Subcommittee member attended all meetings according to the office term.

The Chairman asked the shareholders to cast votes.

Upon proceeding with this agenda, there were additional 6 shareholders attending the meeting, representing 54,323 shares. Therefore, the total number of shareholders attending the Meeting was 534, representing 249,182,217 shares.

**The Meeting's Resolution:** After due consideration, the Meeting resolved as follows:

- 1) To determine remuneration of the Board of Directors based on their performance of duties as proposed by the Chairman by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,108,612	votes	accounting for	99.9705%
Disapproval vote	16,100	votes	accounting for	0.0065%
Abstention vote	57,505	votes	accounting for	0.0230%
- 2) To determine remuneration of the Board of Directors based on the operating results as proposed by the Chairman by the majority of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,098,512	votes	accounting for	99.9664%
Disapproval vote	21,700	votes	accounting for	0.0087%
Abstention vote	62,005	votes	accounting for	0.0249%
- 3) To determine remuneration of the Audit Committee as proposed by the Chairman by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,114,812	votes	accounting for	99.9728%
Disapproval vote	5,700	votes	accounting for	0.0023%
Abstention vote	62,005	votes	accounting for	0.0249%

- 4) To determine remuneration of the Nomination and Remuneration Subcommittee as proposed by the Chairman by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,120,412	votes	accounting for	99.9751%
Disapproval vote	100	votes	accounting for	0.0000%
Abstention vote	62,005	votes	accounting for	0.0249%

#### Agenda 8 To consider and appoint the auditor for 2015 and determine the audit fee

The Chairman reported to the Meeting the consideration and appointment of the auditor as follows:

##### **Consideration and appointment of the auditor**

The Audit Committee considered and selected the auditor based on the specified criteria as follows:

1. The auditor must be based on the standards specified by the Office of the SEC and the SET.
2. The audit firm must adopt auditing practice that meets standard and is reliable.
3. The auditor must have good reputation and work record.
4. The professional fee must be reasonable.

The Audit Committee considered and opined that Bunchikij Co., Ltd. which has been serving as the auditor of the Company and its subsidiaries for 18 years has submitted different auditors to perform duties related to review, audit and provision of opinions on the financial statements of the Company such that each auditor shall serve as the auditor of the Company for a maximum period of 5 consecutive years according to the regulations of the Securities and Exchange Commission. Therefore, it was deemed appropriate to appoint Bunchikij Co., Ltd. as

the Company's auditor for 2015 as it has possessed all qualifications in accordance with the criteria and demonstrated satisfactory auditing performance.

The Audit Committee proposed that the Board of Directors consider proposing to the Meeting to appoint Bunchikij Co., Ltd. as the Company's auditor for 2015, details of which are as follows:

1. Mrs. Suwanee Kittipanya-Ngam, CPA License No. 2889  
(serving as the Company's auditor from 2001-2004, from 2008-2009 and from 2013-2014) and/or
2. Mr. Pornchai Kittipanya-Ngam, CPA License No. 2778  
(serving as the Company's auditor from 1997-2000, 2005-2007 and 2010-2012)

These auditors neither have relationship nor beneficial interest with the Company, its subsidiaries, executives, majority shareholders or their related persons in a manner that may affect their independence in performing duties.

#### **Consideration and determination of the audit fee**

Bunchikij Co., Ltd. proposed the audit fee for the Company for 2015 at Baht 1,200,000, an increase of Baht 65,000 from 2014 or approximately 5.73%. The Audit Committee considered and compared the audit fee against that for the SET-listed companies in the food business sector and deemed that the service fee charged by Bunchikij Co., Ltd. is reasonable and based on market price.

The Audit Committee proposed to the Board of Directors to consider proposing to the Meeting to determine the audit fee for 2015 at Baht 1,200,000.

In the past year, apart from the audit fee of Baht 1,135,000, the Company paid a fee of Baht 143,000 for other service to Bunchikij Co., Ltd.

Bunchikij Co., Ltd. shall be appointed as the auditor of another 4 subsidiaries as follows:

- 1) Tipco F&B Co., Ltd.
- 2) Tipco Biotech Co., Ltd.
- 3) Tipco Retail Co., Ltd.
- 4) TFB Distribution Co., Ltd.

The audit fee for the subsidiaries for 2015 shall be Baht 1,430,000, an increase of Baht 5,000. In the past year, apart from the audit fee of Baht 1,425,000, the subsidiaries paid a fee of Baht 177,000 for other service to Bunchikij Co., Ltd.

The Chairman informed the Meeting that the Board of Directors considered and agreed with the consideration of the Audit Committee and deemed that the Meeting considers appointing Bunchikij Co., Ltd. as the auditor for 2015 and determining the audit fee at Baht 1,200,000.

The Chairman asked the shareholders to express opinions.

Mr. Kaewduangtien, a shareholder, asked whether the same auditor can serve as the Company's auditor for more than 5 consecutive years.

The Chairman asked the shareholders to cast votes on two topics, i.e. appointment of the auditor and determination of the audit fee, and informed that the Meeting's resolution of the two topics must be passed by the majority vote of the shareholders present at the Meeting and entitled to vote, and that all shareholders shall be entitled to vote.

Upon proceeding with this agenda, there was additional 1 shareholder attending the Meeting, representing 2,000 shares. Therefore, the total number of shareholders attending the Meeting was 536, representing 249,184,517 shares.

**The Meeting's resolution: After due consideration, the Meeting resolved as follows:**

- 1) To appoint Bunchikij Co., Ltd. by Mrs. Suwanee Kittipanya-Ngam and/or Mr. Pornchai Kittipanya-Ngam as the auditor(s) of the Company for 2015 by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote 249,161,312 votes accounting for 99.9907%

Disapproval vote	1,000	votes	accounting for	0.0004%
Abstention vote	22,005	votes	accounting for	0.0089%

2) To determine the audit fee for 2015 at Baht 1,200,000 by the majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	249,121,512	votes	accounting for	99.9747%
Disapproval vote	1,000	votes	accounting for	0.0004%
Abstention vote	62,005	votes	accounting for	0.0249%

**Agenda 9** To consider other businesses (if any)

The Chairman welcomed the shareholders' additional inquiries.

The shareholders and proxies raised inquiries and expressed opinions and the Managing Director responded as follows:

Mr. Thanapon Wangtheeraprasert, a shareholder:

Recommendation According to inquiries with many people, the feedback was that the packaging of the Aura mineral water is out of fashion and should be changed.


No other shareholders made additional inquiries. The Chairman asked the shareholders to submit all approval vote ballots and fill out the shareholders' meeting evaluation form to provide feedback for further improvement of next meetings.


The Chairman informed that the minutes of this shareholders' meeting will be posted at [www.tipco.net](http://www.tipco.net) within 14 days from today.

The Chairman thanked all shareholders for their attendance and declared the Meeting adjourned.

**The Meeting's resolution:** The Meeting acknowledged the matter.

The Meeting was declared adjourned at 12.20 hours.

Signed  Chairman of the Meeting  
(Miss Laksana Supsakorn)  
Chairman of the Board of Directors

Signed  Minutes Taker  
(Mr. Phicharn Sluckpetch)  
Corporate Secretary



Tipco Foods Public Company Limited

## ATTACHMENT 2

Financial Summary  
From Annual Report 2015

## MESSAGE FROM THE CHAIRMAN

Dear Fellow Shareholders,

2015 was yet another challenging year for TIPCO. Domestic and global economy remained depressed. Political realm had restored some stability but the economy were still stagnant after waves of protests in early 2014. It still posted the risk associated with a fragile economy. Therefore, the economic recovery had continued to be a major challenge. As a result, the country's GDP post a slight acceleration to 2.8%. Nonetheless, the Company successfully recorded modest improvement of business operation amid unfavorable economic climate home and abroad.

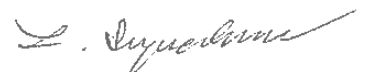
The Cannery business had continued to face challenge on raw material scarcity. Fresh pineapple price again sky rocketed to all-time high of almost Baht 13 per kg. To soften the impact of the high fruit price, the Company did better on raw material management and was able to pass on the part of the rising raw material cost. The Company had been focusing on research and development of new products. New contract farming program was developed and implemented successfully as the Company introduced multiple schemes to meet farmers' expectation.

While consumer confidence remained pessimistic, our Aura brand, celebrated its 20 anniversary, remains a leader in the fast-growing mineral water market. It is the only cold spring mineral water in Thailand from 2,700-feet high mountain. After doubling the production capacity in 2014, the

Company modernized its packaging design and launched television advertisement in early 2015. As a result, Aura recorded sales growth of almost 50% and fortified its leading position in this market.

Retail business competition was fierce in 2015. While major retailers were fighting head-on to capture consumer spending money, the situation became more challenging as the mid-to-small players tried to use their agility, digital technology, and products on hand to take market share. Nonetheless, our retail business successfully posted solid revenue growth. In addition, the Company foresaw the growing trend of health consciousness and launched Tipfood, a healthy delicious food business, which relied on traditional and coming online distribution channels.

On behalf of the board of directors, I would like to thank our shareholders and business allies for their support and trust, along with all executives and members of staff for their dedication and hard work throughout the challenging 2015. I would also like to assure the commitment of good corporate governance practices and deliver sustainable achievement of being a market driven company that enhances value for shareholders.



**(Laksana Supsakorn)**

Chairman of the Board of Directors





# FINANCIAL HIGHLIGHT

Thousand Baht

As of for the year ending 31 December	2015 (Consolidated)	2015 (Company)	2014 (Consolidated)	2014 (Company)	2013 (Consolidated)	2012 (Consolidated)	2011 (Consolidated)	2010 (Consolidated)
<b>Common Share</b>								
Per share      Per value *	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Book value	7.39	3.39	4.83	3.01	4.86	4.58	4.27	3.46
Basic earnings per share	2.4627	0.3791	0.1610	(0.2756)	0.2371	0.4588	0.7121	0.3045
Diluted earnings per share	2.4627	0.3791	0.1610	(0.2756)	0.2371	0.4588	0.7121	0.3045
<b>Operation Results (Thousand Baht)</b>								
Revenues from sale	5,337,909	2,266,844	5,507,795	2,113,300	5,588,199	5,442,120	4,825,086	4,713,779
Total Revenues	5,590,409	2,632,725	5,754,602	2,210,827	5,893,811	5,687,424	5,149,267	4,890,238
Gross Profit	1,701,989	158,280	1,775,634	104,221	1,557,866	1,740,923	1,550,260	1,181,897
Earning before interest and tax	1,249,760	223,922	68,365	(126,039)	241,926	367,874	463,593	235,713
Net Profit	1,188,468	182,967	77,693	(133,013)	114,415	221,398	343,626	146,951
<b>Balance Sheets (Thousand Baht)</b>								
Current Assets	1,784,374	611,246	1,480,242	552,639	2,158,227	2,220,165	2,121,119	1,489,590
Total Assets	6,714,944	2,649,114	5,521,464	2,747,670	6,158,732	6,033,458	5,792,137	4,797,587
Current Liabilities	2,157,894	860,371	2,169,950	1,199,626	3,071,065	2,636,214	2,198,866	1,642,550
Total Liabilities	2,734,165	1,014,046	2,766,487	1,297,351	3,350,755	3,394,072	3,333,112	2,745,831
Issued and paid-up share capital	482,580	482,580	482,580	482,580	482,580	482,580	482,580	482,580
Shareholder's equity of the parent	3,565,419	1,635,068	2,330,086	1,450,319	2,347,347	2,211,728	2,062,011	1,670,651
Shareholder's equity	3,980,779	1,635,068	2,754,977	1,450,319	2,807,977	2,639,387	2,459,025	2,051,757
<b>Financial Ratios</b>								
Gross Profit margin (%)	31.9%	7.0%	32.2%	4.9%	27.9%	32.0%	32.1%	25.1%
EBIT margin (%)	22.4%	8.5%	1.2%	(5.7%)	4.1%	6.8%	9.6%	5.0%
Net Profit margin (%)	21.3%	6.9%	1.4%	(6.0%)	1.9%	4.1%	7.1%	3.1%
Dividend Payout ratio (%)	10.2%	65.9%	0.0%	0.0%	0.0%	0.0%	16.9%	0.0%
Dividend yield (%)	1.4%	1.4%	0.0%	0.0%	0.0%	0.0%	3.0%	0.0%
Return on Equity (%)	33.3%	11.2%	3.3%	(9.2%)	4.9%	10.0%	16.7%	8.8%
Return on Fixed assets (%)	51.0%	21.4%	3.2%	(13.4%)	4.3%	8.3%	13.0%	5.8%
Return on Total assets (%)	17.7%	6.9%	1.4%	(4.8%)	1.9%	3.7%	5.9%	3.1%
Time interest earned	21.2	6.4	0.8	(2.5)	2.7	3.6	4.9	4.1
P/E as of Dec 31	7.1	46.2	39.8	(23.2)	29.9	11.9	5.3	13.9
Current ratio	0.8	0.7	0.7	0.5	0.7	0.8	1.0	0.9
Quick ratio	0.4	0.3	0.2	0.2	0.3	0.3	0.3	0.4
Debt - equity ratio	0.7	0.6	1.0	0.9	1.2	1.3	1.4	1.3

Revenues from sale (Consolidated)  
Thousand Baht

2015 5,337,909

2014 5,507,795

2013 5,588,199

Gross Profit (Consolidated)  
Thousand Baht

2015 1,701,989

2014 1,775,634

2013 1,557,866

Net Profit (Consolidated)  
Thousand Baht

2015 1,188,468

2014 77,693

2013 114,415

TIPCO FOODS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	3.2 and 5	76,355,545	41,657,226	39,155,492	18,045,188
Current investments	6	3,800,857	3,737,499	-	-
Trade and other receivables	3.3 and 7	874,654,042	485,733,407	259,835,464	144,715,767
Short - term loans to related parties	8	-	-	-	33,500,000
Inventories	3.4 and 9	808,683,816	935,936,521	304,986,735	352,607,853
Accounts receivable to forward exchange contracts	34	68,769	-	-	-
Other current assets	10	20,811,138	13,178,195	7,268,309	3,771,052
<b>Total current assets</b>		<b>1,784,374,167</b>	<b>1,480,242,848</b>	<b>611,246,000</b>	<b>552,639,860</b>
<b>NON-CURRENT ASSETS</b>					
Investments in associated company	3.5 and 12	2,466,355,206	1,431,925,238	644,929,739	647,109,739
Investments in subsidiary companies	3.5 and 12	-	-	465,336,902	465,336,902
Restricted deposit at bank	13	1,016,000	1,016,000	-	-
Investment properties	14	7,269,561	18,284,061	7,269,561	18,284,061

Notes to financial statements are an integral part of these statements.

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Property, plant and equipment	3.8 and 15	2,284,168,108	2,418,612,564	819,733,849	962,650,392
Intangible assets	3.9 and 16	46,411,924	39,319,719	35,654,906	33,057,906
Deposits and guarantees		12,068,990	11,938,598	3,140,570	2,328,970
Deferred tax assets, net	28	106,684,272	115,572,456	56,052,793	62,473,017
Other non-current assets		6,595,480	4,552,829	5,749,371	3,789,749
<b>Total non-current assets</b>		<b>4,930,569,541</b>	<b>4,041,221,465</b>	<b>2,037,867,691</b>	<b>2,195,030,736</b>
<b>Total assets</b>		<b>6,714,943,708</b>	<b>5,521,464,313</b>	<b>2,649,113,691</b>	<b>2,747,670,596</b>

Notes to financial statements are an integral part of these statements.

TIPCO FOODS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Bank overdrafts and short-term loans from financial institutions	17	1,320,288,281	1,467,108,976	620,058,736	990,000,000
Trade and other payables	18	720,540,421	494,381,633	222,357,918	124,679,665
Current portion of long-term liabilities	19	94,513,976	182,351,801	13,882,000	80,922,729
Accrued income tax		3,044,170	8,251,145	-	-
Forward exchange contracts	21	-	202,983	-	156,444
Other current liabilities		19,507,431	17,653,164	4,072,265	3,867,495
<b>Total current liabilities</b>		<b>2,157,894,279</b>	<b>2,169,949,702</b>	<b>860,370,919</b>	<b>1,199,626,333</b>
<b>NON-CURRENT LIABILITIES</b>					
Long-term liabilities	19	517,181,976	551,932,000	116,550,000	71,932,000
Interest rate swap contract		-	2,434,749	-	2,434,749
Provision for dismantling cost		2,406,000	2,391,500	-	-
Employee benefit obligations	20	56,682,386	39,778,761	37,125,090	23,358,762
<b>Total non-current liabilities</b>		<b>576,270,362</b>	<b>596,537,010</b>	<b>153,675,090</b>	<b>97,725,511</b>
<b>Total liabilities</b>		<b>2,734,164,641</b>	<b>2,766,486,712</b>	<b>1,014,046,009</b>	<b>1,297,351,844</b>
<b>SHAREHOLDERS' EQUITY</b>					
Share capital					
Authorized share capital	22				

Notes to financial statements are an integral part of these statements.

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
500,000,000 Ordinary shares of Baht 1 each,		500,000,000	500,000,000	500,000,000	500,000,000
Issued and paid-up share capital 482,579,640 Ordinary shares of Baht 1 each, fully paid		482,579,640	482,579,640	482,579,640	482,579,640
Non-controlling interests in subsidiary of the associated company acquired at price lower than book value		1,494,466	1,510,347	-	-
Change in the interest in subsidiary of the associated company which not resulted in loss of control of the associate		(73,900,864)	(74,686,161)	-	-
Capital reserve for share-based payment transactions of the associated company		18,078,255	9,305,759	-	-
Retained earnings					
Appropriated for legal reserve	22.1	50,000,000	50,000,000	50,000,000	50,000,000
Unappropriated		3,081,058,341	1,892,590,342	1,102,488,042	919,521,008
Other components of equity		6,109,519	(31,213,680)	-	(1,781,896)
<b>Total equity holders of the parent</b>		<b>3,565,419,357</b>	<b>2,330,086,247</b>	<b>1,635,067,682</b>	<b>1,450,318,752</b>
Non-controlling interests		415,359,710	424,891,354	-	-
<b>Total shareholders' equity</b>		<b>3,980,779,067</b>	<b>2,754,977,601</b>	<b>1,635,067,682</b>	<b>1,450,318,752</b>
<b>Total liabilities and shareholders' equity</b>		<b>6,714,943,708</b>	<b>5,521,464,313</b>	<b>2,649,113,691</b>	<b>2,747,670,596</b>

Notes to financial statements are an integral part of these statements.

TIPCO FOODS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

# STATEMENTS OF COMPREHENSIVE INCOME

## FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Revenues from the sales of goods and the rendering of services	24	5,337,909,489	5,507,795,418	2,266,843,958	2,113,300,476
Cost of the sales of goods and the rendering of services		3,635,920,120	3,735,893,879	2,108,563,881	2,009,078,836
<b>Gross profit</b>		<b>1,701,989,369</b>	<b>1,771,901,539</b>	<b>158,280,077</b>	<b>104,221,640</b>
Other incomes	25	252,499,486	250,539,053	365,881,102	97,526,535
<b>Profit before expenses</b>		<b>1,954,488,855</b>	<b>2,022,440,592</b>	<b>524,161,179</b>	<b>201,748,175</b>
Selling expenses		(1,430,457,736)	(1,490,144,806)	(87,298,079)	(75,080,824)
Administrative expenses		(489,103,384)	(518,108,243)	(211,600,063)	(215,077,656)
Loss on impairment of investment		(1,340,659)	(229,272,680)	(1,340,659)	(37,628,708)
<b>Profit (loss) before Share of profit from investments in associated company</b>		<b>33,587,076</b>	<b>(215,085,137)</b>	<b>223,922,378</b>	<b>(126,039,013)</b>
Share of profit from investments in associated company		1,216,173,249	283,450,215	-	-
<b>Profit (loss) before finance costs and income tax</b>		<b>1,249,760,325</b>	<b>68,365,078</b>	<b>223,922,378</b>	<b>(126,039,013)</b>
Finance costs	27	(59,018,771)	(83,415,143)	(34,980,595)	(50,891,328)
<b>Profit (loss) before income tax expenses</b>		<b>1,190,741,554</b>	<b>(15,050,065)</b>	<b>188,941,783</b>	<b>(176,930,341)</b>
Income tax expenses	28	(11,805,200)	68,777,738	(5,974,750)	43,917,619
<b>Profit (loss) for the years</b>		<b>1,178,936,354</b>	<b>53,727,673</b>	<b>182,967,033</b>	<b>(133,012,722)</b>
<b>Other comprehensive income Items that will not be reclassified to profit or loss :</b>					

Notes to financial statements are an integral part of these statements.



Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Change in fair value of interest rate swap contract		2,227,371	1,263,578	2,227,371	1,263,578
Actuarial gain (losses)		-	(9,808,276)	-	(3,812,523)
Share of comprehensive income (loss) in associated company		35,613,719	(15,051,679)	-	-
Income tax effect		(517,892)	1,271,551	(445,474)	509,789
		37,323,198	(22,324,826)	1,781,897	(2,039,156)
<b>Items that will be reclassified to profit or loss :</b>					
Losses on revaluation available for-sale investment		-	(517,790)	-	(517,790)
Income tax effect		-	103,558	-	103,558
		-	(414,232)	-	(414,232)
<b>Other comprehensive income (loss) for the years</b>		<b>37,323,198</b>	<b>(22,739,058)</b>	<b>1,781,897</b>	<b>(2,453,388)</b>
<b>Total comprehensive income (loss) for the years</b>		<b>1,216,259,552</b>	<b>30,988,615</b>	<b>184,748,930</b>	<b>(135,466,110)</b>
<b>Profit (loss) attributable to :</b>					
Equity holders of the parent		1,188,467,999	77,693,007	182,967,033	(133,012,722)
Non-controlling interests		(9,531,645)	(23,965,334)	-	-
		<b>1,178,936,354</b>	<b>53,727,673</b>	<b>182,967,033</b>	<b>(133,012,722)</b>
<b>Total comprehensive income (loss) attributable to :</b>					
Equity holders of the parent		1,225,791,197	56,922,964	184,748,930	(135,466,110)
Non-controlling interests		(9,531,645)	(25,934,349)	-	-
		<b>1,216,259,552</b>	<b>30,988,615</b>	<b>184,748,930</b>	<b>(135,466,110)</b>
<b>Basic earnings (loss) per share</b>					
Profit of shareholders' equity-parent company	(Baht)	2.463	0.161	0.379	(0.276)

Notes to financial statements are an integral part of these statements.

TIPCO FOODS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

# STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(CONSOLIDATED FINANCIAL STATEMENTS)

FOR THE YEAR ENDED DECEMBER 31, 2015

	Equity holders					
	Issued and paid-up share capital	Non-controlling interest in subsidiary of the associated company acquired at price lower than book value	Change in the interest in subsidiary of the associated company which not resulted in loss of control of the associate	Capital reserve for share-based payment transactions of the associate	Retained	
					Appropriated Legal reserve	
Balance as at December 31, 2013	482,579,640	1,517,573	3,139,507	5,656,439	50,000,000	
Share-based payment transactions of the associated company	-	(7,226)	(77,825,668)	3,649,320	-	
Dividend paid	-	-	-	-	-	
Total comprehensive income for the year 2014	-	-	-	-	-	
Actuarial gain (losses)	-	-	-	-	-	
Balance as at December 31, 2014	482,579,640	1,510,347	(74,686,161)	9,305,759	50,000,000	
Balance as at December 31, 2014	482,579,640	1,510,347	(74,686,161)	9,305,759	50,000,000	
Share-based payment transactions of the associated company	-	(15,881)	785,297	8,772,496	-	
Total comprehensive income for the year 2015	-	-	-	-	-	
Balance as at December 31, 2015	482,579,640	1,494,466	(73,900,864)	18,078,255	50,000,000	

Notes to financial statements are an integral part of these statements.

Unit : Baht

of the parent								
earnings		Other components of equity				Total equity holders of the parent		
		Other comprehensive income			Total other components of equity			
	Unappro- priated	Fair value of interest rate swap contract	Available- for-sale investments	Share of comprehensive income in associate (Note 23)				Non- controlling Interest
	1,821,062,834	(2,792,759)	414,232	(14,230,609)	(16,609,136)	2,347,346,857	460,629,703	2,807,976,560
	-	-	-	-	-	(74,183,574)	-	(74,183,574)
	-	-	-	-	-	-	(9,804,000)	(9,804,000)
	77,693,007	1,010,862	(414,232)	(15,201,174)	(14,604,544)	63,088,463	(25,934,349)	37,154,114
	(6,165,499)	-	-	-	-	(6,165,499)	-	(6,165,499)
	1,892,590,342	(1,781,897)	-	(29,431,783)	(31,213,680)	2,330,086,247	424,891,354	2,754,977,601
	1,892,590,342	(1,781,897)	-	(29,431,783)	(31,213,680)	2,330,086,247	424,891,354	2,754,977,601
	-	-	-	-	-	9,541,912	-	9,541,912
	1,188,467,999	1,781,897	-	35,541,302	37,323,199	1,225,791,198	(9,531,644)	1,216,259,554
	3,081,058,341	-	-	6,109,519	6,109,519	3,565,419,357	415,359,710	3,980,779,067

# STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(SEPARATE FINANCIAL STATEMENTS)

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Issued and paid-up share capital	Retained earnings		Other components of equity			Total Shareholders' Equity
				Othe comprehensive income		Total other components of equity	
				Fair value of interest rate swap contract	Available-for-sale investments		
Balance as at December 31, 2013	482,579,640	50,000,000	1,055,583,749	(2,792,759)	414,232	(2,378,527)	1,585,784,862
Total comprehensive income for the year 2014	-	-	(133,012,722)	1,010,862	(414,232)	596,630	(132,416,092)
Actuarial gain (losses)	-	-	(3,050,018)	-	-	-	(3,050,018)
Balance as at December 31, 2014	482,579,640	50,000,000	919,521,009	(1,781,897)	-	(1,781,897)	1,450,318,752
Balance as at December 31, 2014	482,579,640	50,000,000	919,521,009	(1,781,897)	-	(1,781,897)	1,450,318,752
Total comprehensive income for the year 2015	-	-	182,967,033	1,781,897	-	1,781,897	184,748,930
Balance as at December 31, 2015	482,579,640	50,000,000	1,102,488,042	-	-	-	1,635,067,682

Notes to financial statements are an integral part of these statements

TIPCO FOODS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

# STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
<b>Cash flows from operating activities :</b>					
Profit (loss) before income tax		1,190,741,554	(15,050,065)	188,941,783	(176,930,341)
Adjustments to reconcile profit before income tax to net cash provided by operating activities					
Depreciation and amortization		232,371,658	250,991,741	123,636,023	135,366,046
Doubtful accounts		-	388,618	-	-
Loss on expired goods (reversal)		(30,971,607)	39,888,624	(33,066,226)	38,521,839
Loss on decline in value of inventories		559,766	(7,210,016)	559,766	(7,210,016)
Gain on exchange rate		(337,653)	(12,146,589)	(222,973)	(7,154,131)
Gain on sales of available-for-sale investments		-	(4,770,430)	-	(4,770,430)
Gain on sales associated company investment		(7,671,250)	-	(10,313,750)	-
(Gain) loss on sales of fixed assets and writting off		(68,676,786)	2,751,171	(48,486,678)	(513,475)
Loss on impairment of assets		1,340,659	229,272,680	1,340,659	37,628,708
Employee benefit expenses		20,312,699	8,184,787	17,021,121	5,284,913
Dividend income		-	-	(222,003,996)	(46,917,164)
Share of profit from investments in associated company		(1,216,173,249)	(283,450,214)	-	-
Interest income		(65,572)	(94,656)	(725,423)	(1,549,244)
Interest expenses		59,018,770	85,957,011	34,980,511	50,891,328
		180,448,989	294,712,662	51,660,817	22,648,033

Notes to financial statements are an integral part of these statements.

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Change in operating assets and liabilities					
(Increase) decrease in assets					
Trade and other receivables		(391,948,891)	275,209,190	(122,065,254)	58,673,798
Inventories		156,547,557	370,865,356	79,760,710	386,474,172
Other current assets		2,712,145	2,108,944	772,522	73,629
Deposits and guarantees		(130,394)	(1,688,552)	(841,599)	-
Other non-current assets		488,040	919,752	269,250	269,250
Increase (decrease) in liabilities					
Trade and other payables		113,970,666	(338,296,823)	97,094,697	(68,815,714)
Other current liabilities		76,038,675	2,450,469	(1,045,487)	(656,601)
Employee benefit obligations		(3,409,073)	(17,242,507)	(3,254,793)	(17,242,507)
Cash generated from operations		134,717,714	589,038,491	102,350,863	381,424,060
Interest paid		(60,251,672)	(87,388,824)	(35,714,547)	(52,328,501)
Refund of prepaid company income tax		-	2,255,537	-	2,255,537
Income taxes paid		(14,846,332)	(6,874,515)	(1,474,410)	(2,086,826)
<b>Net cash provided by operating activities</b>		<b>59,619,710</b>	<b>497,030,689</b>	<b>65,161,906</b>	<b>329,264,270</b>
Cash flows from investing activities :					
Increase in current investments		(63,357)	(79,831)	-	-
Increase in short-term loans to related parties		-	-	33,500,000	17,500,000
Sales of Available-for-sale investments		12,493,750	4,972,921	12,493,750	4,972,922
Sales of fixed assets		87,290,943	3,469,744	63,569,917	2,064,917
Sales of Investment properties		48,734,370	-	48,734,370	-
Purchases of fixed assets		(114,867,381)	(270,092,020)	(27,897,060)	(168,166,056)

Notes to financial statements are an integral part of these statements.

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2015	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2014
Payment for intangible assets		(6,167,227)	(214,400)	(4,051,043)	(170,900)
Dividend received		222,003,996	37,113,166	222,003,996	46,917,164
Interest received		65,572	94,656	725,423	1,549,244
<b>Net cash provided by (used in) investing activities</b>		<b>249,490,666</b>	<b>(224,735,764)</b>	<b>349,079,353</b>	<b>(95,332,709)</b>
Cash flows from financing activities :					
Increase (decrease) in bank overdrafts		(1,820,694)	(2,645,102)	58,736	(4,754,078)
Increase (decrease) in loans from financial institutions		(162,724,615)	(265,000,000)	(370,000,000)	55,000,000
Repayment for long - term machinery payable		-	(5,863,576)	-	-
Repayment for liabilities under finance lease		(4,609,931)	(4,687,980)	(3,702,729)	(3,621,798)
Proceeds from long - term loans		129,500,000	500,000,000	129,500,000	-
Repayment for long - term loans		(234,769,231)	(479,538,462)	(149,000,000)	(278,000,000)
Dividend paid		-	(9,804,000)	-	-
<b>Net cash used in financing activities</b>		<b>(274,424,471)</b>	<b>(267,539,120)</b>	<b>(393,143,993)</b>	<b>(231,375,876)</b>
<b>Effect from exchange rate in cash and cash equivalents</b>		<b>12,414</b>	<b>(12,564)</b>	<b>13,038</b>	<b>(6,427)</b>
<b>Increase in cash and cash equivalents, net</b>		<b>34,698,319</b>	<b>4,743,241</b>	<b>21,110,304</b>	<b>2,549,258</b>
<b>Cash and cash equivalents as at January 1,</b>		<b>41,657,226</b>	<b>36,913,985</b>	<b>18,045,188</b>	<b>15,495,930</b>
<b>Cash and cash equivalents as at December 31,</b>	3.2 and 5	<b>76,355,545</b>	<b>41,657,226</b>	<b>39,155,492</b>	<b>18,045,188</b>
<b>Non-Cash items :</b>					
Accounts payable for fixed assets		35,723,962	32,395,952	4,056,313	379,103
Accounts payable for intangible assets		12,430,511	2,148,800	3,745,728	57,200

Notes to financial statements are an integral part of these statements.

# MANAGEMENT DISCUSSION AND ANALYSIS

## ANNUAL OPERATING RESULTS

In 2015, the Company recorded income from sales and services totaling Baht 5,337.91 million, a decrease of Baht 169.89 million or 3.08% from last year. The profit before share of profit from investment in an associated company increased by Baht 248.67 million or 115.62% to Baht 33.59 million from the loss of Baht 215.09 recorded in the previous year. The net profit attributable to the equity holder of the parent increased by Baht 1,110.78 million or 1,429.70% to Baht 1,188.47 million. Hence, the basic earnings per share this year improved to Baht 2.46 per share from Baht 0.16 per share in the previous year.

### Analysis of income

#### Analysis of income from sales and services

Income from sales and services by business

Income from sales and services by business (Baht Thousand)	2015		2014		2013		Growth Rate (%)	
	Income	%	Income	%	Income	%	2015/2014	2015/2014
Products from vegetables and fruits	1,905,505.28	35.7%	1,888,390.83	34.3%	2,080,061.55	37.2%	0.91%	(9.21)%
Beverages	3,684,521.10	69.0%	3,845,834.02	69.8%	3,787,655.68	67.8%	(4.19)%	1.54%
Others	149,660.13	2.8%	117,241.60	2.1%	146,576.75	2.6%	27.65%	(20.01)%
Eliminated items	401,777.02	(7.5)%	(343,671.04)	(6.2)%	426,094.53	(7.6)%	16.91%	(19.34)%
<b>Total</b>	<b>5,337,909.49</b>	<b>100.0%</b>	<b>5,507,795.42</b>	<b>100.0%</b>	<b>5,588,199.45</b>	<b>100.0%</b>	<b>(3.08)%</b>	<b>(1.44)%</b>



### Income segregated by business

In 2015, the income from beverage business covering Tipco's fruit juice and vegetable juice, Aura mineral water, and T Plus Oolong tea constituted 69.0% of the total income portfolio (before eliminated items). The income from this segment decreased around 4.19% as compared to 2014 because of the decrease of the ready-to-drink fruit juice market. The income from products of vegetables, and fruits accounted for 35.7% of the total income (before eliminated items). The main products included canned pineapple, canned aloe vera, canned coconut juice, and Homsuwan pineapple. The income from this segment this year increased as compared to the previous year due to the upward adjustment of the selling prices following the rising costs of raw materials and the positive factor from the Baht depreciation.

### Income from sales and services by geographical location

Income from sales and services by geographical location (Baht Thousand)	2015		2014		2013		Growth Rate (%)	
	Income	%	Income	%	Income	%	2015/ 2014	2014/ 2013
Overseas	2,201,607.13	41.24%	2,000,544.70	36.32%	2,167,391.34	38.79%	10.05%	(7.70)%
Domestic	3,538,079.38	66.28%	3,850,921.76	69.92%	3,846,902.64	68.84%	(8.12)%	0.10%
Eliminated	(401,777.02 )	(7.53)%	(343,671.04)	(6.24)%	(426,094.53)	(7.62)%	16.91%	(19.34)%
<b>Total</b>	<b>5,337,909.49</b>	<b>100.00%</b>	<b>5,507,795.42</b>	<b>100.00%</b>	<b>5,588,199.45</b>	<b>100.00%</b>	<b>(3.08)%</b>	<b>(1.44)%</b>

### Income segregated by geographical location

The Company's overseas sales income increased by 10.05% as a result of the increase in the sales from fruit processing business. However, the domestic economic slowdown resulted in the 8.12% decrease in domestic sales income.

## Explanation of income situation by business

### 1. Fruit processing business

In 2015, Tipco experienced the situation of the ongoing rises in the prices of pineapple which is the key raw material of the Company. The pineapple supply was insufficient to meet the market demand. The Company's operating results fluctuated according to the situation of the output and prices of the raw materials. Recognizing the importance of the development of competitiveness and sustainability for the Thai pineapple industry, the Company improved and adopted the new format of contract farming to foster the collaboration between the Company and farmers in a more sustainable manner, with a focus on output increase, cultivation system enabling output to meet targets, harvesting timing, and quality control as per the standards prescribed by the Company. At present, more than 800 farmers are participating in aforesaid program. Furthermore, thanks to the adjustment of the business management strategy, the Company posted an increased income from sales and services of Baht 153.54 million, or a 7.3% increase.

### 2. Agricultural business

The Company is engaged in the business of plantation and sale of a special strain of pineapple developed by the Company itself under the logo name of "Homsuwan". In 2015, the Homsuwan pineapple received a very well response from the customers and was distributed through leading supermarkets. The income from this product in 2015 went up 16.81%. The Company planned to expand the plantation area for the Homsuwan pineapple to meet the higher market demand in the next 5 years.

### 3. Plant extract business

The Company is engaged in the business of plant extract production using the raw materials mainly from the fruit processing business and the agricultural business. The Company also conducts research and development of the extracts from local plants and herbs in collaboration with a number of educational institutions and research and development organizations in Thailand. The Company also has long-term overseas alliance in terms of marketing for the plant extract business and the business related to ingredients in foods, drinks and cosmetics. In 2015, this business saw an increase of over 147.60% in the profit.

### 4. Consumer business

The Company operates the business of production and distribution of Tipco fruit juice, Aura mineral water, and T Plus Oolong tea. Due to the ongoing economic slowdown in 2015, the Company saw an increase of 8% in income. Overall, the 100% fruit juice market this year saw an increase in its value of 9%. Tipco however still maintained leadership in its market share with the market share of 51%. The Company promoted understanding among consumers about the benefits of the fruit juice and how to properly consume fruit juice under the concept of 'Moment of consumption'. Besides, the Company remains steadfast in developing new products to meet the changing needs of the consumers. In 2015, the Company launched a number of new products to respond to the healthy vegetable drink trend. Such products included '100% Double Tomato' juice and '100% Tomato & Camu Camu' juice.

The products received a great response from the market. As for the mineral water business, the production capacity was expanded in 2014. Hence, the sales of the mineral water products in 2015 increased by 40%. The total market value of the mineral water business grew 26% while Aura mineral water ranked second in terms of its market share at 22%. (Source: Market research information by The Nielsen Company (Thailand) Limited)

## 5. Retail Business

The Company operates the retail business through the sale of smoothie drinks under the name of 'Squeeze'. Due to the impact from the economy during the past 3 years, the Company started adjusting its strategy to respond to the changing business environment especially the rising cost of rental. Therefore, the Company focused on the increase in income per outlet by launching new products and having a plan to increase the number of outlets. The strategy also takes into consideration the outlet location as well as the appropriate and adequate format and size in order to meet the needs of specific target groups and their purchasing power. From the continued development of the strategy and products, in 2015 the average sales per outlet per month increased by 6%.

## Analysis of other income

(Baht Thousand)

Other income	2015	2014	2013
Marketing support income	63,737.55	182,704.42	194,868.32
Income from sale of scrap materials	5,858.95	5,707.05	7,388.74
Income from sale of investment	7,671.25	4,770.43	10,067.85
Gain on exchange rate	19,681.40	14,916.78	-
Reversal of loss on expired goods	30,972.12	-	45,807.88
Gain from sale of assets	70,819.84	-	-
Interest income	57.55	94.66	99.75
Others	53,700.82	42,345.72	47,379.40
<b>Total</b>	<b>252,499.49</b>	<b>250,539.05</b>	<b>305,611.94</b>

In 2015, the Company's other income went up by Baht 1.96 million or 0.78% to Baht 252.50 million, as compared to Baht 250.54 million in the previous year. The main reasons for such increase were as follows:

- Marketing support income is received from the brand owners for the production of advertisement and promotion of the particular products. In 2015, the Company recorded a decrease of Baht 118.97 million or 65.11% in the marketing support income.

- Reversal of loss on expired goods was the reversal of the allowance for obsolete products which was previously recorded in accordance with the accounting principles. Since the Company was able to sell such products in other markets, the allowance was then reversed as income. In 2015, the Company recorded income from reversal of loss from obsolete products of Baht 30.97 million.
- Gain from sale of assets in 2015 was due to the sale of some machines and unused land totaling Baht 70.82 million.
- Gain on exchange rate in 2015 was Baht 19.7 million. This was due to the high exchange rate fluctuations during the year as a result of each country's exercise of financial measures to solve the economic problems. The movement of the fund flow made it difficult to predict the exchange rate trends. As a result, the Company implemented risk management measures in a strict manner by closely monitoring the currency value and entered into the forward contracts for both import and export deals. This was aimed to hedge against the risks, especially for transactions in which purchase orders and sales orders were already confirmed. At times when currency movements favored the Company, the Company recorded gains from exchange rate.

#### Analysis of cost of sales and services and gross profit

(Baht Thousand)

	2015		2014		2013	
	Baht Thousand	% Sales	Baht Thousand	% Sales	Baht Thousand	% Sales
Income from sales and services	5,337,909	100.0%	5,507,795	100.0%	5,588,199	100.0%
Cost of sales and services	3,635,920	68.1%	3,735,894	67.8%	4,030,334	72.1%
Gross profit	1,701,989	31.88%	1,771,902	32.17%	1,557,866	27.9%

In 2015, the Company's cost of sales and services continuously decreased in line with the income from sales and services. As a result, the Company's gross profit dropped by 3.95% or Baht 69.91 million from Baht 1,771.90 million in 2014 to Baht 1,701.99 million in 2015. The gross profit margin slightly decreased to 31.88%, as compared to 32.17% year-on-year. The reason for the decrease in the gross profit was mainly due to the domestic sales of the Company's products while the pineapple export business, the mineral water business, the plant extract business, and the retail business continued to generate the higher gross profit for the Company.

### Analysis of selling and administrative expenses

	2015		2014		2013	
	Baht Thousand	% Sales	Baht Thousand	% Sales	Baht Thousand	% Sales
Selling and administrative expenses	1,919,561	36.0%	2,008,253	36.5%	1,824,073	32.6%

In 2015, the selling and administrative expenses decreased by 4.42% from Baht 2,008.25 million in 2014 to Baht 1,919.56 million in 2015, or a decrease of Baht 88.69 million. The selling expenses reduced 4.01% from Baht 1,490.14 million to Baht 1,430.46 million, or a decrease of Baht 59.69 million, owing to the decrease in the advertising and sales promotion expenses. Also, the administrative expenses went down 5.60% or Baht 29.00 million from Baht 518.11 million to Baht 489.10 million as a result of the reserve for expired goods for more than Baht 40 million set aside by the Company in 2014.

### Asset Impairment

In 2014, the Company and its subsidiaries recorded the loss from asset impairment totaling Baht 229.27 million, of which over Baht 191.50 million was the impairment of the machinery while Baht 37.77 million was set aside as a reserve for asset impairment. In 2015, the reserve for fixed assets impairment was Baht 1.34.

### Analysis of net profit attributable to the equity holder of the parent

	2015		2014		2013	
	Baht Thousand	% Sales	Baht Thousand	% Sales	Baht Thousand	% Sales
Net profit attributable to the equity holder of the parent	1,188,478	21.3%	77,693	1.3%	114,415	1.9%

Net profit attributable to equity holder of the parent increased 1,429.72% from Baht 77.69 million to Baht 1,188.47 million, or an increase of Baht 1,110.78 million. This was mainly due to the share of profit from investment in an associated company totaling Baht 1,216.17 million. Excluding the share of profit from investment in the associated company, the net profit attributable to the parent improved significantly as well.

## Cash Flow Analysis

Expenses (Baht Thousand)	2015	2014	2013
Cash flows from operating activities:			
Profit before income tax	1,190,741.55	(15,050.07)	152,568.26
Adjustment of profit before tax into net cash flow from operating activities	(1,010,292.57)	309,762.73	100,183.07
Adjusted net cash flow (increase) decrease	(120,829.28)	202,318.03	(100,572.38)
<b>Net cash flow from (used in) operating activities</b>	<b>59,619.71</b>	<b>497,030.69</b>	<b>152,178.95</b>
<b>Net cash flow from investing activities</b>	<b>249,490.67</b>	<b>(224,735.76)</b>	<b>(145,926.37)</b>
<b>Net cash flow from financing activities</b>	<b>(274,424.47)</b>	<b>(267,539.12)</b>	<b>(16,130.96)</b>
Exchange rate impact on cash & cash equivalent items	12.41	(12.56)	93.20
Cash and cash equivalent items Increase (Decrease)	34,698.32	4,743.24	(9,785.19)
Cash and cash equivalent items as of January 1,	41,657.23	36,913.99	46,699.18
Cash and cash equivalent items as of December 31,	76,355.55	41,657.23	36,913.99

In 2015, the Company recorded net cash flows from operating activities at Baht 59.6 million, a decrease from 2014, due to the increase in the trade receivables, formerly the distribution representatives, of a subsidiary company. At present, the contracts between the two parties were terminated, with the total outstanding debt of Baht 294 million. The audit process was being undertaken before the settlement. Net cash flows from investing activities in 2015 consisted of net cash flows from the sale of the assets totaling Baht 136 million which were not used according to the assets management plan as well as the dividend received of Baht 222 million from an associated company. Additional investments went to tools and equipment and information technology to improve operational efficiency. As regards cash flows from financing activities, loans from financial institutions decreased due to long-term loan repayments and there was no dividend payment.

## Liquidity

Liquidity ratio	2015	2014	2013
Current ratio (time)	0.8	0.7	0.7
Interest coverage ratio (time)	21.2	0.8	2.7
Debt to equity ratio (time)	0.7	1.0	1.2

In 2015, the current ratio slightly increased to 0.8 time, as compared to 0.7 time in the earlier year. This was due to the higher current assets such as trade receivables and other receivables. Also, the current liabilities slightly decreased from the repayment of the overdraft facilities and short-term loans from financial institutions.

The interest coverage ratio significantly increased to 21.2 times from 0.8 times because the Company had the increase in profit before financial cost and tax of Baht 1,249.76 million, compared to Baht 68.37 in 2014.

The debt to equity ratio significantly decreased to 0.7 time from 1.0 time. This was mainly because of the increase in the unappropriated portion of the retained earnings to Baht 3,081.06 million from Baht 1,892.59 million in 2014. As a result, the shareholders' equity increased to Baht 3,980.78 million, as compared to Baht 2,754.98 million in the previous year. In addition, the total liabilities decreased to Baht 2,734.16 million, compared to Baht 2,766.49 million year-on-year.

## Profitability

Ratios	2015	2014	2013
Return on equity (%)	33.3%	3.3%	4.9%
Gross profit margin (%)	31.9%	32.2%	27.9%
Net profit margin (%)	22.3%	1.4%	2.0%

Return on equity (ROE) in 2015 increased to 33.3% as the net profit attributable to equity holder of the parent increased to Baht 1,188.47 million.

In 2015, gross profit margin slightly decreased from last year due to the Thai economic slowdown.

Net profit margin significantly increased to 22.3%, as compared to 1.4% in 2014, as a result of the increase in the share of profit from investment in associated company.

### Asset quality and financial ratios

Proportion of assets	2015	2014	2013
Trade receivables and other receivables	13.0%	8.8%	12.3%
Inventory	12.0%	17.0%	21.8%
Investments	36.7%	25.9%	20.7%
Land, buildings and equipment	34.0%	43.8%	42.6%
Others	4.2%	4.5%	2.6%

In 2015, the proportion of trade receivables and other receivables increased to 13.0%, as compared to 8.8% in 2014. The undue portion of debts increased by 30.12% from 2014. The portion of debts with the overdue period between 1-90 days increased by 845.83% while the portion of debts with the overdue period of over 90 days continuously declined.

The inventory proportion decreased from 17% in 2014 to 12.0% in 2015. This was due to the inventory shortage as the pineapple output was insufficient to match the market demand. Consequently, the raw material inventory decreased more than 29.64%. Furthermore, the number of day sales of inventory holding decreased continuously to 81 days.

Investments represented the investment in TIPCO Asphalt Public Company Limited which the Company has a policy to maintain the proportion of shareholding at 20-25%. This item was recorded as equity method in accordance with generally accepted accounting principles. The actual cost of acquisition was shown in the Notes to the Financial Statements.

The Company's land, buildings and equipment undergo regular annual maintenance and repair. In 2015, the Company disposed of some machines, resulting in the decrease in the proportion of its land, buildings and equipment from the previous year.



### Operational efficiency

Ratio	2015	2014	2013
Return on assets	17.7%	1.4%	1.9%
Return on fixed assets	51.0%	3.2%	4.3%

The return on assets and the return on fixed assets increased as a result of the increased net profit margin.



**For consideration of the Agenda 5 To consider and elect nominate replacements for 4 retiring Directors by rotation Director profile to consider and elect nominate replacements.**

**Name – Surname** Mrs. Anurat Tiamtan  
**Director Type** Director with Authorized Signature  
**Position** Director  
**Age** 66 Years  
**Nationality** Thai  
**Education** M.Sc. (Biochemistry),  
 The American University, Washington D.C., USA  
 B.Sc. (Chemistry), Kasetsart University

**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**

2004 Director Certification Program (DCP)  
 2001 Chairman Program 2000

**Holding a Position of Director in Listed Company** None

**Holding a Position of Director in Other Companies at present**

Thanomwongse Service Company Limited  
 Siam Container Terminal Company Limited  
 Ruamsapsin Company Limited  
 Tipco Tower Company Limited

**Related Experience**

2013 - Present Director, Tipco Foods Public Company Limited  
 2008 - Present Director, Tipco Biotech Company Limited  
 2003 - 2013 Chairman of the Board, Tipco Foods Public Company Limited  
 2003 - 2013 Chairman of the Board, Tipco Asphalt Public Company Limited  
 2003 - 2013 Chairman of the Board, Thanomwongse Service Company Limited

**Shareholding in Company** 30,966,765 shares 6.42%


**Positions in Rival Companies / Cause Conflict of Interest** None

**Meeting Attendance**

Meeting during being as a director from April 2013 – April 2016

Meeting	Number of attendance / total number of meeting
Board of Directors	17 / 17

**Year of directorship** 23 years (1992 - present)

<b>Name – Surname</b>	<b>Ms. Roumsin Supsakorn</b>	
<b>Director Type</b>	Director with Authorized Signature	
<b>Position</b>	Director	
<b>Age</b>	62 Years	
<b>Nationality</b>	Thai	
<b>Education</b>	Master's Degree of MBA The American University, Washington DC, USA Bachelor's Degree of B.S. Boston University, Boston, Massachusetts, USA	

**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**  
2013 Director Accreditation Program (DAP)

**Holding a Position of Director in Listed Company** None  
**Holding a Position of Director in Other Companies at present**  
 Siam Container Terminal Company Limited  
 Thanomwongse Service Company Limited  
 Ruamsapsin Company Limited  
 Tipco Tower Company Limited

**Related Experience**

1985 – Present	Director, Tipco Foods Public Company Limited
1988 – 2000	Director, Siam Container Transport and Terminal Company Limited
1988 - 1990	Director, Ekachai Container Terminal Company Limited

**Shareholding in Company** 48,437,398 shares 10.04%

**Positions in Rival Companies / Cause Conflict of Interest** None

**Meeting Attendance**

Meeting during being as a director from April 2013 – April 2016	
Meeting	Number of attendance / total number of meeting
Board of Directors	16 / 17

**Year of directorship** 19 years (1996 - present)

**Name – Surname** Mr.Somchit Sertthin  
**Director Type** Director with Authorized Signature  
**Position** Director  
**Age** 63 Years  
**Nationality** Thai  
**Education** Bachelor's Degree, Business Administration,  
 Babson College, MA, USA



**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**

2014 Anti-Corruption for Executive Program (ACEP)  
 2014 National Director Conference  
 2013 Director Accreditation Program (DAP)  
 2003 Director Certification Program (DCP)

**Holding a Position of Director in Listed Company** Tipco Asphalt Public Company Limited

**Holding a Position of Director in Other Companies at present**

Tipco Biotech Company Limited

**Related Experience**

2008 – Present Director, Tipco Biotech Company Limited  
 2005 – Present Director, Tipco Foods Public Company Limited  
 2001 – Present Chief Executive Officer, Tipco Asphalt Public Company Limited  
 1986 – Present Director, Tipco Asphalt Public Company Limited  
 1980 – 1986 Vice President and Country Corporate Manager, Chase Manhattan Bank  
 N.A, Taipei branch

**Shareholding in Company** 11,599,846 shares 2.4%


**Positions in Rival Companies / Cause Conflict of Interest** None

**Meeting Attendance**

Meeting during being as a director from April 2013 – April 2016

Meeting	Number of attendance / total number of meeting
Board of Directors	17 / 17

**Year of directorship** 10 years (2005 - present)

<b>Name – Surname</b>	<b>Mr. Ekaphol Pongstabhon</b>	
<b>Director Type</b>	Director with Authorized Signature	
<b>Position</b>	Managing Director	
<b>Age</b>	51 Years	
<b>Nationality</b>	Thai	
<b>Education</b>	Master's Degree : Finance and Marketing, Kellogg School of Management, Northwestern University, USA Bachelor's Degree: Science in Chemical Engineering, Chulalongkorn University	

**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**

Director Certificate Program 141/2011, IOD  
 Collective Bargaining for Successful Labor Relations  
 AMF International Marketing Conference  
 Powerful Psychology in Branding & Marketing  
 Tip Retail Go Asean do to succeed.  
 Thailand's Economic Outlook 2014  
 Anti-Corruption for Executive Program (ACEP)  
 Advanced Retail Management Program

**Holding a Position of Director in Listed Company** Chairman of the Board,  
 Wice Logistics Public Company Limited

**Holding a Position of Director in Other Companies at present**

Tipco F&B Company Limited  
 Tipco Retail Company Limited  
 Tipco Biotech Company Limited

**Related Experience**

2012 – Present	Managing Director, Tipco Foods Public Company Limited
2009 – 2012	Managing Director, Thai Film Industries Public Company Limited
2006 - 2012	Acting Managing Director, Thai Copper Industries Public Company Limited
2000 - 2006	Managing Director, DHL Express Vietnam Regional Sales Manager, DHL Express Singapore National Sales Manager, DHL Express Thailand
1994 - 1999	General Manager of Corporate Planning, Bangkok Steel Company Limited
1984 - 1993	National Sales Manager, Siam Cement Public Company Limited Marketing Manager, Siam Cement Public Company Limited

**Shareholding in Company** None

**Positions in Rival Companies / Cause Conflict of Interest** None

**Meeting Attendance**

Meeting during being as a director from April 2013 – April 2016

Meeting	Number of attendance / total number of meeting
Board of Directors	17 / 17

**Year of directorship** 3 years (2012 - present)

## Definition of Independent Director

Tipco Foods Public Company Limited has defined the qualification of the “Independent Director” in a more restrictive manner than the criteria set by the Capital Market Supervisory Board. Details of the Independent Director's qualifications are as follows:

1. Holding not more than 2% of the total voting shares of the Company, subsidiary companies, associated companies or persons who may have a conflict of interest (including related persons as per Section 258 of the Securities Act).
2. Not involving in the management or not being an employee, staff, salaried advisor or managerial authority of the Company, subsidiary companies, associated companies or persons who may have a conflict of interest within one year prior to the appointment.
3. Not having business relationship or interest, either directly or indirectly, in the financial matter and management of the Company, subsidiary companies, associated companies or persons who may have a conflict of interest in a manner that may affect the independent discretion.
4. Having no family blood or legitimate relationship with executives, major shareholders of the Company, subsidiary companies, associated companies or persons who may have a conflict of interest, and not being appointed as a custodian of directors and major shareholders.
5. Not disclosing any relationship in a manner that may affect the independent operations of the Board of Directors.



Date: 22 March 2016

Dear Shareholders

Re: Transfer of Proxy rights for the Ordinary Shareholders' Meeting No. 1/2016

TIPCO Foods Public Company Limited has determined the date for the Ordinary Shareholders' Meeting No. 1/2016 on Friday, 22 April 2016 at 10.00 a.m. at the Head Offices, the Auditorium, 5th. Floor, TIPCO Building at 118/1 Rama 6 Road, Samsen Nai, Bangkok. The Meeting will consider the various agenda with details as appearing in the summons for the Ordinary Shareholders' Meeting No. 1/2016.

If you are unable to attend this Ordinary Shareholders' Meeting in persons, I would like to urge you to transfer your Proxy rights to an individual or any Independent Director as below, to attend the Meeting and vote on your behalf. This will allow you to protect your voting rights.

1. Mr. Virat Phairatphiboon (qualifications as appearing in the Annual Report, pages 91 and Form 56-1, Attachment 1 )
2. Mr. Paisal Pongprayoon (qualifications as appearing in the Annual Report, pages 91 and Form 56-1, Attachment 1 )
3. Mrs. Achara Picha (qualifications as appearing in the Annual Report, pages 91 and Form 56-1, Attachment 1 )

All 3 Independent Directors have no interests in all agenda items.

The proxy letter that was send to the shareholders with this convene letter been improved according to the regulations of Department of Business Development. That is in the B type proxy letter the shareholders can vote in order to appoint the directors in a more detailed manner. And for c type proxy letter, which is for foreigner shareholders who have appointed custodian in Thailand, it enables the shareholders to appoint a representative in the same manner as it is done in other capital markets around the world.

In the company's website: [www.tipco.net](http://www.tipco.net) under the heading Investor, foreign shareholders are able to print the 3 type Proxy letter (A, B and C) by themselves both in Thai and English, making it more convenient in lodging a proxy.

Shareholders are requested to choose the Proxy form which pertains to the voting for each agenda that you deem appropriate and kindly fill-in the details accordingly, including as relating to voting, in full. Kindly provide the signatures of yourself and your Proxy transferee, affix the form with a 20 Baht duty stamp and instruct the Proxy transferee to bring such document to the Meeting.

If you transfer your Proxy right to any Independent Director to vote on your behalf, kindly return the Proxy Form to the Company at least 1 day prior to the Meeting, in order to prepare for the Meeting.

I would like to take this opportunity to thank you for your constant cooperation throughout.

Sincerely,



(Mr. Ekaphol Pongstabhon)

Managing Director

Articles of Association of the Company pertaining to Shareholders' Meetings

"Article 30 The Board of Directors is required to organize Shareholders' Meetings on an Annual Ordinary Basis within four months within the end of the Company's accounting year.

Shareholders' Meetings organized on other occasions are known as Extraordinary Meetings. The Board of Directors may call Extraordinary Meetings whenever it sees fit; or Shareholders representing of at least one in five of the Company's total issued shares or not less than twenty five Shareholders in collective possession of at least one in ten of the total shares issued, prepare a notice requesting that the Board of Directors call an Extraordinary Shareholders' Meeting at any time. However, the reason for calling such Meeting must be clearly stated in the notice. In such circumstances, the Board of Directors must arrange a Meeting within one month after receiving the said notice from the Shareholders.

Article 31 To organize a Shareholders' Meeting, the Board of Directors is obliged to issue a letter of summons specifying the venue, date, time and agenda to be proposed for the Meeting, together with any other details as appropriate. It must be clearly specified which agenda items are for information, for ratification or for consideration as the case may be. The opinions of the Board on each item are also to be stated. The summons must be forwarded to Shareholders not less than seven days prior to the Meeting. An advertisement of the Meeting date is also to be published in a newspaper for three consecutive days not less than three days before the Meeting.

The venue for the Meeting as per paragraph one must be situated in the Company's Head Offices, its branches or other provinces in the vicinity.

Article 32 Shareholders have the right to attend and vote at Shareholders' Meetings, but may transfer their Proxy rights to other individuals to attend and vote on their behalf. Such right must be transferred in writing and signed by the Proxy transferor and submitted to the Chairman of the Meeting at the venue of the Meeting before the Proxy transferee attends the Meeting.

Article 33 To convene Shareholders' Meetings, Shareholders and Proxy transferees (if any) must attend the Meeting representing not less than twenty five Shareholders or not less than half of the total Shareholders in collective possession of at least one in three of the total number of shares issued in order to constitute a quorum. In the event that one hour passes and the number of Shareholders does not reach a quorum as specified, and if the Meeting was called at the request of Shareholders, the Meeting on that occasion will be cancelled. If the said Meeting was not called upon the request of Shareholders, the Meeting will be reconvened on another date and a new letter of summons issued to Shareholders not less than seven days prior to the Meeting date. The successive Meeting need not observe the requirement for a quorum.

Article 34 Resolutions of Shareholders' Meetings are to observe the following voting requirements

- (1) In the event that normally a majority vote of Shareholders in attendance and voting at the Meeting is required and the vote is tied, the Chairman of the Meeting will cast the deciding vote
- (2) In the following circumstances, a vote of at least three in four of the Shareholders in attendance and voting at the Meeting is required:
  - (a) The sale or transfer of the entire business, or a significant portion of the business, to other individuals
  - (b) The purchase or acceptance of transferal of other businesses or private business by the Company
  - (c) Termination or amendment of contracts relating to the rental of the business or significant portions of the business; assignment of other individuals to manage the business of the Company; or amalgamation with other parties for the purpose of sharing profit and loss

Article 35 Business to be conducted by the Annual Ordinary Shareholders' Meeting normally includes:

- (1) Consideration of the Board of Directors' report presented to the Meeting regarding the business of the Company over the past year
- (2) Review and certification of the balance sheet
- (3) Consideration of appropriation of profits
- (4) Nomination of Directors to replace Directors with completed terms
- (5) Appointment of auditors and determination of audit fees
- (6) Other business

Explanation of Proxy rights transfer method, registration, identification for attendance and voting at Shareholders' Meetings

**Attendees are required to present the following documents prior to attending the Meeting**

1. Shareholders who are individuals

1.1 Shareholders attending the Meeting in person are requested to present valid documentation issued by an official agency with a photograph of the Shareholder that has not expired, such as an Identification Card, driver's license or passport

1.2 Shareholders who have designated a Proxy transferee to attend the Meeting on their behalf

(a) Proxy Form as attached with the invitation letter to attend the Meeting, filled out correctly and completely and signed by the Proxy transferor and Proxy transferee

(b) Photocopy of documentation issued to the Shareholder by an official agency as per the details in Item

1.1, duly signed and certified by the Proxy transferor

(c) Documentation issued to the Proxy transferee by an official agency as per the details in Item 1.1.

2. Shareholders who are juristic persons

2.1 Representative of the Shareholder attends in person

(a) Documentation issued to the representative by an official agency as per the details in Item 1.1.

(b) Photocopy of certification document of juristic person registration of the Shareholder, certified by a representative of the juristic person and with text showing that the representative attending the Meeting has the authority to act on behalf of the juristic person who is the Shareholder.

(c) Documentation issued to the Proxy transferee by an official agency as per the details in Item 1.1.

3. Shareholders who are not Thai nationals or juristic persons established in accordance with foreign laws

The provisions as per Item 1 and Item 2 above apply with exemption for Shareholders or attendees at the Meeting who are not Thai nationals, or who are juristic persons established in accordance with foreign laws, as the case may be, subject to the following conditions:

(a) certification of juristic person status may be documentation issued by the country of origin in which the juristic person resides, or by an officer of the juristic person, wherein details of the name of the juristic person, the authorized person to sign and bind the juristic person, conditions or limitations to authorized signatories and the address of the Head Offices are required

- (b) The juristic person's originals of the documentation to be presented and shown in the English language must be translated, wherein such translation is to be certified by the juristic person's representative

**Voting and casting votes**

1. One share will be counted as one vote
2. All agenda items for this Meeting are deemed to be normal items requiring a majority vote for adopting resolutions. If there is a tie in voting, the Chairman of the Meeting will cast the decisive vote
3. Any Shareholder with a particular interest stake in any agenda item will refrain from voting on that particular agenda item
4. Shareholders attending in person or Proxy transferees are required to mark the voting card as designated to cast votes
5. Proxy transferees representing Shareholders who have already indicated their vote in the Proxy Form are not required to mark the voting card.

The Chairman of the Meeting will announce the voting results of each agenda item. The results will be compiled from the voters of Shareholders attending the Meeting in person and through Proxy representation.

TIPCO TOWER MAP

