



Invitation to the 2023 Annual General Meeting of Shareholders  
Tipco Foods Public Company Limited

7 April 2023 at 10.00 a.m.

At the Company's Head Office, i.e. Auditorium, 5th Floor,  
Tipco Tower 1, 118/1 Rama 6 Road, Phayathai Sub district,  
Phayathai District, Bangkok 10400



No. TorFor.005/2023

7 March 2023

Subject Invitation to the 2023 Annual General Meeting of Shareholders  
To Shareholders  
Attachments 1) Copy of the Minutes of the 2022 Annual General Meeting of Shareholders  
2) QR Code Downloading Procedures for the 2022 Annual Report (Form 56-1 One Report 2022)  
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) Investors and Shareholders' Privacy Notice  
8) Map of the meeting venue – Tipco Tower 1

The Board of Directors of Tipco Foods Public Company Limited resolved that the 2023 Annual General Meeting of Shareholders will be held on Friday 7 April 2023 at 10.00 a.m. at the Company's Head Office, i.e. Auditorium, 5<sup>th</sup> Floor, Tipco Tower1, 118/1 Rama 6 Road, Phayathai Sub district, Phayathai district, Bangkok 10400 to consider matters according to the following agenda:

**Agenda Item 1** To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders held on 7 April 2022

**Preamble:** The Company has completed and submitted the Minutes of the 2022 Annual General Meeting of Shareholders on 7 April 2022 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 2022 Annual General Meeting of Shareholders held on 7 April 2022 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:** This agenda shall be determined by a majority of votes of the shareholders attending the meeting and entitled to vote pursuant to Article 34(1) of the Company's Articles of Association.



**Agenda Item 2** To acknowledge the Company’s 2022 operating performance.

**Preamble:** The Company’s 2022 operating performance appears in the 2022 Annual Report (Form 56-1 One Report 2022) as per Attachment 2.

**Board of Directors’ Opinion:** The Meeting is advised to acknowledge the Company’s 2022 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 Audited Financial Statements for the year ended 31 December 2022

**Preamble:** The Financial Statement for the year ended 31 December 2022 as published in the 2022 Annual Report (Form 56-1 One Report 2022) 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 2022 is as follows:

Unit: Baht

Detail	Consolidated Financial Statements of the Company and Affiliates	Separate & Financial Statements of the Company
Total Assets	6,539,583,830	3,274,225,890
Total Liabilities	2,178,996,275	1,044,390,035
Sales Revenue	2,895,341,632	298,018,053
Net Profit (Loss)	279,818,308	280,517,034
Net Profit (Loss)per Share	0.58	0.58

**Board of Directors’ Opinion:** The Meeting is advised to approve the Audited Financial Statement for the year ended 31 December 2022.

**Number of votes required to pass the resolution:** This agenda shall be determined by a majority of votes of the shareholders attending the meeting and entitled to vote pursuant to Article 34(1) of the Company’s Articles of Association.

**Agenda Item 4** To consider and approve the profit allocations and dividend payment for the year 2022.

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



In 2022, the Company reported a net profit of Baht 280,517,034 or Baht 0.58 per share according to its separated financial statements; and a net profit of Baht 279,818,308 according to its consolidated financial statements.

The Board of Directors therefore deemed it appropriate to propose a dividend payment of Baht 0.89 per share or a total of Baht 429,495,879.60 accounting for 153% of the net profit according to the separated financial statements to the holders of 482,579,640 shares. On December 9, 2022, the Company paid an interim dividend of Baht 0.19 per share. Thus, a final dividend payment for this period is Baht 0.70 per share or Baht 337,805,748 and is expected to be made on Wednesday, May 3, 2023. The record date for the right to a dividend payment shall be Wednesday, April 19, 2023.

**Details of dividend payment comparison in the past**

	Year 2022	Year 2021
Net profit/share	0.58	1.15
Dividend/share	0.89	0.77
Dividend/profit (%)	153%	67%
Total amount of dividends paid (million baht)	429.50	371.59

**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:** This agenda shall be determined by a majority of votes of the shareholders attending the meeting and entitled to vote pursuant to Article 34(1) of the Company's Articles of Association.

**Agenda Item 5** To consider and elect Directors to replace those who will retire 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 2023 Annual General Meeting of Shareholders, the Directors who shall retire by rotation are as follows:

- |                                   |                      |
|-----------------------------------|----------------------|
| 1. Mr. Surachet Supsakorn         | Director             |
| 2. Mr. Nontigorn Kanchanachitra   | Independent Director |
| 3. Mr. Somchai Supattarakul       | Independent Director |
| 4. Mr. Chokchai Tocharoentanaphol | Director             |

The Company had proposed an opportunity for shareholders, during 21 October 2022 to 9 December 2022 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 was no any proposal from the shareholders and the board, which does not include directors with vested interests considered that the four retired directors have passed the scrutiny of the Board of Directors. 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 Company's required qualifications and their past performances were very satisfactory. They were knowledgeable and had all 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 and The Board of Directors has determined that the persons nominated to be independent directors will be able to express their opinions independently and in accordance with the relevant rules.

The profiles of the four 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 88-90 of the 2022 Annual Report (Form 56-1 One Report 2022).

**Board of Directors' Opinion:** The Board of Directors, excluding directors with vested interests, propose the shareholders' meeting to re-elect the retiring directors for another term.

**Number of votes required to pass the resolution:** This agenda shall be determined by a majority of votes of the shareholders attending the meeting and entitled to vote pursuant to Article 34(1) of the Company's Articles of Association.

**Agenda Item 6** To consider and approve the Directors' remuneration for the year 2023.

**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.

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 Thai Institute of Directors Association (IOD) and 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 the year 2023 would remain the same as in the year 2022 as follows:



6.1 Directors' Remuneration

6.1.1 Work-based remuneration

Position	2023	2022
Chairperson	50,000 baht/month	50,000 baht/month
Director	40,000 baht/month	40,000 baht/month

6.1.2 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.

6.1.3 Other remuneration and benefits

-None-

6.2 Audit Committee's Remuneration

Position	2023	2022
Chairperson	Baht 70,000 each time 4 times a year	Baht 70,000 each time 4 times a year
Member	Baht 50,000 each time 4 times a year	Baht 50,000 each time 4 times a year

6.3 Nomination and Remuneration Committee's Remuneration

Position	2023	2022
Chairperson	60,000 baht/year	60,000 baht/year
Member	40,000 baht/year	40,000 baht/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 on Pages 78-81 of the 2022 Annual Report (Form 56-1 One Report 2022).

**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:** In compliance with Section 90 of the Public Limited Companies Act, B.E. 2535, the affirmative votes of not less than two-thirds of the total number of the votes of shareholders who are attending the meeting by proxy or physical presence and entitled to vote are required.



**Agenda Item 7** To consider the appointment and audit fee for the Auditor for fiscal year 2023.

**Preamble:** After due consideration, the Audit Committee considered and selected EY Office Limited as the Company's and its subsidiaries' external auditor. The Audit Committee deemed that this company met the criteria specified by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and achieved a satisfactory audit performance. It was found that EY Office Limited did not have any weakness that could incur any damage to the Company and its shareholders. Also, EY Office Limited had 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 would affect the independence of the performance of duties. In addition, EY Office Limited had worked as the external auditor for 7 years. Therefore, it was proposed that EY Office Limited should be appointed as the Company's external auditor for the year 2023, with the audit fee as follows:

Unit: Baht

	2023	2022	Same
Audit fee	1,150,000	1,150,000	-

After comparing audit fees of other companies, the Audit Committee deemed that the proposed audit fee is appropriate. This audit fee is exclusive of other service fees to be incurred in 2023.

Last year the Company paid the audit fee of Baht 1,150,000 and other service fees of Baht 28,259 to EY Office Limited.

Furthermore, EY Office Limited shall be the external auditor for the 4 subsidiaries, namely Tipco F&B Co., Ltd., Tipco Biotech Co., Ltd., Tipco Retail Co., Ltd., and Tipco Pineapple Co., Ltd.

The Board of Directors agreed with the Audit Committee and proposed that the shareholders' meeting should consider and appoint EY Office Limited as the Company's external auditor for the year 2023 and approve the audit fee of Baht 1,150,000.

**Board of Directors' Opinion:** It is deemed that the Shareholders Meeting should consider and approve the appointment of Mr. Natthawut Santipet, C.P.A No. 5730, and/or Ms. Isaraporn Wisutthiyan, C.P.A No. 7480, and/or Mr. Pornanan Kitjanawanchai C.P.A No. 7792, from EY Office Limited as the auditor(s), and the audit fee of Baht 1,150,000.

**Number of votes required to pass the resolution:** This agenda shall be determined by a majority of votes of the shareholders attending the meeting and entitled to vote pursuant to Article 34(1) of the Company's Articles of Association.



Agenda Item 8 To consider amendment of the Company’s Articles of Association No.24, 30, 31, 32.

Preamble: As per the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes regarding the approval of conducting meeting via electronic approach in order to enhance efficiency, reduce unnecessary costs, and provide convenience to investors which aligns with the amended requirements, it is appropriate to propose to shareholders’ meeting to consider and approve the amendment to the Company’s Articles of Association by amending Articles 24, 30, 31 and 32. The details are as follows:

Company’s Current Articles of Association	Proposed change
<p>Clause 24 . To call for the meeting of the board of directors, the chairman or the person assigned is required to submit a letter of appointment to the directors at least seven days in advance of the meeting date unless it is an urgent case to look after the interest of the company, the appointment on the meeting of the board may be made by other methods and the meeting may be made earlier.</p>	<p>Clause 24 . To call for the meeting of the board of directors, the chairman or the person assigned is required to submit a letter of appointment to the directors at least <u>three</u> days in advance of the meeting date unless it is an urgent case to look after the interest of the company, the appointment on the meeting of the board may be made <u>by electronic</u> or by other methods and the meeting may be made earlier.</p> <p style="text-align: center;"><u>If it is reasonable, or for the protection of the Company’s interest, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In the case that a request is made by at least two directors, the Chairman of the Board shall summon and fix the date of the meeting within fourteen days of the date of receipt of the request.</u></p> <p style="text-align: center;"><u>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph three, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen days of the end of such period mentioned in paragraph two.</u></p>





Clause 30. The board of directors is required to arrange the meeting of shareholders which is the annual meeting of shareholders within four months since the end of the accounting period of the company.

The other meeting of shareholders is called the extraordinary meeting of shareholders. The board of directors may call for the extraordinary meeting of shareholders at any time as deemed suitable or One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. In this regard, the meeting shall be considered as the shareholders" meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provided facilitation.

In case the quorum of the shareholders" meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33, the shareholders as prescribed under paragraph

Clause 30. The board of directors is required to arrange the meeting of shareholders which is the annual meeting of shareholders within four months since the end of the accounting period of the company.

The other meeting of shareholders is called the extraordinary meeting of shareholders. The board of directors may call for the extraordinary meeting of shareholders at any time as deemed suitable or One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In this regard, the meeting shall be considered as the shareholders" meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provided facilitation.



<p>three shall be collectively responsible to the Company for expenses arising from such meeting.</p>	<p>In case the quorum of the shareholders" meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33 , the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.</p>
<p>Clause 31. To call for the meeting of shareholders, the board of director is required to send a letter of appointment indicating the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting with appropriate details and it is required to clearly indicate that the matter is submitted for information, approval or consideration as applicable, including the opinion of the board of directors on such matter and the letter is required to be sent to the shareholders at least seven days before the meeting date and the advertisement on the appointment of the meeting date is required to be published in the newspaper for three consecutive days before the meeting date.</p> <p>The venue employed to arrange the meeting according to the first paragraph is required to be located in area resided with the head office or the branch office of the company or nearby province.</p>	<p>Clause 31. To call for the meeting of shareholders, the board of director is required to send a letter of appointment indicating the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting with appropriate details and it is required to clearly indicate that the matter is submitted for information, approval or consideration as applicable, including the opinion of the board of directors on such matter and the letter is required to be sent to the shareholders at least seven days before the meeting date and the advertisement on the appointment of the meeting date is required to be published in the newspaper for three consecutive days before the meeting date. <u>The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</u></p> <p>The venue employed to arrange the meeting according to the first paragraph is required to be located in area resided with the head office or the branch office of the company or nearby province <u>throughout the Kingdom as may be determined by the Board of Directors. In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
<p>Clause 32. The shareholder is eligible to attend and cast a vote in the meeting of shareholders or may</p>	<p>Clause 32. The shareholder is eligible to attend and cast a vote in the meeting of shareholders or may</p>



<p>assign the other person to attend and cast the vote in the meeting for him.</p> <p>The assignment is required to be made in writing and signed by the assignor and delivered to the chairman in the meeting at the venue of the meeting before the assignee will attend the meeting.</p>	<p>assign the other person to attend and cast the vote in the meeting for him.</p> <p>The assignment is required to be made in writing and signed by the assignor and delivered to the chairman in the meeting at the venue of the meeting before the assignee will attend the meeting.</p> <p><u>Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.</u></p>
---	---

**Board of Directors' Opinion:** Recommend the AGM to approve the amendment of the Company's Articles of Association No.24, 30, 31, 32 as proposed.

**Number of votes required to pass the resolution:** In compliance with Section 31 of Public Limited Companies Act B.E.2535, not less than three-fourths of total number of votes of shareholders attending the meeting by proxy or physical presence and entitled to vote are required.

**Agenda Item 9 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), Investors Shareholders' Privacy Notice (Attachment 7) and map of the meeting venue (Attachment 8) 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: [investors@tipco.net](mailto:investors@tipco.net).

On the meeting date, shareholders or proxies can register from 8.00 hours onwards.



The record date and the Shareholder's register book closing date for the right to attend the Annual Shareholder's Meeting 2023 shall be on Wednesday, March 8, 2023.

It must be noted that the entitlement of receiving the final dividend payment is still uncertain as it needs to be approved by the shareholders in the 2023 Annual General Meeting of Shareholders.

Yours sincerely,

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to be "L. Pisitthakarn".

(Mr. Leuchar Pisitthakarn)

Acting Chief Executive Officer

- Remarks:**
1. Shareholders who require to receive the 2022 Annual Report in the form of documents, please call 0 2273 6200 Ext. 7803, E-mail [kullakam@tipco.net](mailto:kullakam@tipco.net)
  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 7 March 2023 which is 30 days prior to the Meeting
  3. Abstain from distributing souvenirs for this meeting of shareholders.

Company's Secretary

Tel. 02 273 6200 Ext. 7803

Investor Relations Department

Tel. 02 273 6886



**Minutes of the 2022 Annual General Meeting of Shareholders**  
**Tipco Foods Public Company Limited**

The Meeting was convened at 10.00 hours on Thursday 7 April 2022 at Auditorium Room, 5<sup>th</sup> Floor, Head Office, Tipco Tower1, 118/1 Rama VI Road, Phayatai Sub-district, Phayatai District, Bangkok. Miss Laksana Supsakorn, Chairman of the Board of Directors, presided over the Meeting, welcomed the shareholders, and informed the Meeting that:

- There were 23 shareholders attending the Meeting in person, representing 222,185,471 shares (46.0412%).
- There were 9 shareholders attending the Meeting by proxy, representing 53,780,236 shares (11.1443%).
- There were 10 shareholders attending the Meeting by proxy (independent director), representing 5,078,082 shares (1.0523%).

There were a total of 42 shareholders attending the Meeting, representing 281,043,789 shares or 58.2378% of the Company's total 482,579,640 shares sold, which constituted a quorum. This was in accordance with the law and Clause 33 of the Company's Articles of Association which stipulates that at least 25 shareholders and proxies or at least one-half of the total shareholders must be present at the Meeting and with at least one-third of the Company's total shares sold.

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

1. Ms. Laksana Supsakorn    Chairman of the Board of Directors
2. ACM. Pongsatorn Buasup    Vice Chairman / Independent Director
3. Mr. Paisal Pongprayoon    Independent Director /Chairman of the Nomination and  
Remuneration Committee / Audit Committee Member
4. Mr. Chalit Limpanavech    Independent Director
5. Mrs. Achara Pricha    Independent Director / Nomination and Remuneration Committee  
Member / Audit Committee Member, to witness the vote counting
6. Mrs. Anurat Tiamtan    Director
7. Mr. Sitilarb Supsakorn    Director

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



8. Mr. Surachet Supsakorn Director / Nomination and Remuneration Committee Member
9. Mr. Kris Sertthin Director
10. Mr. Yongsit Rojsrikul Chief Executive Officer

Mr. Virat Phairatphiboon Independent Director/Chairman of the Audit Committee was on a business trip abroad therefore unable to attend the meeting. The total number of directors attending the meeting is 10 people, representing the proportion of directors attending the meeting = 91% of the total directors.

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

1. Mr. Leuchar Pisitthakarn Chief Finance Officer

The Chairman introduced the Company's auditor of EY Office Limited who were present at the Meeting as follows:

1. Mr. Nattawut Santiphet Auditor
2. Ms. Kamolchanok Sridonchan The representative of EY Office Limited, who joined the Meeting as the witness of the vote counting process.

- At this Meeting, to mitigate the risk of COVID-19 transmission, the shareholders were asked to refrain from asking questions through the shared microphone. The shareholders were asked to send questions in advance before the Meeting date to email address: [investors@tipco.net](mailto:investors@tipco.net). Alternatively, attendees were able to write questions to the company's staffs on the meeting date, the company will note down all questions which have been asked including answers on the minutes of the meeting by publishing the minutes of board meeting through the company's website
- The Chairman informed the Meeting that the Company adopted the barcode system to assist in registration and voting for convenience and fast operations. The shareholders and their proxies were asked to cast their approval, disapproval or abstention votes in ballots and affix signatures thereto. For those who have appointed their proxies and indicated their voting on each agenda item, ballots will not be given to such proxies.
- For each agenda item, to ensure efficient operations, only abstention and disapproval vote ballots will be collected. Approval votes will be counted from the number of votes of the shareholders present at the Meeting minus the number of disapproval and abstention votes. At the end of the Meeting, all approval vote ballots shall be submitted to ensure the completeness of the evidence of the Meeting.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปกู้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

- In casting votes, one share shall have one vote. If in any ballot, more than one boxes are checked; such ballot will be considered void. In counting votes, Mrs. Achara Pricha, independent director, was assigned to conduct vote counting together with Miss Kamolchanok Sridonchan, the representative of EY Office Limited, and the Company's staff.
- The Meeting was videotaped as evidence.
- The Chairman informed the Meeting that the Company informed via the SET that the shareholders could propose any shareholders' meeting agenda items via the Company's website: [www.tipco.net](http://www.tipco.net) from 30 November 2021 to 31 January 2022. However, no shareholders proposed any matters to the Board of Directors for consideration.
- The Chairman informed the Meeting that the Company received a circulated letter from the "Securities and Exchange Commission (SEC)," asking for cooperation in refraining from distributing souvenirs at shareholders' meetings. Thus, this year, the Company sought permission to refrain from distributing souvenirs at this Meeting as per the details in the Invitation to the 2022 Annual General Meeting of Shareholders.
- The Chairman informed the Meeting that the SET has developed a system to have the listed companies send electronic annual reports through QR codes such that the shareholders can view the information conveniently and fast. At this AGM, the Company has selected the method to submit its annual report by using the QR code. The procedures for downloading information were attached to the Notice of the Annual General Meeting of Shareholders.

The Chairman assigned ACM Pongsatorn Buasub, Vice Chairman of the Board to as the moderator of the meeting, the Vice Chairman proceeded the meeting according to the following agenda.

**Agenda Item 1** To adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on 9 April 2021

The Vice Chairman reported that the 2021 Annual General Meeting of Shareholders (AGM) was held on 9 April 2021 and the minutes of the AGM were prepared and submitted to the SET and the Ministry of Commerce within the time frame as required by law and were published on the website [www.tipco.net](http://www.tipco.net). The copy of the minutes of the AGM was sent to the shareholders together with the Notice of the Annual General Meeting of Shareholders.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดชาชม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



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

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

Upon proceeding with this agenda item, there were 2 additional shareholders attending the Meeting by proxy, representing 104,000 shares. Therefore, the total number of shareholders attending the Meeting was 44, representing 281,147,789 shares.

The Meeting's resolution: After due consideration, the Meeting resolved to adopt the minutes of the 2021AGM held on 9 April 2021 by the unanimous vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,147,789	votes accounting for	100.0000%
Disapproval vote	0	votes accounting for	0.0000%
Abstention vote	0	votes accounting for	0.0000%
Void ballot	0	votes accounting for	0.0000%

**Agenda Item 2** The Board of Directors' report on the Company's performance in the previous year.

The Vice Chairman informed the Meeting that the Company's overall performance in the previous year was reported in 2021 Annual Report, and the financial information summary as per Attachment 3 and the Notice of the Annual General Meeting of Shareholders were delivered to all shareholders.

The Vice Chairman assigned Mr. Yongsit Rojsrikul, Chief Executive Officer, to report the Company's overall performance and related important information to the Meeting as follows:

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

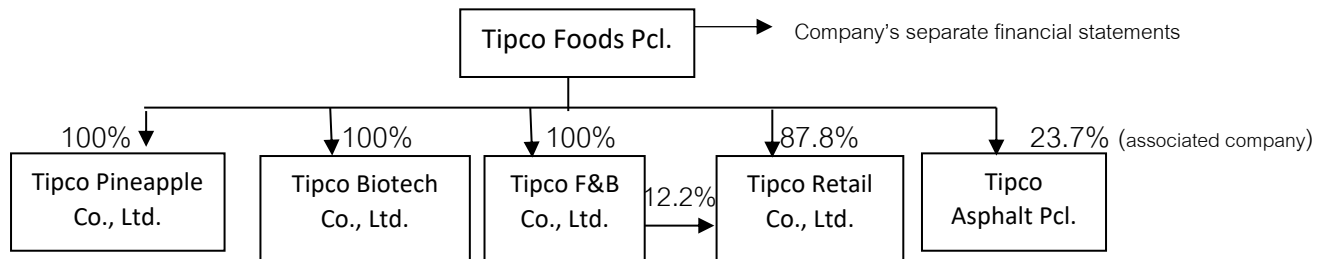
Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



**Business Structure as of 31 December 2021**

**Beverage Business**

- Domestic sales declined as a result of the slowdown in domestic purchasing power and the COVID-19 situation, especially through Modern Trade and Food Service channels, while export sales remained stable.

The premium fruit juice market was valued at 3,166 million Baht, accounted for a decrease of 3% meanwhile Tipco had a market share of 23 percent (1<sup>st</sup> place)

The overall mineral water market was valued at 3,207 million Baht, or a decrease of 6%. Aura mineral water had a market share of 18% (4<sup>th</sup> place).

**Plant, Vegetable and Fruit Products Business**

1. **Processed fruit products:** sales increased as a result of higher selling prices, while the quantity of exports was not much different from the previous year.
2. **Homsuwan pineapple products:** sales declined due to lower production volumes as a result of a climate change during year.
3. **Herbal products:** sales increased as a result of an introduction of new products such as Justicia paniculate extracted capsules by Tipco to markets during the situation of COVID-19.
4. **Extract products:** sale revenue increased due to an increase in export volume

**Other businesses**

**Retail business:** For Squeeze by Tipco, due to the severe COVID-19 situation, so the Company tried to maintain sales revenue.



## Business Strategy - 2022

- **Beverage business:** Focus on building sales of existing products and launching new products in order to satisfy the needs of more diverse groups of consumers, including expanding distribution channels such as Offline, Online, Modern Trade, General Trade.
- **Processed fruit business:** Create a balance of production volumes raw material cost and selling price to maintain the margin via contract farming and smart farming, focusing on selling premium customer group only.
- **Herbal products business:** develop new products with quality, properties, and quantity of important substances containing high concentration, including distribution channel development via online channels and leading pharmacies, hospitals, etc.
- **Retail Business:** diversify marketing promotion and increase sales from new products especially in the food and plant-based categories, and serving more food delivery services

## Anti-corruption Policy of the Company

- In the previous year, the Company arranged training program in the topic of anti-corruption policy for new employees and incorporated this in employee manual. The Company also provided a supervisory evaluation and regularly follow up all related practices as well as communicated guidelines and knowledge through the company's channels continually.
- The company was certified as a member of the Thai Private Sector Collective Action Coalition in Anti-Corruption in 2020 and will be due in August 2022. The Company are currently on the process of certificate renewal and expected to complete within June 2022.

The Vice Chairman informed the Meeting that this agenda item was for acknowledgement.

**The Meeting's resolution:** The Meeting acknowledged the Company's 2021 business performance

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

**Agenda Item 3** To consider and approve the audited financial statements ended 31 December 2021

The Vice Chairman proposed to the Meeting to consider and approve the 2021 financial statements ended 31 December 2021 as presented in the 2021 Annual Report and the financial information summary as per Attachment 3 delivered to the shareholders together with the Notice of the Annual General Meeting of Shareholders.

The Board of Directors opined that the shareholders should approve the 2021 audited financial statements ended 31 December 2021 as they were presented completely and correctly according to generally accepted accounting principles and disclosed sufficient information. The Company's auditor audited and issued an unqualified opinion audit report for the said financial statements. The said financial statements were also reviewed by the Audit Committee and considered by the Board of Directors.

The Chief Executive Officer reported the highlights of the statements of financial position and the statements of comprehensive income of the Company and its subsidiaries for 2021 and 2020 as follows:

**Statements of financial position**

(Unit: Baht Million)

	Consolidated financial positions		Separate financial statements	
	2021	2020	2021	2020
Current assets	1,120	981	524	499
Non-current assets	5,318	5,506	2,805	2,819
<b>Total assets</b>	<b>6,438</b>	<b>6,487</b>	<b>3,329</b>	<b>3,318</b>
Current liabilities	1,528	1,601	682	724
Non-current liabilities	509	666	331	406
<b>Total liabilities</b>	<b>2,037</b>	<b>2,267</b>	<b>1,013</b>	<b>1,130</b>
Retained earnings	4,195	4,197	1,833	1,705
Registered capital and other components of shareholders' equity	206	23	483	483
<b>Total shareholders' equity</b>	<b>4,401</b>	<b>4,220</b>	<b>2,316</b>	<b>2,188</b>

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



## Statements of comprehensive income

(Unit: Baht Million)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Sales income	2,428	2,500	295	255
Other incomes	96	75	619	603
<b>Total income</b>	<b>2,524</b>	<b>2,575</b>	<b>914</b>	<b>858</b>
<b>Expenses</b>				
Cost of goods sold	1,835	2,064	184	173
Selling and distribution expenses	332	311	72	-
Administrative expenses	408	477	163	179
Other expenses	16	24	(0.3)	163
<b>Total expenses</b>	<b>2,592</b>	<b>2,876</b>	<b>348</b>	<b>516</b>
<b>Operating profit (loss)</b>	<b>(68)</b>	<b>(300)</b>	<b>566</b>	<b>341</b>
Share of profit (loss) from investments under the equity method	520	836	-	-
Financial income	0.02	0.052	12	9
Financial cost	(38)	(50)	(26)	(32)
<b>Earnings before tax</b>	<b>413</b>	<b>485</b>	<b>552</b>	<b>319</b>
Benefits (expenses) income tax	15	(3)	0.2	(1)
<b>Profit for the year</b>	<b>428</b>	<b>481</b>	<b>552</b>	<b>317</b>

The Vice Chairman requested the shareholders to cast votes and informed that the Meeting's resolution must be passed by a majority vote of the shareholders present at the Meeting and entitled to vote, and that each and every shareholder shall be entitled to vote.

Upon proceeding with this agenda, there were 1 additional shareholder attending the Meeting in person and by proxy, representing 20,000 shares. Therefore, the total number of shareholders attending the Meeting was 45, representing 281,167,789 shares.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



The Meeting's resolution: After due consideration, the Meeting resolved to approve the audited financial statements ended 31 December 2021 by the unanimous vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,167,789	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballots	0	votes	accounting for	0.0000%

#### Agenda Item 4 To consider and approve profit appropriation and dividend payment for 2021

The Vice Chairman reported to the Meeting as follows:

##### Consideration of Profit Appropriation

- Under the Public Limited Companies Act, it is prescribed that a company shall allocate not less than 5 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 10 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 Dividend Payment

- According to the Company's dividend payment policy, the Company shall pay dividends to its shareholders at the rate of not less than one-third of the net profit as per the separate financial statements after profit appropriation as required by law.
- In 2021, the Company's net profit as per the separate financial statements was Baht 552,925,314 or Baht 1.15 per share. The net profit as per the consolidated financial statements was Baht 428,602,235, accounted for Baht 0.89 per share.
- The Board of Directors proposed dividend payment for 2021 at Baht 0.77 per share or a total of Baht 371,586,322.80, accounting for 67% of the net profit as per the separate financial statements, to the holders of 482,579,640 shares.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



- On 10 September 2021, the Company paid the interim dividends at Baht 0.19 per share. Thus, a final dividend payment for this period is Baht 0.58 per share or Baht 279,896,191.20 and is expected to be made on Thursday, May 5, 2022.
- The Company shall pay dividends to the shareholders whose names existed on the record date as of Wednesday, 20 April 2022.

The Board of Directors considered and opined that the Meeting should approve the dividend payment for 2021.

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

Upon proceeding with this agenda, there were 1 additional shareholder attending the Meeting in person and by proxy, representing 5,100 shares. Therefore, the total number of shareholders attending the Meeting was 46, representing 281,172,889 shares.

The Meeting's resolution: After due consideration, the Meeting resolved to approve the dividend payment for 2021 by the unanimous vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval	vote	281,172,889 votes	accounting for	100.0000%
Disapproval	vote	0 votes	accounting for	0.0000%
Abstention	vote	0 votes	accounting for	0.0000%
Void ballot		0 votes	accounting for	0.0000%

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

The Vice Chairman informed the Meeting that according to the law and the Company's Articles of Association, at each AGM, one-third of the directors shall retire by rotation and may be re-elected for another term as directors by the AGM.

At this AGM, there were 4 directors retiring by rotation as follows:

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



1. ACM. Pongsatorn Buasup Independent Director
2. Mrs. Anurat Tiamtan Director
3. Mr. Kris Sertthin Director
4. Mr. Yongsit Rojsrikul Director

The Board of Directors informed via the SET that the shareholders were allowed to nominate candidates for directors on the Company's website [www.tipco.net](http://www.tipco.net) during the period of 30 November 2021 – 31 January 2022. One of shareholders nominated a candidate to the Board of Directors for consideration of director nomination. The Board of Directors has considered and identified that the nominated candidate still lacks of some particular qualifications. Regarding the director's qualification prescribed by the Company's regulation, a person should be able to devote time in being a director of the Company, therefore the board decided not to nominate the person's name for consideration.

The regulations on selection of the Company's directors require that the Nomination and Remuneration Committee be responsible for selecting and nominating qualified candidates for directors to the Board of Directors for consideration. However, the Nomination and Remuneration Committee will select and nominate candidates for directors only when assigned by the Board of Directors.

The directors excluding those having a beneficial interest considered that the 4 directors retiring by rotation should be re-appointed for another term due to their past satisfactory performance.

Therefore, the Board of Directors proposed to the Meeting for consideration the appointment of the aforesaid 4 persons as directors as they possessed qualifications as required by the Company as follows:

1. Having knowledge, capabilities and experiences beneficial to and necessary for the Company's operations.
2. Having sufficient time to perform duties as directors.
3. Demonstrating all characteristics according to the Public Limited Companies Act.
4. Not possessing any prohibited characteristics as per regulations prescribed by the Office of the SEC.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

5. Independently expressing opinions as independent directors.

The qualifications of directors and criteria for consideration and selection of directors were published in Page 85-87 of the 2021 Annual Report and were projected on the screen at this moment.

The detailed profiles of the 4 directors were submitted to the shareholders together with the Notice of the Annual General Meeting of Shareholders.

In voting for directors, shareholders are allowed to cast their votes for each individual director using all votes which are equivalent to all shares held without having to split votes. The person being elected as director must obtain a majority vote of the shareholders present at the Meeting and entitled to vote. Each and every shareholder shall be entitled to vote.

- The Chairman asked the Meeting to consider electing the independent director no.1 and informed that the Board of Directors nominated ACM. Pongsatorn Buasup to be independent director.
  - ACM. Pongsatorn Buasup has been serving as independent director for 2 years.  
During the previous office term, he attended 15 out of 15 meetings of the Board of Directors.
- The Vice Chairman asked the Meeting to consider electing the director no. 2 and informed that the Board of Directors nominated Mrs. Anurat Tiamtan to be director.
  - Mrs. Anurat Tiamtan has been serving director for 46 years.  
During the previous office term, she attended 20 out of 20 meetings.
- The Vice Chairman asked the Meeting to consider electing the director no. 3 and informed that the Board of Directors nominated Mr. Kris Sertthin to be director.
  - Mr. Kris Sertthin has been serving director for 2 years.  
During the previous office term, he attended 15 out of 15 meetings of the Board of Directors.
- The Vice Chairman asked the Meeting to consider electing the director no. 4 and informed that the Board of Directors nominated Mr. Yongsit Rojsrikul to be director.
  - Mr. Yongsit Rojsrikul has been serving director for a year.  
During the previous office term, he attended 6 out of 6 meetings of the Board of Directors.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดชาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย





Upon proceeding with this agenda, there were 1 additional shareholder attending the Meeting in person and by proxy, representing 500 shares. Therefore, the total number of shareholders attending the Meeting was 47, representing 281,173,389 shares.

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

- 1) To elect ACM. Pongsatorn Buasup as independent director by the unanimous vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,173,389	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

- 2) To elect Mrs. Anurat Tiamtan a director by a majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,047,189	votes	accounting for	99.9551%
Disapproval vote	126,200	votes	accounting for	0.0449%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

- 3) To elect Mr. Kris Sertthin a director by a majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,047,189	votes	accounting for	99.9551%
Disapproval vote	126,200	votes	accounting for	0.0449%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

- 4) To elect Mr.Yongsit Rojsrikul a director by the unanimous vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,173,389	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

**Agenda Item 6 To determine directors' remuneration for 2022**

The Vice Chairman reported to the Meeting as follows:

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

1. Directors' remuneration shall be commensurate or associated with the Company's operating results.
2. Directors' remuneration in the form of a retainer fee shall reflect directors' duties performed on a regular basis, not only when attending meetings.

The Nomination and Remuneration Committee considered directors' remuneration for 2022 by comparing it with the results of the survey of directors' remuneration conducted by the SET in the food and beverage industry and other industries with comparable incomes and proposed that the directors' remuneration rate for the year 2022 shall be equal to that for 2021. The matter was endorsed by the Board of Directors.

Thus, the Board of Directors proposed to the Meeting for consideration the directors' remuneration for 2022 as follows:

1. Directors' remuneration

1.1 Retainer fee

- Board chairman Baht 50,000 per month
- Board member Baht 40,000 per month

1.2 Remuneration based on operating results

- If the Company achieves a net profit, the entire Board of Directors shall receive an additional remuneration of not over 1 time of directors' remuneration for the whole year.

The consideration of this remuneration shall be at the discretion of the Board of Directors.

1.3 Other benefits

-None-

2. Remuneration of the Audit Committee

- Chairman of the Audit Committee Baht 70,000 per time, four times per year, regardless of the number of the meetings



- Audit Committee Member Baht 50,000 per time, four times per year, regardless of the number of the meetings

### 3. Remuneration of the Nomination and Remuneration Committee

- Chairman of the Nomination and Remuneration Committee Baht 60,000 per year
- Nomination and Remuneration Committee Member Baht 40,000 per year

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

The Board of Directors opined that the shareholders should approve the directors' remuneration as proposed.

Authority and duties of the Company's Board of Directors, Audit Committee and Nomination and Remuneration Committee were published on Pages 75-78 in the 2021 Annual Report.

The Vice Chairman reported that voting will be conducted on this agenda item four times, each of which is for directors' remuneration in the form of a retainer fee, directors' remuneration based on operating results, remuneration of members of the Audit Committee, and remuneration of members of the Nomination and Remuneration Committee. The Vice Chairman also informed that the Meeting's resolution must be passed by the affirmative votes of not less than two-thirds of the total number of the votes of shareholders who are attending the meeting by proxy or physical presence and entitled to vote are required, and that all shareholders present at the Meeting including those being directors shall be entitled to vote. This is in alignment with the SET's opinion that directors' remuneration is considered based on principles in general, not for an individual person.

#### Consideration and determination of directors' remuneration

The Vice Chairman stated that the attendance report of each director in 2021 was projected on the screen. All directors attended every ordinary and extraordinary meeting.

#### Consideration and determination of directors' remuneration based on the business performance

The Vice Chairman informed that in 2021 the Board of Directors considered and paid directors' remuneration from the business performance.

#### Consideration and determination of Audit Committee members' remuneration

The Vice Chairman stated that the attendance report of each Audit Committee member in 2021 was projected on the screen. All Audit Committee members attended all meetings according to the office term.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

**Consideration and determination of Nomination and Remuneration Committee members' remuneration**

The Chairman informed that the attendance report of each Nomination and Remuneration Committee member in 2021 was projected on the screen. Each and every Nomination and Remuneration Committee member attended all meetings according to the office term.

In the meeting agenda 6.1, there were shareholders attending the meeting by themselves and giving proxies to attend the meeting, resulting in a total of 47 shareholders attending the meeting, holding a total of 281,173,389 shares.

In agenda 6.2-6.3, there were additional shareholders attending the meeting by themselves, and gave proxy to other persons to attend the meeting, totaling 1 person, holding a total of 7,090 shares, resulting in a total of 48 shareholders attending the meeting, holding a total of 281,180,479 shares.

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

- 1) To determine directors' remuneration, as proposed by the Vice Chairman by the unanimous vote as follows:

Approval vote	281,173,389 votes	accounting for	100.0000%
Disapproval vote	0 votes	accounting for	0.0000%
Abstention vote	0 votes	accounting for	0.0000%
Void ballot	0 votes	accounting for	0.0000%

- 2) To determine directors' remuneration based on business performance as proposed by the Vice Chairman by the unanimous vote as follows:

Approval vote	281,173,389 votes	accounting for	100.0000%
Disapproval vote	0 votes	accounting for	0.0000%
Abstention vote	0 votes	accounting for	0.0000%
Void ballot	0 votes	accounting for	0.0000%

- 3) To determine remuneration of members of the Audit Committee as proposed by the Vice Chairman by the unanimous vote as follows:

Approval vote	281,180,479 votes	accounting for	100.0000%
Disapproval vote	0 votes	accounting for	0.0000%
Abstention vote	0 votes	accounting for	0.0000%
Void ballot	0 votes	accounting for	0.0000%

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทีปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดชาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



- 4) To determine remuneration of members of the Nomination and Remuneration Committee as proposed by the Vice Chairman by the unanimous vote as follows:

Approval vote	281,180,479	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

**Agenda Item 7 To consider and appoint an auditor and fix an audit fee for 2022**

The Vice Chairman informed the Meeting about consideration and appointment of an auditor as follows:

According to Section 120 of the Public Companies Limited Act and Clause 35(5) of the Company's Articles of Association, each AGM shall appoint an auditor and fix an audit fee every year.

**Consideration and appointment of an auditor**

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

1. The auditor must meet standards specified by the Office of the SEC and the SET.
2. The audit firm must have robust and credible auditing standards.
3. The auditor must have a good reputation and a satisfactory work record.
4. A professional service fee must be reasonable.

The Audit Committee selected EY Office Limited as the auditor of the Company and its subsidiaries for 2022. This is because EY Office Limited is a renowned company and possesses qualifications as per requirements of the Office of the SEC and the SET. The firm performed duties in the capacity of the auditor satisfactorily over the past 6 years. The firm has neither relationships nor beneficial interests with the Company, its subsidiaries, management, major shareholders, or other related persons thereto in a manner that may affect the independence of the performance of duties.

The Board of Directors agreed with the Audit Committee and proposed to the Meeting to consider and appoint EY Office Limited as the Company's auditor for 2022, details of which are as follows:

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดสาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



- Mr. Natthawut Santipet, CPA No. 5730, and/or
- Ms. Isaraporn Wisutthiyan, CPA No. 7480, and/or
- Ms. Waraporn Prapasirikul, CPA No. 4579

#### Consideration and determination of an audit fee

EY Office Limited proposed an audit fee for 2022 at Baht 1,150,000, decreasing from year 2021. The decreased audit fee was for alleviating the burden of expenses in the situation of COVID-19. The Audit Committee compared the audit fee for the Company with that for other companies and deemed that the proposed audit fee for the Company is appropriate. This audit fee shall not include other service fees to be incurred in 2022.

In 2021, apart from the audit fee of Baht 1,220,000, the Company paid other service fees totaling Baht 25,089 to EY Office Limited.

The Vice Chairman informed the Meeting that the Company's Board of Directors, after due consideration, agreed with the Audit Committee, and deemed that the AGM should consider and appoint EY Office Limited as the Company's auditor for 2022 with the audit fee of Baht 1,150,000.

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

Upon proceeding with this agenda item, the total number of shareholders attending the meeting by themselves and by proxy was 48, representing 281,180,479 shares.

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

- 1) To appoint EY Office Limited by Mr. Natthawut Santipet, CPA No. 5730, and/or Ms. Isaraporn Wisutthiyan, CPA No. 7480, and/or Ms. Waraporn Prapasirikul, CPA No. 4579 as auditors of the Company for 2022 by a majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปก้อ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



Approval vote	281,180,479	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

2) To determine an audit fee for 2022 at Baht 1,150,000 by a majority vote of the shareholders present at the Meeting and entitled to vote as follows:

Approval vote	281,180,479	votes	accounting for	100.0000%
Disapproval vote	0	votes	accounting for	0.0000%
Abstention vote	0	votes	accounting for	0.0000%
Void ballot	0	votes	accounting for	0.0000%

Agenda Item 8 To consider other business (if any)


-None-

The chairman said that the shareholders who wrote to the Company's staff on the day of the meeting, the Company will collect and answer all questions in the minutes of board meeting's attachment. The minutes will be published via the Company's website.

The Chairman asked the shareholders to submit all approval vote ballots.

The Chairman thanked the shareholders and declared the Meeting adjourned.

The Meeting was adjourned at 11.10 a.m.

Signed  Chairman of the Meeting

(Miss Laksana Supsakorn)

Chairman of the Board of Directors

Signed  Minutes Taker

(Miss Kullakarn Cheenpun)

Corporate Secretary

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย



## Attachment to Minutes of Annual General Meeting of Shareholders

Q&A from the 2022 Annual General Meeting of Shareholders (AGM) on Thursday 7<sup>th</sup> April 2022 at 10.00 a.m.

## 1. Ms. Sudsiri Bunnag Pagano, proxy

**Question:** From the situation of COVID-19 in the past 2 years, in what aspect the company has been affected? Are there any plan to develop a policy to increase production / export to foreign countries?

**Company's Explanation:****Processed fruit business:** canned pineapple and other processed fruits

Due to the COVID-19 situation at the beginning of the year, world demand for canned pineapples and other processed fruits stabilized. However, in the middle of the year, the economy in many countries began to recover from the result of vaccination resulting in higher supply. The company adapted the production plan of processed fruit for balancing the production volume, raw material costs, and selling price to maintain margin by contract farming and chose to sell only to customers who get the right price. Nevertheless, the Company was also affected by a shortage of containers. The delivery of ordered products and finished goods had to be postponed across the year.

**Beverage Business:** Premium Fruit Juice and Aura mineral water

In 2021, the premium fruit juice market and the domestic mineral water market shrink from the slowdown in domestic purchasing power due to Covid-19 situation. The lockdown policy and economic recession allowed the sales of Tipco fruit juice and Aura mineral water in the country decreased, especially modern trade and food service channels, while Tipco's fruit juice exports remained stable. In 2022, the Company will focus on creating sales from existing products and launching new products to satisfy the needs of more diverse groups of consumers as well as expanding distribution channels including Offline, Online, Modern Trade and General Trade.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดชาชม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย





Other businesses: Retail business under the brand “Squeeze by Tipco”

Since the Covid-19 situation became more severe, the extended tighter containment measures implemented by the government had forced all shopping malls to close, meanwhile the working from home policy were strongly encouraged. Therefore, many branch stores, especially branches in department stores and office buildings were temporary closed. However, there were still services available at some branches in hospitals during the period, so the Company was able to maintain stable sales revenue. Additionally, new product development such as in particular food category and plant-based meat, which has been previously made allowed sales income to rise, while the food delivery channel diversification was also said to be an important supporting factor.

**Question:** What is the Company's consumer protection policy for food and beverages?

**Company's Explanation:** The Company priorities the safety of consumers by maintaining high quality as well as keeping various standards that the company has been certified by internationally recognized agencies. This includes providing preventive measures in order to reduce consumer complaints and establishing a report system for customer complaints about products and services. The implementation is in accordance with national or international standards and responsive in a timely manner.

Head Office : 118/1 TIPCO Tower, Rama 6 Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok. 10400 Thailand, Tel: (662) 273 6200

Factory : 205/1 Moo 2, Tambon Pongyang, Maerim District, Chiangmai Province 50180 Thailand.

Factory : 999 Moo 7 Phu Kham, Wichian Buri, Phetchaboon 67180 Thailand.

สำนักงานใหญ่ : เลขที่ 118/1 อาคารทิปโก้ ถนนพระราม 6 แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400, โทร (02) 273 6200

โรงงานเชียงใหม่ : เลขที่ 205/1 หมู่ 2 ตำบลโป่งแยง อำเภอแมริม จังหวัดเชียงใหม่ 50180 ประเทศไทย

โรงงานเพชรบูรณ์ : เลขที่ 999 หมู่ที่ 7 ตำบลพุดาม อำเภอวิเชียรบุรี จังหวัดเพชรบูรณ์ 67180 ประเทศไทย

## QR Code Downloading Procedures for the 2022 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code by following the steps below.

### For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

### For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

#### How to scan the QR Code with Line application

➤ Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

**For consideration of the Agenda 5.1 To consider and elect nominate replacements for 4 retiring Directors by rotation Director profile to consider and elect nominate replacements.**

**Name – Surname** Mr. Surachet Supsakorn  
**Director Type** Director with Authorized Signature  
**Position** Director and Member of the Nomination and Remuneration Committee Authorized director  
**Age** 62 Years  
**Nationality** Thai  
**Education** Master’s Degree of Business Administration in Finance, Kasetsart University  
 Bachelor’s Degree of Business Administration in Accounting, Rajamangala University of Technology



**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**  
 2004 - Director Certification Program (DCP), Diploma, IOD  
 2003 - Director Certification Program (DCP), Certificate of Completion, IOD

**Holding a Position of Director in Listed Company** United Paper Public Company Limited  
**Holding a Position of Director in Other Companies at present**  
 Ruamsapsin Company Limited

**Related Experience**  
 2014 – 2021 Director, Tipco Tower Company Limited  
 2014 – 2019 Managing Director, Tipco Tower Company Limited  
 2012 – Present Director, Ruamsapsin Company Limited  
 2011 – 2019 Managing Director, Thanomwongse Service Company Limited  
 2004 – Present Independent Director and Chairman of the Audit Committee, United Paper Public Company Limited  
 2001 - 2010 Deputy Managing Director, Thanomwongse Service Company Limited  
 2000 Senior Manager – Administration, Thanomwongse Service Company Limited

**Shareholding in Company** on December 31, 2022: -None-

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

**Meeting Attendance**

Meeting during being as a director from April 2021 – April 2023

Meeting	Number of attendance / total number of meeting
Board of Directors	22/22
Nomination and Remuneration Committee	6/6

**Starting date of Directorship:** 18 August 2003  
**Year of directorship:** 20 years  
**Tenure of Directorship after Reappointment** 23 years

**For consideration of the Agenda 5.2 To consider and elect nominate replacements for 4 retiring Directors by rotation Director profile to consider and elect nominate replacements.**

**Name – Surname** Mr. Nontigorn Kanchanachitra  
**Director Type** Director without Authorized Signature  
**Position** Independent Director/ Member of the Nomination & Remuneration Committee  
**Age** 68 Years  
**Nationality** Thai  
**Education** Ph.D Degree: Honorary Doctorate of Business Administration, Human Resource Management, Donburi Rajabhat University  
Master Degree: Master of Public Administration, Middle Tennessee State University, USA  
Bachelor Degree: Political Science, Chiang Mai University  
National Defense Course, class 48 National Defense College



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

Role of the Chairman Program (RCP) 26/2011  
Director Certification Program (DCP) 102/2008  
Audit Committee Program (ACP) 22/2008  
Financial Statements for Director (FSD) 1/2008

**Holding a Position of Director in Listed Company** JRW Utility Public Company Limited  
SISB Public Company Limited

**Holding a Position of Director in Other Companies at present** -None-

**Related Experience**

2021- Current Director, Bank of Thailand  
2018- Current Chairman and Independent Director, JRW Utility Public Company Limited  
2015- Current Chairman and Independent Director, SISB Public Company Limited  
2015- Current Director, Council of State of Thailand  
2015- Current Director, Office of the Civil Service Commission

**Shareholding in Company on December 31, 2022** -None-

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

**Meeting Attendance**

Meeting during being as a director from April 2021 – April 2023

Meeting	Number of attendance / total number of meeting
Board of Directors	2/2
Nomination and Remuneration committee	1/1

**Starting date of Directorship:** 11 June 2022

**Year of directorship** 10 months

**Tenure of Directorship after Reappointment** 3 years 10 months

Mr. Nontigorn Kanchanachitra is qualified in accordance with the definition of independent director of the Stock Exchange of Thailand.

No conflict of interest in every agenda

**For consideration of the Agenda 5.3 To consider and elect nominate replacements for 4 retiring Directors by rotation Director profile to consider and elect nominate replacements.**

**Name – Surname** Mr. Somchai Supattarakul  
**Director Type** Director without Authorized Signature  
**Position** Independent Director/ Audit Committee  
**Age** 56 Years  
**Nationality** Thai  
**Education** The McCombs School of Business, The University of Texas at Austin, USA  
• Ph.D. in Accounting (May 2003)  
• Master in Professional Accounting (MPA) - Dean's Awards (May 1996)  
Thammasat Business School, Thammasat University  
• Master in Business Administration (MBA) – Finance (May 1994)  
• Graduate Diploma in Auditing (May 1990)  
• Bachelor's Degree in Accounting - First Class Honors (October 1988)



**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**  
2012 Director Accreditation Program (DAP)

**Holding a Position of Director in Listed Company** Moshi Moshi Retail Corporation Public Company Limited

**Holding a Position of Director in Other Companies at present** -None-

**Related Experience**

2022- Current Dean, Thammasat Business School, Thammasat University  
2022- Current Chairman of Audit Committee and Independent Director, Moshi Moshi Retail Corporation Public Company Limited  
2022- Current Board of Director, Faculty of Architecture and Planning, Thammasat University  
2021- Current Board of Director, Sirindhorn International Institute of Technology, Thammasat University  
2021- Current Board of Director, Research and Consultancy Institute, Thammasat University  
2018- 2022 Vice Rector for Finance, Thammasat University

**Shareholding in Company on December 31, 2022** -None-

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

**Meeting Attendance**

Meeting during being as a director from April 2021 – April 2023

Meeting	Number of attendance / total number of meeting
Board of Directors	2/2
Audit Committee	2/2

**Starting date of Directorship:** 11 June 2022

**Year of directorship** 10 months

**Tenure of Directorship after Reappointment** 3 years 10 months

Mr. Somchai Supattarakul, Ph.D., is qualified in accordance with the definition of independent director of the Stock Exchange of Thailand.

No conflict of interest in every agenda Excepts agenda 5

**For consideration of the Agenda 5.4 To consider and elect nominate replacements for 4 retiring Directors by rotation Director profile to consider and elect nominate replacements.**

**Name – Surname** Mr. Chokchai Tocharoentanaphol  
**Director Type** Director without Authorized Signature  
**Position** Director  
**Age** 58 Years  
**Nationality** Thai  
**Education** Master's Degree of Marketing, Faculty of Commerce, Thammasat University  
Bachelor's Degree of Chemistry, Faculty of Science, Chulalongkorn University



**Courses on Directors Roles & Responsibilities / Thai Institute of Directors**  
2023 Director Certification Program (DCP) 331/2023

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

**Holding a Position of Director in Other Companies at present** -None-

**Related Experience**

2015-2020 Managing Director, Tipco Pineapple Co., Ltd.  
2010-2015 Director, Dutch mill Group  
2002-2010 Sales and Marketing Director, Ocean Glass PLC.

**Shareholding in Company on December 31, 2022** -None-

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

**Meeting Attendance**

Meeting during being as a director from April 2021 – April 2023

Meeting	Number of attendance / total number of meeting
Board of Directors	1/1

**Starting date of Directorship:** 11 August 2022

**Year of directorship** 7 months

**Tenure of Directorship after Reappointment** 3 years 7 months

## 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. Hold no more than 0.75% of the total shares with voting rights in the Company or its parent company, subsidiary companies, associated companies, major shareholders or persons with controlling authority. The shares held by related parties of the independent directors shall also be counted.
2. Never be or used to be a director involved in the management, a worker, an employee, an advisor with regular salaries, or a person with controlling authority of the Company or its parent company, subsidiary companies, associated companies, subsidiary companies at similar successive levels, major shareholders or persons with controlling authority. An exception applies to the case where the person has been in absence of such nature for at least 2 years before the date of appointment as an independent director. Such prohibited characteristics exclude the case of an independent director used to be a government official or an advisor to a government agency being a major shareholder or a person with controlling authority of the Company.
3. Have no relationships through bloods or legal registration as a father, mother, spouse, brother or sister, and a child of another director, an executive, a major shareholder, a person with controlling authority, or a person nominated to be a director, an executive or a person with a controlling authority of the Company or its subsidiaries.
4. Never have or used to have a business relationship with the Company or its parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company in a manner which may hinder an ability to make an independent decision. Also, hold no position of a significant shareholder or a shareholder with controlling authority of a person having a business relationship with the Company or its parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company. An exception applies to the case where the person has been in absence of such nature for at least 2 years before the date of appointment as an independent director.

The above business relationship shall refer to a trading transaction undertaken on an arm's length basis for the purpose of doing business, renting or letting immovable properties; a transaction relating to an asset or a service; or the provision or receipt of financial assistance through borrowing or lending, guaranteeing or using assets as collateral for liabilities; or other transaction of similar nature, resulting in the Company or its counterparty having liabilities to be paid to another party. Such transaction shall be worth of at least 3% of the net tangible assets of the Company or at least Baht 20 million, whichever is lower. Such liabilities shall be calculated using the method for calculating related-party transactions as per the Notification of the Capital Market Supervisory Board Re: Criteria for Undertaking Related-Party Transactions mutatis mutandis. Also, the liabilities that occurred within 1 year before the date of entering into the business relationship with the same person shall be included in the calculation.

5. Never be or used to be an auditor of the Company or its parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company; and hold no position of a significant shareholder, a person with controlling authority, or a partner of the audit firm being the auditor of the Company or its parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company. An exception applies to the case where the person has been in absence of such nature for at least 2 years.
6. Never be or used to be a provider of any professional services including legal or financial consultation services with a service income of more than Baht 2 million per annum from the Company or its parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company; and hold or have been holding no position of a significant shareholder, a person with controlling authority or a partner of that professional service provider, now or for at least 2 years before the date of appointment as an independent director.
7. Hold no position of a director appointed to represent a director of the Company or its major shareholders or shareholders being related parties of the major shareholders.
8. Have no business operations of the same nature and in significant competition with the business of the Company or its subsidiary companies; or have no position of a significant partner in a partnership; or have no position of a director involved in the management or a worker or an employee providing consultation with regular salaries or a person holding more than 1% of the total shares with voting rights in another company operating business of the same nature and in significant competition with the business of the Company or its subsidiary companies.
9. Have no other characteristics that lead to an inability to independently provide opinions relating to the Company's operations.

7 March 2023

Dear Shareholders

**Re: Transfer of Proxy rights for the Ordinary Shareholders' Meeting 2023**

TIPCO Foods Public Company Limited has determined the date for the Ordinary Shareholders' Meeting 2023 on Friday, 7 April 2023 at 10.00 a.m. at the Head Office, the Auditorium 5th. Floor, TIPCO Building 1 at 118/1 Rama 6 Road, Phayathai Sub district, Phayathai district, Bangkok. The Meeting will consider the various agenda with details as appearing in the summons for the Ordinary Shareholders' Meeting 2023.

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. ACM Pongsatorn Buasup
2. Mr. Paisal Pongprayoon
3. Mr. Somchai Supattarakul

All independent Directors have no special conflict of interests except in agenda 5 for only Associate Professor Somchai Supattarakul, Ph.D.,

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. Leuchar Pisitthakarn)  
Acting Chief Executive Officer



**The Independent Director as the proxy to attend the Shareholders' Meeting**

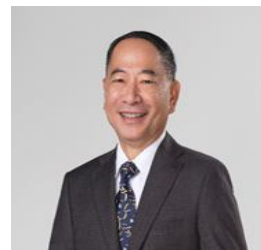
**Name - Surname:** ACM Pongsatorn Buasup

**Position:** Vice Chairman / Chairman of the Audit Committee  
/ Independent Director

**Age:** 71 years

**Residence** 242/230 Soi Vibhavadi 82, Sanam Bin Subdistrict, Don Mueang District, Bangkok

**No conflict of interest in every agenda**



**The Independent Director as the proxy to attend the Shareholders' Meeting**

**Name - Surname:** Mr. Paisal Pongprayoon

**Position:** Independent Director / Audit Committee /  
Chairman of the Nomination and Remuneration Committee

**Age:** 73 years

**Residence** 120/26 Soi Prasanmit, Sukhumvit Road, North klongtoey, Wattana, Bangkok 10110

**No conflict of interest in every agenda**



**The Independent Director as the proxy to attend the Shareholders' Meeting**

**Name - Surname:** Mr. Somchai Supattarakul

**Position:** Independent Director/ Audit committee

**Age:** 56 years

**Residence** 3/1 Soi Krungthep Kreetha 7 Intersection (Baan Suan Racha), Huamark Subdistrict,  
Bangkapi District, Bangkok

**No conflict of interest in every agenda except in agenda 5**



**Remark:** Details of the Independent Directors are shown in the Board of Directors Section of the 2022 Annual Report (Form 56-1 One Report 2022)

**Articles of Association of the Company pertaining to Shareholders' Meetings**

**Article 30.** The board of directors is required to arrange the meeting of shareholders which is the annual meeting of shareholders within four months since the end of the accounting period of the company.

The other meeting of shareholders is called the extraordinary meeting of shareholders. The board of directors may call for the extraordinary meeting of shareholders at any time as deemed suitable or One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provided facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

**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 Shareholders' Meetings.

### 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 Shareholder (Authorized Director) attending the Meeting

(a) Valid evidence of the authorized director(s) issued by governmental authorities similar to those of natural person specified in Item 1.1

(b) Copy of Shareholder's Letter of Certification Certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.

2.2 Proxy

(a) One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.

(b) Copy of Shareholder's Letter of Certification certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.

(c) Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in Item 1.1

(d) Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified 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.

## Investors and Shareholders' Privacy Notice

Tipco Foods Public Company Limited (“the Company”) would like to assure the investor, registered shareholder and/or any person interested in the investment of the Company (“You”) that your personal data is important to the Company and the Company guarantee to protect and process those personal data under the best information security measures. The Company, therefore, intend to inform You of this Investors and Shareholders' Privacy Notice (“the Notice”) that defines the necessity that the Company may have in collecting, compiling, processing and/or disclosing your personal data for the performance of Company’s obligations as a company to You in accordance with the Public Company Act of Thailand and Civil and Commercial Code.

### Your personal data that the Company is processing.

“Personal Data” includes information of investor, registered shareholder and/or any person interested in the investment of the Company that is personally identifiable. The Company may obtain and collect your Personal Data directly from You or from the shareholder registry book that the Company shall be obliged to keep under the applicable laws and the Company may receive from Thailand Securities Depository Company Limited who provides securities registrar service.

The Company need to collect and process the following Personal Data of You:

1. Personal Data of You as the registered shareholder, including full name, nationality, occupation, current address, number of shareholding, bank account information, Identification card number, email, and telephone number;
2. In case You are a major shareholder as defined under the laws and regulations of regulatory authorities including without limitation Thailand Securities and Exchange Commission and Stock Exchange of Thailand, the Company would need to collect and store additional Personal Data of You, including your background (i.e., educational record and work experience) and photo of You or your representative in case that You are the corporate shareholder;
3. Any Personal Data that You may provide to the Company during the communication or conversation that You may have with the Company via the investor relation channels, including without limitation full name, nationality, occupation, address and contact information (i.e., telephone number and/or email);
4. Information of the meeting attendance that You as the registered shareholder participating in, including meeting registration information that may include shareholder’s proxy information, as well as video and voice recording during the meeting held both online and offline; and

5. Any Personal Data that You may submit to the Company for processing under other specific purposes.

In case You are the corporate shareholder, the Company would need to collect the information of your directors or in case You have appointed any proxy to attend the shareholders' meeting and exercise any legal rights on your behalf, the Company would need to process the Personal Data of those persons; provided that when You provide Personal Data of those persons to us, the Company shall deem that You have given the representation that You have obtained all the consent or have the legitimate rights to disclose such persons' Personal Data to the Company.

“**Sensitive Personal Data**” includes Personal Data that is private, sensitive, and at risk from being used for discrimination such as information regarding racial or ethnic origin, political opinions, religious or philosophical beliefs, sexual behavior, criminal records, health data, genetic data, biometric data, or any other information which may affect the data subject in the similar way as announced by the Personal Data Protection Committee. In general, the Company has no intention to collect your Sensitive Personal Data for any purpose yet in cases the Company may need to collect your Sensitive Personal Data, the Company shall request for the explicit consent from You before the collection of such data.

**Objectives for the personal data process undertaken by the Company.**

The Company would need to process your Personal Data for the following purposes:

1. To perform the legal obligations that the Company may have to provide the shareholders' right to You such as to manage the corporate matters (i.e. company establishment, capital increase, capital decrease, business restructuring, change of company registration); to deliver the meeting invitation and other notices to You as required under the relevant laws, for instance, the invitation to the general shareholders' meeting or the submission of the annual business report to the shareholders in accordance with your statutory rights; to allocate and distribute dividends to the relevant and entitled shareholders; to prepare the relevant accounting and tax report; and to perform any other legal obligations that the Company being public limited company and listed company in the Stock Exchange of Thailand shall perform. Then, in order to perform the rights and obligations to such shareholders, the Company would also need to verify your identity or your authorized person's or proxy's identity in exercising your right in the meeting or share transfer transaction;
2. To manage and respond to your query or request to the Company including to inform any information about the Company's management that may directly relate to your investment and your statutory rights

as the shareholder; to communicate and respond back to your request; to manage complaint relating to the exercise of your shareholder's rights; or to manage the feedback provided;

3. To protect the legitimate interest of the Company or other person, including to analyze the shareholding structure; to record and manage the shareholders' meetings (for instance, to register the attendance, to record the resolution passed; to record picture and/or video during the shareholders' meeting; and to disseminate the information recorded during the meeting on the Company's website and other communication channels. All these activities would be undertaken to ensure the Company's transparency and corporate governance for the interests of shareholders. The Company may also process the Personal Data for the purpose of data analysis, operating activities and facilitating shareholders in any other special events that the Company may organize; for the risk management and internal control; for internal audit; and for the exercise of the Company's right in the legal claims;
4. In particular in the case of the majority shareholders as defined, to prepare the Company's annual report that the Company are obliged to do so and may need to submit to the relevant authorities, or publicly disclose in accordance with the conditions and requirement prescribed in the relevant laws which may include the disclosure of your Personal Data on the Company's website; and
5. To perform any other obligations under the laws, notifications, regulations, judgment or instructions from regulatory authorities under which the Company shall be obliged to perform, including without limitation the guidance of the Thailand Securities and Exchange Commission, Stock Exchange of Thailand, Ministry of Commerce, or other authorities.

#### **Retention Period of Your Personal Data**

The Company shall be required to process and store your Personal Data for all the purposes defined above as long as necessary to (i) response to any contact that You as an investor or any person interesting to invest in the Company may contact the Company; (ii) for all the period of time that You remain the Company's shareholder and as long as the Company may have the obligations under relevant laws to perform to You; or (iii) as long as the Company may have the obligations under other relevant laws to retain your Personal Data.

In addition, in order for the Company to protect their legitimate rights that the Company has with you as the shareholders, the Company reserve the right to retain your Personal Data for the period of time that is necessary to protect such rights, in particular, for the appropriate prescription period after the cessation of your shareholder status for the maximum of 10 years for general prescription period.



### **Disclosure of your Personal Data**

In general, your Personal Data shall not be disclosed to any person except in these necessary circumstances that the Company may need to disclose your Personal Data to the following person:

1. To affiliates, business partners, or any third party service providers who provide support to the Company in the business operation and the performance of obligations that the Company may have with the shareholders or to protect the Company's legitimate rights, including without limitation Thailand Securities Depository Company Limited as the Company's registrar and other counsels (legal, accounting or others) as well as the internal and external audits; provided that the Company represent to only disclose your Personal Data under the defined purpose of data processing and on the necessary basis;
2. To the governmental authorities in case the Company shall be obliged under the applicable laws, court orders, or the instructions of such government authorities to disclose your Personal Data to; provided that the Company shall only disclose any information on the necessary basis;
3. To the counterparty where in some cases the Company may be required to disclose the Company's annual report which may includes the Personal Data of majority shareholders for the purpose of executing contract or coordinating to them; provided that the Company shall only disclose the limited Personal Data without causing excessive impact on You as the data subject; and
4. To any other person that You have given explicit consent to the Company to disclose your Personal Data to.

### **Representation to implement appropriate information security measures**

The Company undertake that the Company shall implement the appropriate security measures to prevent the unauthorized or unlawful access, amendment, change, or disclosure of your Personal Data. In addition, the Company shall establish internal policy to limit the access control or the use of your Personal Data in order to maintain data confidentiality and security and the Company commits to review those measures on the regular basis to comply with the industry standard and relevant laws.

### **Your Rights as the Data Subject**

The Company acknowledge and respect your rights as the data subject in relation to your Personal Data that is in the Company's control. You can exercise your rights in accordance with the conditions under the applicable laws as follows:

1. Right to request for access and to obtain copy of the Personal Data including the right to request for the correction and update the Personal Data;
2. Right to request for data portability;
3. Right to object to the process of Personal Data being undertaken by the Company;
4. Right to request for Personal Data erasure or de-identification when the Personal Data is no longer necessary to be processed or when the data subject has withdrawn the consent;
5. Right to request the Company to restrict the use of the Personal Data, in case the Personal Data shall be deleted or those Personal Data are not necessary to be processed; and
6. Right to withdraw consent that the You have given to the Company under the defined purposes.

You can contact the Company in order to make the request to exercise any defined rights at:

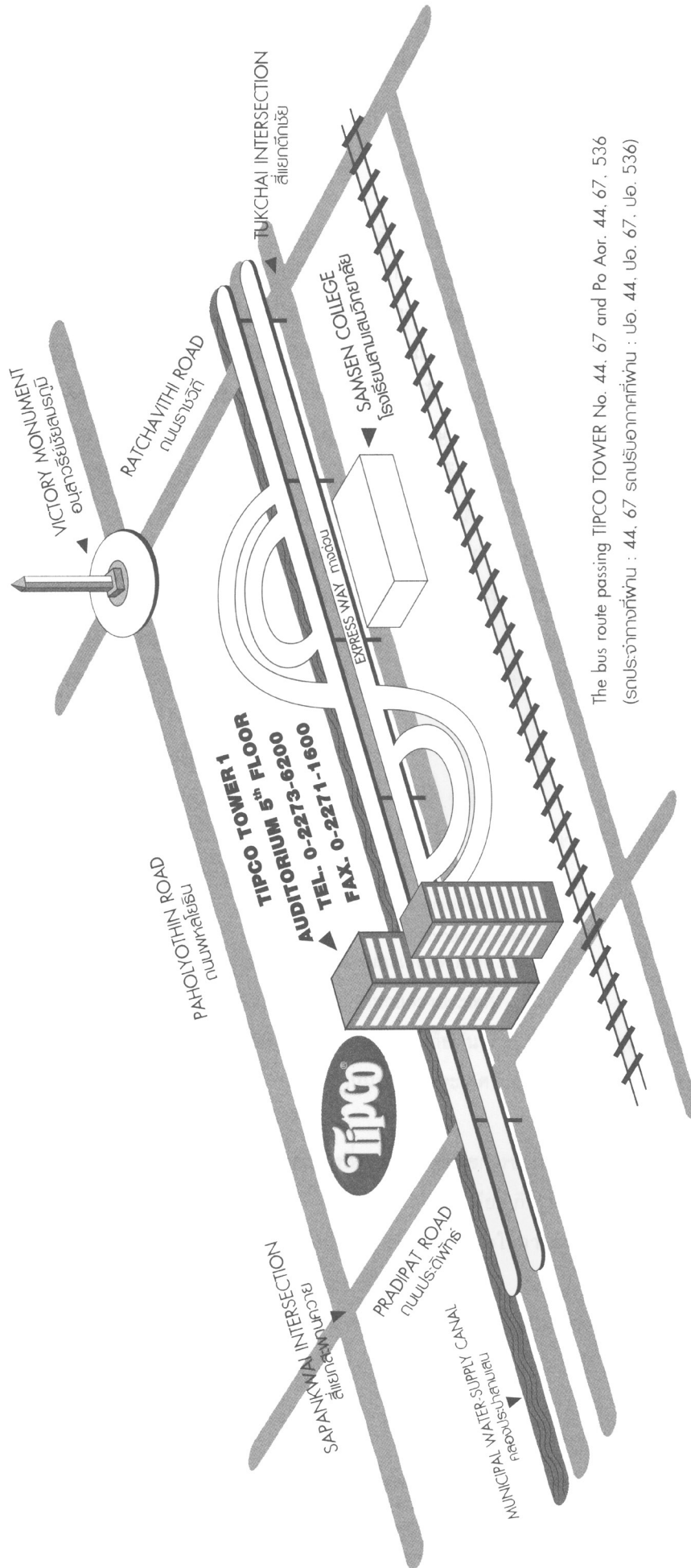
- Data Protection Officer: DPO -- Ms. Kansuda Pornnimith Email : [dpo@tipco.net](mailto:dpo@tipco.net)
- Data Controller – Corporate Affairs – Mr. Kansuda Pornnimith Email: [kansuda@tipco.net](mailto:kansuda@tipco.net)

Contact Venue: Tipco Foods Public Company Limited, 118/1 28FL Tipco Tower1, Rama 6 Road, Phayathai Sub- district, Phayathai District, Bangkok 10400, Telephone: 66-2-273-6200

### **Change of this Notice**

The Company may review and update this Notice from time to time to ensure that this Notice comply with the practice and relevant laws or regulations; provided that the Company will notify the change of this Notice by announcing the updated Notice to You via any communication channels of the Company.

# TIPCO TOWER 1 MAP (แผนที่อาคารท๊อปโก้)



The bus route passing TIPCO TOWER No. 44, 67 and Po Aor. 44, 67, 536  
(สายรถข้ามหัวพัน : 44, 67 สบสุขอากาศหัวพัน : 44, 67, 536)