



Invitation of Ordinary Shareholder Meeting of Year 2021

R & B Food Supply Public Company Limited

on Friday, 23 April 2021, time 13.00 hrs. at Athenee Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

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22 March 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2021

To: Shareholders of R&B Food Supply Public Company Limited

Attachment

Supporting Document for each agenda

- 1. Profile of the candidates proposed to be appointed as directors of the Company and qualifications of the independent directors (Document for Agenda 5).
- 2. Profile of the candidates proposed to be appointed as additional directors and qualifications of independent directors (Document for Agenda 6).
- 3. Profile of the proposed auditors of the year 2021 (Document for Agenda 8).

Note

- The Company has prepared the following documents in QR Code format in the letter to notify the Meeting.
- The annual report of the year 2020 and the consolidated financial statement (including the separate financial statement) for the fiscal year ended 31 December 2020 (Document for Agenda 2 and 3)
- Information on the relate parties transaction of the R&B Food Supply Public Company Limited and the disposal of assets of the company for related parties (Attachment Document for Agenda 9)

Documents for attending the Meeting

- 4. Registration Form (Please see another document).
- The documents required for registration, registration and meeting procedures, voting and counting methods.
- 6. Proxy (Form A, Form B and Form C).
- 7. Profile of independent directors for shareholders' proxy.
- 8. The Company's Articles of Association in relation to the shareholders' meeting.
- Guidelines for the Annual General Meeting of Shareholders for safety under the situation of Coronavirus Disease 2019 pandemic.
- 10. Map of meeting venue.

The Board of Directors of R&B Food Supply Public Company Limited (the "Company") would like to invite the shareholders to attend the Annual General Meeting of Shareholders for year 2021 (the "Meeting") on Friday, 23 April 2021 at 01.00 am. at Athenee Crystal Hall, 3rd floor of The Athenee Bangkok Hotel, No.61 Witthayu Road, Pathumwan District, Bangkok, Thailand 10330 to consider the following agendas:

Agenda 1 Subject to be notified.

Agenda 2 To acknowledge the Company's operating performance for the year 2020.

Objective and Reason: The Company has summarized the operating results and the significant changes that occurred in the year 2020 as shown in the Annual Report of the year 2020 in QR code format.

Board of Directors' Opinion: The Board of Directors agreed to propose to the shareholders' meeting to acknowledge the Company's operating performance for the year 2020 as shown in the Annual Report of the year 2020 in QR code format.

Voting to consider this agenda: This agenda is for acknowledgement. Therefore, the voting is not required.

Agenda 3 To consider and approve the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2020, ended on 31 December 2020, and acknowledge the auditor's report.

Objective and Reason: To comply with the Public Limited Companies Act (1992) B. E. 2535 (including its amendments) and the Company's Articles of Association which requires the Company to prepare a balance sheet and profit-loss account at the end of the fiscal year of the Company which have been audited by an auditor and to propose to the general meeting of shareholders for approval. The summary of the consolidated financial statements compared with the previous year are as follows.

Consolidated financial statements of the Company for the fiscal year ended December 31, 2020

coelane	Million Baht		
รายการ —	2019	2020	
Total assets	4,412.31	4,883.40	
Total liabilities	542.44	794.58	
Total shareholders' equity	3,869.88	4,088.81	
Total sales and service income	2,864.65	3,172.08	
Net profit attributable to shareholders of the Company	352.78	519.02	
Net profit per share - attributable to shareholders of the	0.22	0.26	
Company (Baht / Share)			

Board of Directors' Opinion: The Board of Directors agreed to propose to the shareholders meeting to consider and approve the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2020, ended on 31 December 2020 which have been audited and to acknowledge the auditor's report as details shown in the Annual Report of the year 2020 together with the consolidated financial

statements (including the separate financial statements) of the Company for the fiscal year ended on 31 December 2020 in the QR Code format.

Voting to consider this agenda: The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the allocation of the net profit for the year 2020 as legal reserve and dividend payment for the year 2020.

Objective and Reason: The Company has a policy to pay dividends to shareholders each year at the rate not less than 40% of the net profit remaining after deducting all types of reserves required by law by considering the separate financial statements of the Company. However, such dividend payment will depend on cash flow, investment plan and legal conditions. The Company takes into account the necessity and appropriateness of other factors in the future and the dividend payment shall not have a significant impact on the usual operations of the Company.

In addition, the Public Limited Companies Act (1992) B.E. 2535 (including its amendments) and the Company's Articles of Association stipulated that the Company shall allocate a portion of the annual net profit as a legal reserve of not less than 5% of the annual net profit deducted by the deficit brought forward (if any) until this legal reserve is not less than 10% of the registered capital.

In 2020, the Company has net profit according to the separate financial statements of the Company after deducting legal reserve of THB 385,555,977, whereby the Company has allocated the net profit as legal reserve of THB 20,300,000 representing 5% of the net profit for the year 2020. When combined with the legal reserve that the Company has already deducted, resulting that the Company has a legal reserve of THB 130,650,000 representing 6.53% of the registered capital. This is in line with the legal requirement that at least 5% of the net profit must be allocated as legal reserve. The Company still has enough profits to pay dividends, so that the dividend will be paid from operating results for the year 2020 in cash at the rate of THB 0.15 per share in a total dividend of THB 300,000,000 paid from the net profit for the year 2020 by specifying the date for determining the lists of shareholders eligible to receive the dividend (Record date) on April 30, 2021 and the date for the dividend payment on May 19, 2021.

Board of Directors' Opinion: The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the allocation of net profits for the operating results for the year 2020 ended December 31, 2020 as legal reserve of THB 20,300,000 which is at the rate of not less than 5% of the annual net profit after deducted by the deficit brought forward (separate financial statement) and to consider and approve the dividend payment from the operating results for the year 2020 in cash at the rate of THB 0.15 per share in a total dividend of THB 300,000,000 paid from the net profit of the year 2020 by specifying the date for determining the lists of shareholders eligible to receive the dividend (Record date) on April 30, 2021 and the date for the dividend payment on May 19, 2021.

Voting to consider this agenda: The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace of those who retired by rotation for the year 2021.

Objective and Reason: The Public Limited Companies Act (1992) B.E. 2535 (including its amendments) and the Company's Articles of Association stipulated that at each annual general meeting, the directors shall be retired at the rate of one-third. If the number of directors cannot be divided into three parts, it shall be the closest number to one-third which the director who has been in office for the longest time will be retired but eligible to be re-elected to serve as a director.

In this general meeting of shareholders, there are 3 directors of the Company who have to be retired by rotation and are proposed to be re-elected to serve as directors for another term, namely

1. Dr. Somchai Ratanapoompinyo Chief Executive Officer and Director

2. Mr. Rut Dankul Independent Director and the Chairman of the Audit Committee

3. Dr. Sanathorn Ratanapoompinyo Director

The Company announced on the Company's website and informed the information via electronic channel to the Stock Exchange of Thailand on November 18, 2020 in order to invite shareholders to nominate appropriate qualified persons to be appointed as directors in accordance with the Company's criteria between November 18, 2020 and December 25, 2020. the Company would like to inform that no shareholder nominates any person to be appointed as the Company's director. With this regard, the Nomination and Remuneration Committee found that it is appropriated to propose 3 retiring directors to resume their positions for another term as they are fully qualified person under the law with decent knowledge and understanding of the Company's business

Board of Directors' Opinion: The Board of Directors (the above 3 directors did not take part in the consideration), under the recommendation from the Nomination and Remuneration Committee, considered the suitability and the best benefits of the Company, agreed that the directors including independent directors who retire by rotation as mention above are fully qualified and able to express their opinions independently. They also does not have any prohibited criteria as required by law and are qualified persons with knowledge, ability and experience in the business which is beneficial to the Company's business operations. Therefore, Board of Directors agreed to propose to the meeting of shareholders to consider to reappoint the above directors who retire by rotation to serve as directors of the Company for another term. This agenda will use the method of individual voting.

Profiles of persons nominated for the appointment as directors of the Company and the qualifications of independent directors which are higher than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand are shown in the <u>Attachment 1</u>.

Voting to consider this agenda: The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes in accordance with the following criterions and procedures.

- (1) Each shareholder shall have a number of votes equal to one share per one vote.
- (2) Shareholder may using their votes under (1) to appoint an individual or several persons to be director but may not be exceed to the number of the director to be elected at such time (Non-Cumulative Voting).
- (3) The nominated shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as director in that order until the director positions are filled. Where the vote cast for nominated in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Agenda 6 To consider and approve the appointment of 2 additional directors of the Company by increasing the number of directors from 9 to 11 persons.

Objective and Reason: Nowadays, the Company has 9 directors. In order for the efficiency of the Board of Directors, therefore, it is appropriated to propose the increasing of the number of the director of the Company in order to allow the person who sophisticated and having experience to assist the Company's operation and to have an appropriate number of the directors to be align with the expansion of the Company. Hence it is appropriated to propose the following 2 additional directors which causing the total number of the Company's director to be 11 persons.

- 1. Prof. Padermsak Jarayabhand Holding position as an Independent Director (New entry)
- 2. Mr. Akihiko Kishi Holding position as a Director (New entry)

The Nomination and Remuneration Committee shall consider and propose for the Board of Directors' consideration to nominate Company's director in accordance with the Company's regulation by considering knowledge, ability, experience, vision and reliability including the composition of qualification with the Company's business, particularly in professional skills and such person shall have no prohibited characteristics specified by law. In this regard, 2 proposed directors have the qualification as stipulated by the Company's regulations. Therefore, it is appropriated to propose the appointment of 2 additional directors. In addition, Mr. Akihiko Kishi has been one of the nominated director and he is a representative from the San-Ei Gen FFI Inc, the manufacturer and distributes major food ingredients in

Japan, therefore, this appointment of new directors will help support the Company's growth strategy to expand the business in the country and abroad.

Board of Directors' Opinion: The Nomination and Remuneration Committee has been considered and agreed to propose to the Meeting to increase the number of directors from 9 to 11 persons by appointing Prof. Phadermsak Jarayaphan and Mr. Akihiko Kishi to be 2 additional directors of the Company, the details as the aforesaid. Moreover, the Board of Director has considered that the proposed persons to take the position of the independent director shall be able to provide independent opinion under the relevant regulations.

Profiles of persons nominated for the appointment as additional directors of the Company and the qualifications of independent directors which are higher than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, details are shown in the <u>Attachment 2</u>.

Voting to consider this agenda: The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes in accordance with the above criterions and procedures as provided in section 16 of Company's Articles of Association.

Agenda 7 To consider and approve the remuneration of directors for the year 2020.

Objective and Reason: The Public Limited Companies Act (1992) B.E. 2535 (including its amendments) and the Company's Articles of Association stipulated that the directors of the Company are entitled to receive remuneration for their duties from the Company in the form of regular remuneration, meeting allowances, retirement pay, bonuses, rewards or other forms of remuneration as the shareholders' meeting shall consider and pass a resolution of not less than two-thirds of the total votes of the shareholders who attend the meeting whereas such remuneration could be determined as fixed amount or regulate as the specific rules and may determine from time to time or remain effective until the shareholders' meeting has resolution to amend the remuneration. Nevertheless, the Company's directors are entitled to receive the remuneration and other benefit as regulated by the Company's regulation.

Board of Directors' Opinion: The Board of Directors have agreed with the Nomination and Remuneration Committee by considering the suitability of the duties, scope of roles and responsibilities, reasonability and directors' performance of duties including suitability for the type of business and business expansion of the Company, market and industry trends by comparing with the remuneration of other registered companies in the same industry or equivalent in size, therefore, it is appropriate to propose to the shareholders 'meeting to consider and approve the directors' remuneration for the year 2021 as proposed below:

The Board of Directors	Monthly Remuneration		Meeting Fee per Time		Annual Remuneration **	
	Chairman	Director	Chairman	Director	Chairman	Director
Company Director*	30,000	20,000	25,000	20,000	Not over	Not over
					200,000	200,000

The Board of Directors	Monthly Re	muneration	Meeting F	ee per Time	Annual Rem	uneration **
	Chairman	Director	Chairman	Director	Chairman	Director
Audit Committee	-	-	25,000	20,000	-	-
Nomination and	-	-	25,000	20,000	-	-
Remuneration						
Committee						
Risk Management	-	-	25,000	20,000	-	-
Committee						
The Social	-	-	25,000	20,000		
Responsibility and						
Sustainable						
Development						
Committee						

Note

In this regard, the remuneration of directors and the audit committee for the year 2021 in the form of monthly remuneration, meeting fee, annual remuneration and other compensations in the total amount shall not exceed THB 10,000,000, with the said remuneration rate effective as from 1 January 2021 until the annual general meeting of shareholders resolves otherwise.

Votes to consider this agenda: The resolution of this agenda requires the majority of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

Agenda 8 To consider and approve the appointment of the auditor and the audit fees for the year 2021.

Objective and Reason: To comply with the Public Limited Companies Act (1992) B.E. 2535 (including its amendments) and the Company's Articles of Association which requires the general meeting of shareholders to appoint an auditor and determine the annual audit fees of the Company. Moreover, the Capital Market Supervisory Board requires listed companies to have a rotation of auditors' appointment. In the event that the same auditor has performed the duty of reviewing or auditing and providing opinions on the Company's financial statements for 7 consecutive fiscal years, the new auditor can be appointed under the same audit office as the previous auditor. However, the Company may appoint the auditor who has retired from the rotation from the auditor after at least two cycles fiscal year from the date of discharging from duty.

^{*} The Directors who also are Executive management of the Company shall not entitle to receive monthly remuneration.

^{**} The annual rate of remuneration for the directors shall not exceed THB 200,000 per year in which Dr. Somchai Ratanapoompinyo or the person assigned by Dr. Somchai Ratanapoompinyo shall be able to allocate this amount to each director.

Furthermore, the Board of Director has agreed with the opinion of the Audit Committee which appoint the auditor by considering from the past experiences, standard, efficiency, expertise, independency and the rate of auditor's remuneration.

Board of Directors' Opinion: Board of Directors by suggestion of the Audit Committee, having considered the previous year operation of the auditor of the PricewaterhouseCoopers ABAS Co.,Ltd. and agreed that it is satisfactory as the auditor has good knowledge and understanding of the business as well as having experience and expertise in auditing and providing useful advice to the Company. In addition, PricewaterhouseCoopers ABAS Co., Ltd. has performed as the auditor for all of the Company's subsidiaries as well.

Therefore, the Board of Directors agreed to propose to the shareholders' meeting for approval as follows:

1) Appointing the Company's auditor from PricewaterhouseCoopers ABAS Co., Ltd. as the following list to be the Company's auditors for the fiscal year 2021.

1. Mr. Paiboon Tunkoon Certified Public Accountant Registration No. 4298

2. Miss Sakuna Yamsakul Certified Public Accountant Registration No. 4906

3. Miss Sinsiri Thangsombat Certified Public Accountant Registration No. 7352

They are empowered to conduct an audit, review and express an opinion on the Company's financial statements. In case the above listed auditors are unable to perform duties, PricewaterhouseCoopers ABAS Co., Ltd. shall assign another of its certified auditor to perform the audit in their place.

The PricewaterhouseCoopers ABAS Company Limited and the auditors listed above have no relationship and interests with the company / management / major shareholders of the company or related persons with such person.

A brief profile of the nominated auditors are as shown in Attachment 3.

The remuneration for the auditor of the Company for the year 2021 is THB 4,587,000 (Four Million Five Hundred and Eighty-Seven Thousand Baht) and for its subsidiaries in Thailand in the amount of THB 4,346,000 (Four Million Three Hundred and Forty-Six Thousand Baht), totaling THB 8,933,000 (Eight Million Nine Hundred Thirty Three Thousand Baht), excluding other remunerations (Non Audit Fee) and other expenses which may increase if the subsidiaries has increase its operation. For additional information, the remuneration of the Company's auditor for the year 2020 was in the amount of THB 4,510,000 and for its subsidiaries in Thailand were in the amount of THB 4,330,000, totaling THB 8,840,000 (Excluding VAT). However, in year 2020, the Company had other non-audit fees, consisting of the review fee for corporate income tax reporting, the deferred tax review and auditor's overtime payment in the amount of THB 443,000 (Excluding VAT).

Votes to consider this agenda: The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 9 To consider and approve the entry into the purchase agreement of the Novotel Chumphon Beach Resort and Golf Hotel with the J.P.S. Holding Company Limited and the Ibis Styles Chiang Mai Hotel with the River Kwai Botanic Garden Company Limited, which are considered as related parties transaction from the disposal of assets to the related parties.

Objectives and Reasons: The company plans to restructure its business by operating in accordance with the strategy and policy of the company focusing on the main business that the company has expertise, in other words, the business of producing and distributing raw materials used in food. In addition, due to the coronavirus (COVID-19) situation, the hotel businesses have lacked of their revenues in which affects the financial position, overall operations including cash flow in the preceding time and management anticipates that it may take a few years for the hotel business to recover completely. The sale of the two hotel business units, namely: The Novotel Chumphon Beach Resort & Golf Hotel and the Ibis Styles Chiang Mai Hotel, will allow the group of companies not have to bear the losses of both hotels, so as not to affect the overall operating results of the group of companies as well as focusing on the business management to be further strengthened.

Opinion of the Board of Directors: The Board of Directors, by recommendation of the Audit Committee, has considered the details of entering into a trading agreement of the Novotel Chumphon Beach Resort & Golf Hotel and the Ibis Styles Chiang Mai Hotel with the J. P.S. Holding Company Limited and the River Kwai Botanic Garden Company Limited respectively, and having resolved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the entering into the related parties transaction of the company's subsidiaries, including disposal of assets as follows:

- (1) Leasehold right of land and buildings (Right of the Lessee) Materials, equipment and buildings of Novotel Chumphon Beach Resort and Golf Hotel invested by Thai Flavors and Fragrances Co., Ltd. ("TFF"), a subsidiary of the Company. (The Company holds 99.99% of shares) to J.P.S. Holding Company Limited ("JPS"), a connected person of the Company. Total value of 87,000,000 baht.
- (2) Leasehold right of land and buildings (Right of the Lessee Materials, equipment and buildings of the Ibis Styles Chiang Mai Hotel invested by the Company Premium Foods Co., Ltd., a subsidiary of the Company (The Company holds 99.99% of shares) to River Kwai Botanic Garden Company Limited ("RKBG"), a connected person of the Company. Total value of 185,000,000 baht.

The Board of Directors is of the opinion that the said connected transaction is reasonable. The details are as follows:

- The purchase price agreed by both parties is higher than the average appraisal price from the 2 independent appraisers, which both real estate appraisers are on the list of capital market appraisal companies and

principal appraisers which have been approved by the Securities and Exchange Commission. In addition, in the opinion's report of the independent financial advisor that was prepared by Grant Thornton Services Company Limited, a financial advisor that has been approved by the Securities and Exchange Commission, commented that the said connected transactions is appropriate in terms of price and conditions. From considering the details of professionals approved by the Office of the Securities and Exchange Commission showing all comments on them, the Board of Directors is of the opinion that the price and conditions of the transaction are reasonable according to details from professionals proposed by the management.

For the need to distribute to the related parties, the Board of Directors has acknowledged details from the company's management that due to the COVID-19 situation affecting the hotel industry in a wide range, including the land where both hotels are located, is a leasehold ownership as a result to be difficult for disposal of hotel assets since the buyer has only the right to lease only that even the AAPC (Thailand) Company Limited, as the hotel management in which according to the hotel management agreement, there is an agreement on the right of first refusal / 1 with the company, and then the AAPC aims at the company not to purchase with the company anymore. In addition, the management has notified the Board of Directors that an inquiry has been made to a real estate brokerage firm to offer for sale but there has no response from the real estate brokerage firm. The Board of Directors has considered the benefits that the company and shareholders will receive. In accordance with the details that the management has notified as well as the necessity of disposing to the related parties proposed by the management, the Board of Director has agreed that the disposal of the related parties is reasonable according to the details proposed by the management.

The Board of Directors is of the opinion that connected transaction with the highest benefit to the Company and the Company's shareholders. Proposing this agenda item to the shareholders' meeting of the Company to consider and approve the appropriateness of entering such connected transactions that the Company has entered into with JPS and RKBG in order to comply with good governance principles. Therefore, it is of the opinion that the shareholders should consider and approve the entering into the aforesaid connected transaction.

Note: 1 - Right of First Refusal Agreement, that is, in the event that the company intends to distribute or transfer the said property to another person, the company needs to make a notification to the hotel management for consideration in the first priority. In the event that the hotel management refuses to make the offer, then the company is able to distribute or transfer the rights in such assets to other persons.

Entering into the said transaction is considered a disposal of assets of a listed company in accordance with the Notification of the Capital Market Supervisory Board No. Thor Chor. 20/2551, Subject: Rules for making significant transactions that are considered to be an acquisition or disposition of assets and the announcement of the Stock Exchange of Thailand board, Subject: Disclosure of Information and Actions of Listed Companies in the Acquisition or Disposition of Assets, B.E.2547(2004), dated 29 October 2004 and the Amendments (Collectively referred to as "Notification on Acquisition or Disposition of Assets") by the transaction size according to the net tangible asset value criteria has the highest transaction size equal to 5.57% (The Company had not made an asset disposal

transaction in the past 6 months prior to this transaction), the company has no obligation to proceed according to the announcement of the acquisition or disposal of assets.

In addition, the disposal of the aforementioned assets is the sale of assets to companies related to the directors and some RBF shareholders who are considered as connected persons of the company, therefore, it is considered as related party transactions of listed companies as specified in the Notification of the Capital Market Supervisory Board No. Thor Chor. 21/2551 Subject: Rules for Related Party Transactions and the announcement of the Stock Exchange Commission of Thailand regarding disclosure of information and operations of listed companies in the Related Party Transactions B.E. 2546 (2003) (Collectively called as "the announcement of the related parties transaction") which when calculating the size of such related parties transaction, they are considered as large lists (The company did not have related parties transaction with the said person in the 6 preceding months of this transaction). Therefore, the company has the duty to prepare a report and disclose information to the Stock Exchange of Thailand and various operations including holding a shareholders meeting to consider and approve the said transaction in accordance with the connected transaction announcement. As detailed in the distribution list of information on the relate parties transaction of the R&B Food Supply Public Company Limited and the disposal of assets of the company for related parties in the form of QR Code of the Meeting Notification Form

Votes to consider this agenda: This agenda's resolution must be approved by the shareholders' meeting with votes of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting as well as having the right to vote without counting the shareholders' equity that has special interests.

Agenda 10 To consider other matters (If any).

Information for Shareholders

- (1) The Company has specified the list of shareholders entitled to attend the Meeting (Record Date) on 12 March 2021, according to the Securities and Exchange Act 1992 (B.E. 2535), Section 89/26.
- The Company has invited shareholders to propose matters to the Board of Directors to consider to be included in the Meeting or to propose qualified persons to consider to be directors of the Company by informing their proposal to the Company in advance prior to the Meeting. On this year the Company has arrange for the shareholder to propose during 18 November 2020 to 25 December 2020. Such proposal must comply with the Company regulations as announced on the Company website. The Company has also provided the said invitation via the electronic channels of the Stock Exchange of Thailand. Nevertheless, the Company would like to inform that no shareholders proposed the meeting agenda or nominated any person to be appointed as director according to the Company's regulations.
- (3) Due to the outbreak of Coronavirus 2019 Infection ("COVID-19"), the Company would like to ask for cooperation from shareholders in granting empowerment to independent directors to attend the meeting on their behalf.

However, if shareholders wish to attend the meeting in person, please study the <u>Attachment 9</u>: "Procedures for the Annual General Meeting of Shareholders for Safety under The Outbreak of Coronavirus 2019 Infection". However, the Company reserves the right to take any action in accordance with relevant laws for public safety, which may prevent some shareholders from entering the meeting place or not as comfortable as it should be.

(4) At the Meeting, the Company shall use the barcode system to register and counting the votes to speed up the registration and vote processing process and to ensure that the registration in this Meeting shall be orderliness and to be in accordance with the law. Moreover, the Company shall invite representatives from law firms to monitor the voting and ensure the meeting to be transparent, legitimate and the Company articles as well as good corporate governance principles in order to be in line with the rules of the shareholders' meeting of the Securities and Exchange Commission.

For the shareholders who attend the meeting by themselves. The Company requests shareholders to bring along the registration form (Attachment 4) to present on the meeting date, including documents for registration (as specified in Attachment 5) in which having filled out complete information to show and register to the registration staff on the meeting day from 11:00 am onwards.

For shareholders who require to appoint a proxy. Please bring the registration form (<u>Attachment 4</u>) together with documents for registration (as specified in <u>Attachment 5</u>) as well as preparing the Proxy form A or form B or form C (in case of Custodian) (<u>Attachment 6</u>) in which having filled out complete information to show and register with the registration staff on the meeting day as from 11:00 am onwards.

The empowerment, shareholders may appoint any person as they wish or may empower to the Assistant Professor Supasin Suriya or Mrs. Benjawan Ratanaprayul, who is an independent director of the Company to be a proxy. The said independent directors shall vote on each agenda as specified by the shareholders in the proxy. However, the information of the independent director shall be shown in the <u>Attachment 7</u>.

(5) In case of the shareholders would like to submit questions in advance or to send any documents to the Company, please having delivered in advance before the date of the Meeting for the Company to proceed with the shareholders' requirement and please send to the Company at the address below.

R&B Food Supply Public Company Limited Company

Secretary Department

No. 3395 Lat Phrao 101 (Wat Bueng Thonglang),

Khlong Chan, Bang Kapi,

Bangkok 10240 Thailand

The shareholders may download the invitation letter for the Meeting along with attachment and proxy forms, on the Company's website at https://www.rbfoodsupply.co.th/ir/year_download/10/null or via QR Code which appears in the Meeting invitation document. To ensure that the Meeting shall be completely and promptly, the Company would like to invite shareholders to register with the registration staff on the meeting day from 11:00 am onwards.

Please be informed and attended meeting on the aforesaid date, time, and place accordingly.

Sincerely Yours,

Mrs. Benjawan Ratanaprayul

J. Retarprougul

Chairman of the Board of Directors

Profiles of the nominated Candidates for the Election of Directors (as of 31 December 2020)

Name : Dr. Somchai Ratanapoompinyo

Nationality: Thai

Year : 69 years

Education <u>Doctoral Degree</u>

: Faculty of Political Science, Pubplic Administration, Bangkok

Thonburi Univeristy

Master Degree

: Faculty of Political Science, Political Science, Ramkhamhaeng

University

Bachelor Degree

: Faculty of Science, Chemistry Chulalongkorn University

: Thailand National Defence College Program 47

Training with : Director Accreditation Program (DAP) 121/2015

IOD : Financial Statements for Directors (FSD) 43/2020

Proposed Director Position : Director

Year of Directorship in Public : 2 years 4 months (Date of Appointment, 14 August 2018)

Company Limited

Meeting attendance in 2020 : . Board of Directors Meeting total 8 out of 8

Shares held in Company (including : 556,030,900 shares (27.80%) and spouse held 556,031,000 shares (27.80%)

spouse and underage child/ nominee) total held 1,112,061,900 shares (55.60%)

Position(s) in other companies listed on the Stock Exchange of Thailand none

Position(s) in other companies which is not listed on the Stock Exchange of Thailand

2020 - present Director Maple Innovation Company Limited (Japan)

2020 - present Director R&B Food Supply (Singapore) (Singapore)

2020 - present Director RBJ Company Limited

2018 – present Director PT RBFood Manufaktur Indonesia (Indonesia)

2016 – present Director PT RBFood Supply Indonesia (Indonesia)

2013 – present Legal Representative R&B Food Supply Vietnam Limited Liability Company (Vietnam)

2012 – present Director / Managing Director Best Order Company Limited

2002 – present Director Premium Foods Company Limited

1985 – present Director / Managing Director Thai Flavour and Fragrance Company Limited

1985 – present Director / Managing Director J.P.S. Holding Company Limited

Position(s) in the companies that may have a conflicts of interest

none

Working Experience

Year	Position	Company
2020 - present	: Director	Maple Innovation Company Limited (Japan)
2020 - present	: Director	R&B Food Supply (Singapore) (Singapore)
2020 - present	: Director	RBJ Company Limited
2018 – present	: Director	PT RBFood Manufaktur Indonesia (Indonesia)
2016 – present	: Director	PT RBFood Supply Indonesia (Indonesia)
2013 – present	: Legal Representative	R&B Food Supply Vietnam Limited Liability Company
		(Vietnam)
2012 – present	: Director / Managing Director	Best Order Company Limited
2002 – present	: Director	Premium Foods Company Limited
1991 - present	: Director / Chairman / Chairman of Risk	R&B Food Supply Public Company Limited
	Management Committee / CEO / Chairman of	
	Marketing and planning department (acting)	
100E procest	Director / Managing Director	Thei Flavour and Fragrance Company Limited
1985 – present	: Director / Managing Director	Thai Flavour and Fragrance Company Limited
1985 – present	: Director / Managing Director	J.P.S. Holding Company Limited

Profiles of the nominated Candidates for the 14 on of Directors (as of 31 December 2020)

Name : Mr. Rut Dankul

Nationality: Thai

Age : 68 years

Education <u>Bachelor Degree</u>

: Faculty of Law, Ramkhamhaeng Universuty

Training with : Director Accreditation Program DAP 137/2017

iOD : Board Nomination and Compensation Program (BNCP)

2/2017

Proposed Director Position : Independent Director

Year of Directorship in Public : 2 years 4 months (Date of Appointment, 14 August 2018)

Company Limited

Meeting attendance in 2020 : Board of Directors Meeting total 8 out of 8

Audit Committee Meeting total 5 out of 5

Shares held in Company (including : none

spouse and underage child/ nominee)

Position(s) in other companies listed on the Stock Exchange of Thailand none

Position(s) in other companies which is not listed on the Stock Exchange of Thailand

2002 – present Director Best Order Company Limited

1977 - present Legal Advisor Krung Thai Tractor Company Limited

Position(s) in the companies that may have a conflicts of interest none

Working Experience

Year Position Company

2017 - present : Independent Director R&B Food Supply Public Company Limited

2002 – present : Director Balance 6 Company Limited

1977 - present : Legal Advisor Krung Thai Tractor Company Limited

Profiles of the nominated Candidates for the Election of Directors (as of 31 December 2020)

Name : Dr. Sanathorn Ratanapoompinyo

Nationality : Thai

Age : 32 years

Education **Bachelor Degree**

: Faculty of Medicine Siriraj Hospital, Mahidol University

Traing with : Director Accreditation Program (DAP) 144/2018

IOD

Proposed Director Position : Independent Director

Year of Directorship in Public : 2 years 4 months (Date of Appointment, 14 August 2018)

Company Limited

Meeting attendance in 2020 : Board of Directors Meeting total 5 out of 8

Shares held in Company (including : 160,159,000 shares (8.01%)

spouse and underage child/ nominee)

Position(s) in other companies listed on the Stock Exchange of Thailand none

Position(s) in other companies which is not listed on the Stock Exchange of Thailand

2019- present Director Thai Flavour and Fragrance Company Limited

PT RBFood Manufaktur Indonesia (Indonesia) 2018 - present Director

Position(s) in the companies that may have a conflicts of interest none

Working Experience

Year	Position	Company
2019 - present	: Director	Thai Flavour and Fragrance Company Limited
2018 - present	: Director	R&B Food Supply Public Company Limited
2018 - present	: Director	PT RBFood Manufaktur Indonesia (Indonesia)
2016 - present	: Resident	Ramathibodi Hospital
2014 - present	: Doctor	Chonprathan Hospital

Qualifications of Independent Director

The qualifications of the independent directors of the company which comply with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand are as follows:

- Holding not more than 1 percent of the total voting shares of the company, parent company, subsidiary, associated company, major shareholder or the person with controlling power of the company, including the shareholding of related persons of that independent director.
- 2. Not being or used to be a director with management involvement, employee, staff or advisor who receives a regular salary or the controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder or those with control of the company, except for the case that such a director has passed from the aforementioned position for at least 2 years before taking office. However, the said prohibited characteristics do not include the case that the independent director used to be civil servants or an advisor to a government organization that is a major shareholder or the controlling person of the company.
- 3. Not a person who has a blood relationship or by legal registration in the nature of a father, mother, spouse, sibling, and child, including spouses of children, of other directors, executives, major shareholders regulator or the person who will be proposed to be a Director, Executives or controlling persons of the company or subsidiary.
- 4. Not have or have had a business relationship with the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company In a manner that may obstruct its own independent discretion, including neither being nor having been a significant shareholder or the controlling person of the person having a business relationship with the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company unless having resigned from the aforementioned position for at least 2 years before taking office.

Business relationship under the first paragraph including normal business transactions for business operations of rental or rental of real estate, transactions relating to assets or services or providing or receiving financial assistance by accepting or lending loans and guarantees of assets as collateral for liabilities, including other similar circumstances which cause the applicant or contract party has an obligation to pay by installments to the other party 3% of the company's net tangible assets or 20 million baht or more whichever is lower. In this regard, the calculation of the said debt burden shall be in accordance with the calculation method for the value of the connected transaction under the Notification of the Capital Market Supervisory Board on Rules for Related Transactions, mutatis mutandis, but in considering the said debt burden shall include debt burdens incurred during 1 year before the date of having a business relationship with the same person.

Not being or used to be an auditor of the company, parent company, subsidiary, associated company,
 major shareholder or the controlling person of the company, and not being a significant shareholder,

regulator or a partner of the audit firm which have auditors of the company, parent company, subsidiary, associated company, major shareholder or the person with controlling power of the attached company, except having ceased the said characteristics for at least 2 years before taking office.

- 6. Not being or used to be a professional service provider, including providing legal advisory or financial advisory which receives service fees in excess of 2 million baht per year from the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company and not being a significant shareholder, regulator or a partner of that professional service provider unless having resigned from the aforementioned position for at least 2 years before taking office.
- 7. Not being a director appointed to be a representative of the company's director, major shareholder or shareholder who is related to a major shareholder.
- 8. Do not operate in a business of the same nature and in significant competition with the business of the company or subsidiary or not being a significant partner in a partnership or being a director with participation in management, employees, staff, consultants who receive a regular salary or holding shares exceeding 1 percent of the total voting shares of other companies which operate in the same business and in significant competition with the business of the company or subsidiary.
- 9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.
- 10. The independent director according to the above qualifications may be assigned by the Board of Directors to decide on the business operations of the company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder or the controlling person which can be decided in the form of Collective Decision.

Profiles of the nominated Candidates for the Election of new Directors (as of 31 December 2020)

Name : Prof. Padermsak Jarayabhand

Nationality : Thai

Age : 68 years

Education <u>Doctoral Degree</u>

: Doctor of Philosophy (Ph.D), Biology, Dalhousie University Canada

Master Degree

: Master of Science in Marine biological program, Chulalongkorn

University

Bachelor Degree

: Bachelor of Science in Marine biological and Fisheries program,

Chulalongkorn University

Training with IOD : Directors Accreditation Program (DAP) 170/2020

Proposed Director Position : Independet Director

Year of Directorship in Public Company Limited none

Meeting attendance in 2020 none

Shares held in Company (including spouse and underage child/ nominee) none

Position(s) in other companies listed on the Stock Exchange of Thailand none

Position(s) in other companies which is not listed on the Stock Exchange of Thailand none

Position(s) in the companies that may have a conflicts of interest none

Working Experience

Year	Position	Company
2020 – present	:Advisory	Advisory Board of Office of the National Security Council on
		Economic and Social Psychology, Office of the National
		Security Council
2020 – present	: Honorary Director	Board of Policy and Management plan of Marine and Coastal
		Resources of nation on Marine Science,
		Department of Marine and Coastal Resources
2020 - present	: Director	Board of Academic Policy on Security, Office of the National
		Security Council
2019 – present	: Honorary Director	Board of National Maritime Interests Policy on Marine
		activities, Office of the National Security Council
2018 – present	:Director	Board of National Strategy Development in creating growth on
		the quality of life and Environmental friendly,Office of the
		National Economic and Social Development Council
2017 - present	: Expert	Graaduate School, Chulalongkorn University



Profiles of the nominated Candidates for the Election of new Directors (as of 31 December 2020)

Name : Mr. Akihiko Kishi

Nationality : Japanese Age : 52 years

Education **Bachelor Degree**

: English and Communication, Kansai Gaidai

University

Training with IOD : none

Proposed Director Position : Independent Director

Year of Directorship in Public Company Limited

Meeting attendance in 2020

Shares held in Company (including spouse and underage child/ nominee) Position(s) in other companies listed on the Stock Exchange of Thailand

Position(s) in other companies which is not listed on the Stock Exchange of Thailand

2019 - present Deputy General Manager, San-Ei Gen F.F.I., Inc. (Japan)

Position(s) in the companies that may have a conflicts of interest

Working Experience

Year	Position	Company
2019 – present	Deputy General Manager	San-Ei Gen F.F.I., Inc. (Japan)
2016 – 2019	Overseas Business Manager	San-Ei Gen F.F.I., Inc. (Japan)
2001 – 2016	Purchasing Manager	San-Ei Gen F.F.I., Inc. (Japan)
1999 – 2001	Purchasing raw materials	San-Ei Gen F.F.I., Inc. (Japan)
1997 – 1999	Import and Export of Food Materials	San-Ei Gen F.F.I., Inc. (Japan)
1993 – 1997	Sale of Conveyor Belt parts in Japan and	Fuji Seisakusho Co., Ltd. (Japan)
	Global	
1990 – 1993	Sale of Electric Machinery Parts in Oversea	Sinfonia Technology Co., Ltd. (Japan)

none

none

none

none

none

Qualifications of Independent Director

The qualifications of the independent directors of the company which comply with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand are as follows:

- Holding not more than 1 percent of the total voting shares of the company, parent company, subsidiary, associated company, major shareholder or the person with controlling power of the company, including the shareholding of related persons of that independent director.
- 2. Not being or used to be a director with management involvement, employee, staff or advisor who receives a regular salary or the controlling person of the company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder or those with control of the company, except for the case that such a director has passed from the aforementioned position for at least 2 years before taking office. However, the said prohibited characteristics do not include the case that the independent director used to be civil servants or an advisor to a government organization that is a major shareholder or the controlling person of the company.
- 3. Not a person who has a blood relationship or by legal registration in the nature of a father, mother, spouse, sibling, and child, including spouses of children, of other directors, executives, major shareholders regulator or the person who will be proposed to be a Director, Executives or controlling persons of the company or subsidiary.
- 4. Not have or have had a business relationship with the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company In a manner that may obstruct its own independent discretion, including neither being nor having been a significant shareholder or the controlling person of the person having a business relationship with the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company unless having resigned from the aforementioned position for at least 2 years before taking office.

Business relationship under the first paragraph including normal business transactions for business operations of rental or rental of real estate, transactions relating to assets or services or providing or receiving financial assistance by accepting or lending loans and guarantees of assets as collateral for liabilities, including other similar circumstances which cause the applicant or contract party has an obligation to pay by installments to the other party 3% of the company's net tangible assets or 20 million baht or more whichever is lower. In this regard, the calculation of the said debt burden shall be in accordance with the calculation method for the value of the connected transaction under the Notification of the Capital Market Supervisory Board on Rules for Related Transactions, mutatis mutandis, but in considering the said debt burden shall include debt burdens incurred during 1 year before the date of having a business relationship with the same person.

5. Not being or used to be an auditor of the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company, and not being a significant shareholder,

regulator or a partner of the audit firm which have auditors of the company, parent company, subsidiary, associated company, major shareholder or the person with controlling power of the attached company, except having ceased the said characteristics for at least 2 years before taking office.

- 6. Not being or used to be a professional service provider, including providing legal advisory or financial advisory which receives service fees in excess of 2 million baht per year from the company, parent company, subsidiary, associated company, major shareholder or the controlling person of the company and not being a significant shareholder, regulator or a partner of that professional service provider unless having resigned from the aforementioned position for at least 2 years before taking office.
- 7. Not being a director appointed to be a representative of the company's director, major shareholder or shareholder who is related to a major shareholder.
- 8. Do not operate in a business of the same nature and in significant competition with the business of the company or subsidiary or not being a significant partner in a partnership or being a director with participation in management, employees, staff, consultants who receive a regular salary or holding shares exceeding 1 percent of the total voting shares of other companies which operate in the same business and in significant competition with the business of the company or subsidiary.
- 9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.
- 10. The independent director according to the above qualifications may be assigned by the Board of Directors to decide on the business operations of the company, parent company, subsidiary, associated company, same-level subsidiary company, major shareholder or the controlling person which can be decided in the form of Collective Decision.

Name	Mr. Paiboon Tunkoon Certified Public Accountant (CPA) Registration No. 4298
Current Position	Audit Partner, PricewaterhouseCoopers ABAS Ltd.
Education	Institution: Chulalongkorn University Degree and major: Master of Business Administration Institution: Chulalongkorn University Degree and major: Advanced diploma in auditing Institution: Thammasart University Degree and major: Bachelor degree in accounting
Professional member	☐ Certified Public Accountants ☐ Federation of Accounting Professions
Auditing Experiences	i) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies ii) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also have some working experiences in Vietnam and Myanmar iii) Internal controls, risk management and governance iv) Sustainability reporting and corporate responsibility v) Financial advisory in case of merger&acquisition and business rehabilitation

	Other key working experiences include:
i)	Led and managed for successful IPOs
ii)	Managed and grew PwC offices in Lao and Cambodia during 2006 to
	2012
iii) Provided audit services to certain large multinational and local
	companies.
□ P	aiboon has been appointed and worked as the corporate responsibility
(s	ustainability – CR) leader for all PwC offices. PwC CR has focused on skill-
b	ased volunteering activities such as financial literacy improvement for
C	ommunities (partnering with UNESCO -Education and Ministry of
E	ducation) and environment (internal and external programs aiming to
р	romote awareness to our staff and develop a set of integrated actions to
re	educe the impact to the environment from PwC businesses)

Name:	Miss Sakuna Yamsakul
	Certified Public Accountant (CPA) Registration No. 4906
Education:	- Bachelor's degree in Accounting (Second class honours) from Thammasat University
Position in PwC:	Audit Partner, PricewaterhouseCoopers ABAS Ltd.
Position in the Federation of	- Subcommittee on Code of Ethics for 2017-2020
Accounting Professions:	- Subcommittee on Code of Ethics for 2020-2023
	- Subcommittee on Monitoring and Study of Impacts of Financial Reporting
	Standards on Insurance contract for the year 2020-2023
Experiences:	Sakuna has more than 20 years experience working with PwC Financial
	Services Industrial Practice, specialising in capital market and insurance
	industry. She has extensive experience in providing audit and business
	advisory services to a wide range of local and multinational clients. She is also
	responsible for a portfolio of clients including companies listed on the Stock
	Exchange of Thailand and subsidiaries of top-tier multinational clients in
	various industry sectors including banking, broker, insurance and leasing.
	She also supports as instructor for Master's degree for Thammasat University
	and the office of the Securities and Exchange Commission.
	She is representative of PricewaterhouseCoopers ABAS Ltd. in meeting and
	work with Office of Insurance Commission (OIC).
	Key clients in the stock Exchange of Thailand
	M Pictures Entertainment Public Co., Ltd.
	Yggdrazil Group Public Co Ltd.
	Kiatnakin Phatra Bank PLC
	Siam Future PLC Group
	Saksiam Leasing Public Co., Ltd.
	Next Capital Public Co., Ltd.

Name-surname	Miss. Sinsiri Thangsombat		
	Certified Public Accountant (CPA) Registration No. 7352		
Business status	Assurance Partner		
Education	Institution: Thammasat University		
	Degree and major : Master of Business Administration		
	Institution : Thammasat University		
	Degree and major : Bachelor of Accounting (First Class Honors) English Program		
Professional member	- Certified Public Accountants		
	- Federation of Accounting Professions		
Relevant experience	- More than 20 years of experience working in financial services and hospitality		
and expertise	business. Specialise in treasury and derivative products		
	- Extensive experience in providing audit and business advisory services to a wide		
	range of local and multinational clients		
	- Experience auditing clients in Jardine group.		
	- Provided technical advice on accounting issues within the context of International		
	Financial Reporting Standards (IFRS 9, IAS 32, and IFRS 7), particularly on financial		
	instruments and derivatives to financial institutions both local and overseas		
	- Instructed both in-house and pubic seminars on foreign exchange accounting,		
	accounting for financial instruments, financial derivatives and treasury risks and		
	controls, recent development in financial reporting standards, etc.		
	- Previously a member of the Subcommittee of the Monitoring the Development IFRS,		
	Federation of Accounting Professions under the Royal Patronage of His Majesty the		
	King		
	- PwC's representative to work closely with IFRS team from the Bank of Thailand and		
	Thai Banker Association (via IFRS Club) on the adoption of IFRS in Thai banking and		
	capital markets environment		

The documents required for registration, registration and meeting procedures, voting and counting methods.

The shareholder or a proxy holder are entitled to register to attend the meeting since 11.00 am. on Friday, 23 April 2021 onwards.

1. Attending the meeting in person

- Registration Form (Attachment 4)
- An <u>original</u> official card issued by government authorities e.g. identification card, driving license or passport.

2. Attending the meeting by proxy

2.1 Shareholder is a Natural Person

- Registration Form (Attachment 4)
- The Proxy Form which completely filled in and signed by the shareholder and the proxy and affix THB 20 stamp duty.
- A copy of an official card of the shareholder issued by government authorities e.g. identification card, driving license or passport which is certified true by the shareholder.
- An <u>original</u> official card issued by government authorities of the proxy e.g. identification card, driving license or passport (in case the proxy is the foreigner).

2.2 Shareholder is Juristic Person registered in Thailand

- Registration Form (Attachment 4)
- The Proxy Form completely filled in and signed by the authorized person of the juristic person shareholder and the proxy with the company seal (if any) and affix THB 20 stamp duty.
- A copy of the shareholder's Affidavit issued by Ministry of Commerce or relevant authorities which is not older than 12 months from the meeting's date, certified true by the authorized person of shareholder and affix company seal (if any).
- A copy of an official card issued by government authorities of the authorized person of shareholder e.g. identification card, driving license or passport which is certified true by said authorized person.
- An <u>original</u> official card issued by government authorities of the proxy e.g. identification card, driving license or passport (in case the proxy is the foreigner).

2.3 Shareholder is Juristic Person which is not registered in Thailand

- Registration Form (Attachment 4)
- The Proxy Form completely filled in and signed by the authorized person of the juristic person shareholder and the proxy with the company seal (if any) and affix THB 20 stamp duty.
- A copy of the shareholder's Affidavit or incorporation documents issued by relevant authorities which is not older than 12 months from the meeting's date, shown name, head office's location and name of authorized person of shareholder, certified true by the authorized person of shareholder and affix company seal (if any).
- A copy of an official card issued by government authorities of the authorized person of shareholder e.g. identification card, driving license or passport which is certified true by said authorized person.
- An <u>original</u> official card issued by government authorities of the proxy e.g. identification card, driving license or passport (in case the proxy is the foreigner).
- English translation of the original documents which is not in English, certified true and correct translation by the authorized person of shareholder.

2.4 Custodian

- Registration Form (Attachment 4)
- The Proxy Form completely filled in and signed by the authorized person of the juristic person shareholder and the proxy with the company seal (if any) and affix THB 20 stamp duty.
- Custodian's company affidavit
- Letter certifying or a copy of custodian license to operate Custodian business.
- A copy of valid official document issued by government authorities e.g. the identification card, government officer identification card, driving license, state enterprises officer identification card or passport of authorized person who act on behalf of the Custodian.
- Power of Attorney by shareholder authorizing the Custodian to sign the proxy form on his or her behalf.
- Document or evidence of shareholder who authorize to the Custodian.
- An <u>original</u> official card issued by government authorities of the proxy e.g. identification card, driving license or passport (in case the proxy is the foreigner).

Shareholders who intend to grant proxy to anyone as their wish or to the Asst Prof. Suppasin Suriya or Mrs. Benjawan Ratanaprayul, Company's independent director, the details of the said independent director are shown in Attachment 7.

In this regard, shareholders can deliver proxy which is completely filled in details together with the above evidence to the Company's head office at

R & B Food Supply Public Company Limited

Company Secretary Department

3395 Soi Ladprao 101 (Wadbuengthonlang)

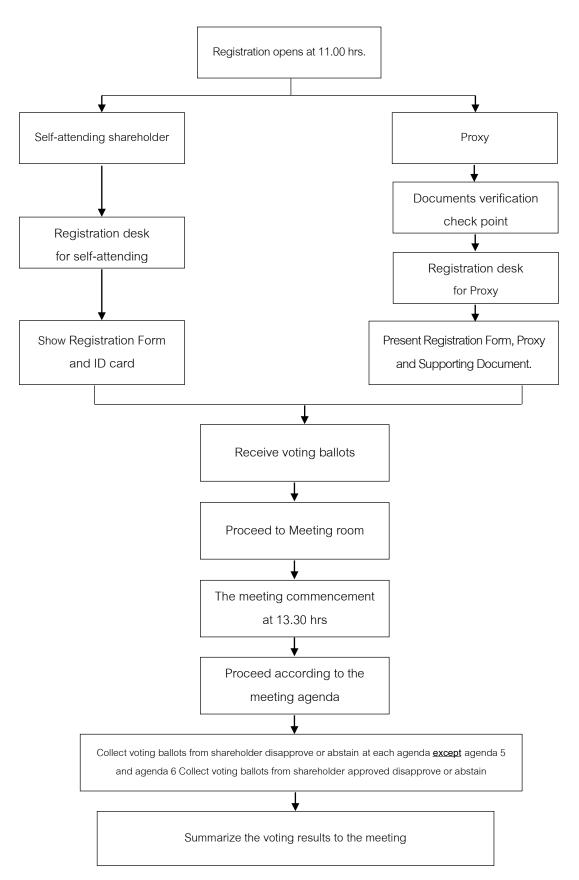
Klongchan Sub-District, Bangkapi District

Bangkok 10240 Thailand

Within 17.00 hr. on Thursday 22, April 2021 in order to provide sufficient time for Company's staff to verify or deliver documents to meeting venue.

In case that shareholder has any inquiries in relation to the registration documents or filling in proxy, please contact Company Secretary Department, telephone no. 02-946-6813 #561, fax no. 02-946-6813 #136 or email to comsec@rbsupply.co.th

Registration and Meeting Procedures



Voting and Vote Counting Methods

- 1. A voting is one share shall be entitled to one vote.
- 2. Shareholder shall make only one vote for approval, disapproval or abstention.
- 3. For voting at each agenda (except agenda no. 5 and no. 6 related to appointment of directors), shareholder's disapproval or abstention shall mark on the ballots with their countersign and deliver the vote ballot to the Company's staff for counting. For shareholder who vote for approval shall not marking on the ballot.
- 4. For vote counting, the Company shall collect only the ballot of disapproval and abstain vote. The total votes cast in disapprove or abstention, as well as the invalid ballots, shall be deducted from the total number of votes of the shareholders attending the Meeting and casting their votes. In addition, examples of voting ballot which is considered invalid are when the shareholders make an unclear mark on the ballot, cross out the whole ballot, makes the amendment or cross out the voting and did not countersign on the ballot, in the case that it is unable to read the voting etc.
- 5. For agenda no. 5 and no. 6 which related to appointment of directors, all shareholders shall mark to the ballot for approval, disapproval or abstain with their countersign. Then deliver the vote ballot to the Company's staff for counting. Shareholder who does not deliver the vote ballot shall be deemed abstain from voting
- 6. Prior to the Meeting, the Chairman shall provide the opportunity for shareholder to ask or express their opinion related to the agenda as appropriate. The shareholder who intends to ask or express the opinion please kindly inform your name and surname at each time before asking and expressing your opinion.
- 7. The resolution shall be passed by a majority vote of the shareholders attend the meeting with the right to vote. (Except agenda no. 7 related to the approval of directors' remuneration must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. And agenda 9 which related to the consideration and approval of the entering into the asset disposal transaction and the entering into the connected transaction which requires resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting with the right to vote.
- 8. The Chairman shall inform the vote result to the meeting when the vote counting of each agenda is completed.

Attachment 6

แบบหนังสือมอบฉันทะ (แบบ ก.)

Proxy Form (Form A.) (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ปิดอากรแสตมป์ 20 บาท Duty Stamp 20 Baht

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No.5) B.E.2550

เลขท	ะเบียนผู้ใ	ถือหุ้น		เขียนที่ _				
Share	eholder's	s Registration No.		Written a				
				วันที่	เดือน	พ.ศ		
				Date	Month	Year		
(1)	ข้าพเจ้า					สัญชาติ		
	I/We			nationality				
	อยู่บ้านเลขที่ถนน		ถนน	ตำบล/แขวง				
	Address R		Road		Sub-district			
	อำเภอ/เขตจังหวัด		จังหวัด		_รหัสไปรษณีย์			
	District Province			Postal Code				
(2)	เป็นผู้	ู้เกือหุ้นของ บริษัท อ	อาร์ แอนด์ บี ฟู้ด ซัพพล	าย จำกัด (มหาชน) ("บริษั	ัท")			
	being	g a shareholder o	f R&B FOOD SUPPLY P	PUBLIC COMPANY LIMITE	ED ("Company")			
	โดยถือหุ้นจำนวนทั้งสิ้นรวม		หุ้น และ	ออกเสียงลงคะแนนได้เ	เท่ากับ	เสียง ดังนี้		
	holding the total amount of			shares and have the rights to vote equal to		te equal to	votes as follows	
	🗖 หุ้นสามัญ			หุ้น ออก	เสียงลงคะแนนได้เท่าก็	า ับ	เสียง	
	ordinary share			shares and	have the rights to vo	te equal to	votes	
	🗖 หุ้นบุริมสิทธิ์			หุ้น 💮 ออกเสียงลงคะแนนได้เท่ากับ		์ บับ	เสียง	
	preference share			shares and	shares and have the rights to vote equal to		votes	
(3)	ขอมอ	อบฉันทะให้ (ผู้ถือหุ้	นสามารถมอบฉันทะให้กรร	มการอิสระของบริษัทได้ โดย	มีรายละเอียดกรรมการ	รอิสระของบริษัทปรากฏตามสื	โ่งที่ส่งมาด้วย 7)	
	Hereby appoint (shareholder may grant a proxy to the Company's Independent Director as detailed in the attachment no. 7)							
		🗆 1. ชื่อ		อายุ	ปี อยู่บ้านเลขที่ _			
		Name		age	years old, residi	ing at		
		ถนน		ตำบล/แขวง		อำเภอ/เขต		
		Road		Sub-district		District		
		จังหวัด		รหัสไปรษณีเ	ย์	หรือ		
		Province		Postal Code	е	Or		
		2. ชื่อ		อายุ	ปี อยู่บ้านเลขที่ _			
		Name		age	years old, residi	ing at		
		ถนน		ตำบล/แขวง		อำเภอ/เขต		
		Road		Sub-district		District		
		จังหวัด		รหัสไปรษณีเ	ย์	หรือ		
		Province		Postal Code Or				
		3. ชื่อ		อายุ	ปี อยู่บ้านเลขที่ _			
		Name		age	years old, residi	ing at		
		ถนน		ตำบล/แขวง		อำเภอ/เขต		
		Road		Sub-district		District		
		จังหวัด		รหัสไปรษณีเ	ย์			
		Province		Postal Code				

🗆 กรรมการอิสระของบริษัทคนใดคนหนึ่งดั	กรรมการอิสระของบริษัทคนใดคนหนึ่งดังต่อไปนี้ (ข้อมูลเพิ่มเติมของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)							
Appoint either one of the following Independent Directors (The additional detail of the Independent Director as provider								
in attachment no. 7) 1. ผศ.ศุภสิน สุริยะ	· กรรมการดิสระ							
Mr. Suppasin Suriya								
อยู่บ้านเลขที่ 3395 ซอยลาดท	าพร้าว 101(วัดบึงทองหลาง) แขวงคลองจั่น เขตบางกะปี กรุงเทพมหานคร 10240							
Address: 3395 Soi Ladprao 101 (Wadbuengthonhlang), Klongchan, Bangkapi, Bangkok 10240								
🗆 2. นางเบญจวรรณ รัตนประยูร : กรรมการอิสระ								
Mrs. Benjawan Ratanaprayul : Independent Director								
อยู่บ้านเลขที่ 3395 ซอยลาดพร้าว 101(วัดบึงทองหลาง) แขวงคลองจั่น เขตบางกะปี กรุงเทพมหานคร 10240								
Address: 3395 Soi Ladprao 101 (Wadbuengthonhlang), Klongchan, Bangkapi, Bangkok 10240								
คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันศุกร์ที่ 23 เมษายน 2564 เวลา 13.00 นาฬิกา ณ ห้องแอทธินี คริสตัล ฮอลล์ ชั้น 3 โรงแรม ดิ แอทธินี โฮลเทล แบงค็อก เลขที่ 61 ถนนวิทยุ เขตปทุม วัน กรุงเทพมหานคร ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย As only my proxy to attend and vote on my behalf at the 2021 Annual General Meeting of Shareholders to be held on Friday, 23 April 2021								
at 1.00 p.m. at the Athenee Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, Thailand, or such other date, time and place as the Meeting may be adjourned.								
กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects.								
ลงนาม/Signed _	(ผู้มอบฉันทะ/Grantor)						
ลงนาม/Signed _		ผู้รับมอบฉันทะ/Proxy						
	()						

หมายเหตุ : ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

oProxy Form B
(SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

Duty Stamp THB 20

				Writt	en at	
				Date)	_
(1)	I/We				Nationality	
	-					
District						
(2)	Being the share	eholder	of R&B FOOD	SUPPLY PUBLIC (COMPANY LIMITED, I	nolding a
total of				shares, with the vot	ing rights equal to	vote as follow
					oting rights equal to_	
					oting rights equal to_	
(3)	Hereby appoir independent di				nt Company [,] s indep	endent directors, details of
	·-				ge	vears
residing at	· · · · · · · · · · · · · · · · · · ·					
District					Postal Code	·
					ge	
residing at_			Road	· ·	Sub-district	
						;or
	□ 3			A	ge	years
residing at_			Road		Sub-district	
District			Province_		Postal Code	
	Bangko as my/our proxy	ok 1024 to atter	0 nd and vote on	my/our behalf at the	2021 Annual General N	District, Bangkapi District Meeting of Shareholders to be Hotel Bangkok, 61 Wireless
Road, Lump	ini, Pathumwan,	Bangk	ok, Thailand, o	r such other date, tim	e and place as the Me	eting may be adjourned.
(4)	I/We therefor	e autho	rize the proxy	to vote on my/our b	ehalf in the Meeting a	s follows
	Agenda 1 Ma	atters t	o be informe	d		
	Th	is agen	da is for infori	ming the information	to shareholders; the	refore, voting is not required.
	•		•		company for the Yea gment; therefore, voti	
	Agenda 3 To	consid	ler and appro	ve the separate fina	ancial statements an	d the consolidated financial Year 2020, ending on 31
	□ ap	(a) propria	The proxy sh	•	onsider and vote on m	ny/our behalf as he/she deems
		(b)	=		vote according to my/	our instruction as follows:
			□For	□ Against	□ Absta	in
				ove the allocation o t for the year 2020.	f the net profit for th	e year 2020 as legal reservee
	a	. ()	The proxy s ate in all resp	_	consider and vote on	my/our behalf as he/she deems
					o vote according to m	y/our instruction as follows:
			□For	□ Against	☐ Abst	ain

	wiio ai	e retire	ed by rota	ition				
	☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems							
	appropriate in all respects							
	□ (b) The	The proxy shall have the right to vote according to my/our instruction as follows:					
				nominated candidates	;			
			☐ For	☐ Agains		Abstain		
				dividual nominated can				
				Somchai Ratanapoor				
			□For	☐ Agains	t 🗆	Abstain		
			• •	Rut Dankul				
			□For	□ Agains		Abstain		
				Sanathorn Ratanapoo				
			☐ For	☐ Agains		Abstain		
Agenda	To cor increa	nsider a sing the	and appro e number	ove the appointment of directors from 9 t	of 2 additional of 11 persons.	directors of the Company by		
	□ (a			•	sider and vote on	n my/our behalf as he/she deems		
	• • • •		all respec					
	□ (b			· ·	•	ny/our instruction as follows:		
				II nominated candidate				
			☐ For Elect in	\square Agains \square Adains dividual nominated ca		Abstain		
				of. Padermsak Jaraya	bhand			
			□For	☐ Agains	it 🗆] Abstain		
			` '	: Akihiko Kishi	. –			
			☐ For	☐ Agains		Abstain		
Agenda 7	To cons			e the remuneration of				
	appropri		roxy shall Il respects		der and vote on r	my/our behalf as he/she deems		
	□ (b)	The p	roxy shal	I have the right to vote	according to my	/our instruction as follows:		
		□Fo	r	☐ Against		Abstain		
Agenda 8	To cons	ider and	d approve	the appointment of the	auditor and the	audit fees for the year 2021.		
	□ (a)	The p	roxv shall	l have the right to consi	der and vote on r			
	appropri	ate in a	-	_	dei and vote on i	my/our behalf as he/she deems		
	appropri		II respects	3		my/our behalf as he/she deems		
	(b)	The p	II respects	s I have the right to vote	according to my			
Agenda 9	□ (b) □ Fo To cor Chumpl Ibis Styl are con	The property of the property o	Il respects proxy shal Agains and appi ach Reso ang Mai H	I have the right to vote I have the right to vote Abstrove the entry into rt and Golf Hotel with otel with the River Kw	according to my ain the purchase the J.P.S. Holdin vai Botanic Gard			
Agenda 9	Godon (b) Fo To cor Chumpl lbis Styl are con parties.	The property of the property o	Il respects proxy shal ☐ Agains and apple ach Resor ang Mai H I as relate	I have the right to vote I have the right to vote The control of the control o	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispo	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related		
Agenda 9	□ (b) □ Fo To cor Chumpl Ibis Styl are con parties. □ (a) appropri	The property of the property o	Il respects proxy shal	I have the right to vote Abstrove the entry into rt and Golf Hotel with otel with the River Kw ed parties transaction I have the right to consists	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispo	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related		
Agenda 9	□ (b) □ Fo To cor Chumpl Ibis Styl are con parties. □ (a)	The property of the property o	Il respects proxy shal	I have the right to vote Abstrove the entry into rt and Golf Hotel with otel with the River Kw ed parties transaction I have the right to consists	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispo	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related		
Agenda 9	□ (b) □ Fo To cor Chumpl Ibis Styl are con parties. □ (a) appropri	The property of the property o	Il respects proxy shal Agains and appr ach Reso ang Mai H I as relate proxy shall Il respects proxy shall	I have the right to vote Abstrove the entry into rt and Golf Hotel with otel with the River Kw ed parties transaction I have the right to consists	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispo	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related		
	□ (b) □ Fo To cor Chumpl Ibis Styl are con parties. □ (a) appropri □ (b)	The property of the property o	Il respects proxy shal Agains and appi ach Resor ang Mai H I as relate proxy shall Il respects proxy shall r	I have the right to vote Abstrove the entry into rt and Golf Hotel with otel with the River Kwed parties transaction I have the right to consist I have the right to vote	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispo	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related my/our behalf as he/she deems		
	(b) Fo To cor Chumpl Ibis Styl are con parties. (a) appropri (b) O To con (a)	The properties of the properti	Il respects proxy shal Agains and apple ach Resor ang Mai H I as relate proxy shall Il respects proxy shall r	I have the right to vote I have the right to vote I Abstrove the entry into rt and Golf Hotel with otel with the River Kw ed parties transaction I have the right to consis I have the right to vote Against ers (if any) I have the right to consi	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the disponder and vote on r according to my	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related my/our behalf as he/she deems		
	(b) Fo To cor Chumpl Ibis Styl are con parties. (a) appropri (b) O To con (a)	The property of the property o	Il respects proxy shal Agains and appi ach Reso ang Mai H I as relate proxy shall Il respects proxy shall ther matte proxy shall Il respects proxy shall Il respects	I have the right to vote I have the right to vote I Abstrove the entry into rt and Golf Hotel with otel with the River Kw ed parties transaction I have the right to consist I have the right to vote Against ers (if any) I have the right to consist I have the right to consist	according to my ain the purchase the J.P.S. Holdir vai Botanic Gard n from the dispender and vote on r according to my	agreement of the Novotel ng Company Limited and the den Company Limited, which osal of assets to the related my/our behalf as he/she deems		

signify my voting as a shareholder

In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any actions undertaken by the proxy at the Meeting, except where the proxy did not vote as per my/our instruction, shall be deemed as had been undertaken by me/us in all respects.

Signature	Grantor
()
Signature	Grantee
()
Signature	Grantee
()
Signature	Grantee
()

Note:

- 1. A shareholder shall appoint only one proxy to attend and vote at the Meeting and may not divide his/her shares into portions to more than one proxy in order to divide his/her votes
- 2. In the agenda regarding election of new directors, the whole set of nominated candidates, or any individual nominated candidates, can be elected.
- 3. In case there are other agenda other than those specified above, the grantor of the proxy shall use the Supplement to Proxy Form B attached herewith to specify the additional agenda.

Supplement to Proxy Form B

The appointment of proxy by a shareholder of R&B FOOD SUPPLY PUBLIC COMPANY LIMITED for the 2021 Annual General Meeting of Shareholders (the "Meeting") to be held on Friday, 21 April 2021 at 1.00 p.m. at the Athenee Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, Thailand, or as such other date, time and place as the Meeting may be adjourned.

Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		□ For □ Against □ Abstain
Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		□ For □ Against □ Abstain
Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		□ For □ Against □ Abstain
Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		□ For □ Against □ Abstain
Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		or □ Against □ Abstain
Age	nda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
		or □ Against □ Abstain
Age	enda_	Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
		respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
Age		Subject
	(a)	The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all
	()	respects.
	(b)	The proxy shall have the right to vote according to my/our instruction as follows:
	□Fc	
Age		Subject
-		Director
ival		
Nar		Director
· tai	□Fc	
		L/gaillet L/Detaill

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Proxy Form C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

According to Regulation of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

		Written at				
		Date				
(1)	l/We		Nationality			
residing at		Road	Sub-district			
District		Province	Postal code			
as the cust	odian of					
who is a sh	areholder of R&B	FOOD SUPPLY PUBLIC COMP	ANY LIMITED, holding a total of			
	sl	nares, with the voting rights equal	I tov	otes as follows:		
□ o	rdinary share	shares, with the	e voting rights equal to	votes		
□р	reference share _	shares, with the	ne voting rights equal to	votes		
(2)		((shareholder can appoint Com own in Enclosure 7):	npany·s independent directors, details	s of independent		
	□ 1		Age	years		
residing at		Road	Sub-district			
District		Province	Postal code	; or		
	□ 2		Age	years		
residing at		Road	Sub-district			
District		Province	Postal code	; or		
	□ 3		Age	years		
residing at		Road	Sub-district			
District		Province	Postal code	,		
	☐ 4. One of the set out in Enclos	•	(additional information of the independ	dent directors are		
	Residing Bangkok (2) Mrs. I	: 10240 3enjawan Ratanaprayul ı at no.Soi Ladprao 101 (Wadbue	engthonlang) Klongchan Sub-District, Ba			
to be held	on Friday, 23 Apri	I 2021 at 1.00 p.m. at the Athenee	nalf at the 2021 Annual General Meeting e Crystal Hall, 3rd Floor, the Athenee F such other date, time and place as the	Hotel Bangkok, 61		
(3)	I/We therefore a	uthorize the proxy to vote on my/o	our behalf in the Meeting as follows:			
	☐ To grant pro	xy according to the total number of	of shares held and having the right to v	rote		
	☐ To grant pro	xy in partial portions:				
	□ ordinary s	nareshares, w	vith the voting rights equal to	votes		
	□ preference	e share shares, w	vith the voting rights equal to	votes		

		Totalling	vote(s).							
(4)	4) I/We therefo		ore authorize the proxy to vote on my/our behalf in the Meeting as follows:							
	Agenda 1		Matters to be informed							
	This	agenda	a is for informing the information to shareholders; therefore, voting is not required.							
	Age	enda 2	To acknowledged the performance of the company for the Year 2020							
	This	agenda	a is for shareholders' acknowledgment; therefore, voting is not required.							
	Agenda 3		To consider and approve the separate financial statements and the consolidated financial statements of the company and its subsidiaries for the Year 2020, ending on 31 December 2020 and to acknowledge the report of the auditor							
		(a)	The proxy shall have the right to consider an appropriate in all respects.	nd vote on my/our behalf as he/s	he deems					
		(b)	The proxy shall have the right to vote according	to my/our instruction as follows:						
			□ Forvotes □ Against	votes □ Abstain	votes					
	Age	enda 4	To consider and approve the allocation of reserve and dividend payment for the year 2		0 as legal					
		(a)	The proxy shall have the right to consider an appropriate in all respects.	nd vote on my/our behalf as he/s	she deems					
		(b)	The proxy shall have the right to vote according	to my/our instruction as follows:						
			□ Forvotes □ Against	votes □ Abstain	votes					
	Age	enda 5	To consider and approve the appointment those who are retired by rotation	of directors for the Year 2021 i	n place of					
		(a)	The proxy shall have the right to consider an appropriate in all respects.	nd vote on my/our behalf as he/s	she deems					
		(b)	The proxy shall have the right to vote according	to my/our instruction as follows:						
			☐ Elect all nominated candidates							
			□ Forvotes □ Against	votes □ Abstain	votes					
			☐ Elect individual nominated candidates							
			(1) Dr. Somchai Ratanapoompinyo							
			□ Forvotes □ Against	votes □ Abstain	votes					
			(2) Mr. Rut Dankul							
			□ Forvotes □ Against	votes □ Abstain	votes					
			(3) Dr. Sanathorn Ratanapoompinyo							
			□ Forvotes □ Against	votes □ Abstain	votes					
	Ag	genda 6	To consider and approve the appointment of increasing the number of directors from 9 to		ompany by					
		(a)	The proxy shall have the right to consider a appropriate in all respects.	and vote on my/our behalf as he	she deems					
		(b)	The proxy shall have the right to vote according	g to my/our instruction as follows:						
			☐ Elect all nominated candidates							
			□ Forvotes □ Against	votes 🗆 Abstain	votes					
			☐ Elect individual nominated candidates							
			(1) Prof. Padermsak Jarayabhand							
			□ For votes □ Against	votes □ Abstain	votes					

			□ For	_votes	☐ Against	votes 🗆	Abstain	votes
	Agen	da 7	To consider and	d appro	ve the remunerat	tion of directors fo	r the Year 2021	
		(a)	The proxy shall ha		right to consider	and vote on my/o	ur behalf as he	she deems
	□ (b)		The proxy shall have	e the ri	ght to vote accord	ing to my/our instruc	tion as follows:	
			□ For	votes	☐ Against	votes □ A	bstain	votes
□ (a)		To consider and ap	prove tl	he appointment of	the auditor and the	audit fees for the	e year 2021.	
		The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.						
		(b)	The proxy shall have	e the ri	ght to vote accordi	ing to my/our instruc	tion as follows:	
			□ For	votes	☐ Against	votes □ A	bstain	votes
-		the Ibis Styles Chi	Resor	t and Golf Hotel vii Hotel with the R	o the purchase a with the J.P.S. Hold liver Kwai Botanic ansaction from the	ling Company L Garden Compa	imited and ny Limited,	
		(a)		The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.				
		(b)	The proxy shall have	e the ri	ght to vote accordi	ing to my/our instruc	tion as follows:	
		□ For	votes	☐ Against	votes □ A	bstain	votes	
	Age	nda 10	To consider other matters (if any)					
		(a)	The proxy shall had appropriate in all re		right to consider	and vote on my/o	ur behalf as he	she deems
		(b)	The proxy shall have	e the ri	ght to vote accord	ing to my/our instruc	tion as follows:	
			□ For	votes	☐ Against	votes □ A	bstain	votes
(5)		-	oxy in any agenda t oting as a sharehold		ot as specified in t	his proxy shall be co	onsidered as inv	alid and not
(6)	6) In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.						cluding any	
-			ertaken by the prox med as had been un	-	-	· · · · · · · · · · · · · · · · · · ·	did not vote as	per my/our
			Signatur	e			_Grantor	
				(_)	
			Signatur	e			Grantee	
Signatu							_01411100	
							ے	
			Signatur	e			_Grantee	
				(_	
			Signatur	e			_Grantee	
				(_	

(2) Mr. Akihiko Kishi

Note:

- Only shareholders whose names appeared on the registration book as foreign investors and who have appointed a custodian
 in Thailand as depositor of their shares may use this Proxy Form C.
- 2. Evidence to be enclosed with the Proxy Form are:
 - a power of attorney from the shareholder authorizing the custodian to execute the Proxy Form on behalf of the shareholder; and
 - (2) a letter of certification confirming that the signatory on the Proxy Form is licensed to engaged in the custodian business.
- 3. A shareholder shall appoint only one proxy to attend and vote at the Meeting and may not divide his/her shares into portions to more than one proxy in order to divide his/her votes.
- In the agenda regarding election of new directors, the whole set of nominated candidates, or any individual nominated candidates, can be elected.
- 5. In case there are other agenda other than those specified above, the grantor of the proxy shall use the Supplement to Proxy Form C attached herewith to specify the additional agenda.

Supplement to Proxy Form C

The appointment of proxy by a shareholder of R&B FOOD SUPPLY PUBLIC COMPANY LIMITED for the 2021 Annual General Meeting of Shareholders (the "**Meeting**") to be held on Friday 23, April 2021 at 1.00 p.m. at the Athenee Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, Thailand, or as such other date, time and place as the Meeting may be adjourned.

Age	enda	Suk	oject		
	(a)	The proxy shall hav in all respects.	e the right to consider and v	ote on my/our behalf as he/she deems	appropriate
	(b)	The proxy shall hav	e the right to vote according	to my/our instruction as follows:	
		□ For	_votes □ Against	votes □ Abstain	votes
Age	enda	Sub	oject		
	(a)	The proxy shall hav in all respects.	e the right to consider and v	ote on my/our behalf as he/she deems	appropriate
	(b)	The proxy shall hav	e the right to vote according	to my/our instruction as follows:	
		□ For	_votes □ Against	votes □ Abstain	votes
Age	enda	Sub	oject		
	(a)	The proxy shall hav in all respects.	e the right to consider and v	ote on my/our behalf as he/she deems	appropriate
	(b)	The proxy shall hav	e the right to vote according	to my/our instruction as follows:	
		□ For	_votes □ Against	votes □ Abstain	votes
Age	enda	Sub	oject		
	(a)	The proxy shall hav in all respects.	e the right to consider and v	rote on my/our behalf as he/she deems	appropriate
	(b)	The proxy shall hav	e the right to vote according	to my/our instruction as follows:	
		□ For	_votes □ Against	votes □ Abstain	votes
Age	enda	Sub	oject		
	(a)	The proxy shall hav in all respects.	e the right to consider and v	ote on my/our behalf as he/she deems	appropriate
	(b)	The proxy shall hav	e the right to vote according	to my/our instruction as follows:	
		□ For	_votes □ Against	votes □ Abstain	votes
Age	enda		·		
		irector			
		□ For	_votes □ Against	votes □ Abstain	votes
Nar	me of D	irector			
		□ For	_votes □ Against	votes □ Abstain	votes

Profile of independent directors for shareholders' proxy

(Information as of 31 December 2020)

Name : Mrs. Benjawan Ratanaprayul

Nationality: Thai

Age : 68 years old

Educational <u>Master's Degree</u>

background : M.A. (Economic Development), Kasetsart University

Bachelor's degree

: B.E. (Economic and Business Administration), Kasetsart

University

IOD Training : Director Accreditation Program DAP class 137/2017

: Board Matters & Trends BMT class 9/2020

Position : Chairman of the Board / Independent Director / Audit Committee Member /

Nomination and Remuneration Committee Member / Risk Management

Committee Member

Number of meetings attended in 2020 : Board of Directors meetings 8 times out of 8

: Audit Committee meetings 5 times out of 5

Holding shares in the Company : 50,000 shares (less than 0.01%)

(including the total shares of spouse and minor children/others holding

shares on behalf)

Holding a position in other companies listed on the Stock Exchange of Thailand

2020 - Present Independent Director/Audit Committee Member Kulthorn Kirby Public Company Limited

Company

Holding a position in other companies that are not listed on the Stock Exchange of Thailand None

Holding Director/Executive positions in businesses that may cause a conflict of interest

or is in a business competition with the Company

None

Work Experience

Year

2017 - Present : Chairman of the Board / R&B Food Supply Public Company Limited

Independent Director / Audit

Position

Committee Member /

Nomination and Remuneration

Committee Member / Risk

Management Committee

Member

Year	Position	Company
2020 - Present	: Independent Director / Audit	Kulthorn Kirby Public Company Limited
	Committee Member	
2019 - Present	: Subcommittee Member to	House of Representatives
	study vegetable, fruit and herbs	
2019 - Present	: Audit and Evaluation	Ministry of Commerce
	Committee Member in Public	
	Sector	
2017 - Present	: Associate Judge of the Central	The Central Intellectual Property and International
	Intellectual Property and	Trade Court
	International Trade Court class 12	
2012 - Present	: Advisor	Thailand Representative Office of Eastland Food
		Corporation Limited, USA
2017 - 2019	: Audit and Evaluation	Ministry of Commerce
	Committee Member in Public	
	Sector	
2017 - 2019	: Subcommittee Member on	The Committee on Commerce, Industry and Labour,
	Commerce	National Legislative Assembly
2016 - 2017	: Director / Adviser	Aeskulab Clinic (Asia) Company Limited
2012 - 2015	: Advisor	Boutique Consulting Group Limited
2011 - 2016	: Associate Judge of the Central	The Central Intellectual Property and International
	Intellectual Property and	Trade Court
	International Trade Court class 9	

Profile of independent directors for shareholders' proxy

(Information as of 31 December 2020)

Name : Asst Prof. Suppasin Suriya

Nationality: Thai

Age : 67 years

Education <u>Master's degree</u>

: Faculty of Business Administration, Accounting

Program, Utah State University U.S.A

Bachelor's degree

: Faculty of Business Administration, Accounting

Program,

Ramkhamhaeng University

: Faculty of Science, Bachelor of Science (B.Sc.), Chulalongkorn University

IOD Training
: Director Accreditation Program (DAP), Batch No. 137/2017

Position : Company's Director / Independent Director / Audit Committee /

Nomination and Remuneration Committee

Number of meeting attended in 2020 : Board of Directors meetings 8 times out of 8

: Audit Committee meetings 5 times out of 5

Holding shares in the Company : 58,500 shares (less than 0.01%)

(including the total shares of spouse and minor children/others holding shares on

behalf)

Holding a position in other companies listed on the Stock Exchange of Thailand None

Holding a position in other companies that are not listed on the Stock Exchange of Thailand

None

Holding Director/Executive positions in businesses that may cause a conflict of interest

or is in a business competition with the Company

None

Work experience

Year Position Company

2017 - present : Director/Audit Committee / Independent R & B Food Supply Public Co., Ltd.

Director/ Nomination and Remuneration

2014 - present Committee Mae Fah Luang University

: Lecturer (Assistant Professor)

The Company's Articles of Association in relation to the shareholders' meeting

1. Calling of the Shareholders Meeting

Article 31The Board of Directors shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company.

Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary general meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 32, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting for the Company.

The venue of the meeting shall be at the province that the head office or branch is situated or any other place in Thailand as indicated by the Board of Directors.

The shareholders meeting may be held in electronic method. In such case, the Company shall comply with the relevant laws.

2. The quorum

Article 32In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

In any shareholders' meeting if within one (1) hour from the time fixed for the shareholders' meeting the required quorum is, not constituted upon first paragraph, the meeting, if called by a request of shareholders, shall be dissolved. If such meeting is not called by the shareholders' request, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders

not less than seven (7) days prior to the meeting date. At such meeting, no quorum shall be required.

3. Chairman of the Meeting

Article 33The Chairman of the Board of Directors shall be the Chairman of the shareholders' meetings. In the event that the Chairman is absent or cannot perform his duty, the Vice-Chairman, if there is one, shall be the Chairman of the meeting. If there is not a Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present shall nominate one of the shareholders to preside at the meeting.

4. Voting

Article 16 The shareholder meeting shall appoint the director of the Company with the following rules and procedures.

- (1) Each shareholder shall have a number of votes equal to one (1) share per one (1) vote.
- (2) Shareholder may use their votes under (1) to appoint an individual or several persons to be director but may not be exceed to the number of the director to be elected at such time (Non-Cumulative Voting).
- (3) The nominated shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as director in that order until the director positions are filled. Where the vote cast for nominated in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.
- Article 37 In casting votes, each shareholder shall have one (1) vote equal to the one share, but a shareholder who has interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors and the resolution of the meeting shall comprise of the following votes.
 - (1) In normal case, the majority of votes of shareholders who attend the meeting and cast the vote. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;
 - (2) In the following cases, resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
 - (b) The purchase or acceptance of the transfer of businesses of other companies or private companies by the Company;

- (c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the amalgamation of the business with other persons with an objective towards profit and loss sharing.
- (d) The amendment of Company's memorandum of association or Company's Articles of Association.
- (e) The increases or decrease of capital
- (f) The dissolution of the company
- (g) Issuance of Company's debentures
- (h) The amalgamation of the business with other company
- 5. The Agenda in the Annual General Meeting of Shareholders

Article 38 The matter to be conducted at the Annual General Meeting are as follows:

- (1) Acknowledge the report of the Board of Directors covering the work done during the preceding year.
- (2) Considering and approving the financial statements and statement of comprehensive.
- (3) Considering the allocating of the profit.
- (4) Considering the election of the directors in place of the directors who has retried by rotation.
- (5) Determining the directors' remuneration.
- (6) Considering the appointment of auditors and determining auditors' fee and
- (7) Other businesses.

Guidelines for the Annual General Meeting of Shareholders for safety under the situation of Coronavirus Disease 2019 ("COVID-19") pandemic.

R&B Food Supply Public Company Limited (the "Company") is concerned about the situation of the Coronavirus Disease 2019 ("COVID-19") pandemic and the health of all attendees. To comply with the precautionary guidelines as regulated by the relevant government authority to prohibit the outspread of the COVID-19 which attached to the Announcement of Bangkok Metropolitan Administration (BMA) Subject: Order of Temporary Closure of Premises (including the further amendment). The Company would like to inform the shareholders of the following guidelines:

- The Company will publish the invitation letter for the 2021 Annual General Meeting of Shareholders together with relevant documents in advance on the Company's website: https://www.rbfoodsupply.co.th/ir/year_download/10/null and submit the meeting notice to the shareholders in advance as scheduled.
- 2. The Company would like to ask all shareholders, even those who are not in a risk group, to appoint an independent director of the Company to attend the meeting on their behalf by using the Proxy Form A or Form B or Form C together with the supporting documents according to the method shown in the invitation letter for the 2021 Annual General Meeting of Shareholders which has been published on the Company's website and send it back to "Company Secretary, R&B Food Supply Public Company Limited, No. 3395 Lat Phrao 101 Alley (Wat Bueng Thong Lang), Khlong Chan Sub-district, Bang Kapi District, Bangkok Metropolis 10240" within 22 April 2021.
- 3. The Company would like to notify the channel of sending questions in advance, in which shareholders can send questions in writing in relation to the meeting agenda in advance. The Company will record the questions and answers in the minutes of the meeting completely. They can be sent with the proxy sending together with the meeting notice which will be sent to shareholders within 22 April 2021.
- 4. The Company would like to cooperate with shareholders or proxies who are in the following risks to avoid entering the meeting room. For public safety, please appoint the independent directors of the Company to attend the meeting on their behalf according to the methods specified in the invitation letter for the 2021 Annual General Meeting of Shareholders.
 - Fever (with a body temperature of 37.5 degrees Celsius or higher);
 - Cough, dry cough, sore throat, runny nose, tiredness or respiratory symptoms;
 - Those who traveled to or were in transit through risky countries and then return to Thailand, but not reach the 14-day mandatory period before the date of the shareholders' meeting of the Company.
- 5. The Company set a screening point in front of the meeting room and has the temperature of all attendees checked before registering to attend the meeting strictly according to the recommendations of the Department of Disease Control. In the event that any shareholder or proxy is found to be in the risks as mentioned above, the Company

may ask such shareholder or such proxy of shareholders with such risks to avoid going into the meeting room whereby they can appoint an independent director of the Company to attend the meeting instead according to the methods specified in the invitation letter for the 2021 Annual General Meeting of Shareholders. The screened attendees will have to put on sticker and wear mask all the time of the meeting, clean hands with alcohol gel available at various points.

- 6. The Company has arranged the meeting by reducing congestion of attendees in the meeting area, by keeping 1.5 meters space around each other at various points, which are screening point, document check point, registration point, including limiting the number of elevator users in each round and limiting seats in the meeting room for the shareholders and / or the proxies ("Attendees") approximately 170 seats
- 7. In order to take precaution of the spread of the Coronavirus disease 2019 (COVID-19), all attendees must fill in a questionnaire provided by the Company. The Company requests cooperation for the attendees to provide accurate and true information.
- 8. The Company would like to ask the attendees to avoid eating in the meeting room area.
- If the situation improves or there are additional requirements from government agencies regarding the shareholder's meeting arrangement, the Company will notify you on the Company's website. https://www.rbfoodsupply.co.th/ir/year_download/10/null

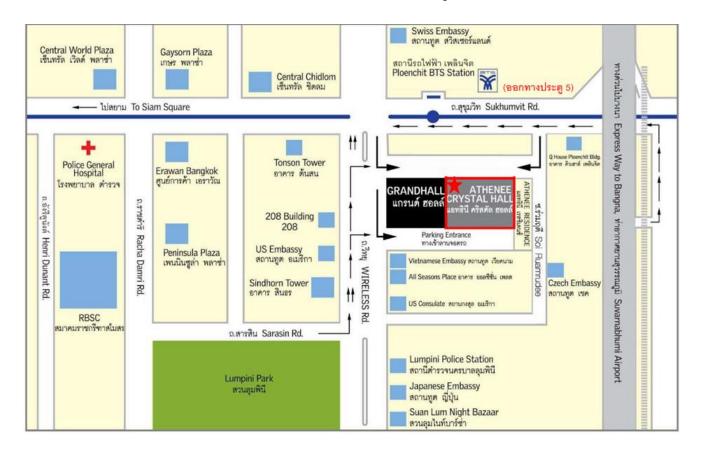
Initial questionnaire for shareholders in the 2021 Annual General Meeting of Shareholders under situation of Coronavirus Disease 2019 ("COVID-19") pandemic

Name			Surname	Tel			
	Sha	areholdei	r	Proxy			
1. Do	you curre	ntly have	any of these symptoms?				
	Yes	No					
			Cough or Sore throats				
			Runny nose				
			Loss of smell				
			Rapid breathing, shortness of breath, wheezing, or difficulty breathing				
			Being patient with pneumonia				
2. Dur	ring the pa	ast 14 da	ys, do you have any of the following	history?			
	Yes	No					
			Being in close contact with confirme	ed COVID-19 patient			
			Working related to tourists, crowded	I places or contacting many people			
			Traveled to or returned from (specify	y)			
			(Country)	(On)			
			I hereby certify that the ab	ove particulars are true.			
			Signed				
			()			

Map of Meeting Venue

Athenee Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok

No. 61 Wireless Road, Pathumwan District, Bangkok Thailand



Travel Route

By private vehicle : Take exit south Ploenchit from express way, turn left to Ploenchit Road and

turn left to Wireless Road.

By BTS Skytrain : BTS Skytrain, Ploenchit station, exit no. 2 Wireless Road or exit no.3

By bus : Bus no 17,62,76