

## บริษัท อาร์ แอนด์ บี ฟู๊ด ซัพพลาย จำกัด (มหาชน)

### R&B FOOD SUPPLY PUBLIC COMPANY LIMITED



Date April 23, 2021

Subject: Notification of Resolutions of the Annual General Meeting of Shareholders for the year 2021

To: Directors and Managers

The Stock Exchange of Thailand

At Annual General Meeting of Shareholders of R&B Food Supply Public Company Limited ("Company") for the year 2021, on 23 April 2021 (the "Meeting"), a significant resolution is summarized as follows:

- 1. Acknowledged the Company's operating performance for the year 2020
- 2. Approved 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 with the unanimous vote of the total number of votes of the shareholders who attend the meeting and cast their votes as follows:

Agreed	1,737,188,258	votes	equivalent to	100.0000	percent
Disagreed	-	votes	equivalent to	0.0000	percent
Abstained	-	votes	(not being calcu	ulated)	
Invalid Ballot	-	votes	equivalent to	0.0000	percent

**Remark**: In this agenda item, there were additional shareholders attending the Meeting, representing 10,205 shares.

3. Approved the allocation of net profits for the operating results for the year 2020 ended on 31 December 2020 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 with the unanimous vote of the total number of votes of the shareholders who attend the meeting and cast their votes as follows:

Agreed	1,738,186,658	votes	equivalent to	100.0000	percent
Disagreed	-	votes	equivalent to	0.0000	percent
Abstained	-	votes	(not being calcu	ulated)	
Invalid Ballot	-	votes	equivalent to	0.0000	percent



**Invalid Ballot** 

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**Remark**: In this agenda item, there were additional shareholders attending the Meeting, representing 998,400 shares.

4. Approved the appointment of directors to replace 3 directors who retire by rotation for the year 2021 to be re-elected for another term with the majority of the total number of votes of the shareholders who attend the meeting and cast their votes as follows:

(1) Dr. Somchai Ratanapoompinyo			Chief Executive Officer and Director				
	Agreed	1,737,969,426	votes	equivalent to	99.9926	percent	
	Disagreed	128,100	votes	equivalent to	0.0073	percent	
	Abstained	89,132	votes	otes (not being calculated)			
	Invalid Ballot	-	votes	equivalent to	0.0000	percent	
(2)	Mr. Rut Dankul		Indepe	ndent Director ar	nd Chairman of th	ne Audit Committee	
	Agreed	1,737,969,426	votes	equivalent to	99.9926	percent	
	Disagreed	128,100	votes	equivalent to	0.0073	percent	
	Abstained	89,132	votes	(not being calcu	ulated)		
	Invalid Ballot	-	votes	equivalent to	0.0000	percent	
(3)	Dr. Sanathorn R	Ratanapoompinyo	Directo	or			
	Agreed	1,637,060,105	votes	equivalent to	94.1868	percent	
	Disagreed	101,037,421	votes	equivalent to	5.8131	percent	
	Abstained	89,132	votes	(not being calcu	ulated)		
	Abstained Invalid Ballot  Mr. Rut Dankul Agreed Disagreed Abstained Invalid Ballot  Dr. Sanathorn R Agreed Disagreed	89,132 - 1,737,969,426 128,100 89,132 - Ratanapoompinyo 1,637,060,105 101,037,421	votes	(not being calculated equivalent to equivalent to equivalent to (not being calculated equivalent to	ulated) 0.0000  nd Chairman of th 99.9926 0.0073 ulated) 0.0000  94.1868 5.8131	percent  ne Audit Committee percent percent  percent  percent	

equivalent to

0.0000

percent

votes



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5. Approved the appointment of additional 2 directors of the company by increasing the number of directors from 9 to 11 persons with the majority of the total number of votes of the shareholders who attend the meeting and cast their votes as follows:

(1)	(1) Prof. Padermsak Jarayabhand		Independent Director			
	Agreed	1,737,191,626	votes	equivalent to	99.9603	percent
	Disagreed	689,900	votes	equivalent to	0.0396	percent
	Abstained	305,132	votes	(not being calcu	ılated)	
	Invalid Ballot	-	votes	equivalent to	0.0000	percent
(2) Mr. Akihiko Kishi		Directo	r			

(2)	Mr. Akihiko Kis	shi	Director				
	Agreed	1,738,092,526	votes	equivalent to	100.0000	percent	
	Disagreed	-	votes	equivalent to	0.0000	percent	
	Abstained	94,132	votes	(not being calcu	ılated)		
	Invalid Ballot	-	votes	equivalent to	0.0000	percent	

6. Approved the determination of directors' remuneration for the year 2021 with details of the remuneration as follows:

The Board	Monthly		Meeting Allowance per		Annual Remuneration **	
	Remune	eration	Time			
	Chairman	Director	Chairman	Director	Chairman	Director
Company Directors *	30,000	20,000	25,000	20,000	Not more	Not more
					than 200,000	than
						200,000
<b>Audit Committee</b>	-	-	25,000	20,000	-	-
Nomination and	-	-	25,000	20,000	-	-
Remuneration						
Committee						
Risk Management	-	-	25,000	20,000	-	-
Committee						
The Social Responsibility	-	-	25,000	20,000	-	-
and Sustainable						
<b>Development Committee</b>						



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#### Note

- \* 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.

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 meeting of shareholders resolves otherwise.

with the unanimous vote as follows:

Agreed	1,738,186,658	votes	equivalent to	100.0000	percent
Disagreed	-	votes	equivalent to	0.0000	percent
Abstained	-	votes	equivalent to	0.0000	percent
Invalid Ballot	-	votes	equivalent to	0.0000	percent

- 7. Approved the appointment of auditors and determine audit fees as follows:
  - (1) To appoint the Company's auditor from PricewaterhouseCoopers ABAS Co., Ltd. as the following list to be the Company's auditors for the fiscal year 2021.

Mr. Paiboon Tunkoon Certified Public Accountant No. 4298
 Miss Sakuna Yamsakul Certified Public Accountant No. 4906
 Miss Sinsiri Thangsombat Certified Public Accountant 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.

(2) 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



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(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).

with the unanimous vote of the total number of votes of the shareholders who attend the meeting and cast their votes as follows:

Agreed	1,738,186,760	votes	equivalent to	100.0000	percent
Disagreed	-	votes	equivalent to	0.0000	percent
Abstained	-	votes	(not being calc	ulated)	
Invalid Ballot	-	votes	equivalent to	0.0000	percent

Remark: In this agenda item, there were additional shareholders attending the Meeting, representing 102 shares.

8. Approved 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 with the votes of not less than three-fourths 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 as follows:

Agreed	304,956,060	votes	equivalent to	99.7054	percent
Disagreed	689,900	votes	equivalent to	0.2255	percent
Abstained	211,000	votes	equivalent to	0.0689	percent
Invalid Ballot	_	votes	equivalent to	0.0000	percent

Please be informed accordingly.

Best regards

(Mr. Suranart Kittirattanadetch)

Chief Financial Officer

R&B Food Supply Public Company Limited