

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

of

R & B Food Supply Public Company Limited (the “Company”)

**Date, Time and Place of the Meeting**

The meeting of the Extraordinary General Meeting of Shareholders No. 1/2021 (the “Meeting”) was held on Thursday, 23 December 2021 via **electronic meeting system**. The Company broadcasted the meeting from the Company’s meeting room, building 1, 4<sup>th</sup> floor, No.77 Soi Pho Kaeo 3, Klongchan, Bangkok, Bangkok 10240.

**The Meeting started at 1.00 p.m.**

Mrs. Benjawan Ratanaprayul, Chairman of the Board of Directors, chaired the meeting (“Chairman”), with the Company’s directors, executive and advisor attended the meeting as follow:

**Company Directors attended at the Meeting**

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| 1. Mrs. Benjawan Ratanaprayul           | Chairman of the Board of Directors, Independent Director, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Social Responsibility and Sustainable Development Committee |
| 2. Dr. Somchai Ratanapoompinyo          | Company Director, Chairman of the Risk Management Committee, Executive Chairman and Chief Executive Officer   |
| 3. Mrs. Petchara Ratanapoompinyo        | Company Director, Risk Management Committee, Nomination and Remuneration Committee, Chairman of the Corporate Social Responsibility and Sustainable Development Committee and Deputy Chief Executive Officer          |
| 4. Mr. Rut Dankul                       | Company Director, Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee   |
| 5. Asst. Prof. Suppasin Suriya          | Company Director, Independent Director, Audit Committee and Nomination and Remuneration Committee   |
| 6. Prof. Padermsak Jarayabhand          | Company Director, Independent Director, Corporate Social Responsibility and Sustainable Development Committee   |
| 7. Mr. Akihiko Kishi                    | Company Director  |
| 8. Lt. Col. Dr. Janjida Ratanapoompinyo | Company Director  |

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|------------------------------------|--|
| 9. Dr. Sanathorn Ratanapoompinyo   | Company Director and the Corporate Social Responsibility Committee and Sustainable Development   |
| 10. Mr. Suranart Kittirattanadetch | Company Director, Risk Management Committee Nomination and Remuneration Committee and Chief Accounting and Finance Officer                     |
| 11. Mr. Teerapat Yanatornkul       | Company Director, Risk Management Committee, Corporate Social Responsibility and Sustainable Development Committee and Chief Operating Officer |

The directors who attended the Meeting are accounted for 100 percent.

Volunteer to protect the rights of shareholders from the Thai Investors Association

1. Miss Umassaya Charoenchai

Legal Advisor from the Araya and Partners Company Limited

1. Mr. Phatcharapon Sunlakawit Partner

The Company Secretary informed the meeting that the Company had set a list of shareholders who were entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (the Record Date) under the Securities Exchange Act of 1992 (B.E. 2535) (Section 89/26) on 29 November 2021, the details could be accessed from the website of the Stock Exchange of Thailand where the key information of the Company would be displayed, including a list of major shareholders and various news information, at today's meeting, 13 shareholders attended the meeting in person and 617 shareholders attended by proxy, total number of shareholders attended the meeting are 630 shareholders, holding shares in total of 1,525,323,700 shares, equivalent to 76.2661 percent of the total issued shares of the Company at the amount of 2,000,000,000 shares, constituting a quorum according to the regulations.

The Chairman had opened the Extraordinary General Meeting of Shareholders No. 1/2021 and having welcome the Legal Advisor and shareholder who kindly spend their valuable time to attend the Extraordinary General Meeting of Shareholders No. 1/2021.

The Chairman asked the Company Secretary to explain the procedures and process for conducting the Meeting.

The Company Secretary informed the Meeting about the methods and rules of the Meeting as follow:

1. In this meeting of shareholders, one share is equivalent to one vote. Shareholders can vote for agree, disagree or abstain in each agenda. Vote counting (except Agenda 2 regarding the increase in the number of directors of the Company) will count only the shareholders who voted disagree and/or abstain only. Then the said votes will be subtracted from the total votes of the attendees. The remainder, including those who do not vote, will be deemed as the votes in favor of that agenda.

For Agenda 2, which is the agenda for increasing the number of directors of the Company shareholders must vote whether they agree, disagree or abstain. Shareholders who do not cast their votes will be considered abstaining.

In voting, the shareholders had to choose the agenda they would like to vote for, then the system will show the buttons for voting: 1. Agree (Green) 2. Disagree (Red) 3. Abstain (Orange).

- If shareholders want to cancel the latest voting, they can press button "Cancel the latest vote" where shareholders can amend their votes until that agenda is closed for voting. \*If "Cancel the last vote" or "No vote" is selected, the company will assume that you agree with the agenda and the vote can be changed until the notification is closed.
2. In the case of the proxyholder received multiple proxies from many shareholders, please select "User icon" and press the button "Switch accounts" to gain access to the accounts of other shareholders.
  3. Any shareholder who has a special interest in any agenda will not have the right to vote in that agenda.
  4. Shareholders have time to vote for 1 minute after the notification of the opening of voting for each agenda item. When the voting results in each agenda has been closed, the results of that agenda will be announced to the meeting later.
  5. Shareholders who granted proxy for others to attend the meeting using a form that allow voting according to the wishes of such shareholders, the Company has recorded the votes of agreed, disagreed or abstained from voting according to the wishes of the such shareholders together with the registration for voting on the agenda.

#### **Questioning in the meeting room**

1. Before voting on each agenda, the company will give the participants an opportunity to ask questions. Or express opinions on issues related to that agenda as appropriate by asking the attendees to type their first and last names, status whether attending the meeting as shareholders or proxies, then followed by a question or comment in the Q&A field and press submit.
2. In the event that the attendees wish to inquire through the system with video and audio, in the Electronic Meeting System, they can press the Raise Hand symbol and turn on the camera and microphone. Then, when prompted to ask a question, please declare your first and last name and the status of being a shareholder or proxy before asking questions every time for the company to be able to record in the minutes of the meeting accurately. The company reserves the right to cut the images and sounds of shareholders asking questions or expressing opinions in disrespectful manner or defamatory of others or violate any law, including infringement of the rights of others or disturbing the meeting or causing trouble to other attendees.
3. In the event that there are a large number of attendees who wish to ask questions with video and audio in the Electronic Meeting system, please send your question via the Q&A channel instead. In case there are large numbers of questions related to that agenda, the Company will consider and select questions as appropriate.

Before starting to consider the various agendas, Company Secretary asked the shareholders if they had any questions on the method and rules of the meeting or not.

There were no shareholders asked or express any opinion. Thus, to make the Meeting transparent and in accordance with good practice in shareholders' meetings, the Company Secretary invites a legal advisor to monitor of the shareholders' meeting to be carried out in accordance with the relevant law and the Company's Articles of Association. In addition, as this was a meeting via electronic media, so shareholders could not be invited to witness the vote counting.

The Chairman asked the meeting to consider the following agendas:

## Agenda 1 Matter to be informed

The Chairman informed the meeting that as specified in the invitation letter for this Extraordinary General Meeting of Shareholders that the company will broadcast from the meeting room, Building 1, 4th floor, Company Headquarters, No. 3395 Soi Ladprao 101 (Watbuehthonglang) Klongchan, Bang Kapi, Bangkok 10240, because the database of government agencies has been modified, as a result, the company's head office has changed its registration. This is not a relocation of the company's head office. The Extraordinary General Meeting of Shareholders today was held at the company's new registered address by broadcasting from Meeting Room, building 1, 4th Floor, Company Headquarters, No. 77 Soi Phokaew 3, Khlongchan, Bangkok, Bangkok 10240, would like to inform the meeting.

This agenda is for informing only. Therefore, the voting is not required.

## Agenda 2 To consider and approve the increase of the number of directors by appointing 1 additional person from the original number of 11 people to a total of 12 people.

The Chairman invited the Company Secretary to explain to the shareholders' meeting.

The Company Secretary informed the meeting that to support the expansion of the Company's business operations. The Board of Directors (through the approval of the Nomination and Remuneration Committee) therefore deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the number of directors by appointing 1 additional person from the original number of 11 people to a total of 12 people by nominating Mr. Rittirong Boonmechote to be the new director. In this regard, The Nomination and Remuneration Committee has carefully considered Mr. Rittirong Boonmeechote's qualifications, by considering the suitability of knowledge, experience, and specific abilities that are useful to the Company and see that Mr. Rittirong Boonmeechote is knowledgeable, capable and experienced by being fully qualified according to the criteria and nomination process set by the Company. In accordance with the Public Limited Companies Act B.E. 2535 (Including any further amendments), Securities and Exchange Act B.E. 2535 (Including any further amendments) and related announcement of the Capital Market Supervisory Board.

In this regard, additional information and brief biographies of person nominated to be elected as new director is delivered to all shareholders together with this invitation letter. (Details are in the attachment 1.)

The Company Secretary asked if the meeting had any questions or not.

When no shareholder had any questions, the chairman proposed to the meeting to consider and pass a resolution.

The Chairman asked the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the number of directors by appointing 1 additional person from the original number of 11 people to a total of 12 people by nominating Mr. Rittirong Boonmechote to be the new director. The meeting considered and voted as follows:

Agreed	1,524,876,800	votes	equivalent to	99.9920	percent
Disagreed	121,700	votes	equivalent to	0.0079	percent
Abstained	1,070,700	votes			

**Meeting Resolution:** The Extraordinary General Meeting of Shareholders No. 1/2021 resolved with a majority vote of the shareholders who attended the meeting and casted their votes to approve the increase of the number of directors by appointing 1 additional person from the original number of 11

people to a total of 12 people by nominating Mr. Rittirong Boonmechote to be the new director. according to the details presented in all respects.

**Agenda 3 To consider and approve the amendment of the objectives of the Company and amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the objective of the Company.**

The Chairman invited the Chief Executive Officer to explain to the shareholders' meeting.

The Chief Executive Officer informed the meeting that to cover, correspond and support with the business plan of the Company both present and in the future. The Board of Directors therefore deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the objectives of the Company by amending 2 Clauses (Clause 10 and Clause 11) and adding 2 new Clauses (from the original 50 Clauses to 52 Clauses) and amending Clause 3 of the Memorandum of Association to be in line with the amendment of the objectives of the company. Details are as follows:

Details of amendment of the objectives of the company are as follow:

Clause	Existing objectives	Proposed objectives
(10)	To engage in the business of factory, production, contract manufacturing, distribution of bread crumbs, bread, cakes, cookies, bakery, yeast, flour, snacks made from flour, food made from flour, intense substance for food, food coloring, food perfume, essential oil, spices for cooking, flavor, seasoning, food additives, food enzyme, fermented powder, beverage powder, vegetable powder, fruit powder, syrup	To engage in the business of factory, production, contract manufacturing, distribution of bread crumbs, bread, cakes, cookies, bakery, yeast, flour, snacks made from flour, food made from flour, intense substance for food, food coloring, food perfume, essential oil, spices for cooking, flavor, seasoning, food additives, food enzyme, fermented powder, beverage powder, <u>milk powder</u> , vegetable powder, fruit powder, syrup, <u>whey protein, including foods, snacks, beverages and all kinds of ingredients for foods, snacks and beverages.</u>
(11)	To engage in the business of researching, developing, creating, modifying, adding flavor, color, smell to bread crumbs, bread, flour, snacks or all kinds of food.	To engage in the business of researching, <u>testing, analyzing,</u> developing, creating, modifying, adding flavor, color, smell <u>and others by the inspection laboratory in order to obtain information for solving problems or developing products, foods, snacks, beverages and all kinds of samples of the Company and including providing such services to individuals or any juristic persons.</u>
(51)	-none-	To engage in the business of electronic commerce for the goods or services as specified in the Company's objectives.
(52)	-none-	To engage in the business of direct marketing, to marketing products or services in the form of providing information in order to offer products or services directly to consumers.

Clause	Existing objectives	Proposed objectives
		which goods or services as specified in the Company's objectives and in accordance with the Direct Selling and Direct Marketing Act, B.E. 2545 (and its amendments)

Amendment of Clause 3. of the Memorandum of Association to be in line with the amendment of the objectives of the company as follow:

**Existing text**

“Clause 3. The Company has 50 objectives, details as attached in BorMorJor 002.”

**Proposed text**

“Clause 3. The Company has 52 objectives, details as attached in BorMorJor 002.”

Furthermore, the Board of Directors meeting has deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to authorize the authorized directors of the Company and/or persons authorized by the authorized directors of the Company to conduct registration with the Ministry of Commerce, and has the authority to make amendments or change the text and/or wording of the objectives of such registration as necessary and appropriate in order to comply with the order of the public company registrar and within the relevant laws.

The Company Secretary asked if the meeting had any questions or not.

When no shareholder had any questions, the chairman proposed to the meeting to consider and pass a resolution.

The Chairman asked the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the objectives of the Company and amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the objective of the Company according to the details presented in all respects. The meeting considered and voted as follows:

Agreed	1,526,075,301	votes	equivalent to	100.0000	percent
Disagreed	0	votes	equivalent to	0.0000	percent
Abstained	0	votes	equivalent to	0.0000	percent

**Meeting Resolution:** The Extraordinary General Meeting of Shareholders No. 1/2021 resolved with the unanimous vote of the shareholders who attended the meeting and are entitled to vote. The meeting therefore approved the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association to be in line with the amendment of the objectives of the Company according to the details presented in all respects.

**Agenda 4 To acknowledge the change of the objectives for using fund from IPO.**

The Chairman invited the Chief Operating Officer to explain to the shareholders' meeting.

The Chief Operating Officer informed the meeting that as a result of the Board of Directors Meeting No. 3/2021 held on 9 July 2021 (the “**Board of Directors Meeting No. 3/2021**”) resolved the change of the objectives for using fund from IPO in which the change is insignificant pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorJor. 63/2561 Re: Change in Objectives of Proceeds Utilization under Securities Offering Statement Form and Draft Prospectus (“**Notification No. SorJor. 63/2561**”) Therefore, the Board of Directors deems it

appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to acknowledge the change of the objectives for using fund from IPO in order to comply with the regulations of the Notification No. SorJor. 63/2561. Details as follow:

The Board of Directors Meeting No. 3/2021 has approved the change of the objectives for using fund from IPO by changing the construction site of the second factory from Surabaya, Indonesia to Jakarta, Indonesia (the investment budget for the second factory remains within the budget specified in the Securities Offering Statement Form and Draft Prospectus) and changes in the expected commercial income period from the previous year 2022 to year 2023, which is an insignificant change of the objectives for using fund from IPO according to the Notification No. SorJor. 63/2561. The details of change of the objectives for using fund from IPO are as stipulated in the below table.

In this regard, the Board of Directors meeting No. 3/2561 has considered the change of the objectives for using fund from IPO mentioned above and opine that changing the construction site of the second factory from Surabaya, Indonesia to Jakarta, Indonesia is necessary and shall benefit the Company as follows:

1. The Company can manage the freight better than previously calculated because the continuous improvement of the transportation structure and the higher volume of goods transported, resulting in a decrease in the cost of freight per unit.
2. The Company can manage the factory better because the Company will only have 1 factory, various expenses will reduce such as external audit fees, internal auditor fee, various license fees and staff expenses in the procurement administration, personnel and accounts.
3. The Company can reduce the cost of renting a warehouse for storing products imported from Thailand for distribution, in which most customers are located in the western area.
4. Currently, the factory in Jakarta, Indonesia is too small and unable to increase production capacity.
5. The new factory will have enough space to support the expansion of other product groups that have the opportunity to move their production base to Indonesia, such as premix flour, flavoring and food coloring, food additives which have a large customer base in the west.

The details of change of the objectives for using fund from IPO are as follows:

**The original purpose of using the fund from IPO.**

Purpose of using the fund - specified in the form	Approximate amount (Million Baht)	Approximate duration
1. Invest in the construction of factories in foreign countries. (construction site of the second factory at <u>Surabaya</u> , Indonesia)	200 - 250	<u>2022</u>
2. Improve and purchase more machines.	120 - 130	2021

Purpose of using the fund - specified in the form	Approximate amount (Million Baht)	Approximate duration
3. Invest in setting up an agency companies and laboratories abroad.	20 - 25	2020
4. Repay the loan to the major shareholder.	449.86	2019
5. Use as working capital in the business.	810.28 - 875.28	2020
<b>Total</b>	<b>1,665.14</b>	

**The new purpose of using the fund from IPO.**

(The change from the original table is the information specified in Article 1. Construction of the second factory in Jakarta, Indonesia and approximate duration as underlined)

Purpose of using the fund - specified in the form	Approximate amount (Million Baht)	Approximate duration
1. Invest in the construction of factories in foreign countries. (construction site of the second factory at <u>Jakarta</u> , Indonesia)	200 - 250	<u>2023</u>
2. Improve and purchase more machines.	120 - 130	2021
3. Invest in setting up an agency companies and laboratories abroad.	20 - 25	2020
4. Repay the loan to the major shareholder.	449.86	2019
5. Use as working capital in the business.	810.28 - 875.28	2020
<b>Total</b>	<b>1,665.14</b>	

The change of the objectives for using fund from IPO of the aforementioned funds remains within the budget specified in the Securities Offering Statement Form and Draft Prospectus. In case the said funds are insufficient for such action plans, the Company intend to use money from working capital and/or borrow money from financial institutions.



In addition, the change of the objectives for using fund from IPO above will not have any impact on the Company's business operations or per any estimate.

The Company Secretary asked if the meeting had any questions or not.

When no shareholder had any questions, the chairman proposed to the meeting for acknowledgment.

This agenda is for acknowledgement; therefor, the voting is not required. The Extraordinary General Meeting of Shareholders No. 1/2021 acknowledged the change of the objectives for using fund from IPO according to the details proposed.

**Agenda 5 To consider any other business (if any)**

There were no other matters to be proposed to the meeting for acknowledgment. and/or consider approval.

The Chairman gave the participants an opportunity to ask questions or give additional suggestions.

There were no further questions or suggestions from the shareholders for the meeting to consider.

The Chairman thanked the shareholders for taking the time to attend the Extraordinary General Meeting of Shareholders No. 1/2021 and gave comments that were of great benefit to the Company. and closed the meeting.

The Meeting was close at 1.30 p.m.

Signed \_\_\_\_\_ the Chairman of the meeting

(Mrs. Benjawan Ratanaprayul )

Chairman of the Board of Directors

Signed \_\_\_\_\_

(Mr. Surachai Phartyanotai )

Company Secretary / Meeting Recorder