

<u>บริษัท อาร์ แอนด์ บี ฟู้ด ชัพพลาย จำกัด (มหาชน)</u>

R&B FOOD SUPPLY PUBLIC COMPANY LIMITED



Date: 21 February 2022

Subject Notification of Resolutions of the Board of Directors' Meeting No. 2/2022, the dividend payment and schedule of the date and agenda of the Annual General Meeting of Shareholders for the year 2022

To Directors and Managers

Stock Exchange of Thailand

The Board of Directors' Meeting of R&B Food Supply Public Company Limited ("**Company**") No. 2/2022 was held on 21 February 2022 with important resolutions, as follows:

1. Resolved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and approve the separate and consolidated financial statements of the Company and its subsidiaries for the year 2021 ended on 31 December 2021 and acknowledge the auditor's report.

2. Resolved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and approve the allocation of net profits for the operating results for the year 2021 ended on 31 December 2021 as legal reserve for the amount of 16,100,000.00 Baht which is equivalent to the rate of not less than 5% of the annual net profit after deducting accumulated losses (separated statements) or equivalent to 0.81% of the registered capital (separated statements) and to consider and approve the payment of dividends for the performance of the year 2021 in cash at the rate of 0.15 Baht per share with a total of 300,000,000 Baht, which is equivalent to 98.61% of the net profits after the deduction of tax and all other forms of reserves as stipulated by the law, paid from the annual net profit of the year 2021. The dividend payment is in accordance to the Company's dividend payment policy and the Record Date will be on 27 April 2022 and the dividend payment will be paid on 11 May 2022.

However, such dividend payment is still uncertain until it receives approval from the Annual General Meeting of Shareholders for the year 2022.

3. Resolved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and approve the appointment of directors to replace 4 directors who retired by rotation for the year 2022 (the Company has 12 directors) to be re-elected for another term, namely:

(1)	Mrs. Benjawan Ratanaprayul	Chairman of the Board of Directors, Independent Director,
		Audit Committee
(2)	Mrs. Petchara Ratanapoompinyo	Director
(3)	Lt. Col. Dr. Janjida Ratanapoompinyo	Director
(4)	Mr. Suranart Kittirattanadetch	Director

สำนักงานใหญ่ : เลขที่ 77 ซอยโพธิ์แก้ว 3 แขวงคลองจั่น เขตบางกะปี กรุงเทพมหานคร 10240 Head Office : No. 77 Soi Pho Kaeo 3, Klongchan, Bangkapi, Bangkok 10240 Thailand. Tel : 66-2946-6813-18 Fax : 66-2519-3311 เลขประจำตัวผู้เสียภาษี : 0-1075-61000-37-4



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Under the approval of the Nomination and Remuneration Committee, the Board of Directors has considered the suitability and maximum benefit of the Company. The persons nominated had undergone a strict, careful, and cautious consideration from the Board of Directors that they are qualified and suitable for the Company's business operations, knowledge, capability, expertise, experience, vision and credibility. Such person also has no prohibited characteristics as prescribed by law. In addition, the Board of Directors has considered that the person nominated for the position of independent director will be able to express opinions independently and in accordance with the relevant rules. Therefore, the Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders for the year 2022 to consider appointing the directors who retired by rotation to be re-elected as the Company's directors for another term.

4. Resolved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and approve the directors' remuneration for the year 2022 with details of such remuneration*** as follows:

The Board of Directors	Monthly Remuneration		Meeting Allowance per Time		Annual Compensation	
	Chairman of the Board	Director	Chairman of the Board	Director	Chairman of the Board	Director
Company Directors*	30,000	20,000	25,000	20,000	Not more than 200,000	Not more than 200,000
Audit Committee	-	-	25,000	20,000	-	-
Nomination and	-	-	25,000	20,000	-	-
Remuneration Committee						
Risk Management Committee	-	-	25,000	20,000	-	-
Corporate Social	-	-	25,000	20,000	-	-
Responsibility and Sustainable Development Committee						

* The executive directors of the company will not receive monthly remuneration.

** Annual remuneration rate for Company Directors, not more than 200,000 Baht per year by Dr. Somchai Ratanapoompinyo or the person assigned by Dr. Somchai Ratanapoompinyo, having the power to allocate this amount to each director.

*** There are no additional remunerations



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In this regard, the determination of directors' remuneration and the Audit Committee for the year 2022 in the form of monthly remuneration, meeting allowance, annual remuneration and other compensation, in which the total amount shall not exceed 10,000,000 Baht, equivalent to the rate approved by the Annual General Meeting of Shareholders No. 2021. In addition, such compensation shall be effective from 1 January 2022 onward, until the Annual General Meeting of Shareholders resolves to change otherwise.

5. Resolved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and approve the appointment of auditors and audit fees as follows:

(1) Appoint the auditor for the year 2022 from Pricewaterhouse Coopers ABAS Company Limited, as follows:

Name

Certified Public Accountant No.

1)	Ms. Sinsiri Tangsombay	7352
2)	Ms. Sakuna Yaemsakul	4906
3)	Mr. Boonlert Kamonchanokul	5339

By having the power to audit, review and express opinions on the Company's financial statements and in the event that the auditors listed above are unable to perform their duties, Pricewaterhouse Coopers ABAS Company Limited shall provide the Company other certified public account of the Pricewaterhouse Coopers ABAS Company Limited as a replacement.

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 the related persons of such person.

(2) To determine the audit fee of the company for the year 2022 in the amount of 4,687,000 Baht (Four million six hundred and eighty seven thousand baht) and acknowledge the audit fee for its subsidiaries (in Thailand) in the amount of 3,166,000 Baht (Three million one hundred and sixty- six thousand baht), including the audit fees of the Company and its subsidiaries (in Thailand) with a total of, not more than, 7,853,000 Baht (Seven million eight hundred and fifty-three thousand baht), excluding other expenses. However, the consolidated audit fee of the subsidiaries may be increased based on the increase in subsidiaries' operations.

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6. Approved the date for determining the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) on 9 March 2022 and the date of the Annual General Meeting of Shareholders for the year 2022 on 19 April 2022, at 1:00 p.m. via electronic meeting (E-AGM), which will be broadcasted live from the meeting room at Building 1, 4th Floor, the Company's Head Office, No. 77 Soi Pho Kaeo 3, Klongchan, Bangkapi, Bangkok 10240 to consider various matters according to the agendas as follows:

Agenda 1	Notify for acknowledgment				
Agenda 2	To acknowledge the Company's performance for the year 2021				
Agenda 3	To consider and approve separate financial statements and the consolidated financial statements of the				
	Company and its subsidiaries for the year 2021 ended on 31 December 2021 and acknowledge the				
	auditor's report				
Agenda 4	To consider and approve the net profit allocation for the year 2021 as legal reserve and dividend payment				
	for the year 2021				
Agenda 5	To consider and approve the appointment of directors who retire by rotation for the year 2022				
Agenda 6	To consider and approve the directors' remuneration for the year 2022				
Agenda 7	To consider and approve the appointment of auditors and audit fees for the year 2022				
Agenda 8	To consider other business (if any)				
In this regard, the Board of Directors has approved the authorization of the Chief Executive Officer to take any action					

In this regard, the Board of Directors has approved the authorization of the Chief Executive Officer to take any action including issuing a notice to the meeting, changes in date, time, place and method of meeting and other details related to the Annual General Meeting of Shareholders for the year 2022, including amendments to the agenda of such Annual General Meeting of Shareholders as necessary, within the framework of the law.

Please be informed accordingly.

Yours Sincerely,

(Mr. Suranart Kittirattanadetch)

Chief Financial Officer

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