

บริษัท อาร์ แอนด์ บี ฟู้ด ซัพพลาย จำกัด (มหาชน) R&B FOOD SUPPLY PUBLIC COMPANY LIMITED



Minutes of the 2023 Annual General Meeting of Shareholders

of

R&B FOOD SUPPLY PUBLIC COMPANY LIMITED ("Company")

Date, time and location of the meeting

The 2023 Annual General Meeting of Shareholders (the "Meeting") was held via electronic meeting (E-AGM) on Friday, April 21, 2023, in accordance with the rules and requirements for electronic meetings. The company will broadcast live from the meeting room at the company's head office, building 1, 4th floor, No. 77 Soi Pho Kaeo 3, Klongchan Sub-District, Bangkapi District, Bangkok 10240.

The meeting starts at 1 p.m.

Mrs. Benjawan Ratanaprayul, Chairman of the Board of Directors was the Chairman of the Meeting ("Chairman")

Mr. Surachai Phartyanotai Company Secretary ("Company Secretary") welcomed the shareholders to the 2023 Annual General Meeting of Shareholders and introduced with the Board of Directors, executives, auditors, and legal advisors who attending the meeting as follows:

Directors attending the meeting.

•	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	2.	Dr. Somchai Ratanapoompinyo	Company Director, Chairman of the Risk Management
			Committee, Chairman of the Executive Committee and Chief
			Executive Officer
3	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	ŀ.	Prof. Dr. Padermsak Jarayabhand	Company Director, Independent Director, Corporate Social
			Responsibility and Sustainable Development Committee
5).	Mr. Rittirong Boonmechote	Company Director (Attendance via audio-visual system)

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6. Mr. Akihiko Kishi

Company Director

7. Mr. Rut Dankul

Company Director, Independent Director, Chairman of the Audit

Committee and Chairman of the Nomination and Remuneration

Committee

8. Asst. Prof. Suppasin Suriya

Company Director, Independent Director, Audit Committee and

Nomination and Remuneration Committee

9. Lt. Col. Dr. Janjida Ratanapoompinyo

Company Director

10. Dr. Sanathorn Ratanapoompinyo

Company Director and the Corporate Social Responsibility

Committee and Sustainable Development

11. Mr. Suranart Kittirattanadetch

Company Director, Risk Management Committee, Nomination

and Remuneration Committee and Chief Accounting and

Finance Officer

12. Mr. Teerapat Yanatornkul

Company Director, Risk Management Committee, Corporate

Social Responsibility and Sustainable Development Committee

and Chief Operating Officer

In this regard, all 12 company's directors attended the meeting is 100 percent of the Board of Directors.

Directors who are absent from the meeting

-None-

Auditor from PricewaterhouseCoopers ABAS Limited

Miss Sinsiri Thangsombat

Certified Public Accountant No. 7352

(Attendance via audio-visual system)

A Legal Advisor from Vudthisan Company Limited

Mr. Suschanai Puakiatsakul

Managing Director

Shareholders' Right Protection Volunteer form the Thai Investors Association

Khun Raksina Phrommachote

(Attendance via audio-visual system)

The company secretary expressed gratitude to shareholders for attending the 2023 Annual General Meeting of Shareholders and informed them that the company had determined the list of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) dated 13 March 2023. Details are available on the Stock Exchange of Thailand's website, this will display critical information about the company, such as a list of the company's major shareholders and other details.

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Quorum

At today's meeting, there were 8 shareholders attending in person and by proxy totaling 428 shareholders, including 436 shareholders attending the meeting, holding a total of 1,539,425,467 shares, representing 76.9712% of the total number of shares sold of the company of 2,000,000,000 shares, forming a quorum according to the Company's Articles of Association

(Later there were 8 additional shareholders attending the meeting in person, totaling 444 attendees, holding a total of 1,541,833,167 shares, representing 77.0916% of the total number of shares sold of the company of 2,000,000,000 shares)

Subsequently invited Mrs. Benjawan Ratanaprayul, the chairman of the meeting, to open the meeting.

The Chairman welcomed the Company's auditors. legal advisor and shareholders for having kindly spared your valuable time to attend the 2023 Annual General Meeting of Shareholders, and when shareholders and proxies attended the meeting, a quorum is formed in accordance with the laws and Articles of Association of the Company. therefore, opened the 2023 Annual General Meeting of Shareholders and informed the shareholders that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the company is aware and concerned about the health of all shareholders attending the meeting. As a result, this meeting took place electronically in accordance with applicable laws and regulations, which the company had previously notified the shareholders in advance, together with the meeting invitation letter.

The Chairman asked the company secretary to explain the rules and procedures for voting and questioning at the meeting.

The company secretary informed the meeting about the rules and procedures for voting and questioning at the meeting as follows:

- Regarding the vote, it shall be in accordance with the Articles of Association and the law of public limited companies. Voting shall be counted as 1 share equal to 1 vote. Therefore, each shareholder has a vote equal to the number of shares held or proxy.
- One shareholder has the right to vote in one of the following ways: agreeing, disagreeing, or abstaining. Any shareholder with a vested interest in a particular agenda is not entitled to vote on that agenda.

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- 3. The vote count will be counted only by the shareholders who vote against and/or abstain. Then the said votes will be deducted from the total votes of the attendees. The remainder, including those who do not vote, will be deemed to have voted in favor of that agenda and abstaining will not be counted as a vote base. Pursuant to the Public Limited Companies Act B.E. 2535, Section 107 (1), except in Agenda 6 to consider the remuneration of directors. Abstentions will also be counted as a vote base.
- 4. Regarding Agenda 5, which is the agenda for considering and approving the appointment of directors to replace those who retire by rotation, that voting will be voted individually, shareholders should be asked to vote on whether they agree, disagree, or abstain. Shareholders who do not vote will be considered abstaining.
- 5. Shareholders wishing to vote must cast their votes on the Inventech Connect system. Shareholders attending the meeting via mobile devices or tablets can log in to vote by following the link provided in Chat. Shareholders attending the meeting via computer devices can press the Continue button on the right in the Multimedia Viewer function, then bring the Email and Password received from your approval email to sign-in or verify their identity via requesting OTP to enter the voting system, and press the register button, then select the agenda item on which you want to vote. The system will show all 3 buttons for voting: Agree, Disagree and Abstain

To cancel last vote if selected. "Cancel the last vote", the company will assume that you agree with the agenda (except Agenda 5 will be considered as abstaining). and the vote can be changed until the voting closes. The company gives 1 minute to vote in the system for each agenda item after the announcement of the opening of voting for each agenda, and when the voting results for each agenda are closed, the results of that agenda will be announced to the meeting for further acknowledgment.

- 6. In the case that the proxies received proxies from many shareholders, click to select "User Account" and press the "Switch Account" button to access the accounts of other shareholders.
- 7. Shareholders must remain on the meeting agenda until the end of the agenda and must vote on each agenda before closing for voting on that agenda. In the event that shareholders leave the meeting room or log-out from the system before the closing vote on any agenda, the votes of shareholders will not be counted as a quorum for such agenda, and votes will not be counted for that agenda. It does not deprive the shareholders or proxies of the right to return to the meeting and vote on the next agenda in the system.

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8. The shareholders who had made the proxy form for others to attend the meeting and cast their votes according to the wishes of the shareholders, the company had recorded the votes of approval, disapproval, or abstention according to the wishes of the shareholders in the registration for voting according to the agenda already.

Questioning at the meeting

- 1. Before voting on each agenda, the company will give the shareholders an opportunity to ask questions or express their opinions on issues related to that agenda as appropriate by selecting the agenda that would like to ask questions or express opinions and then press the "Question" button, and can be inquire via two channels:
 - (1) Inquire via message, the attendees can type the desired inquiry and then press the button "Send Question", whereby the company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions sent in, the company reserves the right to consider selecting questions as appropriate, or
 - (2) In the event that attendees wish to inquire via VDO Conference in the Inventech Connect system, please select the agenda for which they wish to inquire and then click the button to reserve the VDO Conference inquiry queue. When prompted to ask questions, please activate the camera and microphone, and identify yourself by name and surname, as well as your status as a shareholder or proxy, each time you ask a question, so that the company can accurately record it in the meeting's minutes.

The company reserves the right to cut off the audio-visual of the shareholders asking questions or expressing disrespectful or defamatory comments or in violation of any law, including infringing on the rights of others, disrupting the meeting, or causing trouble to other attendees.

- 2. In the event that there are a large number of attendees who wish to ask questions via Inventech Connect Please requested to ask questions through the Q & A channel instead.
- 3. In the event that shareholders encounter problems with entering the meeting system or voting system, please study and follow the advice given along with the invitation letter or contact the Inventech Call Center at telephone number 02-931-9133.
- In the event that a system failure occurs during the meeting, shareholders will receive an email
 instructing them to reconnect via the backup system.

Prior to considering the various agendas, the company secretary asked the shareholders whether they had any questions about the rules and procedures for voting and questioning at the meeting.

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It appears that there were no shareholders asking questions or expressing their opinions. In order for the meeting to be transparent and in accordance with the good practices in the shareholders' meeting, the company secretary invited a legal advisor to supervise the shareholders' meeting, so it operated in accordance with the laws and Articles of Association of the company. However, since this meeting of shareholders is an electronic meeting, shareholders cannot be invited to witness the vote counting.

The Chairman asked the meeting to consider the following agenda:

Agenda 1 Subject to be informed.

The Chairman informed the meeting that currently, economic conditions are very volatile. Inflation tends to decrease, and predicted a recession decreased purchasing power However, the company has developed Continue to research products expand to find partners and potential markets such as India Indonesia and Vietnam to continuously increase the sales and generate profits. The company insists on conducting business in accordance with good governance principles, responsible for society and the environment for business sustainability.

The Chairman informed the meeting that since it is an agenda for acknowledgment, therefore no resolution is required. And if any shareholders have questions about strategy, business direction, or operating results, please ask them in the next related agenda.

Agenda 2 To acknowledge the company's performance for the year 2022.

The chairman invited the company secretary to clarify the shareholders' meeting.

Mr. Surachai Phartyanotai, the company secretary informed the meeting that the company has summarized the company's performance and significant changes occurring in the year 2022 which appeared in the annual report 2022, section 1, heading 4. analysis and explanation of the management in the form QR Code, which had already been sent to the shareholders together with the meeting notice.

The Chairman assigned Mr. Suranart Kittirattanadetch, Chief Accounting and Finance Officer, to briefly discuss the overview and the company's performance in 2022

Mr. Suranart Kittirattanadetch, Chief Accounting and Finance Officer, presented the Company's performance in the year 2022 to the meeting that the company had continuously growth from 2020 – 2022. In the latest year (2022), the company grew by 17.06% or the revenue had an increase about 577.23 million baht. Considered the growth of overseas and domestic revenue was that 38.25% or about 226.24 million

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baht and 12.57% or 350.99 million baht, consecutively. These was a continuous growth throughout the period of 3-4 years through the COVID pandemic.

Among the six product lines of the company, which two major segments were flavor and fragrance and food coating. The proportion of the revenue of the six product groups had changed from the past, the proportion of food coating had a greater proportion compared to the total income of about 45.1% while the proportion of flavor and fragrance had decreased from the past of 36 – 37% to 32.61%. However, in term of amount shown that the company was able to maintain the level of revenue, which the food coating products grew greater than the other groups of products.

According to the nature of business of the company, the main customer groups were industrial manufactures through business to business (B2B) deals including food, animal feed, beverages, food supplements, as well as some part of consumer products in total of approximately 84.35%. As usual, the remaining of 15-16% were retail or products produced by the company (House Brand) through various retail outlets or department stores, Modern Trade.

Considering the company's gross profit last year to the fourth quarter were decreased due to the rising of raw material costs in year 2021, whereas in year 2022 the proportion of six product groups with its different gross profit margin had been changed. As a result, the gross profit had been changed accordingly. But when considering in terms of amount in million baht, the company was still able to increase gross profit. In the year 2022, it was expected that the company should has a benefit from the decrease of the world wheat prices that started since the third and the fourth quarter. There was a concern whether the company had gained such benefit or not, the company would inform that the period of the prices in the world market had been adjusted down in the fourth quarter, the value of the Thai baht had depreciated. As a result, the company had not received significant benefits from the decreasing wheat prices. However, there should be a better adjustment in the future after the value of the Thai baht appreciated. The company's net profit margin in the year 2022 compared to 2021, there was an adjustment and in amount aspect it was improved by 12.4% in 2022.

In the part of selling and administrative expenses (SG&A) in 2022, the company's selling and administrative expenses portion was remained at 19.3% while the time of being listed on the stock exchange was around 20 - 22%. It shown the decreasing trend compared to revenue which is expected to manage to 18 - 20% in the next period. Even though the company had marketing activity expenses, its revenue growth continues to be able to maintain its selling and administrative expenses levels.

The ratios were relatively stable, the company's turnover returns, and the cash cycle were relatively constant. As for the return on equity (ROE) and the return on total assets (ROA) of the company, it was

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found that in the part of ROE, there was a better adjustment, and the ROA decreased slightly from 12.3% to 12%. After last year the ROE increased from 10.1% to 11.2%. As for the company's D/E Ratio, please note that the company's debt was relatively low shown in D/E ratio of about 0.2 throughout the past three years. Earnings per share (EPS), the company had earnings per share of 0.24 as shown in the slide screen.

The company secretary asked if the meeting had any questions or not and informed that the shareholders attending the meeting were given 1 minute to ask questions.

This agenda had shareholders asking questions on various issues, summarized as follows:

Mr. Prasit Suesatayasilp A shareholder attending the meeting in person asked about the investment amount that the company had previously invested in the hemp and cannabis business, and under the uncertain situation of the government policy on hemp and cannabis, whether the company has any impairment on such investment.

Mr. Suranart Kittirattanadetch, Chief Accounting and Finance Officer, answered the question that in terms of investment comprised of; machinery, the farm in the northern region, manufactory, and laboratory. In case of farming as an open type with only a simple fence and house which required a small investment only 1 – 2 million baht. Each investment item will not be impaired. In terms of investment in the manufactory machinery using the existing facility, estimated investment in additional machines value of 20 - 30 million baht. For the investment in lab equipment approximately 20-30 million baht. Noted that in all 3 investments, it will be utilized not only for hemp and cannabis but also for other businesses so that no impairment is needed as the following detail explanation.

In the part of planting, the company's subsidiary in Chiang Mai had been farming for a long time, they had other plantings before hemp planting, and this part was the investment of farming in general.

The second part for the machinery investment, the company has been operating since the beginning in the production of food ingredients, Therefore, the production line that is extracted from the company does not invest only for hemp, but also for other products that we already did, so no waste investment. In the part of the laboratory invested as many investors who had visited the company would know that the company had a modernized laboratory not only for hemp. It was used for various analysis such as analyzing of the smell, the color, the various chemicals. Hence, such investment will be utilized for producing other products of the company continually into the future.

In addition, Dr. Somchai Ratanapoompinyo Chief Executive Officer give further information to the meeting that the company is an innovation company. There are projects that need to be invested in research.

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The machinery invested in this hemp and cannabis project was aligned with the intention of the company. And the company has a principle to invest more in machinery and equipment. Currently, please note that the company is the number one in the region having 10 Gas Chromatography – Mass Spectrometry (GC-MS) and 2 more will be added, which no one could invest as much as the company. The reason why we have more to invest in this field. The company is not a startup. What will the company do in advance and more progress than others Investing in things others can't. This is the company policy. The company has competency in all aspects without relying on universities or other institutions. The company has all necessary machinery for work.

Dr. Somchai Ratanapoompinyo mentioned that he would try his best to develop the company so the machinery is no need to be impaired. For example, currently, the company extracts other ones that no one in Thailand did, then it will be exported, which in this case, apart from hemp, mitraginine. (Mitragynine) and any herb (Herb) that the company can extended and analyzed chilly in herb aspect by using such machinery. This is the advantage of the company, with completed equipment and many staff. And soon the company will launch a new product utilizing the raw materials of hemp in the production process.

Mr. Prasit Suesatayasilp requested information from the executives regarding the current status of foreign markets. This includes the Indian market, which was entered last year, as well as the Vietnamese and Indonesian markets, in addition to any other markets that the company plans to enter.

Mr. Suranart Kittirattanadetch, Chief Financial Officer Chief Accounting and Finance Officer, answered the question that the factors that may affect the company as this; the first one is the exchange rate, whether the exchange rate is strengthening or weakening. It will affect the export of customers or even the income from overseas sales. The second is interest rate, which is an uptrend, this will impact in terms of economic conditions. For a foreign factor, it must be a matter of various regulatory risks in foreign countries that the company invested. These would be extremely care. However, the company has acted cautiously by consult the legal consultations and expand the business step by step. In overseas, there are no factors to worry this year.

Mr. Prasit Suesatayasilp, asked the executives of the company to inform the current situation of foreign markets.

The Chairman asked Mr. Teerapat Yanatornkul, Chief Operating Officer, who in charge of foreign affairs, presenting the information to the meeting.

Mr. Teerapat Yanatornkul, Chief Operating Officer, said that in India, the company entered business at the end of last year and established a company to start the business at the early of the year. The

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business grows greater than expectation, the company has set a sales target of 40 - 50 million baht for the first year. Currently, in the first quarter the sales are about 12 -15 million baht. And it is expected that throughout the year the company should be able to achieve the target.

In Indonesia, the market is still growing well. The situation is pretty good. The second plant will be completed around June to July. The company will test run and then start production. At present, the full production capacity is not sufficient so some parts have to import from Thailand resulting of higher cost. The trend for the whole year should grow well and it has good prospects.

In part of Vietnam, in the first quarter of this year due to Vietnam's seafood market is mainly exported to America where the economic problems are still ongoing. As a result, orders from seafood factories, the company's main customers in Vietnam, decreased. In this situation, the company will have a sales team to reach customers in other industries, such as the chicken and poultry, instant noodles to compensate. The whole year sales should grow, there are no any problems.

Dr. Somchai Ratanapoompinyo Chief Executive Officer gave further information to the meeting that according to Mr. Teerapat Yanatornkul, Chief Operating Officer, informed that it was an operation, in case, considering to opportunities and markets, the company has done it at the right time. During COVID, everything were pending but the company invested. The company got the fund from the initial public offering (IPO) and used it for the factory construction, all the facilities until everything was right. When the COVID was over, the factory will be running at full capacity 24 hours.

For the new factory size was 5 times bigger than the original and the reason the company focusing on Indonesia. Because the market is still virgin and in food aspect Thailand is a role model for Indonesia, they definitely respect Thailand. Thai company is welcome in Indonesia, and they are willing to try and accept all the new products of the company that achieved in Thailand. This part is part of the Food coating.

As for the flavors, we've expanded a lot. At this time, the company exports from Thailand to sell aboard. If the COVID situation ended, then we will provide a flavor team to penetrate market in Indonesia. The company recruited the foreign managers (Overseas) who is responsible for this field. The flavors are the target market for the company which time consuming and when everything is ready, time to move on. These was a summary for the Indonesian market. It was very good, if not, the company shall not invest many hundreds of millions baht in building factories and facilities.

Indonesia has a population of 280 million, and most of the population are young working age and moreover, the president of Indonesia had committed to drive the country prosperous It was the right time

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and the right decision making to invest in Indonesia. However, dealing the business in Indonesia without a good relationship is difficult, the company has business partners in Indonesia

For Vietnam, according to Mr. Teerapat Yanatornkul, Chief Operating Officer, informed regarding the production side or the main factory. For marketing aspect, the company had established an office for a long time and has done a good business basis. But Indonesia has more potential to concentrate and along with the past 2-3 years COVID situation, the business in Vietnam was slowed down. Now everything is ready in Vietnam. The flavor team, the flagrance team have ready to harvest the benefits in the year 2023 or 2024 as plan that delayed due to the COVID.

For India, Mr. Teerapat Yanatornkul, Chief Operating Officer, has already explained. It was better than expected. There were not many competitors, and the company is the only one that produces food coating in the field of seafood. The project to build a factory, the company had already bought the land. Within a couple months if the permit is granted, construction will begin. Nevertheless, some products must be sent from Thailand, resulting in shipping costs that caused a smaller profit. this issue will be eased when the factory in India has finished. In addition, the flavor business is Blue Ocean. The company has a sales team of 2 experts in flavour factory in India so the opportunity to expand the flavour business in India will start soon. The executives and teams foreseen and analyzed, It will be at an advanced stage (S-curve development) and reach to exponential growth sustainability.

The next move, the company plan to export the flavor by now the company had exporting the flavor to many countries, including Indonesia, China, Bangladesh, and Pakistan. The company plans to export more if the number of operators is reasonable, the company will set up a factory there, and will not stop growing, this is an additional marketing situation. Please feel at ease. Thank you.

Mrs. Benjawan Ratanaprayul, clarified to the meeting regarding overseas investment, the company is able to extend to other countries in the area of Free Trade Area (FTA) such as Vietnam is on dealing Free Trade Area (FTA) with South America, Lower South American Common Market (MERCOSUR), the company is able to utilize the factory there to acquire the market. The markets are not a concern for the company.

When there were no further questions, Mr. Surachai Phartyanotai, Company Secretary, informed the meeting that since it was an agenda for acknowledgment, there was no need to vote by the Meeting acknowledged the operating results of the company for the year 2022 as proposed.

Agenda 3 To consider and approve the separate financial statements and the consolidated financial statements of the company and its subsidiaries for the year 2022 ending on 31 December 2022 and to acknowledge the auditor's report.

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The Chairman invited Asst. Prof. Suppasin Suriya, an audit committee member who is an expert in accounting and finance, to clarify to the shareholders' meeting.

Asst. Prof. Suppasin Suriya informed the meeting that to comply with the Public Limited Companies Act B.E. 2535(1992) (Including any amendments) and the company's articles had required companies to prepare balance sheets and profit and loss accounts at the end of the accounting year of the company that had been audited by the auditor and proposed to the general meeting of shareholders for approval as the summary of the consolidated financial statements compared to the previous year as follows:

The company had prepared separate financial statements and the consolidated financial statements of the company and its subsidiaries for the year 2022 ending on 31 December 2022, which had been audited by a certified public accountant and had been approved by the Audit Committee and the Board of Directors. In order that, the Audit Committee had reviewed the accuracy of the financial statements by having a joint meeting with the company's auditors in order to ask questions on various important issues, which in the overall view, the financial statements presented to the shareholders' meeting at this time were prepared according to the correct accounting standards.

Therefore, the Board of Directors deemed appropriate 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 2022 ended on 31 December 2022, which had been audited and informed of the auditor's report as the details shown in the 2022 annual report, part 3, the financial statements in the form of QR Code, which had already been delivered to the shareholders together with the invitation letter for this meeting. The summary of the consolidated financial statements, compared with the previous years, are as follows:

llenis	(Million Baht)		
Rems	2022	2021	
Total assets	5,204.25	5005.52	
Total liabilities	807.73	768.97	
Total shareholders' equity	4,396.52	4,236.55	
Total sales and service income	3.961.21	3,383.98	
Net profit attributable to shareholders of the Company	482.27	420.10	
Net profit per share - attributable to shareholders of the Company (Baht / Share)	0.24	0.21	

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The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders. However, there were no additional comments or questions from the shareholders in this agenda.

The company secretary asked if the meeting to consider and approve the separate financial statements and the consolidated financial statements of the company and its subsidiaries for the year 2022 ended on 31 December 2022 and acknowledged the auditor's report and ask the shareholders to vote. The company will close the voting results of this agenda within 1 minute.

Resolution of the meeting: The meeting resolved with the unanimous vote to approve the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2022, ended on 31 December 2022, and acknowledged the auditor's report according to the proposed details in all respects with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted
Approval	1,500,176,233	100.0000
Disapproval	0	0.0000
Total	1,500,176,233	100.0000
Abstention	41,656,934	

<u>Remark</u>: In this agenda item, there were 8 additional shareholders attending the Meeting, representing 2,407,700 shares a total of 444 shareholders attended the meeting holding a total of 1,541,833,167 shares.

Agenda 4 To consider and approve the allocation of net profits for the year 2022 as legal reserves and Annual Dividend Payment 2022

The Chairman assigned Mr. Suranart Kittirattanadetch, a Chief Accounting and Finance Officer to present to the shareholders' meeting.

Mr. Suranart Kittirattanadetch reported to the meeting that the company has a policy to pay dividends to shareholders each year, not less than 40 percent of the remaining net profit after deducting all types of reserves required by law as considering from the company's separate financial statement. However, such dividend payment will depend on cash flow, investment plan, legal conditions by the company takes into account the necessity and appropriateness of other factors in the future and the dividend payment must not have a significant impact on the company's normal operations as details shown in the 2022 Annual Report, Part

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1, Clause 1.6, Dividend Policy in QR Code format, which has already been sent to the shareholders together with this meeting invitation letter.

In addition, according to the Public Limited Companies Act B.E. 2535 (Including amendment) and the company's Articles, the company must allocate a portion of its annual net profit as a reserve of not less than 5% of its annual net profit less the accumulated loss brought forward (If applicable) until this reserve is not less than 10% of registered capital.

In the year 2022, the company had a net profit according to the company's separate financial statements after deducting the legal reserve amount of 329,726,906.00 baht, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the allocation of net profit for the year 2022 operating results ending on 31 December 2022 as a legal reserve amounting to 17,500,000.00 baht, which is a rate of not less than 5% of the annual net profit after deduction of accumulated losses. (Separate financial statements) or equivalent to 0.85% of registered capital (Separate s financial statements) when combined with the legal reserve that the company has already deducted as a result, the company has a legal reserve of 164,250,000.00 baht, representing 8.21% of the registered capital that is in line with the law requiring that not less than 5% of net profit be allocated as a legal reserve and consider and approve the dividend payment for the year 2022, operating results in cash at the rate of 0.10 baht per share, totaling amount of dividends paid equal to 200,000,000.00 baht, which is 60.66% of the remaining net profit after tax and all types of reserves as required by law as paying from the net profit for the year 2022, which the dividend payment this time, it is in accordance with the company's dividend payment policy as specified he date for determining the list of shareholders entitled to receive dividends (Record date) is on 28th April 2023, and the dividend payment date will be on 15th May 2023.

The comparison of dividend payments to the previous years are as specified in the invitation letter to the shareholders' meeting that has been sent to all shareholders as follows:

Details of dividend payment between 2021 and 2022 considered from the separated financial statements.

Dividend payment details	2022	2021
Net profit after deducting legal reserve (THB)	329,726,906.00	304,239,139.00
Number of shares (shares)	200,000,000	2,000,000,000
Earnings per share (THB/Share)	0.17	0.16
Dividend paid per share (THB/Share)	0.10	0.15
Total dividends paid (THB)	200,000,000.00	300,000,000.00
Dividend payout ratio per net profit after deducting legal	60.66	98.61
reserve (%)		

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The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders. However, there were no additional comments or questions from the shareholders in this agenda.

The company secretary asked the meeting to consider and approve the allocation of net profit for the year 2022 as a legal reserve and the payment of dividends for the year 2022 and inform that this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote and ask the shareholders to vote. The company will close the voting results of this agenda within 1 minute.

Resolution of the meeting: The meeting resolved with a majority vote of the shareholders attended the meeting and voted to approve the allocation of net profits from the operating results for the year 2022 as legal reserve at the amount of THB 17,500,000 resulting in the Company's legal reserve totaling 164,250,000.00 baht or 8.21 percent of the registered capital and to consider and approve the payment of dividends from the operating results for the year 2022 in cash at the rate of THB 0.10 per share or a total dividend payment of THB 200,000,000, which is equivalent to 60.66% of the net profits after the deduction of tax and all other forms of reserves as stipulated by the law, with details presented in all respects. with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted	
Approval	1,500,170,233	99.9997	
Disapproval	6,000	0.0003	
Total	1,500,176,233	100.0000	
Abstention	41,656,934		

Agenda 5 To consider and approve the appointment of directors to replace those who retire by rotation for the year 2023.

The Chairman had clarified to the shareholders' meeting that to be consistent with good practice, before beginning to consider this agenda, requesting the four directors who had to retire by rotation to leave the meeting.

After all, 4 directors had to retire by rotation, they left the meeting. The Chairman assigned Mr. Surachai Phartyanotai, a Company Secretary / Secretary of the Nomination and Remuneration Committee to present to the shareholders' meeting.

Mr. Surachai Phartyanotai informed the meeting that according to the Public Company Limited Act B.E. 2535 (including any amendments) and the company's Articles, directors should retire at the rate of one-third. In the event

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that the number of directors could not be divided exactly into three parts, they would be retired by the number closest to one-third of the directors, with the longest in office shall retire, but may be re-elected to be director.

At present, the company has 12 directors. In this general meeting of shareholders, there are 4 directors of the company who have to retire by rotation and being offered to be re-elected for another term as follows:

> 1. Dr. Somchai Ratanapoompinyo Director

Director, Independent Director, Audit Committee

Asst Prof. Suppasin Suriya Dr. Sanathorn Ratanapoompinyo 3.

4. Mr. Teerapat Yanatornkul Director

The company announced on the company's website and notified information via electronic channels to the Stock Exchange of Thailand on 10th October 2022 to invite shareholders to nominate qualified persons to be considered for appointment as directors in accordance with the company's rules during 10th October 2022 to 24th December 2022, the company would like to inform that no shareholder nominated any person to be appointed as the company's director.

In addition, Mr. Surachai Phartyanotai further clarified to the meeting that this matter, the Board of Directors (The above 4 directors did not participate in the consideration) had considered under the approval of the Nomination and Remuneration Committee. The Board of Directors had considered the suitability and maximum benefit of the company, having agreed that the persons nominated this time, had passed through the screening process and careful consideration. The Board of Directors had been cautious that the qualifications were suitable for the company's business operations, knowledgeable, skillful experienced, full of vision and reliability and does not have any prohibited characteristics as prescribed by law.

In addition, the Board of Directors has considered that the persons nominated for the position of Independent Director will be able to express opinions independently and in accordance with the relevant rules. Therefore, it was appropriate to present The 2023 Annual General Meeting of Shareholders to consider the appointment of Dr. Somchai Ratanapoompinyo, Asst Prof. Suppasin Suriya, Dr. Sanathorn Ratanapoompinyo and Mr. Teerapat Yanatomkul the four directors who retired by rotation to be re-elected as directors of the company for another term.

The profiles of persons nominated for the appointment as the company's directors shown in the meeting agenda document No. 1 which had already been sent to the shareholders together with the invitation letter for this meeting.

As considering the appointment of the company's directors, the meeting was requested to consider appointing individual directors, therefore shareholders could use their discretion to thoroughly consider the qualifications of each person nominated as a director of the company.

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The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders. However, there were no additional comments or questions from the shareholders in this agenda.

The company secretary requested the meeting to consider and approve the appointment of directors to replace the directors who retired by rotation for the year 2023 as the meeting considered and voted on the appointment of directors individually according to the rules and procedures prescribed in Article 16 of the Company's Articles and inform that this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote and ask the shareholders to vote. The company will close the voting results of this agenda within 1 minute. Shareholders who do not vote will be considered abstaining.

The company secretary was allowed to vote for each person, and announced the voting results as follows:

5.1 Dr. Somchai Ratanapoompinyo

Resolution of the meeting: The meeting resolved with a majority vote of the shareholders attended the meeting and voted to approve the appointment of Dr. Somchai Ratanapoompinyo to be a director of the Company as before, with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted	
Approval	1,497,740,930	99.9937	
Disapproval	95,802	0.0063	
Total	1,497,836,732	100.0000	
Abstention	43,996,435		

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5.2 Asst. Prof. Suppasin Suriya

Resolution of the meeting: The meeting resolved with the unanimous vote to approve the appointment of Asst. Prof. Suppasin Suriya to be a director of the Company as before, with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted
Approval	1,497,836,732	100.0000
Disapproval	0	0.0000
Total	1,497,836,732	100.0000
Abstention	43,996,435	

5.3 Dr. Sanathorn Ratanapoompinyo

Resolution of the meeting: The meeting resolved with a majority vote of the shareholders attended the meeting and voted to approve the appointment of Dr. Sanathorn Ratanapoompinyo to be a director of the Company as before, with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted	
Approval	1,497,712,330	99.9913	
Disapproval	130,402	0.0087	
Total	1,497,842,732	100.0000	
Abstention	43,990,435		

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5.4 Mr. Teerapat Yanatomkul

Resolution of the meeting: The meeting resolved with a majority vote of the shareholders attended the meeting and voted to approve the appointment of Mr. Teerapat Yanatornkul to be a director of the Company as before, with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted
Approval	1,497,387,930	99.9937
Disapproval	95,802	0.0083
Total	1,497,483,732	100.0000
Abstention	44,349,435	

After the consideration and voting for Agenda 5 was finished, the company secretary invited the 4 directors who had been nominated to be appointed as directors back to the meeting room to continue the meeting agenda.

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2023.

The Chairman assigned Mr. Suranart Kittirattanadetch, a Member of Nomination and Remuneration Committee to clarify to the shareholders' meeting.

Mr. Suranart Kittirattanadetch Member of Nomination and Remuneration Committee, informed the meeting that according to the Public Company Limited Act B.E. 2535 (1992) (Including any amendment) and the company's articles which stipulated that the company's directors were entitled to receive directors' remuneration from the company in the form of fixed remuneration, meeting allowance, pension, bonus, reward or other types of benefits as the shareholders' meeting would consider and pass a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting by the director's remuneration would be fixed in a fixed amount or set as a specific rule and it would be fixed from time to time or to be effective until the shareholders' meeting resolves to change otherwise.

In this regard, the Nomination and Remuneration Committee was responsible for determining the rate of remuneration of the Board of Directors for submission to the Board of Directors for approval. and seeking approval from the General Meeting of Shareholders for the remuneration of the Board of Directors. In this regard, the Board of Directors agreed with the Nomination and Remuneration Committee, taking into account the financial status of the company scope of duties, responsibilities of directors, reasonableness and performance of duties of directors including the suitability of the business type and business expansion of the company, market and industry trends by comparing with the remuneration of other listed companies in the same industry or with the same size. Therefore, it should be proposed to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 in the form of monthly remuneration, meeting

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allowance, annual renumeration and other renumerations that the total amount is not more than 10,000,000 baht, which is the former rate approved by the year 2022 general meeting of shareholders and the said remuneration rate would be effective as from 1 January 2023 onwards until the shareholders' meeting would have a resolution to change otherwise. Details as shown on the slide screen and as specified in the invitation letter for the shareholders' meeting which had been sent to the shareholders in advance.as follows:

Board Director Remuneration Monthly Remuneration Chairman of the Board Non-Executive Directors Executive Directors*	40,000 25,000	30,000
- Chairman of the Board - Non-Executive Directors		30,000
- Non-Executive Directors		30,000
	25,000	
- Executive Directors*		20,000
	0	0
Meeting Allowance per Time		
- Chairman of the Board	25,000	25,000
- Directors	20,000	20,000
Annual Compensation**	=	= =
- Chairman of the Board	Not exceed than 200,000	Not exceed than 200,000
- Directors	Not exceed than 200,000	Not exceed than 200,000
2. Sub-committee Remuneration**	**	
Monthly Remuneration		
- Chairman of the Board	0	0
- Directors	0	0
Meeting Allowance per Time		
- Chairman of the Board	25,000	25,000
- Directors	20,000	20,000
Annual Compensation		
- Chairman of the Board	0	0
- Directors	0	0

Remark

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





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- ** Annual remuneration rate for Company Directors, not exceed 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.
- ***Sub-committees of the Company are: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee 4. Social Responsibility and Sustainable Development Committee

In this regard, the determination of the remuneration of the Board directors, Audit Committee and Sub-Committee for the year 2023 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. In addition, such compensation shall be effective from 1st January 2023 onward, until the Meeting of Shareholders resolves to change otherwise.

The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders. However, there were no additional comments or questions from the shareholders in this agenda.

The company secretary requested the meeting to consider and approve the determination of directors' remuneration for the year 2023. and inform that this agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting. The company will close the voting results of this agenda within 1 minute.

Resolution of the meeting: The meeting resolved with a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting has approved of directors' remuneration for the year 2023 for monthly compensation, meeting allowance, annual compensation, and other forms of remuneration. The total amount shall not exceed 10,000,000 baht, in accordance with the details proposed in all respects with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting	
Approval	1,499,207,785	97.2238	
Disapproval	1,148,448	0.0744	
Abstention	41,656,934	2.7018	
Total	1,541,833,167	100.0000	

Agenda 7 To consider and approve the appointment of auditors and determine the audit fee for the year 2023.

The Chairman assigned Asst. Prof. Suppasin Suriya, Member of audit committee member who was an expert in accounting and finance to clarify to the shareholders' meeting.

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Asst. Prof. Suppasin Suriya informed the meeting that to comply with the Public Limited Companies Act B.E. 2535 (Including any amendment) and the company's articles which required the general meeting of shareholders to appoint auditors and determine the amount of annual audit fees of the company. If the former auditor performed the review duty or having audited and expressed an opinion on the company's financial statements for 7 consecutive fiscal years, a new auditor could be appointed under the same auditing office as the previous auditor. However, the company may appoint the previous auditor who had retired from his/her duties due to the auditor rotation after the expiration of at least two fiscal years from the date of retirement from duty.

In addition, the Board of Directors, with the approval of the Audit Committee, had selected the company's auditors based on their experience, standards and work efficiency including expertise in auditing, auditor's independence, and the appropriateness of the auditor's remuneration.

The Board of Directors, by recommendation of the Audit Committee, had considered the operations in the past year 2022 of the auditor of the Pricewaterhouse Coopers Abas Limited, then considered that it was satisfactory as the auditor had good knowledge and understanding of the business and having gained experience and expertise in auditing and giving useful advice to the company. In order that, the Pricewaterhouse Coopers Abas Limited, was also the auditor of its subsidiaries.

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 2023.

No.	Name	Certified Public Accountant No.	Gumulative Year/s as the Company's Auditor
1.	Ms. Sinsiri Tangsombat	7352	1
2.	Ms. Sakuna Yamsakul	4906	Has never been a person who signs the company's financial statements.
3.	Mr. Boonlert Kamolchanokkul	5339	Has never been a person who signs the company's financial statements.

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 In this regard, the supporting documents

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for agenda item number 2, which have already been sent to shareholders in advance, contain profile of the nominated auditors.

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 and auditors have the necessary independence to audit and express their opinions on the Company's financial statements.

2) To determine the audit fee of the company for the year 2023 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 that the company appoint The PricewaterhouseCoopers ABAS Company Limited as the auditor) 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 that the company appoint The PricewaterhouseCoopers ABAS Company Limited as the auditor) with a total of, not more than 7,853,000 Baht (Seven million eight hundred and fifty-three thousand baht) (Excluding VAT), excluding other expenses. However, the consolidated audit fee of the subsidiaries may be increased based on the increase in subsidiaries' operations.

For Thailand and overseas subsidiaries that the company did not appoint The PricewaterhouseCoopers ABAS Company Limited as the auditor, the Board of Directors will ensure that financial statements can be prepared in time.

For additional information, the remuneration of the Company's auditor for the year 2022 was in the amount of THB 4,687,000 and for its subsidiaries in Thailand were in the amount of THB 3,166,000, totaling THB 7,853,000 (Excluding VAT). However, in year 2022, the Company had other non-audit fees, In this regard, the details of the determination of the auditor's remuneration of the Company is shown in the Annual Report of the year 2022 under Part 2, Heading 7.6.3 Auditor's Remuneration in QR code format.

The Chairman informed the meeting that the Board of Directors had considered and agreed to request the meeting to consider and approve the appointment of the Company's auditor, and determine the auditor's remuneration as proposed.

The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders. However, there were no additional comments or questions from the shareholders in this agenda.

The company secretary requested the meeting to consider and approve the appointment of auditors and the audit fee for the year 2023, and inform that this agenda must be approved by a majority vote

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of the shareholders who attend the meeting and vote and ask the shareholders to vote. The company will close the voting results of this agenda within 1 minute.

Resolution of the meeting: The meeting resolved with the unanimous vote to approve the appointment of the Company's auditor and for its subsidiaries for the year 2023 from PricewaterhouseCoopers ABAS Co., Ltd. and determine the audit fee for the year 2023 in the amount of THB 4,687,000 and its subsidiaries (in Thailand that the company appoint The PricewaterhouseCoopers ABAS Company Limited as the auditor) were in the amount of THB 3,166,000, totaling THB 7,853,000 (Excluding VAT) according to the details presented in all respects with the following votes:

Vote	Number of votes casted (1 share = 1 vote)	Percentage of the number of shares represented at the meeting and voted		
Approval	1,500,170,233	100.0000		
Disapproval	0	0.0000		
Total	1,500,170,233	100.0000		
Abstention	41,662,934			

Agenda 8 To acknowledge the change in the objectives and schedule for utilizing of the proceeds received from IPO, which is a non-material change.

The Chairman assigned Mr. Suranart Kittirattanadetch, Chief Accounting and Finance Officer, to clarify to the shareholders' meeting.

Mr. Suranart Kittirattanadetch, Chief Accounting and Finance Officer, reported to the meeting that In order to comply with the announcement of the Office of the Securities and Exchange Commission No. SorJor. 63/2561 Re: Change of the Objectives of the Use of Proceeds According to the Securities Offering Registration Statement and Draft Prospectus dated November 5, 2018, which the Board of Directors' Meeting No. 4/2022 held on 9th August 2022 approved the change in the objectives of the utilization of the capital increase and the schedule for the utilization of the capital increase received. from initial public offering (IPO) is not significant by spreading the amount between items that have already been disclosed in the registration statement for the offering of securities by spreading the IPO, item 2, improvement and purchase more machineries, to increase efficiency in the production process and number 3 invest in setting up an agency companies and laboratories abroad to research and develop products abroad. At present, the remaining credit line for such purposes is 66.19 million baht and 25.00 million baht, respectively, to be used in item 1 to invest in

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the construction of factories abroad (Factory 2, Jakarta City, Indonesia), in the amount of 91.19 million baht. After the spread of the amount There will be a credit line used in the construction of the factory 2, in the amount of balance 172.46 million baht., Which the allocation of the said amount is reasonable and is a use of the capital increase for the utmost benefit of the Company, and shareholders, the items can be summarized as follows:

Purpose of using the fund	Approximate amount (Million Baht)	Funds used form 24 October. 2019 to 30 June 2022 (Million Baht)	Fund balance at 30 June 2022 (Million Baht)	Amount of change (This time) (Million Baht)	Amount of funds remaining (This time) (Million Baht)	Approximate duration
Invest in the construction of factories in foreign countries.	200,00-250,00	168,73	31,27-81,27	91.19	172.46	Year 2023 ¹
2. Improve and purchase more machines.	120.00-130.00	63.81	56,19-66,19	(66.19)	0.00	Year 2021
Invest in setting up an agency companies and laboratories abroad.	20.00-25.00	0.00	20.00-25.00	(25.00)	0.00	Үеаг 2020
4. Repay the loan to the major shareholder.	449.86	449.86	0,00		0.00	Year 2019
5. Use as working capital in the business.	810.28-875.24	787.83	22.45-87.45		22.45	Year 2020
	1665.14	1,470.23	194.92	0.00	194.92	

Remark /* The Annual General Meeting of Shareholders for the year 2020 held on July 31, 2020, resolved to acknowledge the change in the purpose of using IPO proceeds by bringing the remaining money from loan repayment to major shareholders in the amount of 50.14-150.14 million baht to be used as working capital in the business because the company has completely repaid the loan to major shareholders.

/1 The Extraordinary General Meeting of Shareholders No. 1/2021 held on December 23, 2021, resolved to acknowledge the change in the purpose of using IPO proceeds by changing the construction site of the 2nd factory from Surabaya City. Indonesia is the city of Jakarta. Indonesia and changing the expected commercial income period from the year 2022 to the year 2023, which is a non-significant change in the purpose of using the IPO proceeds according to the announcement No. Sor Chor. 63/2561

The company secretary asked if the meeting had any questions, and asked to wait 1 minute for questions from the shareholders, and when there are no additional questions, Mr. Surachai Phartyanotai, the company secretary, informed the meeting that since it is an agenda for acknowledgment, there is no need to vote, by the Meeting acknowledged the change in the objectives of the capital increase utilization and the schedule for the utilization of the capital increase received from the initial public offering (IPO), which is not a significant change as proposed, and invited the Chairman to proceed with the next agenda.

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สำนักงานใหญ่ : เลขที่ 77 ซอยโพธิ์แก้ว 3 แขวงคลองจั่น เขตบางกะปี กรุงเทพมหานคร 10240 Head Office : No. 77 Soi Pho Kaeo 3, Klongchan, Bangkapi, Bangkok 10240 Thailand.







R&B FOOD SUPPLY PUBLIC COMPANY LIMITED

Agenda 9 Consider other matters (If applicable)

The Chairman provided the participants an opportunity to ask questions or give additional suggestions, and informed that the shareholders attending the meeting were given 1 minute to ask questions.

However, this agenda did not have any additional comments or questions from the shareholders.

The Chairman thanked the shareholders for taking the time to attend the 2023 Annual General Meeting of Shareholders and closed the meeting at 2:40 p.m.

Sianed

Chairman of the Meeting

Mrs. Benjawan Ratanaprayul

Chairman of the Board of Directors

Signed

Meeting Recorder

Mr. Surachai Phartyanotai

Company Secretary

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