

บริษัท สุรพลฟู๊ดส์ จำกัด (มหาชน)
Surapon Foods Public Company Limited

**Notice of the Annual General Meeting of Shareholders
No. 41/2018
Friday April 20, 2018 at 14.00 hrs**



SURAPON

Inspiring Your Smiles
เพื่อรอยยิ้มของคุณ

www.surapon.com

March 4, 2018

Subject : Notice of the Annual General Meeting of Shareholders No. 41/2018

To : Shareholders

Attachments : 1. Copy of Minutes of the Annual General Meeting of Shareholders No. 40/2017
2. 2017 Annual report in CD-ROM
3. Name list and biography of directors to be elected as directors to replace those retiring by rotation, and Definition of the Independent Director
4. Articles of Association of the Company relating to the Shareholders' meeting
5. Documents required for meeting attendance and procedure of meeting attendance
6. Registration form and proxy form
7. Information of Independent Directors who represent to be proxy to attend and vote in the meeting
8. Map of the meeting's venue

By virtue of the resolution of the Board of Directors' Meeting of Surapon Foods Public Company Limited on February 20, 2018 will hold the Annual General Meeting of Shareholders No. 41/2018 on **Friday April 20, 2018 at 14.00 hrs.** at Suanluang 4 Meeting Room, Novotel Bangna Hotel, No.333 Srinakarin Road, Nongbon Subdistrict, Pravet District, Bangkok 10250, Thailand according to the following agendas:

1. To consider and approve Minutes of the Annual General Meeting of Shareholders No.40/2017

Objective : To certify Minutes of the Annual General Meeting of Shareholders No.40/2017.

Fact and Reason : The 2017 Annual General Meeting of Shareholders was held on April 20, 2017 and Minutes of the meeting was submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days as prescribed by laws. It was also disclosed on the Company's website and also distributed to the Shareholders together with this Notice (Attachment no.1).

Board of Directors' Opinion : The Shareholders should approve the Minutes of AGM no.40/2017.

2. To acknowledge the Company's 2017 Performance

Objective : To acknowledge the Company's 2017 Performance.

Fact and Reason : The Company prepared the report of Management and Discussion Analysis (MD&A) regarding financial position and performance for the year 2017 according to the consolidated financial statement. The essence of the report as well as the important changes from the year 2016 can be summarized as follows:-

1. Revenue from sale of goods was Baht 5,524 million, decreased of Baht 191 million compared to the year 2016 due to the plant in Prachinburi province stopped its operation from shrimp business and was renovated to operate processed chicken products. Consequently, sales amount of shrimp from this plant was dropped.
2. There was a record of loss from impairment, loss on disposal and written-off those machineries and equipments amounting to Baht 23 million due to the discontinuity of shrimp business production at the plant in Prachinburi province. In addition, a record of loss on inventories devaluation increased from 2016 by Baht 34 million due to

the experimental production of processed chicken products during the machineries trial period at this plant. The plant construction has been completed since end of the year 2017.

3. Net foreign exchange gain was Baht 99 million or increased by Baht 70 million compared to the year 2016.
4. Net profit of the Company and its subsidiaries for the year 2017 was Baht 195 million, a decrease of Baht 266 million. Loss attributable to owners of the company was Baht 8 million.

Shareholders can study full report of MD&A from the Company's annual report on page no. 40 (Attachment no. 2). In the year 2017, the Company arranged various anti-corruption activities such as training course, awareness building, and communication of anti-corruption policy to the Executives and all staffs in the Company and all subsidiaries as well as business partners to comply with the policy. The Company submitted the request for renewal of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) member to CAC certification committee. The Company publicized the policy and summarized the implementation of anti-corruption activities through the Company's website as well as annual report on page no. 33 (Attachment no. 2).

Board of Directors' Opinion : The Board recommends the Shareholders to acknowledge the Company's 2017 Performance Report.

3. To consider and approve the Company's Balance Sheet, Profit and Loss Statement for the year ended December 31, 2017

Objective : To approve Balance Sheet, Profit and Loss Statement for the year ended December 31, 2017.

Fact and Reason : The Audit Committee and the Board considered that the Company's Balance Sheet and Profit and Loss Statement for the year ended December 31, 2017 is accurate, complete and adequate in compliance with the Generally-accepted Accounting Principles. The Report was audited and certified by the Company's auditor. The essence can be summarized as follows:-

Unit: Baht	Consolidated Financial Statement	Separate Financial Statement
Total Assets	3,625,449,665	1,574,503,692
Total Liabilities	1,306,095,897	203,075,930
Total Equity	2,319,353,768	1,371,427,762
Revenue from Sales and Services	5,556,190,138	1,005,996,038
Net Profit (Loss) attributable to owners of the Company	(8,422,286)	134,256,516
Basic Earnings per Share (Baht)	(0.03)	0.50

Details are shown in the 2017 Annual Report on page no. 47 (Attachment no.2).

Board of Directors' Opinion : The Board and Audit Committee recommend the Shareholders should approve the Company's Balance Sheet and Profit and Loss statement for the year ended December 31, 2017.

4. To consider and approve Dividend Payment

Objective : To consider and approve dividend payment from the Company's 2017 operation results.

Fact and Reason : In accordance with the Clause 49 in the Company's Articles of Association indicates that "the Company is permitted to pay dividend to Shareholders from profit only. In case of accumulated loss, the dividend

payment is not permitted". The Company's Corporate Governance Policy no. 2.1.6 determined that "Company's policy is to pay the dividend as approximately 60% of annual net profit after tax of Separate Financial Statement, except when investment or cash flow is needed – the Board of Directors could present the Shareholders to pay the dividend as it fits".

According to the Company's performance and financial status, the Company posted net profit attributable to owners of the Company (Separate Financial Statement) for the year 2017 amounting to Baht 134,256,516. The Company has no accumulated loss; therefore the Company can allocate profit for dividend in this AGM at the rate of Baht 0.3729 per share, totaling approximately Baht 100,682,627 equivalent to 75% of net profit after tax of the Company's Separate Financial Statement which is in accordance with the dividend payment policy.

Comparison of Dividend Payment

Details	2017 (proposed year)	2016 (last year)
Net profit from Separate Financial Statement (Baht)	134,256,516	115,286,036
Total amount of shares	269,999,000	269,999,000
Dividend per share (Baht)	0.3729	0.30
Total dividend payment (Baht)	100,682,627	80,999,700
Proportion of dividend payment to net profit (%)	75.00%	70.26%

The Shareholders shall not be able to apply for tax credit since this dividend shall be paid from dividend received from subsidiary and affiliated companies which are tax exempt.

Board of Directors' Opinion : The Board recommends the Shareholders should approve dividend payment from the operation results of 2017 at the rate of Baht 0.3729 per share. Total dividend payment is equal to Baht 100,682,627. The record date for the right to receive dividend is confirmed on May 3, 2018. The dividend shall be paid on May 18, 2018.

5. To consider and approve the election of Directors to replace those retiring by rotation

Objective : To consider the election of directors to replace those retiring by rotation.

Fact and Reason : In compliance with the section 71 paragraph 2 of Public Company Act and the clause 19 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the AGM of Shareholders. The four Directors who retire by rotation in this AGM are Mr. Surapon Vongvadhanaroj, Mr. Pisnu Rienmahasarn, Mr. Paiboon Kangvonkit, and Mr. Sorapon Vongvadhanaroj.

At the Nomination and Remuneration Committee no. 1/2018 on January 16, 2018, has considered according to the Company's directors nomination policy as publicized through the Company's website. Mr. Pisnu Rienmahasarn expressed his intention to be not nominated for director for another term. The Nomination and Remuneration Committee has passed the resolutions as follows:-

1. Three directors who retire by rotation; Mr. Surapon Vongvadhanaroj, Mr. Paiboon Kangvonkit, and Mr. Sorapon Vongvadhanaroj should be re-elected for another term since they possess experiences and expertise required by the Company and are fully qualified according to the Company's policy of directors nomination, and regulations of the regulatory institutions.
2. The committee consider the short-listed candidate for director who should replace Mr. Pisnu Rienmahasarn by considering qualifications, knowledge, experiences, professional skills, and expertise

required by the Company as well as diversity in the Board. The committee resolved to propose the Shareholders to elect Mr. Issarin Patramai as the Company's director in replacement of vacant position due to his suitable qualifications which will benefit the Company.

Biography of the nominated directors appears in the attachment no.3. The number of attendance in the Board of Directors and the Sub-committees meetings in 2017 appears in the annual report on page no. 22 (Attachment no. 2). Mr. Issarin Patramai is proposed to elect as Independent Director. Definition of the Company's Independent Director appears in the Attachment no.3. Mr. Issain Patarmai is fully qualified according to the regulatory institutions' procedures on Independent Director.

Board of Directors' Opinion : The Board and the Nomination Committee recommend the Shareholders should re-elect Mr. Surapon Vongvadhanaroj, Mr. Paiboon Kangvonkit, and Mr. Sorapon Vongvadhanaroj. In addition, the Board recommends the Shareholders to elect Mr. Issarin Patramai to be the Independent Director.

6. To consider and approve the Directors' Remuneration for the year 2018

Objective : To consider and approve the Directors' remuneration for the year 2018.

Fact and Reason : The policy of remuneration of directors indicates that the remuneration consists of retaining fee and meeting allowance. The Nomination and Remuneration Committee has duty to consider the directors' remuneration.

The Nomination and Remuneration Committee meeting no.1/2018 on January 16, 2018 resolved the payment of Directors' remuneration in relating to the policy of remuneration and report of the Thai directors compensation survey which arranged by Thai Institute of Directors' Association (IOD) and also compared to remuneration of other companies in related business sectors. The Board meeting agreed to propose the Director's remuneration for the year 2018 totaling Baht 6,040,000, which will be same rate as the year 2017.

The actual payment of Directors' remuneration in 2017 is Baht 5,479,785. Details appear in the annual report on page no. 27 (Attachment no.2).

The Board of Directors' Remuneration

Board of Directors		2018 (Proposed year)	2017 (Last year)
Monthly retaining fee	Chairman	80,000 baht/month	80,000 baht/month
	Director	25,000 baht/month	25,000 baht/month
Meeting allowance	Chairman	20,000 baht/time	20,000 baht/time
	Director	15,000 baht/person/time	15,000 baht/person/time

The Sub-committees' remuneration in 2007-2018 (same rate)

Sub-committees		Monthly retaining fee	Meeting allowance
Audit Committee	Chairman	15,000 baht/month	10,000 baht/time
	Director	10,000 baht/month	5,000 baht/person/time
Corporate Governance Committee, Nomination and Remuneration Committee	Chairman	-	10,000 baht/time
	Director	-	5,000 baht/person/time
Executive Committee		-	-
Risk Management Committee		-	-

Board of Directors' Opinion : The Board and the Nomination and Remuneration Committee recommend the Shareholders should approve the directors' remuneration for monthly retaining fee and meeting allowance for year 2018 in the amount of not exceed than Baht 6,040,000.

7. To consider and appoint the Auditor and fix the Auditor's Remuneration for the year 2018

Objective : To consider and approve appointment of the auditor and fix audit fee for the year 2018.

Fact and Reason : The Audit Committee considered and reviewed the suitable auditing firm and had an opinion to appoint KPMG Phoomchai Audit Ltd. to be the Company's auditor for the year 2018 due to its good standard, expertise, and performed duties. The proposed auditor shall be one of the following names:

Name			Registration No.	Number of Auditing Years
1.	Miss Orawan	Sirirattanawong	3757	2 year in 2016-2017
2.	Miss Vipavan	Pattavanvivek	4795	-
3.	Miss Patamavan	Vadhanakul	9832	-

The proposed auditing firm and auditors have no relationship or conflict of interest with the Company, the Management, major shareholders, or related persons.

Auditing fee for the year 2018 compared to the year 2017 is shown as follows:

	Year 2018 (Propose Year)	Year 2017 (Last Year)
Remuneration for the Company		
▪ Auditing fee	1,150,000	1,000,000
▪ Auditing fee of BOI	60,000	-
Remuneration for the Subsidiaries (7 companies)		
▪ Auditing fee	2,050,000	2,005,000
▪ Auditing fee of BOI	360,000	200,000
Other service fee	no	no
Total Remuneration of the Company and all Subsidiaries	3,620,000	3,205,000

Board of Directors' Opinion : The Board agreed with the Audit Committee's proposal to recommend the Shareholders should appoint the auditors from KPMG Phoomchai Audit Ltd; namely Miss Orawan Sirirattanawong registration no.3757 or Miss Vipavan Pattavanvivek registration no.4795 or Miss Patamavan Vadhanakul registration no.9832 to be the Company's auditor for year ended December 31, 2018 with the Audit's remunerations of Baht 1,210,000, an increase of Baht 210,000 or 21% compared to last year.

8. To approve Amendment of the Memorandum of Association by cancelling the Company's Objectives No.18

Objective : To consider and approve the amendment of memorandum of association by cancelling the Company's objectives of providing warehouse service to public.

Fact and Reason : The Company no longer continue providing warehousing service to public according to Warehouse, Silo, and Cold Storage Act B.E.2558. However, the Company decides to change providing its warehouse service to serve subsidiary companies in order to support their business expansions. Consequently, the Company should register the change in the Company's business objectives according to recommendations from Ministry of Commerce.

Board of Directors' Opinion : The Board recommends the Shareholders to approve the amendment of the Memorandum of Association by cancelling the Company's objectives no.18 "to engage warehousing service to public by keeping of products in chilled room with normal service fee as well as to engage services that required an issuance of warehouse receipt for the Company's owned products".

9. To approve the Amendment of the Memorandum of Association by adding the Company's Objectives

Objective : To consider and approve the amendment of memorandum of association by adding the Company's objective in order to provide warehousing service to subsidiary companies.

Fact and Reason : The Company provides warehousing service to subsidiary companies according to Warehouse, Silo, and Cold Storage Act B.E.2558. Consequently, the Company should register the mentioned business objectives according to recommendations from Ministry of Commerce.

Board of Directors' Opinion : The Board recommends the Shareholders to approve the amendment of the Memorandum of Association by adding the Company's objectives, which can be written as "to engage warehousing service with normal condition of service fee for specific products to subsidiary companies". In respect to the mentioned amendment, the person assigned by Board of Directors to register the mentioned amendment to Memorandum of Association with Department of Business Development, Ministry of Commerce, shall have the power to amend and/or add any wordings in order to conform the instructions of the Registrar.

10. Other Business (if any)

You are cordially invited to attend the Annual General Meeting of Shareholders No.41/2018 which will be held on Friday April 20, 2018 at 14.00 hours at Suanluang 4 meeting room, Novotel Bangna Hotel, No.333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand. The registration for the meeting attendance will start from 12.00 hours.

The Company had invited the Shareholders to propose AGM agenda through the Company's website during September 30, 2017 to December 31, 2017. However, no agenda has been proposed for this AGM meeting.

Should you be unavailable to participate in the meeting by yourself, please appoint your proxy and complete only one of 2 proxy forms (A or B) (Attachment no.6) and then submit the completed form to the Company by April 19, 2018. Information of Independent directors who represent the proxy is in Attachment no.7. All attendants are requested to study procedure of the meeting as specified in Attachment nos. 5-6. Should there be any questions, please contact Company Secretary, Surapon Foods Public Company Limited, address no. 247 Moo 1 Theparak road, Muang district, Samutprakarn 10270, Thailand Tel: (66) 2385-3038-54 ext. 101 or 561 or email: investor@surapon.com

Yours faithfully,

Surapon Foods Public Company Limited



(Mr.Kosol Chantikul)

Chairman

Note: The Company shall not distribute gifts in the meeting date.

Minutes of the Annual General Meeting of Shareholders No. 40/2017
Surapon Foods Public Company Limited
Thursday, April 20th, 2017
at Suan Luang Room, Novotel Bangkok Bangna Hotel
Address no. 333 Srinakarin Road, Nong Bon Sub-District, Pravet District, Bangkok

The meeting started at 14:00 hours.

Mr. Kosol Chantikul, Chairman of the Board, presided over the meeting. The Chairman welcomed the shareholders, directors and all attendees. The Chairman noted that there were 47 shareholders present, in person or by proxy, holding a total 193,625,080 shares of the total 269,999,000 shares of the Company, equivalent to 71.71% of all issued shares of the Company and constituting a quorum under Clause 40 of the Articles of Association of the Company, which provides that a quorum of a shareholders' meeting must consist of shareholders and proxies neither fewer than 25 people nor less than 1/2 of total shareholders and total shares held are not less than 1/3 of all issued shares. The Chairman then declared the meeting to be duly convened and proceeded as follows:

The Chairman introduced members of the board of directors, executives, auditors and legal advisors attending this meeting as follows:

Board of Directors

There are 11 present directors as follows:

- | | | | |
|-----|---------------|----------------|--|
| 1. | Mr. Kosol | Chantikul | Independent Director and Chairman |
| 2. | Mr. Sathaporn | Kotheeranurak | Independent Director and Chairman of Audit Committee |
| 3. | Mrs. Boonperm | Jiamteeranat | Independent Director, Chairman of Corporate Governance Committee and Audit Committee |
| 4. | Mr. Pisnu | Rienmahasarn | Independent Director and Audit Committee |
| 5. | Mr. Putaporn | Ninwarangkoon | Independent Director |
| 6. | Mr. Surapon | Vongvadhanaroj | Director, Chairman of Executive Committee |
| 7. | Mr. Sorapon | Vongvadhanaroj | Director, Chief Executive Officer and Acting of Chief Financial Officer |
| 8. | Mr. Paiboon | Kangvonkit | Director and Chairman of Risk Management Committee |
| 9. | Mr. Chokchai | Jiengwareewong | Director and Chairman of Nomination and Remuneration Committee |
| 10. | Mr. Sithichai | Kraisithisirin | Director |
| 11. | Miss Malai | Wongwatroj | Director |

Auditors

2 auditors from KPMG Phoomchai Audit Ltd. attended the meeting:

- | | | |
|----|--------------|-----------------|
| 1. | Miss Orawan | Sirirattanawong |
| 2. | Miss Peerada | Kamolpattana |

Management to support information

there are 7 executives attended the meeting:

- | | | | |
|----|--------------|----------------|---|
| 1. | Mr. Monthai | Chulatitta | Senior Vice President – Special Projects |
| 2. | Mrs. Soranee | Ung | Managing Director – Surapon Finest Co., Ltd. |
| 3. | Mr. Sorapoom | Vongvadhanaroj | Managing Director – Surapon Supreme Foods Co., Ltd. |

- | | | | |
|----|--------------|-----------------|--|
| 4. | Mrs. Soraya | Sorakraikitikul | Managing Director – Mobile Logistics Co., Ltd. |
| 5. | Mr. Thomas | Ung | Vice President – Export Sales Group |
| 6. | Mr. Supakorn | Ruangsri | Vice President – Operations Group |
| 7. | Miss Somjai | Manodamrongtham | Accounting Manager |

Legal Advisors 2 advisors from Anek Synergy Limited attended the meeting:

1. Miss Suteeratt Yodyingyuad
2. Miss Raphasa Pakdeerat

Company Secretary Mr. Patt Somchaikulsup acted as the Company Secretary of the meeting and recorded the minutes of the meeting.

The Company Secretary explained the voting methods as well as counting and declaring voting results methods to the meeting as follows:

1. The voting method for each agenda item shall be by a show of hands, one share for one vote, with 3 options which are to agree, disagree or abstain. Shareholders or proxies cannot split the number of shares in order to split votes. Shareholders or proxies can vote in the confirmation sheet distributed by the Company when they register for meeting attendance and the Company's staffs will collect and count the votes for each agenda item.

2. Proxies shall vote as specified by the shareholder in the proxy form only. If a shareholder has not specified his intention of voting or the specification is unclear or the meeting votes on an agenda not specified herein, the proxy shall have the right to consider and vote on the shareholder's behalf.

3. Resolutions shall be voted in the following manner:

- 3.1 For an ordinary resolution, a majority vote of all shareholders present shall be required for a resolution of the meeting.

- 3.2 In Agenda 6 "To consider the remuneration of Directors", no less than 2/3 of the votes of all shareholders or proxies present for the meeting shall be required.

- 3.3 For a special resolution, no less than 3/4 of the votes of all shareholders and proxies present for the meeting shall be required. No agenda in the today's meeting required a special resolution.

4. Counting votes in each agenda - The Company's staffs shall collect disagreement or abstain from voting ballots. Such collected ballots will then be deducted from the total shares present for the meeting and entitled to vote to conclude the total votes. The result of voting for that agenda item shall be declared to the meeting by the Company Secretary before considering the next agenda item or may be declared before the end of the meeting.

The Company Secretary informed the meeting that 2 legal advisors from Anek Synergy Limited would witness the counting of the votes and control the meeting to ensure transparency and compliance with the Articles of Association of the Company and relevant laws.

There being no further questions, the Chairman then proceeded according to the agenda as follows:

Agenda 1. To approve Minutes of the Annual General Meeting of Shareholders No. 39/2016, held on April 21st, 2016

The Company Secretary informed the meeting that Minutes of the Annual General Meeting of Shareholders No. 39/2016 held on April 21st, 2016, was completed by the Company within 14 days from the meeting date and was

submitted to the relevant regulatory agencies within the period prescribed by the law, as well as publicized in the Company's website (www.surapon.com). The Board considered that the meeting was properly recorded and was of the opinion that the shareholders should approve the minutes of such meeting.

The Chairman requested the meeting to consider the matter and allowed the shareholders to request further details and raise any queries they may have.

There being no questions raised by the shareholders, the Chairman asked the shareholders to vote on whether they agreed, disagreed or wished to abstain from voting. After counting the votes, the Company Secretary declared the result of the vote as follows:

Agree	193,549,680	vote(s) equivalent to	99.96%
Disagree	0	vote(s) equivalent to	0%
Abstain	80,000	vote(s) equivalent to	0.04%

of all votes of shareholders present and having the right to vote.

Resolution: It was unanimously resolved to approve Minutes of the Annual General Meeting of Shareholders No. 39/2016 held on April 21st, 2016.

Agenda 2. To acknowledge the Company's performance in 2016

The Chairman informed the meeting that the Company has prepared the 2016 Company's performance report, as appears in the 2016 Annual Report, which the Board has considered to be accurate and adequate. The Chairman then asked Mr. Sorapon Vongvadhanaroj, Chief Executive Officer, to provide further details to the meeting.

Mr. Sorapon Vongvadhanaroj summarized the performance of the Company and Subsidiaries for the year 2016 as follows:

1. Total revenue from sale of goods and rendering of services, according to Consolidated Financial Statement, is 5,721 million Baht, an increase of 14% from 2016. Revenue from the sale of goods is 5,715 million Baht and from rendering of services is 6 million Baht.

2. Net profit attributable to owners of the Company according to Consolidated Financial Statement, is 154 million Baht, a decrease of 10% from 2016.

3. Revenue divided by company (intercompany sales not yet deducted) is as follows – revenue from the sales of Surapon Foods Public Company Limited is 1,489 million Baht, accounting for 25% of the Group's total revenues. Revenue from the sales of Surat Seafoods Co., Ltd. is 596 million Baht, accounting for 10% of the Group's total revenues. Revenue from the sales of Surapon Nichirei Foods Co., Ltd. is 3,879 million Baht, accounting for 65% of the Group's total revenues. Revenue of Mobile Logistics Co., Ltd., which commenced the operation in July 2016, is 8 million Baht.

4. Revenue from export of the whole Group (intercompany sales not yet deducted) is 4,978 million Baht, accounting for 83% of the total revenue of the Group. Revenue from domestic sales of the Group is 986 million Baht, accounting for 17% of the total sales revenue. The main export markets are Japan, the European Union, and Australia respectively.

5. The Company has prepared the Management Discussion and Analysis Report (MD&A) in the year of 2016, as well as the significant changes from the year 2015, in order to distribute to investors (as reflected in the Annual Report,

page no. 37). Summary of the main issues of the MD&A in the 1st page of the notice to convene the Annual General Meeting of Shareholders.

6. The Company gives importance to the development of good corporate governance and continuous anti-corruption practices. The Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) on the 16th January, 2015, and the Company has disclosed its anti-corruption performance and activities in page no. 33 of the Annual Report.

The Chairman notified the Meeting, of the Board's consideration for this agenda, that the Meeting should acknowledge the Company's performance report 2016 and allowed the shareholders to request further details or raise any queries they may have.

Mr. Chayawat Karawawattana, as a shareholder, queried as follows:

1. The reason why, despite having increased revenues and profit according to the Consolidated Financial Statement for the year 2016 when compared to 2015, the financial statement still reflects a decreased net profit attributable to owners of the Company?

2. Compared between the factory in the eastern region (in Kabinburi District, Prachinburi Province) and the factory in the southern region (in Suratthani Province), which factory was located in a more advantageous area for shrimp-based production?

3. Was the investment for renovations and construction of the factory of Surapon Supreme Foods Co., Ltd. made by the Company alone or was it a joint investment? What was the cooperation between the Company and the current partner, Nichirei Foods Inc.?

4. What is the trend of cultivated prawns supply in Thailand for 2017?

Miss Nisara Charoonrattana, as a shareholder, queried as follows:

1. What will be the estimated production capacity of Surapon Supreme Foods Co., Ltd.? When would the factory construction be completed and start operation?

2. How would the proportion of the production between shrimp-based products and chicken-based production in 2017 compared to 2016?

3. Was the factory in Suratthani effected by the flooding earlier this year (2017)?

Mr. Atthapon Yamarat, as proxy of a shareholder, queried regarding Surapon Supreme Foods Co., Ltd. as follows:

1. What is the Company's target customer group and trading partners?

2. What type of products would be produced?

3. What is the period for return on investment?

Miss Poonsri Karncharoenkulwong, as proxy from Thai Investors Association, queried as to why there was a decrease in both net profit and financial ratio that reflected the profitability according to the separated financial statements in 2016 compared to 2015? and how would the Company rectify such situation?

Miss Orapan Assamongkol, as a shareholder, queried as follows:

1. Who will be target customers of Surapon Supreme Foods Co., Ltd.?

2. If the decrease in production of the Prachinburi factory was not taken into account, what would the performance for 2016 be?

3. What are main factors for an increase of net profit of Surapon Nichirei Foods Co., Ltd.?

Mr. Worapong Ladsena, as a shareholder, queried as follows:

1. What is the investment budget of Surapon Supreme Foods Co., Ltd.?
2. Does the export of processed chicken have a quota?
3. Has the Company entered into any contract farming agreements for chicken supply?
4. What is the target customer group for Mobile Logistics Co., Ltd.? What is the strategy to increase revenue?

And what is the role of the joint investor, Sahapattana Group?

Mr. Sorapon Vongvadhanaraj responded to the above queries from all 6 shareholders as follows:

1. The factory in Kabinburi District, Prachinburi Province, is suffering a loss due to the higher production cost, which was a result of shortage in shrimp raw material caused by the EMS (Early Mortality Syndrome) situation in Thailand earlier. The loss resulted in the decrease in net profit attributable to owners of the Company and financial ratio that reflected the profitability according to the separated financial statement. Nonetheless, if not taking the effect of the factory in Kabinburi into consideration, the overall performance of the Company has achieved a satisfying net profit.

2. The trend for prawns used as raw materials is not anticipated to be much better in 2017, the amount of prawns in the eastern region will still not increase; but there is a clear increase in the southern region. As such, the Company has decided to change its manufacturing structure by decreasing the production of goods using prawns as raw material in the Prachinburi Province and transfer such goods to the factory in Suratthani Province. Thus, the goods manufactured in the Suratthani Province in 2016 has increased. The factory in Prachinburi Province will operate under a new entity namely Surapon Supreme Foods Co., Ltd.; which is currently renovating and constructing the factory under an estimated investment budget of 345 million Baht in order to manufacture processed chicken products that is a product with potential and in high demand amongst consumers.

3. The factory in Suratthani Province has an advantage over the Prachinburi Province factory in terms of its location, which is nearer to the prawn cultivation farms, resulting in cheaper logistics cost.

4. The investment in Surapon Supreme Foods Co., Ltd. was made solely by the Company. However, the Company has worked in close cooperation with our current partner, Nichirei Foods Inc. since commencement of the investment.

5. The Company's basic factor in deciding to make large investments is the business must be one that the Company has knowledge or experience in and will be a business that can contribute to the current business of the Company. The return on investment period should be targeted at 5-10 years, which will be adjustable according to the situation and type of business.

6. The maximum production capacity of Surapon Supreme Foods Co., Ltd. will be 6,000 tons per year. However, maximum capacity in the beginning period will be 4,500 tons per year. Operations are estimated to commence in July 2017.

7. The sales policy of Surapon Supreme Foods Co., Ltd. is an open sales policy (both domestic and abroad), i.e., sales will not be tied to any particular customer. Nichirei Foods Inc. is considered as an important target partner, due to the long-standing relationship with the Company and both have discussed on the development of products and sales plans together.

8. The specification of products to be produced by Surapon Supreme Foods Co., Ltd. cannot yet be clearly specified at this moment, as the product development is still being discussed with business partners. The production will not be aimed for mass production, but emphasis will be placed on value-added products.

9. Some trading partner countries have stipulated quotas on importing Thai products, however, such factor should not affect Surapon Supreme Foods Co., Ltd., as the Company is open to sales to all countries and the production volume is not considered to be high compared to the country's overall manufacturing and export volume.

10. Surapon Supreme Foods Co., Ltd. will buy chicken raw material from slaughter house, thus, no contract farming will be made with the farmers.

11. The proportion of manufactured products using prawns as raw material and products using chicken as raw material for the whole group in 2017 should not differ from the ratio in 2016, despite the factory of Surapon Supreme Foods Co., Ltd. commencing operations; as the commencement of operations will only be in the 3rd quarter of 2017 and the increase in manufacturing levels must be gradual, thus, it would take some time before manufacturing can reach maximum capacity.

12. The flooding in early 2017 did not materially affect the operations of the factory in Suratthani Province, as the flooding occurred far from where the factory and the prawn farm suppliers were located.

13. Mobile Logistics Co., Ltd. will try to increase its customers base by offering more services other than warehousing, as the trend of these additional services are increasing. Sahapatana Group is also involved in introducing its network of business partners, which will increase the chance of increasing the client base.

Mr. Surapon Vongvadhanaroj, Chairman of Executive Committee, also added as follows:

1. Currently, Nichirei Foods Inc. still wishes to increase its orders, but there have been limitations in production capacity. Thus, the cooperation between Surapon Supreme Foods Co., Ltd. and Nichirei Foods Inc. will be one way to serve such demands.

2. The increase in profit of Surapon Nichirei Foods Co., Ltd. is a result of good cooperation between the Company and Nichirei Foods Inc. In addition, an effective management of exchange rate and waste management is implemented.

The Chairman notified the Board's consideration for this agenda item that the meeting should acknowledge the Company's performance report 2016 and allowed the shareholders to request further details or ask questions. There were no other questions from the shareholders.

Resolution: The meeting acknowledged the performance in 2016.

Agenda 3. To approve Balance Sheet and Profit & Loss Statement for the year ending December 31st, 2016

The Chairman informed the meeting that the Company has prepared Balance Sheet and Profit & Loss Statement for the year ending December 31st, 2016, which the Audit Committee and the Board of Directors have considered accurate, complete and sufficient in accordance with the generally-accepted accounting standards; and which has been audited by the Company's external auditors, details of which were shown in the 2016 Annual Report sent to all shareholders with the notice of the meeting.

The Chairman asked the Company Secretary to summarize the essence of the Balance Sheet and Profit & Loss Statement for the year ending December 31st, 2016, to the meeting.

The Company Secretary summarized as follows:

Unit: Million Baht	Consolidated Financial Statement	Separated Financial Statement
Total Assets	3,594	1,579
Total Liabilities	1,148	263
Total Equity	2,446	1,317
Revenue from Sales and Rendering Services	5,721	1,489
Net Profit Attributable to Owners of the Company	154	115
Basic earnings per share (Baht)	0.57	0.43

The Chairman asked Mr. Sathaporn Kotheeranurak, Chairman of the Audit Committee, to give further opinion to the meeting.

Mr. Sathaporn Kotheeranurak informed the meeting that the Audit Committee had considered the financial statement for the year ending December 31st, 2016. There was no issue which might cause a significant impact and the certified auditor has expressed their opinion without reservations. Thus, it is the Committee's opinion that the financial statement for the year ending December 31st, 2016, can be duly submitted to the shareholders for approval.

The Chairman informed the meeting of the Board's consideration for this agenda item that the meeting should approve the Company's Balance Sheet and Profit & Loss Statement for the year ending December 31st, 2016, which has been considered by the Audit Committee and audited by the certified auditor. After presenting the supporting information and providing reasons for the consideration of the meeting, the Chairman allowed shareholders to request further details or raise any queries they may have.

There being no further questions raised, the Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting. After the counting of votes, the Company Secretary declared the result of the vote as follows:

Agree	193,645,680	vote(s)	equivalent to	100%
Disagree	0	vote(s)	equivalent to	0%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

Resolution: It was unanimously resolved to approve Balance Sheet and Profit & Loss Statement for the year ending 31st, December 2016.

Agenda 4. To approve Dividend Payment

The Chairman asked the Company Secretary to present the information to the meeting.

The Company Secretary informed the meeting that, according to the Company's Corporate Governance Policy, "The Company has a policy to pay dividend at the rate of 60% of the annual net profit from the separated financial statement, except in any year that the Company requires money for investment or working capital, which the Board shall propose to the meeting of shareholders to consider dividends in another manner."

According to the overall operation in 2016, the Company posted a net profit according to the separated financial statement of 115,286,036 Baht. There were no accumulated losses and the Company's legal reserve has been fully

appropriated for. This gave the Company sufficient profit to allocate a dividend at the rate of 0.30 Baht per share, amounting to 80,999,700 Baht or 70.26% of net profit from the separated financial statement. The rate of dividend payment was in accordance with the dividend payment policy of the Company. The Company Secretary also stated that the dividend for this year shall not be able to apply for tax credit as the dividend is paid out from the dividend received from subsidiaries and affiliates, which is exempted from Corporate Income Tax. Shareholders eligible to receive dividends shall be determined in the list of shareholders as of the Record Date on April 28th, 2017, and whose names shall be collected under Section 225 of the Securities and Exchange Act by closing the register of the transfer of shares of the Company on May 2nd, 2017, and pay dividends on May 18th, 2017.

The Chairman informed the meeting of the opinion of the Board that the meeting should approve of the dividend payment from the 2016 profit at the rate of 0.30 Baht per share.

After presenting the supporting information and providing reasons for consideration of the meeting, Chairman requested the meeting to consider and allowed shareholders to request further details or raise any queries they may have.

There being no further questions, the Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,645,680	vote(s)	equivalent to	100%
Disagree	0	vote(s)	equivalent to	0%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

Resolution: It was unanimously resolved to approve the dividend payment for the operation of the 2016 fiscal year at the rate of 0.30 Baht per share. Shareholders eligible to receive dividends should be determined in the list of shareholders as of the Record Date on April 28th, 2016, whose names shall be collected under Section 225 of the Securities and Exchange Act by closing the register of the transfer of shares of the Company on May 2nd, 2017, and pay dividends on May 18th, 2017.

Agenda 5. To elect the Directors to replace those retiring by rotation

The Chairman informed the meeting that under Clause 19 of the Articles of Association of the Company, at the Annual General Meeting of Shareholders one-third of the Directors must retire by rotation. This year the 4 directors who retired by rotation were Mr. Kosol Chantikul, Mr. Chokchai Jiengwareewong, Mr. Sathaporn Kotheeranurak and Mrs. Boonperm Jiamteeranat.

The Chairman informed the meeting that the Company has carefully and transparently stipulated regulations to find independent directors based on their qualifications that would be of benefit to and appropriate for the Company and its operations as follows:

1. Amount of independent directors – in accordance to the regulations of the SEC, i.e., no less than One-third of the total amount of directors, but not less than 3 persons;
2. Qualifications must be according to the related regulations and definition of an independent director, i.e., is not holding more than 1% of the shares in the Company (including related persons to such director as well), is not a professional service provider, is not involved in the management, is not a staff or employee of the Company and can carry out his/her duty and express his/her opinion freely. Furthermore, the independent director must be one with the

knowledge and experience in any of the following areas: industrial, commercial, service, law, accounting, finance, public relations or Government administration.

3. Where the same independent director is nominated, the factors to consider would be past performance, beneficial suggestions especially where related to the development of good corporate governance, devotion of time to the Company and independence.

The Chairman informed the meeting that, due to a related interest in this agenda, the Chairman and all directors who are retiring by rotation were kindly asked to be dismissed from the meeting room, so as to enable the freedom to ask questions and vote. Then Mr. Surapon Vongvadhanaroj, director of the Nomination and Remuneration Committee was appointed as temporary Chairman for this agenda.

Mr. Surapon Vongvadhanaroj informed the meeting that the Nomination and Remuneration Committee has considered the individual qualifications and suitability of those to be appointed as the director of the Company, in accordance with the Company's policy and regulations of the relevant authorities. In this meeting, Mrs. Boonperm Jiamteeranath has expressed her intention to not accept nomination for another term. The Committee have considered and propose that the 3 directors resigning by rotation to be re-elected for another term. Mr. Kosol Chantikul and Mr. Sathaporn Kotheeranurak are nominated as independent directors, both having the independence and qualify according to the Company's definition of independent director, as well as being qualified under the relevant regulations of the related authorities.

The Company Secretary informed the meeting that the Board of Directors have considered and resolved to propose that the meeting consider the reappointment of those 3 directors.

After presentation of the information and reasons for the consideration of the meeting, the Chairman requested the meeting to consider and allowed shareholders to request further details or raise any queries they may have.

Miss Poonsri Karncharoenkulwong, as proxy from Thai Investors Association, queried as to why the Nomination and Remuneration Committee have considered it appropriate to nominate directors that have already been in directorship for over 9 years for another term and how would it be beneficial to the Company.

The Company Secretary clarified and informed the meeting of the resolution of the Nomination and Remuneration Committee as follows:

1. The Committee has resolved to nominate 3 of the directors who are retiring by rotation, namely, Mr. Kosol Chantikul, Mr. Chokchai Jiengwareewong and Mr. Sathaporn Kotheeranurak. Mr. Sathaporn Kotheeranurak has been an independent director for 7 years and Mrs. Boonperm Jiamtheeranath has been an independent director for 18 years. Mrs. Boonperm Jiamtheeranath has expressed her intention to not accept nomination for another term, due to other commitments and in order to comply with good corporate governance principle regarding the amount of years in being an independent director.

2. The reason for the nomination of Mr. Kosol Chantikul as an independent director are as follows:

2.1 He has had a continuously important contribution in the development of good corporate governance and anti-corruption and the Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption. He will also play a major role in the renewal of such membership that will expire in January 2018.

2.2 He has efficiently performed his role as Chairman of the Board, has supported the performance of the

Board and has been highly involved in the Board's activities.

- 2.3 He is independent and can provide independent suggestions related to the good corporate governance of the Company, as well as having the independent qualifications according to the governing authorities.

There being no further questions, the Chairman asked the meeting to vote for each person.

1. Mr. Kosol Chantikul

The Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting.

After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,645,780	vote(s)	equivalent to	99.9998%
Disagree	300	vote(s)	equivalent to	0.0002%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

2. Mr. Chokchai Jiengwareewong

The Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting.

After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,646,080	vote(s)	equivalent to	100%
Disagree	0	vote(s)	equivalent to	0%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

3. Mr. Sathaporn Kotheeranurak

The Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting.

After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,645,780	vote(s)	equivalent to	99.9998%
Disagree	300	vote(s)	equivalent to	0.0002%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

Resolution:

- 1) By majority vote to re-elect Mr. Kosol Chantikul to be an Independent Director of the Company for another term.
- 2) By unanimous vote to re-elect Mr. Chokchai Jiengwareewong to be a Director of the Company for another term.
- 3) By majority vote to re-elect Mr. Sathaporn Kotheeranurak to be an Independent Director of the Company for another term.

6. To consider the remuneration of Directors for the year 2017

The Chairman asked the Company Secretary to present supporting information to the meeting.

The Company Secretary informed the meeting that the meeting of the Nomination and Remuneration Committee considered the director's remuneration according to the Company's directors' remuneration payment policy. The Committee also considered duties, responsibilities, categories and types of company's business together with the survey report regarding to the directors' remuneration payment conducted by Thai Institute of Directors ("IOD") and proposed to

the shareholders' meeting to approve the payment of director's remuneration in the year of 2017 in the amount not exceeding 6,040,000 Baht, which was the same amount as in 2016. Details of the remuneration, i.e., monthly remuneration and meeting allowances of the Board and sub-committee, were represented in the meeting and shown in the accompanying document. The directors' remuneration for 2016 approved by the shareholders' meeting did not exceed the amount of 6,040,000 Baht and was actually paid at 5,790,000 Baht as appears in the Annual Report.

The Chairman informed the meeting that the shareholders' meeting should approve the payment of directors' remuneration in 2017 at the rate of 6,040,000 Baht as considered and proposed by the Nomination and Remuneration Committee.

After presenting the information and reasons for the consideration of the meeting, the Chairman allowed shareholders to request further details or raise any queries they may have.

There being no further questions, the Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting. He also informed the meeting that this Agenda will require no less than two-thirds of the votes of all shareholders or proxies present for a resolution of the meeting. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,646,080	vote(s)	equivalent to	100%
Disagree	0	vote(s)	equivalent to	0%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

Resolution: It was unanimously resolved to approve the directors' remuneration not exceeding the amount of 6,040,000 Baht.

7. To appoint the Company's auditor and fix the remuneration for the year 2017

The Chairman asked the Company Secretary to present supporting details to the meeting.

The Company Secretary informed the meeting that the Audit Committee considered a suitable audit company and was of the opinion that KPMG Phoomchai Audit Ltd., the current auditor, should be appointed as the auditor of the Company in 2017 because of its good working standards, auditing expertise, reasonable auditing fees. One of these auditors, Miss Orawan Sirirattanawong (CPA no. 3757) or Miss Wipawan Pattawanwiwak (CPA no. 4795) or Miss Pattawan Wattanakul (CPA no. 9832), would audit and express the opinion for the Company's financial statement.

The proposed auditors have had no relations or interest in the Company, subsidiaries, executive officers, major shareholders or their related persons. Not only did it audit the Company, but KPMG Phoomchai Audit Ltd. also examined financial statements of 7 subsidiaries companies. Audit fees for the year 2017 compared with the year 2016 would be as follows:

	2017	2016
1. Audit fees of the Company	1,000,000 Baht	1,155,000 Baht
2. Review fees and audit fees of the subsidiary companies	7 companies 2,205,000 Baht	6 companies 1,614,000 Baht
3. Other fees	None	None
4. Total audit fees of the Company and subsidiaries	3,205,000 Baht	2,769,000 Baht

The Chairman informed the meeting that the Board considered that it was appropriate to propose to the shareholders' meeting the appointment of KPMG Phoomchai Audit Ltd. as the auditor and one of above mentioned auditors as the auditor of the Company for the fiscal year ending December 31st, 2017. The audit fee was set in the amount of 1,000,000 Baht, as per the proposal of the Audit Committee.

After presenting the information and reasons for the consideration of the meeting, the Chairman allowed shareholders to request further details or raise any queries they may have.

There being no further questions, the Chairman asked the shareholders whether they agreed, disagreed or wished to abstain from voting. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Agree	193,646,080	vote(s)	equivalent to	100%
Disagree	0	vote(s)	equivalent to	0%
Abstain	0	vote(s)	equivalent to	0%

of all votes of shareholders present and having the right to vote.

Resolution: It was unanimously resolved to appoint the auditors from KPMG Phoomchai Audit Ltd., as the auditor of the Company. The audit fee was approved in the total amount of 1,000,000 Baht.

8. Other Business

The Chairman informed the meeting that this agenda item offered shareholders to ask questions and give suggestions to the Company.

There being no other questions, the Chairman thanked the shareholders for attending and expressing opinions in the Meeting. If there are any other suggestions, Shareholders could notify the Company at the Company Secretary or Investor Relations of such advice, details of which are shown on the screen in the meeting room. The Company should complete the Minutes of the Meeting within 14 days which should be publicized through the Company's website. The Chairman asked the Shareholders and proxies return all of the confirmation sheets and meeting evaluation forms to the Company's staffs.

The Company Secretary informed the meeting that after the commencement of the meeting, there were additional Shareholders and proxies who attended the meeting. In conclusion, there were 52 Shareholders present, in person or by proxy, holding a total of 193,646,080 shares which was equivalent to 71.72% of all voting shares of the Company.

The Chairman thanked the Shareholders, Board of Directors, auditors, legal advisors, executive officers and the Company staffs attending today's meeting and declared the meeting adjourned.

The meeting was adjourned at 15:35 hours.

Mr. Patt Somchaikulsup
Minutes Taker

Mr. Kosol Chantikul
Chairman of the Meeting
And Proofreader

Name List and Biography of Directors to be elected as Directors

Mr. Surapon Vongvadhanaroj has been nominated as Director



- 1. Date of Birth** April 15, 1946
- 2. Age** 72 years
- 3. Address** 161 Lakeside Villa 2, Bangna-trad road,
Bangna, Pravet, Bangkok 10260
- 4. Current Position / Company** Director and Chairman of Executive Committee, Surapon Foods PLC.
- 5. Education :** - Master degree in Political Economics, Chulalongkorn University
- Bachelor degree in Political Sciences, Ramkamhaeng University
- 6. Training on Directorship organized by IOD :** - Developing Corporate Governance Policy 2008
- Director Certification Program (DCP) class 41/2004
- Role of the Chairman Program (RCP) class 7/2002

7. Current Workings

Organization	Position
<u>Listed Company</u>	
Surapon Foods PLC.	Director and Chairman of Executive Committee
<u>Non-listed Companies</u>	
Surapon Nichirei Foods Co., Ltd.	Chairman
Mobile Logistics Co., Ltd.	Chairman
Surat Seafoods Co., Ltd.	Director
Surapon Aquaculture Co., Ltd.	Director
Chantaburi Marine Farm Co., Ltd.	Director
Sompo Insurance (Thailand) PLC.	Independent Director and Audit Committee
Pokai Plus Co., Ltd.	Director
Pokai Holdings Co., Ltd.	Director

8. Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- none -

9. Marital Status - Married -

Spouse Name Mrs.Sukanya Vongvadhanaroj holds 7,197,000 shares or 2.67% of registered capital

Descendants 1. Miss Soranee Vongvadhanaroj age 43 years, holds 1,360,000 shares or 0.50 % of registered capital

2. Mrs.Soraya Sorakraikitikul age 39 years, holds 1,360,000 shares or 0.50 % of registered capital

3. Mr.Sorapon Vongvadhanaroj age 36 years, holds 7,099,650 shares or 2.63% of registered capital

4. Mr.Sorapoom Vongvadhanaroj age 33 years, holds 6,855,500 shares or 2.54%of registered capital

(Information as of February 1, 2018)

10. Shareholding in SSF and the Subsidiaries (as of February 1, 2018)

10.1 Surapon Foods PLC. Shareholding 13,980,000 shares or 5.18% registered capital

10.2	Surat Seafoods Co., Ltd.	Shareholding	1	share or	0% registered capital
10.3	Surapon Nichirei Foods Co., Ltd.	Shareholding	1	share or	0% registered capital
10.4	Chantaburi Marine Farm Co., Ltd.	Shareholding	1	share or	0% registered capital
10.5	Surapon Supreme Foods Co., Ltd.	Shareholding	2	shares or	0% registered capital

Meeting Attendance in 2017

- Board of Directors 7 / 7 times
- Nomination and Remuneration Committee 4 / 4 times
- Executive Committee 7 / 7 times
- AGM of Shareholders 1 / 1 time

Years in Directorship : 40 years (Appointment Date : December 13, 1977)

Name List and Biography of Directors to be elected as Directors

Mr. Paiboon Kangvonkit has been nominated as **Director**



- 1. Date of Birth** March 11, 1968
- 2. Age** 50 years
- 3. Address** 390/20 Moo 7 Grand Monarco village,
Kanchanapisek road, Dokmai, Pravet, Bangkok 10250
- 4. Current Position / Company**
- Director, Surapon Foods PLC.
 - Director and President, Surapon Nichirei Foods Co., Ltd.
- 5. Education :**
- Master degree in International Trade, Texas A and M International University, USA.
 - Bachelor degree in Accounting, University of Thai Chamber of Commerce
- 6. Training on Directorship organized by IOD :**
- Director Certification Program (DCP) class 148/2011
 - Director Accreditation Program (DAP) class 75/2010
- 7. Current workings**

Organization	Position
<u>Listed Company</u> Surapon Foods PLC.	Director
<u>Non-listed Company</u> Surapon Nichirei Foods Co., Ltd. Prapaikij Construction Co., Ltd.	Director and President Director

- 8. Has never been convicted or violating security or stock exchange law, nor laws governing finance?**
- None -

9. Marital Status

- Single -

10. Shareholding in SSF and the Subsidiaries (as of February 1, 2018)

- None –

Meeting Attendance in 2017

- Board of Directors 7 / 7 times
- Risk Management Committee 4 / 4 times
- Executive Committee 7 / 7 times
- AGM of Shareholders 1 / 1 time

Years in Directorship : 8 years (Appointment Date : April 8, 2010)

Name List and Biography of Directors to be elected as Directors

Mr. Sorapon Vongvadhanaroj has been nominated as Director



- 1. Date of Birth** March 15, 1982
- 2. Age** 36 years
- 3. Address** 123/128 Ratchadapisek road, Klongtoey sub-district, Klongtoey district, Bangkok 10110
- 4. Current Position / Company** Director and Chief Executive Officer, Surapon Foods PLC.
- 5. Education :** - Master degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor degree in Entrepreneurship, Babson College, USA
- 6. Training course organized by IOD :** - Company Secretary Program 2010
- Director Certification Program class 163/2012

7. Current Workings

Organization	Position
<u>Listed Company</u> Surapon Foods PLC.	Director and Chief Executive Officer
<u>Non-listed Companies</u> Surat Seafoods Co., Ltd.	Chairman
Surapon Supreme Foods Co., Ltd.	Chairman
Surapon Finest Co., Ltd.	Chairman
Surapon Nichirei Foods Co., Ltd.	Director
Surapon Aquaculture Co., Ltd.	Director

Organization	Position
Chantaburi Marine Farm Co., Ltd.	Director
BJC Marine Resources Development Co., Ltd.	Director
Mobile Logistics Co., Ltd.	Director
Pokai Plus Co., Ltd.	Director
Pokai Holdings Co., Ltd.	Director

8. Has never been convicted or violating security or stock exchange law, nor laws governing finance?

- None -

9. Marital Status - Married -

Spouse Name Ms. Mintra Vongvadhanaroj holds 0 shares or 0% of registered capital

Descendants 1. Ms. Sirintra Vongvadhanaroj age 7 years, holds 0 share or 0% of registered capital

2. Ms. Sabai Vongvadhanaroj age 2 years, holds 0 share or 0% of registered capital

10. Shareholding in SSF and the Subsidiaries (as of February 1, 2018)

10.1 Surapon Foods PLC. Shareholding 7,088,650 shares or 2.63% of registered capital

10.2 Surapon Aquaculture Co., Ltd. Shareholding 3 shares or 0% of registered capital

10.3 Mobile Logistics Co., Ltd. Shareholding 1 share or 0% of registered capital

10.4 Surapon Finest Co., Ltd. Shareholding 1 share or 0% of registered capital

Meeting Attendance in 2017

- Board of Directors 7 / 7 times

- Corporate Governance Committee 3 / 3 times

- Risk Management Committee 4 / 4 times

- Executive Committee 7 / 7 times

- AGM of Shareholders 1 / 1 time

Years in Directorship : 6 years (Appointment Date : April 4, 2012)

Name List and Biography of Directors to be elected as Directors

Mr. Issarin Patramai has been nominated as Independent Director



- 1. Date of Birth** July 2, 1974
- 2. Age** 43 years
- 3. Address** 11 Ramkamhang 118 Yak 33-6-1, Saphansung sub-district, Saphansung district, Bangkok 10240
- 4. Current Position / Company** Director and Senior Executive Vice President (Finance), TEAM Consulting Engineering and Management Co., Ltd.

- 5. Education :** - Master degree in Business Administration (Finance), University of Wisconsin Madison, USA.
- Bachelor degree in Chemical Engineering (first class honor), Chulalongkorn University
- 6. Training course organized by IOD :** - Board Nomination and Compensation Program 2017
- Directors Certification Program (DCP) 2012
- Successful Formulation & Execution of Strategy (SFE) 2010

7. Current Workings

Organization	Position
<u>Listed Company</u> - no -	
<u>Non-listed Companies</u>	
TEAM Consulting Engineering and Management Co., Ltd.	Director, Executive Committee, Risk Management Committee, and Senior Executive Vice President (Finance)
Geotechnical and Foundation Engineering Co., Ltd.	Director
TEAM Construction Management Co., Ltd.	Director
ATT Consultants Co., Ltd.	Director
SQ Architects & Planners Co., Ltd.	Director
ICN System Co., Ltd.	Director

- 8. Has never been convicted or violating security or stock exchange law, nor laws governing finance?**
- no -

9. Marital Status - Married -

Spouse Name Ms. Yingporn Patramai holds 0 shares or 0% of registered capital

- Descendants
- Ms. Atikarn Patramai age 7 years, holds 0 share or 0% of registered capital
 - Mr. Chawintorn Patramai age 5 years, holds 0 share or 0% of registered capital

10. Shareholding in SSF and the Subsidiaries (as of February 1, 2018)

- none -

Summary on Information of the Nominated Persons to be elected as Director

Name	Position	Directorship		Shareholding in SSF	
		Listed Company (Incl. SSF)	Non-Listed Company	No. of share	Proportion (%)
1. Mr.Surapon Vongvadhanaroj	Director	1	8	13,980,000	5.18

Name	Position	Directorship		Shareholding in SSF	
		Listed Company (Incl. SSF)	Non-Listed Company	No. of share	Proportion (%)
2. Mr.Paiboon Kangvonkit	Director	1	2	0	0
3. Mr.Sorapon Vongvadhanaroj	Director	1	10	7,088,650	2.63
4. Mr. Issarin Patramai	Independent Director	1	6	0	0

Summary on Characteristics of Conflict of Interest

Name	Being close to relatives to major shareholders	Being involve in business management	Being as professional service provider more than 2 million baht/year	Working in other companies whose business has been conflict of interest or completed with the Company
1. Mr. Surapon Vongvadhanaroj	Being Shareholder	Being Executive and Authorized Director	no	no
2. Mr. Paiboon Kangvonkit	no	Being Executive and Authorized Director in Subsidiary	no	no
3. Mr. Sorapon Vongvadhanaroj	Being Shareholder	Being Executive and Authorized Director	no	no
4. Mr. Issarin Patramai	no	no	no	no

Qualifications and Definition of the Company's Independent Director

1. Hold the Company's share not exceeds than 1% of total share in the Company, Subsidiaries, or any related Juristic person. The number of shareholding is counted the share held by the related person. The Independent Director has to comply with the notification of SET, SEC and regulatory institutes during the nomination process.

2. Possess knowledge and experience in one of business type such as industry, commerce, service business, law, accounting, finance, public relation, or public administration. Independent Director does not relate to a close relative (for example father, mother, spouse, children, brother, sister, uncle, aunt including spouse's mentions persons) or any executive and major shareholder of the Company and its subsidiaries. Independent

Director is not Director who involves management, staff, employee or consultant who received monthly remuneration.

3. Do not involve in management in the Company, Subsidiaries, related companies or not being major shareholders including employee.

4. Do not take any conflict of interest to the Company, Subsidiaries and major shareholder both direct and indirect.

5. Not be appointed in order to take care of the benefits of Director, major shareholders or shareholders related to major shareholders.

6. Be able to take responsibility and share opinion to the Board independently by not being under control of major shareholders including their related persons.

The Criteria no.2 is stricter than the minimum requirement of SEC notification.

Articles of Association of the Company Relating to the Shareholders' Meeting

36. The Board of Directors shall call the shareholder meeting which is the annual general meeting of shareholders within four months of the last day of the fiscal year of the Company. Shareholder meetings other than the one referred to in the first paragraph shall be called the extraordinary general meeting.

39. In calling a shareholder meeting, the Board shall prepare a written notice of the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to date of the meeting. The notice of the meeting shall also be published in a newspaper at least 3 days prior to the date of the meeting.

40. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies. At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

41. The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

42. Unless otherwise stipulated by these Regulations, or by the law governing public limited companies, any resolution at the shareholder meeting shall be passed by a simple majority of the Shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote. In voting, the subscribers shall have votes equal to the number of shares subscribed by them. One share is entitled to one vote. A shareholder or a proxy who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

43. At the shareholder meeting, a shareholder may authorize a person who is his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies.

Documents required for Meeting Attendance and Procedure of Meeting Attendance

1. Documents required

For Ordinary Person

1. Self-Attending

Valid evidence issued by governmental authorities e.g. identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. Proxy

2.1 One of the proxy forms as attached to the Notice to shareholders, completely filled up and signed by the Shareholder and the Proxy.

2.2 Certified true copy of valid evidence of the Shareholder.

2.3 Valid evidence of the Proxy which is issued by the government authorities.

For Juristic Person

1. Representative of Shareholder (Authorized Director) attending the meeting

1.1 Valid evidence of the authorized director(s) which is issued by government authorities same as those of ordinary person.

1.2 Copy of the Company's Certificate of Incorporation which is certified by the authorized director(s) and showing that the authorized director(s) has the authority to act on behalf of juristic person.

2. Proxy

2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.

2.2 Copy of the Company's Certificate of Incorporation certified by the authorized director(s) and showing that authorized director(s) signing the proxy form has the authority to act on behalf of juristic person.

2.3 Certified true copy of valid evidence of the authorized director(s) signing the proxy form.

2.4 Valid evidence of the Proxy issued by government authorities same as those of ordinary person.

3. Foreign Investor appointing Custodian in Thailand

3.1 All evidences same as those of juristic person.

3.2 In case the foreign investor authorizes the Custodian signing the proxy form on his behalf, the following documents are required:

- 1) Power of Attorney from foreign investor authorized Custodian to sign the proxy form on his behalf.
- 2) Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder or the Proxy.

2. Proxy

There are 3 Proxy Forms : Form A, Form B, and Form C which is in accordance with the notification of Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550 as follows:

1. Form A : General Proxy Form (Simple form)
2. Form B : Specific Proxy Form
3. Form C : Proxy Form for the foreign investor appointing the Custodian in Thailand.

The foreign investor appointing the Custodian in Thailand and wishing to use Form C can download Form C from www.surapon.com and please bring the registration form and all documents required to meeting.

Shareholder who is not able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above proxy forms
2. Authorize a person to attend and vote at the meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the 20 Baht stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the meeting
4. Submit the completed proxy form and return it to Company Secretary by Thursday April 19, 2018 or half an hour before beginning of the meeting for verification of documents.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the foreign investor. The Company will open for the meeting registration since 12.00 hours onwards.

3. Voting procedures

1. The Chairman shall propose the meeting to have the vote in each agenda by asking time by time whether there is any shareholder approve, disapprove or abstain. The allocation of voting is not allowed except for the vote by the Custodian.
2. The Proxy shall solely vote in accordance with the authorization by the shareholder as specified in the proxy form. Any vote not in accordance with the proxy form is invalid and shall not be counted as the vote of the shareholders. In case (i) the shareholder does not specify the authorization or the authorization is unclear, (ii) the meeting considers any agenda other than which specified in the proxy form, or (iii) there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

4. Resolutions of the Meeting

1. General case : majority vote of the meeting
2. Other case which the laws or the Company's Articles of Association provided otherwise; the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the meeting before voting each Agenda.
 - (1) In case a tie of votes, the Chairman of the meeting shall have a deciding vote.
 - (2) Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the meeting to temporarily leave from the meeting, except for voting on election of the Directors and fixing the remuneration of the Directors.
 - (3) A voting on poll may be made upon request of at least 5 shareholders and the meeting resolves accordingly. The method for the vote on poll shall be specified and informed to the meeting before voting by the Chairman.

5. Counting and Announcement of the Vote

Prior to the meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting card which marked by the Shareholder or Proxy, and the votes for disapproval and abstention shall be deducted from the total shares present in the Meeting and having the voting right. The vote results of all agenda shall be informed to the meeting before starting the next agenda or the meeting is adjourned.

**Information of the Company's Independent Directors who represent to be proxy
to attend and vote in the AGM**

1. Name	Mr. Kosol Chantikul
Position	Independent Director, Chairman of the Board
Age	71 years
Address	795 Soi Charansanitwongse 75, Charansanitwongse road, Bangplad sub-district, Bangplad district, Bangkok 10700
Related agenda	Agenda 6: The Directors' Remuneration
Special Interest Agenda	No

2. Name	Mr. Sathaporn Kotheeranurak
Position	Independent Director and Chairman of Audit Committee
Age	62 years
Address	67-69 Soi Taksin 19, Samrae sub-district Thonburi district, Bangkok 10600
Related Agenda	Agenda 6: The Directors' Remuneration
Special Interest Agenda	No

Remarks: Biography and number of attending the Board and Sub-committee meetings appear in the Annual Report 2017 (Attachment no.2)



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