

The meeting will be conducted through electronic meeting (e-AGM) only
Please study the manual of meeting attendance by scanning QR Code



**Notice of the Annual
General Meeting of Shareholders
No. 45 / 2022**

Wednesday April 27, 2022
at 14.00 hours

March 7, 2022

Subject : Notice of the Annual General Meeting of Shareholders No. 45/2022

To : Shareholders

Attachments : 1. Copy of Minutes of the Annual General Meeting of Shareholders No. 44/2021

2. Form 56-1 One Report in QR code format
3. Name list and biography of the Directors to be elected as the 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. Proxy form
6. Information of Independent Directors who represent to be proxy
7. The Documents required for the e-AGM registration and Proxy Appointment
8. Guideline for attending the meeting through electronic system
9. Manual of the electronic meeting system for the Shareholders' meeting
10. Notice of Personal Data Protection

By virtue of the resolution of the Board of Directors' Meeting of Surapon Foods Public Company Limited on February 24, 2022 will hold the Annual General Meeting of Shareholders No. 45/2022 on **Wednesday April 27, 2022 at 14.00 hours through the electronic meeting (e-AGM) one format only** in accordance with Emergency Decree on Electronic Meetings B.E.2563 to consider the following agendas:

1. To consider and approve Minutes of the Annual General Meeting of Shareholders No.44/2021

Objective : To approve Minutes of the Annual General Meeting of Shareholders No.44/2021.

Fact and Reason : The 2021 Annual General Meeting of Shareholders was held on April 27, 2021 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.44/2021.

2. To acknowledge the Company's 2021 Performance

Objective : To acknowledge the Company's 2021 Performance.

Fact and Reason : The Company prepared the report of Management and Discussion Analysis (MD&A) regarding financial position and performance for the year 2021 according to the consolidated financial statement. The essence of the report as well as the important changes from the year 2020 can be summarized as follows:-

1. Revenue from sale of goods and rendering services was Baht 5,588.55 million, decreased by 4.95%. Revenue from sale of goods was Baht 5,494.65 million, decreased by 5.22% and revenue from rendering services was Baht 93.90 million, increased by 14.55%. The decrease of revenue from sales of goods is mainly from the decrease of sales in one of the subsidiary companies; Surapon Nichirei Foods Co., Ltd. due to the change of products items and selling channels in response to the change of consumption behavior during COVID-19 spread-out situation. In contrarily, revenue from rendering services was increased due to one of the subsidiary companies; Mobile Logistics Co., Ltd. has provided additional its services.
2. Net profit according to consolidated financial statement for the year 2021 was Baht 443.10 million, increased by 7.65%. Profit attributable to owners of the Company was Baht 205.22 million.

Shareholders can study full report of MD&A from the Company's 56-1 One Report on page no. 38 (Attachment no. 2).

In the year 2021, the Company is re-certified to be the CAC member (Thailand's Private Sector Collective Action Coalition Against Corruption). In addition, the Company organized anti-corruption activities such as communication and awareness building of anti-corruption to all staffs, communicating and asking for cooperation from the suppliers and the customers to cooperate with the Company to prevent anti-corruption, and providing of whistle-blowing channels to suppliers and customers to report the corruption matters to the Company. The Company disclosed the Company's anti-corruption policy as well as summary of the implementations of anti-corruption activities through the Company's 56-1 One Report on page no. 45 (Attachment no. 2).

Board of Directors' Opinion : The Board recommends the Shareholders to acknowledge the Company's 2021 Performance Report.

3. To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021

Objective : To approve Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021.

Fact and Reason : The Audit Committee and the Board considered that the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 is accurate, complete and adequate in compliance with the Generally-accepted Accounting Principles. The Report is 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	4,169,306,724	1,958,748,341
Total Liabilities	1,578,337,050	304,353,131
Total Equity	2,590,969,674	1,654,395,210
Revenue from sales and rendering services	5,588,551,034	521,957,593
Net Profit (loss) attributable to owners of the Company	205,215,113	192,002,297
Basic Earnings per share (Baht)	0.76	0.71

Details are shown in the Company's 56-1 One Report on page no. 73 (Attachment no.2).

Board of Directors' Opinion : The Board and Audit Committee recommend the Shareholders should approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021.

4. To consider and approve Dividend Payment

Objective : To consider and approve dividend payment from the Company's 2021 operations' 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 2021 amounting to Baht 192,002,297. The

Company has no accumulated loss; therefore the Company can allocate profit for dividend in this AGM at the rate of Baht 0.5185 per share, totaling approximately Baht 139,994,482 equivalent to 72.91% 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	2021 (proposed year)	2020 (last year)
Net profit from Separate Financial Statement (Baht)	192,002,297	117,803,973
Dividend per share (Baht)	0.5185	0.3272
Total dividend payment (Baht)	139,994,482	88,343,673
Proportion of dividend payment to net profit (%)	72.91%	75.00%

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

Board of Directors' Opinion : The Board recommends the Shareholders should approve dividend payment from the operation results of the year 2021 at the rate of Baht 0.5185 per share. Total dividend payment is equal to Baht 139,994,482. The record date for the right to receive dividend is confirmed to be on May 9, 2022. The dividend shall be paid on May 25, 2022.

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. Chokchai Jiengwareewong, Mr. Paiboon Kangvonkit, Mr. Sathaporn Kootheeranurak, and Mr. Kanett Chatthamrak.

At the Nomination and Remuneration Committee dated January 24, 2022, has considered according to the Company's directors nomination policy as publicized through the Company's website. The Nomination and Remuneration Committee has passed the resolutions as follows:-

1. All four directors who retire by rotation, 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 as prescribed by the regulatory institutions. The Company has been taken into account the policy of board diversity and required board's skill matrix. The Company has still not open the Shareholders for nominating the candidates, being the Company's directors.
2. Mr. Sathaporn and Mr. Kanett are proposed to be Independent Directors. Both persons are independent and their qualifications are in compliance with the regulatory institutions' notifications as well as the procedures on Independent Director. Definition of the Company's Independent Director appears in the Attachment no.3.
3. Mr. Sathaporn already possessed his directorship in the Company for 13 years (15 years in case of the renewal of directorship in this AGM), whereas Mr. Kanett already possessed his directorship in the Company for 3 years (5 years in case of the renewal of directorship in this AGM). The Committee has considered the reasons and necessities of renewal Independent Director who possesses the directorship more than 9 years. Mr. Sathaporn has possessed strong experiences and expertise, which are of benefits to the Company. Mr. Sathaporn has been vitally contributing to the developments of internal audit, internal control, and anti-corruption as well as good performance of the Chairman of Audit Committee. The proposal of renewal of his directorship for another term, therefore, is appropriate and of benefits to the Company.

Board of Directors' Opinion : The Board and the Nomination Committee consider and recommend the Shareholders should re-elect all four retired directors; Mr. Chokchai Jiengwareewong, Mr. Paiboon Kangvonkit, Mr. Sathaporn Kootheeranurak, and Mr. Kanett Chatthamrak to be the Company's Directors for another term.

6. To consider and approve the Directors' Remuneration for the year 2022

Objective : To consider and approve the Directors' remuneration for the year 2022.

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

The Nomination and Remuneration Committee meeting dated January 24, 2022 resolves the payment of the Directors' remunerations in relating to the policy of remuneration and report of the Thai directors compensation survey which arranged by IOD and also compared to remunerations of other companies in related business sectors. The Board meeting agrees to propose the Director's remunerations for the year 2022 totaling Baht 6,040,000, which will be same rate as the year 2021. The actual payment of Directors' remunerations in the year 2021 is Baht 5,431,500. Details appear in the Company's 56-1 One Report on page no. 63 (Attachment no.2).

The Board of Directors' Remunerations

Board of Directors		2022 (Proposed year)	2016-2021 (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 the year 2007-2022 (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' remunerations for monthly retaining fee and meeting allowance for the year 2022 amounting to not exceeding Baht 6,040,000.

7. To consider and appoint the Auditor and fix the Auditor's Remuneration for the year 2022

Objective : To consider and approve appointment of the auditor and fix audit fee for the year 2022.

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 2022 due to its good standard performance. The proposed auditor shall be one of the following names:

Name			Registration No.	Number of Auditing Years
1.	Miss Krittika	Kongkerd	10634	1 year in 2021

Name			Registration No.	Number of Auditing Years
2.	Mr.Thanit	Osathalert	5155	-
3.	Miss Bongkot	Amsageam	3684	5 years in 2009-2013

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

Auditing fee for the year 2022 compared to the year 2021 is shown as follows:

		Year 2022 (Proposed Year)	Year 2021 (Last Year)
Remuneration for the Company	Auditing fee	1,181,000	1,181,000
	Auditing fee of BOI	63,000	63,000
Remuneration for the Subsidiaries (7 companies)	Auditing fee	2,329,000	2,329,000
	Auditing fee of BOI	315,000	315,000
Other services fee		none	none
Total Remuneration for the Company and all Subsidiaries		3,888,000	3,888,000

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 Krittika Kongkerd no.10634 or Mr.Thanit Osathalert no.5155 or Miss Bongkot Amsageam no.3684 to be the Company's Auditor for year ended December 31, 2022 with the audit fee of Baht 1,244,000 which will be equal to last year.

8. Other Business (if any)

The Company had invited the Shareholders to propose AGM agenda through the Company's website during October 1, 2021 to December 31, 2021. However, no agenda has been proposed for this AGM meeting.

The Shareholders who wish to attend the electronic meeting, please kindly study details of pre-registration in advance as prescribed in Attachment no. 7. The pre-registration can be done from one of the following methods:-

1. Pre-registration by yourself through DAP e-Shareholder Meeting by scanning QR Code. The pre-registration system will be opened from April 11, 2022 at 10.00 a.m. onwards. or
2. Pre-registration by submitting the whole set of required documents to the Company by postal at Company Secretary of Surapon Foods PLC., address no. 247 Moo.1, Theparak road, Theparak sub-district, Muang district, Samutprakarn province, Thailand 10270. The completed documents will have to be arrived the Company by April 22, 2022.

The Attendants, who already proceeded the pre-registration and passed the verification of Shareholders' identification, the Company will notify username and password through sms and email for logging-in the electronic meeting system on April 27, 2022 whereas the meeting system shall allow to access on April 27, 2022 from 1.00 p.m. onwards.

The Company would highly request the meeting attendants to study guideline for attending the meeting through electronic system (Attachment no. 8) and manual of the electronic meeting system for the Shareholders' meeting (Attachment no. 9). The Company will conduct the meeting in accordance with the Company's Articles of Association relating to the Shareholders' meeting (Attachment no. 4).

For those Shareholders who wish to appoint the proxy, please kindly study details as prescribed in the Attachment nos. 5 and 7. In case of granting the proxy to general person, please fill-in and complete the Proxy form A. Whereas, in case of granting the proxy to the Company's Independent Director, please fill-in and complete the Proxy form B.

Should there be any questions, please contact Company Secretary at email : ssfagm@surapon.com or telephone no : (66) 2385-3038-54 ext. 101 or 561.

Yours faithfully,

Surapon Foods Public Company Limited

-signed-

(Mr.Kosol Chantikul)

Chairman

Minutes of the Annual General Meeting of Shareholders No. 44/2021
Surapon Foods Public Company Limited
Tuesday, April 27, 2021

the meeting through electronics via DAP e-Shareholders' meeting and WebEx, broadcasting from the Company's conference room, no. 247 Moo.1, Theparak road, Theparak sub-district, Muang district, Samutprakarn 10270

Mr. Kosol Chantikul, Chairman of the Board, presided over the meeting. The Chairman welcomed the Shareholders, directors and all attendees. The Chairman notified the meeting that the today meeting is organized during COVID-19 spread-out, therefore, the meeting is conducted through electronics platform in accordance with Emergency Decree on Electronic Meetings B.E.2563 as notified the Shareholders in advance.

The Chairman noted that there were 29 shareholders, attending in person through electronics and by proxy granting to Independent Directors, holding a total of 188,942,830 shares of the total 269,999,000 shares of the Company, equivalent to 69.98% 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 no less than 25 persons or no less than 1/2 of the total shareholders and the total shares represented must not be 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 the members of the board of directors, executive officers, and auditor, attending this meeting as follows:

Board of Directors there are 10 present directors attending the meeting at the Company's conference room and through electronics as follows:

- | | | |
|-----|------------------------------|---|
| 1. | Mr. Kosol Chantikul | Independent Director and Chairman |
| 2. | Mr. Sathaporn Kotheeranurak | Independent Director and Chairman of Audit Committee |
| 3. | Mr. Issarin Patramai | Independent Director and Audit Committee |
| 4. | Mr. Kanett Chatthammarak | Independent Director and Audit Committee |
| 5. | Mr. Surapon Vongvadhanaroj | Director and Chairman of Executive Committee |
| 6. | Mr. Sorapon Vongvadhanaroj | Director, Chief Executive Officer, and Chief Financial Officer |
| 7. | Mr. Paiboon Kangvonkit | Director and Chairman of Risk Management Committee |
| 8. | Mr. Chokchai Jiengwareewong | Director, Chairman of Nomination and Remuneration Committee, and Chairman of Corporate Governance Committee |
| 9. | Mr. Sithichai Kraisithisirin | Director |
| 10. | Miss Malai Wongwatroj | Director |

Auditors 2 auditors from KPMG Phoomchai Audit Ltd. attending the meeting through electronics:

- | | | |
|----|-----------------|-----------------|
| 1. | Miss Orawan | Sirirattanawong |
| 2. | Miss Suttasinee | Jenvitchuwong |

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

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

1. The voting for each agenda item shall be one share for one vote, with 3 options which are to agree, disagree or abstain.

2. Proxies shall vote as specified by the shareholder in the proxy form only.
3. Resolutions shall be voted in the following manner:
 - 3.1 For an ordinary resolution, a majority vote of all shareholders present and vote shall be required for a resolution of the meeting. The Company shall count only attending shareholders who voted for approval and disapproval, while abstention votes and invalid ballots shall not be counted.
 - 3.2 In agenda 6 “To consider the remuneration of Directors”, no less than two-thirds (2/3) of the votes of all shareholders or proxies present for the meeting shall be required. All attending votes which are approval, disapproval, abstention, and invalid ballots shall be counted.
 - 3.3 In agenda 8 “To consider the amendment of Memorandum of Association clause3 by adding the Company’s objectives, which requires not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and entitled to vote as prescribed in Public Limited Companies Act.

The Company Secretary explained the meeting that the Company shall conduct the meeting, which the details are as prescribed in the notice of the meeting. Then the Company Secretary explained the procedures of voting procedures, vote casting, vote counting, announcing vote result, and asking questions through DAP e-Shareholders program.

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

Agenda 1. To approve the Minutes of the Annual General Meeting of Shareholders No. 43/2020, held on September 11th, 2020

The Company Secretary informed the meeting that the Minutes of the Annual General Meeting of Shareholders No. 43/2020 held on September 11th, 2020, 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. 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 that the meeting 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 this agenda item. After counting the votes, the Company Secretary declared the result of the vote as follows:

Approved	188,942,830	vote(s) equivalent to	100%
Disapproved	0	vote(s) equivalent to	0%
of all votes of shareholders present and vote.			
Abstained	-	vote(s)	
Invalid Ballots	-	vote(s)	

Resolution: It was unanimously resolved to approve the Minutes of the Annual General Meeting of Shareholders No. 43/2020 held on September 11th, 2020.

Agenda 2. To acknowledge the Company’s performance in the year of 2020

The Chairman informed the meeting that the Company has prepared the 2020 Company’s performance report, as appears in the 2020 Annual Report, which the Board has considered to be accurate and adequate. The Chairman then asked Mr. Sorapon Vongvadhanaroj, CEO, to provide further details to the meeting.

Mr. Sorapon Vongvadhanaroj summarized the performance of the Company and its subsidiaries for the year of 2020 as follows:

1. Total revenues from sale of goods and rendering services, according to the consolidated financial statements, reflects the amount of Baht 5,879 million. Revenue from sale of goods is Baht 5,797 million and revenue from rendering of services is Baht 82 million.
2. The increase of revenue is mainly due to the increase of sales of goods in Surapon Nichirei Foods Co., Ltd. and Surapon Supreme Foods Co., Ltd.
3. Net profit of the Company and its subsidiaries for the year of 2020 was Baht 412 million, increase of Baht 109 million compared to the year of 2019. Profit attributable to owners of the Company was Baht 149 million.
4. Revenue divided by company (intercompany sales not yet deducted) is as follows – the revenue from sales of Surapon Foods Public Company Limited accounted for 5% of the Group's total revenues. The revenue from sales of Surapon Nichirei Foods Co., Ltd. accounted for 63%. The revenue from sales of Surapon Finest Co., Ltd. accounted for 8%. The revenue from sales of Surat Seafoods Co., Ltd. accounted for 9%. The revenue from sales of Surapon Supreme Foods Co., Ltd. accounted for 14%. The revenue from rendering services of Mobile Logistics Co., Ltd., accounted for 1%.
5. Revenue of the Company's Group, divided by type of business, comprises of revenue from sale of owned produced products accounted for 90% and revenue from sale of trading products accounted for 8% and revenue from rendering logistic services accounted for 2%.
6. Revenue from export of the Company's Group is accounted for 90% of the total revenue of the Group. Revenue from domestic sales of the Company's Group is accounted for 10%.
7. The Company has prepared the Management Discussion and Analysis Report (MD&A) in the year of 2020 including the significant changes from the year of 2019 to distribute to the investors (as reflected in the Annual Report). The essence of MD&A has also been summarized in the notice to convene the Annual General Meeting of Shareholders as well as the details as presented in the meeting.
8. The Company gives high importance to the development of good corporate governance and continuous anti-corruption practices. The Company has been a member of Thailand Private Sector Collective Action Coalition against Corruption (CAC). The Company has disclosed its past operational results and developments in the Annual Report. The Company has been continuously proceeded anti-corruption activities such as communication of the policy to all staffs, suppliers, and partners as well as whistle-blowing channels in regards of any action in relation to anti-corruption and good corporate governance. The Company publicized all related anti-corruption policies and good corporate governance policy through the Company's website.

The Company Secretary notified the meeting, of the Board's consideration for this agenda, that the meeting should acknowledge the Company's performance report for the year of 2020 and allowed the shareholders to request further details or raise any queries they may have. However, no queries were raised.

The Chairman informed the meeting that this agenda was for the meeting's acknowledgment, thus, no voting was required. The Meeting was requested to acknowledge the Company's performance report 2020.

There is no further question raised by the shareholders.

Resolution: The meeting acknowledged the Company's performance report 2020.

Agenda 3. To consider approval of Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31st, 2020

The Chairman informed the meeting that the Company has prepared Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31st, 2020 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 auditor, details of which were shown in the 2020 Annual Report sent to all shareholders with the notice of the meeting.

The Chairman asked the Company Secretary to summarize the essence of Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31st, 2020 to the meeting.

The Company Secretary summarized as follows:

Unit: Million Baht	Consolidated Financial Statement	Separated Financial Statement
Total Assets	4,181	1,774
Total Liabilities	1,813	271
Total Equity	2,367	1,503
Revenue from sales & services	5,879	468
Net Profit (Loss) attributable to owners of the Company	149	118

The Company Secretary informed the meeting that the Audit Committee had considered the financial statement for the year ended December 31st, 2020. There was no issue which might cause a significant impact and the auditor has expressed their opinion without reservations. Consequently, it is the Audit Committee's opinion that the financial statements for the year ended December 31st, 2020, can be duly submitted to the shareholders for approval.

The Company Secretary informed the Board's consideration for this agenda item that the shareholders' meeting should approve Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31st, 2020, which has been considered by the Audit Committee and audited by the 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 question raised by the shareholders, the Chairman asked the shareholders to vote this agenda item. After the counting of votes, the Company Secretary declared the result of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

Resolution: It was unanimously resolved to approve Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31st, 2020.

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 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 and financial status in the year 2020, the Company posted net profit reflected in the separated financial statement of Baht 117,803,973. 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 0.3272 Baht per share, amounting to Baht 88,343,673 or 75% 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 cannot be applied for tax credit since the dividend is paid out from the dividend received from subsidiaries and affiliates, which is exempted from corporate income tax. The record date for the right to receive dividend is confirmed on May 7th, 2021, and the payment would be on May 25th, 2021.

The Chairman informed the meeting of the opinion of the Board that the meeting should approve the dividend payment from the year 2020 profit at the rate of Baht 0.3272 per share.

After presenting the supporting information and providing reasons for 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.

There being no question raised by the shareholders, the Chairman asked the shareholders to vote this agenda item. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to	100%
Disapproved	0	vote(s) equivalent to	0%
of all votes of shareholders present and vote.			
Abstained	-	vote(s)	
Invalid Ballots	-	vote(s)	

Resolution: It was unanimously resolved to approve the dividend payment at the rate of Baht 0.3272 per share. Shareholders eligible to receive dividends should be determined as of the Record Date on May 7th, 2021, and the payment would be on May 25th, 2021.

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. The four directors who retired by rotation this year were Mr. Surapon Vongvadhanaroj, Mr. Sithichai Kraithisirin, Miss Malai Wongwatroj, and Mr. Issarin Patramai. In this regards, Mr. Issarin Patramai has notified his intention to not renew his term in directorship in this AGM

The Company Secretary informed the meeting that the Company has determined criteria of nominating independent director, which is in compliance as stipulated in the regulatory notifications. The consideration of nominating will be based on their qualification that would be of benefit to the Company as follows:

1. Amount of independent directors must be in accordance to the SEC regulation; no less than one-third of the total amount of directors, but not less than 3 persons
2. Qualifications must be in accordance with the regulations and definition of an independent director; not holding more than 1% of total shares in the Company (calculated by including related persons to such director), 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 independently.
3. Must be one with the knowledge and experience in any of the following areas: industrial, commercial, service business, law, accounting, finance, public relations or government administration.

The Company Secretary informed the meeting that the Nomination and Remuneration Committee has considered the individual qualification and suitability of those to be appointed as the director of the Company, in accordance with the Company's policy, regulations of the relevant authorities, and board diversity policy. The Committee has considered and proposed that three directors retiring by rotation; namely Mr. Surapon Vongvadhanaroj, Mr. Sithichai Kraisithisirin, and Miss Malai Wongwatroj should be re-elected for another term. The Committee also propose the Shareholders should elect Mr. Kunakorn Mekchaidee to be new Independent Director in replacement of vacant position as his qualification is conformed to the regulatory institutions' procedures on Independent Director.

In the today meeting, Mr.Kunakorn Mekchaidee also observes the meeting through electronics.

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.

There being no question raised by the shareholders, the Chairman asked the meeting to vote for each person.

1. Mr. Surapon Vongvadhanaroj

The Chairman asked the shareholders to vote. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

2. Mr. Sithichai Kraisithisirin

The Chairman asked the shareholders to vote. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

3. Miss Malai Wongwatroj

The Chairman asked the shareholders to vote. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

4. Mr. Kunakorn Mekchaidee

The Chairman asked the shareholders to vote. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)

Invalid Ballots - vote(s)

- Resolution:**
- 1) By unanimous vote to re-elect Mr. Surapon Vongvadhanaroj to be the Company's Director for another term.
 - 2) By unanimous vote to re-elect Mr. Sithichai Kraissithisirin to be the Company's Director for another term.
 - 3) By unanimous vote to re-elect Miss Malai Wongwatroj to be the Company's Director for another term.
 - 4) By unanimous vote to elect Mr. Kunakorn Mekchaidee to be the Company's new Independent Director in replacement of the vacant position of Mr. Issarin Patramai.

Agenda 6. To consider the remuneration of Directors for the year of 2021

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 policy by considering duties, responsibilities, types of the 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 director's remuneration in the year of 2021 in the amount not exceeding Baht 6,040,000, which was the same amount as in the year of 2020. Details of the remuneration, comprised of monthly remuneration and meeting allowances of the Board and sub-committees, were represented in the meeting and shown in the accompanying document. The directors' remuneration for the year of 2020 approved by the shareholders' meeting did not exceed the amount of Baht 6,040,000 and was actually paid at Baht 5,470,000 as appears in the Annual Report.

The Company Secretary informed the meeting that the shareholders' meeting should approve the payment of directors' remuneration in the year of 2021 at the rate of Baht 6,040,000 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 question raised by the shareholders, the Chairman asked the shareholders to vote this agenda item. The Chairman 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:

Approved	188,942,830	vote(s) equivalent to	100%
Disapproved	0	vote(s) equivalent to	0%
Abstained	0	vote(s) equivalent to	0%
Invalid Ballots	0	vote(s) equivalent to	0%
of all votes of shareholders present.			

- Resolution:** It was unanimously resolved to approve the directors' remuneration in the year of 2021 not exceeding the amount of Baht 6,040,000.

Agenda 7. To appoint the Company's auditor and fix the remuneration for the year 2021

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

The Company Secretary informed the meeting that the Audit Committee considered the suitable audit firm and was of the opinion to appoint one of these auditors from KPMG Phoomchai Audit Ltd.; Miss Orawan Sirirattanawong (CPA. no. 3757) or Miss Bongkot Amsageam (CPA. no. 3684) or Mr. Thanit Osathalert (CPA. no. 5155) or Miss Krittika Kongkerd (CPA. no. 10634), would audit and express the opinion for the Company's financial statement for the year of 2021.

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 audited financial statements of 7 subsidiaries. Audit fee for the year of 2021 compared with the year of 2020 would be as follows:

	Year 2021	Year 2020
1. Audit fees of the Company		
▪ Audit fee	1,181,000	1,191,000
▪ Audit fee for BOI promoted business	63,000	63,000
2. Review and audit fees of the 7 subsidiaries		
▪ Audit fee	2,329,000	2,229,000
▪ Audit fee for BOI promoted business	315,000	315,000
3. Other fee	no	no
4. Total audit fee of the Company's Group	3,888,000	3,798,000

The Company Secretary informed the meeting that the Board considered that it was appropriate to propose to the shareholders' meeting the appointment of one of above mentioned auditors as the auditor of the Company for the year ended December 31st, 2021. The audit fee including BOI was set in the amount of Baht 1,244,000, 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 question raised by the shareholders, the Chairman asked the shareholders to vote this agenda item. After the counting of votes, the Company Secretary declared the results of the vote as follows:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

Resolution: It was unanimously resolved to appoint the auditors from KPMG Phoomchai Audit Ltd.; Miss Orawan Sirirattanawong (CPA. no. 3757) or Miss Bongkot Amsageam (CPA. no. 3684) or Mr. Thanit Osathalert (CPA. no. 5155) or Miss Krittika Kongkerd (CPA. no. 10634), as the auditor of the Company in the year of 2021 The audit fee was approved in the total amount of Baht 1,244,000 Baht.

Agenda 8. To consider amendment of Memorandum of Association, Clause 3, by adding new objective

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

The Company Secretary informed the meeting that due to the fact that the Company's products and production process are required to pass the quality inspection results in compliance with the Ministry of Public Health's criteria and regulation. Consequently, the Company is required to amend the Memorandum of Association by adding new objective, covering this additional scope of laboratory activity within the Company.

The Company Secretary informed the meeting that the Board considered that it was appropriate to propose to the shareholders' meeting to approve the amendment of Memorandum of Association, Clause 3 by adding the Company's new objective, which will state that "To engage laboratory activity of microbiological, chemical, and physical testing in order to inspect quality inspection of raw materials, products, and environment in production process in compliance with the regulations as well as to support the analysis, the experiment, and the research of the Company's products and production process improvements. Furthermore, the Shareholders is also requested to approve to grant authority to those assigned by the Board to proceed with the application to register the amendment of the Memorandum of Association (and amend the contents thereof as per the Registrar's instruction) with the Department of Business Development, Ministry of Commerce accordingly.

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 question raised by the shareholders, the Chairman asked the shareholders to vote this agenda item. The Chairman also informed the meeting that this agenda will require no less than three-fourth 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:

Approved	188,942,830	vote(s) equivalent to 100%
Disapproved	0	vote(s) equivalent to 0%
of all votes of shareholders present and vote.		
Abstained	-	vote(s)
Invalid Ballots	-	vote(s)

Resolution: It was unanimously resolved to amend the Company's Memorandum of Association, Clause 3 by add the Company's objective as the Company proposed and approve to grant authority to those assigned by the Board to proceed with the application to register the amendment of the Memorandum of Association (and amend the contents thereof as per the Registrar's instruction) with the Department of Business Development, Ministry of Commerce accordingly.

There being no further question, the Chairman thanked the shareholders for attending and expressing opinions in the meeting. The Company should complete the Minutes of the Meeting within 14 days, which should be publicized through the Company's website.

The Company Secretary informed the meeting that at the time of the meeting was adjourned, total shareholders, who registered and attended the meeting, were totally 29 shareholders with 5 persons attending the electronics meeting in person and 24 proxies granting to the Company's Independent Directors. The number of shares could be totally calculated 188,942,830 shares, equivalent to 69.98% of total number of shares.

The meeting was adjourned at 15.15 hours.

Mr. Patt Somchaikulsup
Minutes Taker

Mr. Kosol Chantikul
Chairman of the Meeting
and Proofreader

Form 56-1 One Report for Year 2021 in QR Code

The Shareholders can download the Company's 56-1 One Report for the year 2021 through
www.surapon.com/home/ir_annual_report.php

or scan QR Code



Name List and Biography of the Persons who are nominated as the Directors

Mr. Chokchai Jiengwareewong has been nominated as **Director**



1. **Date of Birth** January 1, 1945
2. **Age** 76 years
3. **Address** 153, Lakeside villa 2, Dokmai sub-district,
Pravet district, Bangkok 10540
4. **Current Position / Company** Director, Surapon Foods PLC.
5. **Education** - High School, Amnuaysilp School

6. Training on Directorship organized by IOD

Training Program	Year
Director Accreditation Program (DAP) class 6/2003	2003

7. Current Workings

Organization	Position
<u>Listed Company</u> Surapon Foods PLC.	Director, Chairman of Corporate Governance Committee, and Chairman of Nomination and Remuneration Committee
<u>Non-listed Companies</u> Surat Seafoods Co., Ltd. Surapon Aquaculture Co., Ltd. Chantaburi Marine Farm Co., Ltd. S.J. Universal Co., Ltd.	Director Director Director Director

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

- none -

9. Shareholding in SSF including spouse and minor children

9,235,090 shares or 3.42% , spouse = 9,000,000 shares or 3.33% , no minor children

- Meeting Attendance in the year 2021**
- Board of Directors' Meeting 8 / 8 times
 - Nomination and Remuneration Committee Meeting 2 / 2 times
 - Corporate Governance Committee Meeting 3 / 3 times
 - Shareholders' Meeting 1/1 time

Years in Directorship : 44 years (Appointment Date : December 13, 1977)

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



1. **Date of Birth** March 11, 1968
2. **Age** 54 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 :

Institution	Degree and field of study
Texas A and M International University, USA.	Master degree in International Trade
University of Thai Chamber of Commerce	Bachelor degree in Accounting

6. Training on Directorship organized by IOD :

Training Program	Year
Director Certification Program (DCP) class 148/2011	2011
Director Accreditation Program (DAP) class 75/2010	2010

7. Current workings

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

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

- none -

9. Shareholding in SSF including spouse and minor children

- none -

Meeting Attendance in the year 2021

- Board of Directors 8 / 8 times
- Risk Management Committee 4 / 4 times
- Executive Committee 7 / 7 times
- AGM of Shareholders 1 / 1 time

Years in Directorship : 12 years (Appointment Date : April 8, 2010)

Mr. Sathaporn Kotheeranurak has nominated as Independent Director

- 1. Date of Birth** October 12, 1956
- 2. Age** 65 years
- 3. Address** 67, 69 Soi Somdej Phrachaotaksin 19,
Somdej Phrachaotaksin road, Thonburi, Bangkok 10600
- 4. Current Position / Company** - Certified Public Accountant (CPA No. 3349)
- Independent Director and Chairman of Audit Committee, Surapon Foods PLC.



- Managing Director, Sahaporn & Co Co., Ltd.

- Managing Director, DBMT Co., Ltd.

5. Education

Institution	Degree and field of study
Chulalongkorn University	Master degree in Business Administration
Thammasat University	Certificate on Advanced Accounting
Rajamangala University of Technology, Thanyaburi	Bachelor degree in Accounting

6. Training on directorship organized by IOD

Training Program	Year
Ethical Leadership Program (ELP) class 17/2019	2019
Board Matters and Trends class 6/2018	2018
Advanced Audit Committee class 13/2013	2013
Director Accreditation Program (DAP) class 35/2005	2005

7. Current Workings

Organization	Position
<u>Listed Companies</u>	
Surapon Foods PLC.	Independent Director and Chairman of Audit Committee
Kaset Thai International Sugar PLC.	Independent Director and member of Audit Committee
<u>Non-listed Companies</u>	
Sahaporn & Co Co.Ltd.	Managing Director
DBMT Co., Ltd.	Managing Director

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

- none -

9. Shareholding in SSF including spouse and minor children

- none -

Meeting Attendance in the year 2021

Board of Directors 8 / 8 times

Audit Committee 5 / 5 times

Shareholders' Meeting 1 / 1 time

Years in Directorship: 13 years (to be appointed as the Director since May 14, 2009)

Mr.Kanett Chatthamrak has been nominated as **Independent Director**

1. Date of Birth

March 21, 1976

2. Age

46 years

3. Address

8/39 Soi Thanphuying Pahol, Ngamwongwan road,
Ladyaow sub-district, Jatujak district, Bangkok

4. Current Position / Company

Independent Director and Audit Committee, Surapon Foods PLC.



Managing Director, Rosso Co., Ltd.

Managing Director, IT Grand Co., Ltd.

Managing Thammrak Property Co., Ltd.

Managing Director, Touch Point Solution Co., Ltd.

5. Education : - Master degree in Business Administration, Saint Louis University, USA.

- Bachelor degree in Economics, Thammasat University

6. Training course organized by IOD : - no -

7. Professional Trainings : - TLCA Executive Development Program, Thai Listed Company Association

- CFO Focus on Financial Reporting, Federation of Accounting Professions under
The Royal Patronage of His Majesty The King

8. Current Workings

Organization	Position
<u>Listed Company</u> Surapon Foods PC.	Independent Director and Audit Committee
<u>Non-listed Companies</u> Rosso Co., Ltd. IT Grand Co., Ltd. Thammrak Property Co., Ltd. Touch Point solution Co., Ltd.	Managing Director Managing Director Managing Director Managing director

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

- none -

10. Shareholding in SSF including spouse and minor children

-none-

Meeting Attendance in the year 2021

Board of Directors 5 / 8 times

Audit Committee 5 / 5 times

Corporate Governance Committee Meeting 3 / 3 times

Shareholders' Meeting 1 / 1 time

Years in Directorship: 3 years (to be appointed as the Director since April 25, 2019)

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.Chokchai Jiengwareewong	Director	1	4	9,235,090	3.42%
2. Mr.Paiboon Kangvonkit	Director	1	1	0	0

Name	Position	Directorship		Shareholding in SSF	
		Listed Company (Incl. SSF)	Non-Listed Company	No. of share	Proportion (%)
3. Mr.Sathaporn Kootheeranurak	Director	2	2	0	0
4. Mr. Kanett Chatthamrak	Independent Director	1	4	0	0

Summary on Characteristics of Conflict of Interest

Name	Being close to relatives to major shareholders	Being involve in business management	Being professional service provider	Working in other companies whose business has been conflict of interest or completed with
1. Mr.Chokchai Jiengwareewong	Being major shareholder	Being Authorized Director	no	no
2. Mr.Paiboon Kangvonkit	no	Being the Executive and the Director in the Subsidiary Company	no	no
3. Mr.Sathaporn Kootheeranurak	no	no	no	no
4. Mr. Kanett Chatthamrak	no	no	no	no

Qualifications and Definition of the Company's Independent Director

1. Hold the Company's share less 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 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/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.

Information of the Company's Independent Directors who represent to be the Proxy

- | | |
|-------------------------|---|
| 1. Name | Mr. Kosol Chantikul |
| Position | Independent Director and Chairman of the Board of Directors |
| Age | 75 years |
| Address | 795 Soi Charansanitwong 75, Charansanitwong road,
Bangplad sub-district, Bangplad district, Bangkok 10700 Thailand |
| Related agenda | Agenda 6: The Directors' Remuneration |
| Special Interest Agenda | No |
|
2. Name |
Mr. Kunakorn Mekjaidee |
| Position | Independent Director, member of Audit Committee, and member
of Nomination and Remuneration Committee |
| Age | 66 years |
| Address | 19/1 Soi Kingchamnan-aksorn, Phaholyothin road,
Phayatai sub-district, Phayatai district, Bangkok 10400 Thailand |
| Related Agenda | Agenda 6: The Directors' Remuneration |
| Special Interest Agenda | No |

Remark : Biography and number of attending the Board and Sub-committee meetings as appear in the Company's 56-1 One Report (Attachment no.2).

The Documents required for the e-AGM registration and Proxy Appointment

Please proceed the pre-registration with the following steps:-

1. Registration through QR Code



or linked website

<https://portal.eservice.set.or.th/Account/Login?refer=pE1mh2TvsJzdUnq6rwAvkMVvC%2bRINYxgTajsZ%2bIKP92Lq7X8yozRuw%3d%3d>

2. Select "Register".
3. Accept terms and conditions for attending the shareholders' meeting through DAP e-Shareholder Meeting system by marking ☒ and then pressing "OK" button.

Self-attending the e-AGM

1. Fill-in personal information
 - 1.1 In case of Individual person shareholder : name and surname, ID card number, date of birth, email address, mobile phone number, and password.
 - 1.2 In case of Juristic person shareholder : name of juristic person, company registration number, personal information of the company representative who shall attend the e-AGM (i.e. name & surname, ID card number, date of birth, email address, mobile phone number), and password.
2. Click "Next".
3. Click request OTP, and OTP will be sent to sms and email as you have entered in step no.1.
4. The e-AGM attendant take photo by clicking photo button. The system will turn on your camera, attached to your devices. Taking 3 shots of photo; photo of yourself, photo of ID card, and photo of yourself holding ID card, and then uploading the photos to the system.
5. In case of the Company's representative who shall attend the e-AGM, take photo of yourself and then upload the photo together with the required documents to the system; i.e. the certificate of incorporation (within 6-months period), proxy letter as the Company grants the representative to attend the e-AGM on their behalf, copy of ID card of the authorized director(s) as specified in the certificate of incorporation, and copy of ID card of the representative who shall attend the e-AGM.
6. Check the correctness of shareholding information, and then click "Confirm" button.
7. The Shareholder will receive sms and email confirming your registration result as well as username and password for logging-in the e-AGM system. If you cannot find the email, please check from junk mail or contact the Company at ssfagm@surapon.com before the meeting date.

The pre-registration can be made through PC, notebook, tablet, or smart phone which camera is attached in these devices. The Shareholders can access to pre-registration system through web browsers of google chrome (recommended), safari, and internet explorer. The operating system is well compatible with IOS and Android.

The Shareholders are requested to study manual of pre-registration by scanning QR code



In case of Proxy Granting to General Person
--

Please use Proxy Form A. and affix 20 baht revenue stamp.

1. Fill-in the Shareholder's personal information : name and surname, ID card number, date of birth, email address, mobile phone number, and password.
2. Fill-in the Proxy's personal information : name and surname, ID card number, date of birth, email address, mobile phone number.
3. Upload the proxy documents to the system, i.e. Proxy form A with completely fill-in information and signed, copy of the Shareholder's ID card, and copy of the Proxy's ID card.
4. Click "Next".
5. Check the correctness of shareholding information, and then click "Confirm" button.
6. Password to log-in the e-AGM system shall be sent to sms and email of the Proxy.

In case of Proxy Granting to the Independent Director
--

Please use Proxy Form B. and affix 20 baht revenue stamp.

1. Fill-in the Shareholder's personal information : name and surname, ID card number, date of birth, email address, mobile phone number.
2. Identify one of the Independent Director to be your proxy by selecting the names as appear in the system
3. Select your vote for each agenda item, which are to agree, disagree, or abstain.
4. Upload the proxy documents to the system, i.e. Proxy form B with completely fill-in information and signed and copy of the Shareholder's ID card.
5. Check the correctness of shareholding information, and then click "Confirm" button.
6. The Shareholder shall be informed the confirmation of registration and the proxy granting result to sms and email. The Shareholder shall not receive the password for logging-in the e-AGM as the Shareholders already granted their proxy to the Independent Director and voted in advance already.

Important Remark:

Please kindly pre-register to attend the e-AGM or grant the proxy within April 22, 2022
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Guideline for attending the meeting through electronic system

Please kindly study manual and procedure of the meeting attendance in advance prior to the meeting date at

https://www.set.or.th/en/eservice/files/Shareholder_Manual_Book_20220208.pdf

or scan



1. Log-in the e-AGM system

The meeting attendants can log-in the e-AGM meeting system on April 27, 2022 from 1.00 p.m. onwards (the meeting will start at 2.00 p.m.) by using username and password sent to sms and email.

Linked website for logging-in :

<https://portal.eservice.set.or.th/Account/Login?refer=pE1mh2TvsJzdUnq6rwAvkMVvC%2bRINYxgTajsZ%2bIKP92Lq7X8yozRuw%3d%3d>

or scan QR code



2. Asking questions or express the opinions (e-Question)

- 2.1 Before casting the vote in each meeting agenda, the Company will give the attendants an opportunity to ask question or express the opinion relating to that agenda
- 2.2 The meeting attendants, who wish to ask question or express the opinion, select "Send Questions" icon and then select the agenda item and type in the questions in the asking questions box. The question will be added into the waiting list
- 2.3 The system administrator will notify your time to ask the question and turn on your microphone. Please inform your name and surname before questioning.

3. e-Voting

- 3.1 To cast a vote, one share shall have one vote
- 3.2 The meeting attendant might cast the vote to "Approve", or "Disapprove", or "Abstain"
- 3.3 The meeting attendant will be required to vote within the voting time as the Company shall inform in advance. Otherwise, your vote shall be counted as the agreeing in that agenda item.

4. Contact Channel

The Shareholders can contact the Company regarding the e-AGM at ssfagm@surapon.com

**Manual of the electronic meeting system for the Shareholders' meeting
(DAP e-Shareholder Meeting)**

The Company's Annual General Meeting of Shareholders for the year 2022 on April 27, 2022 will be conducted through electronic meeting system by utilizing DAP e-Shareholder Meeting system, provided by Digital Access Platform Co. Ltd., the Company under the Stock Exchange of Thailand.

The meeting attendants can access the meeting system from PC, notebook, tablet, or smartphone through web browser of google chrome, safari, or internet explorer, which will be well compatible with both IOS and android.

The meeting attendant is requested to study manual of e-meeting system by downloading the linked website : https://www.set.or.th/en/eservice/files/Shareholder_Manual_Book_20220208.pdf

or scan



Notice of Personal Data Protection

Surapon Foods Public Company Limited (or “the Company”) is aware of the importance of personal data protection. To comply with Personal Data Protection Act, B.E.2562, the Company, consequently, would like to inform the Shareholders as follows:-

Definition :

“**The Company**” means Surapon Foods Public Company Limited.

“**You**” means Personal data subject such as the Shareholder and the Proxy.

“**Laws**” means Personal Data Protection Act, B.E.2562 and other relevant laws including any revision of laws might come into effect in the future

“**Personal Data**” means any information relating to a Person, which enables the identification of such Person, whether directly or indirectly, but not including the information of the deceased Persons in particular.

“**The Meeting**” means The 2022 Annual General Meeting of Shareholders of Surapon Foods Public Company Limited.

Objectives, Necessities, and Collection of Personal Data

The Company is required to collect your personal data as you informed i.e. name, surname, address, telephone number, email address, photo, Identification card number, electronic traffic data, and other information relating the meeting in order to meet with the following objectives:-

1. To call and convene the meeting through electronic (e-AGM) under the provisions of laws.
2. To distribute the meeting invitation and all supporting documents as well as the Company's 56-1 One Report and financial statements.

Sources of Personal Data

1. Directly obtain from you through the contact channel(s) as the Company specified for your self-verification to attend the meeting.
2. Obtain from Thailand Securities Depository Co., Ltd. (TSD) as the Company's registrar as at the date of shareholders' right (Record Date).
3. Obtain from video and/or voice recordings during and after the meeting as prescribed by laws.

Data Processing

The Company uses personal data in order to call the meeting, register the meeting attendance, count the meeting quorum, count the meeting voting, or other manners relating to the meeting including disclose personal data to the e-AGM service provider with respect to data processing relating to the meeting.

Collection Period of Personal Data

The Company shall collect your personal data as specified in this notice throughout the period required by laws. The Company might record the meeting minutes with name and surname of the Shareholders or the Proxy who ask the questions or give the opinions during the meeting. The Company shall disclose the meeting minutes

through the Company's website and shall send the meeting minutes to the Stock Exchange of Thailand, Ministry of Commerce, and other regulatory organizations as prescribed by laws.

Rights of Personal Data Subject

Personal data subject has the rights as prescribed by laws including withdraw the consent on which the collection, request access to his or her personal data, obtain copy of his or her personal data, erase or destroy his or her personal data, amend his or her personal data, restrict the use of his or her personal data, and transfer his or her personal data. In case you wish to exercise those rights, please kindly contact the Company through ssfagm@surapon.com.

For the self-verification documents as you sent to the Company such as Identification card or any document issued by the Government, which contain sensitive data; for example ethnic, blood type, or religion. Those sensitive data are not necessary for self-verification, the data subject shall be able to conceal before sending to the Company. In case you do not conceal those sensitive data, the Company has the right to conceal such sensitive data for you and shall not be considered that the Company collects your sensitive data.

Security Measures

The Company provides personal data protection system according to the Company's personal data protection policy. The Company implements the appropriate security measures for protecting your personal data. In collection, use, or disclosure of personal data whether in whole or in part, the Company shall proceed according to the duties as required or specified by laws. In case you wish to ask for more details of the Company's personal data protection policy, please kindly contact the Company's data protection officer through nawarat@surapon.com.



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