

Ref.BOD.016/2018

February 21, 2018

The President

The Stock Exchange of Thailand

The Stock Exchange of Thailand Building

62 Ratchadapisek Road, Klongtoey

Bangkok 10110

Dear Sir,

**Re : The Annual Ordinary General Shareholders' Meeting for 2018, Dividend Payment, amendment of the Company's Objects; Memorandum of Association; and Articles of Association**

The Board of Directors' Meeting of S. Khonkaen Foods Public Company Limited No.1/2018 held on Wednesday 21<sup>st</sup> February 2018 at 10.00 hrs. has passed the resolutions on the following significant matters which can be summarized as follows:-

1. To resolve to propose the following matters to the Annual Ordinary General Shareholders' Meeting for the year 2018 (No.24<sup>th</sup>) for approval :-

1.1 To approve the Company and its subsidiaries' financial statement for the year ended December 31, 2017, which has been duly audited.

1.2 To approve the allocation of profit and annual dividend payment for the Company's Operation Results from January 1 to December 31, 2017 to the eligible shareholders whose names have been listed in the company's share registration on the record date on Monday 8<sup>th</sup> May 2018.

The dividend payment will be paid in cash at the rate of Baht 2.20 (Baht two and twenty satang) per share, according to number of ordinary shares 32,340,000 shares (thirty-two million three hundred and forty thousand shares) amounting to Baht 71,148,000.- (Baht seventy-one million one hundred and forty-eight thousand only). The allotted dividend to be paid on Friday 25<sup>th</sup> May 2018.

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1.3 To re-appoint the following four directors whose terms are up for replacement to be the Company's directors for another term :-

- 1) Mr. Charoen Rujirasopon
- 2) Mr. Chusak Vijakhana
- 3) Mr. Jarunpoj Rujirasopon
- 4) Mr. Thanakrit Rujirasopon

The directors' authority remains unchanged.

1.4 To approve the remuneration and allowance for directors for the year 2018 at the rate and conditions remain unchanged as follows:-

1.4.1 Board of Directors' Remuneration : Total Baht 2,000,000.- (Baht two million only), and authorize the Chairman of Board of Directors to allocate.

1.4.2 Meeting Allowance for Board Members per Meeting

1.4.2.1 Chairman of the Board of Directors Baht 30,000.-

1.4.2.2 Independent Director Baht 15,000.-

1.4.2.3 Director Baht 15,000.-

1.4.3 Meeting Allowance for the Audit and Corporate Governance Committee per Meeting

1.4.3.1 Chairman of the Audit and Corporate Governance Committee Baht 20,000.-

1.4.3.2 Each member of the Audit and Corporate Governance Committee  
Baht 15,000.-

1.4.4 Meeting Allowance for Recruitment and Compensation on Remuneration Committee per Meeting

1.4.4.1 Chairman of the Recruitment and Compensation on Remuneration  
Committee Baht 20,000.-

1.4.4.2 Each member of the Recruitment and Compensation on  
Remuneration Committee Baht 15,000.-

1.4.5 Meeting Allowance for the Risk Management Committee per Meeting

1.4.5.1 Chairman of the Risk Management Committee Baht 20,000.-

1.4.5.2 Each member of the Risk Management Committee Baht 15,000.-

A director holding more than one office shall be entitled to the meeting allowance and annual remuneration at the highest rate for only one office.

Chairman of the Committee and/or a director who is an employee or holds the office of executive In the Company will not be entitled to the meeting allowance for directors under (2) to (5) but will receive only the annual remuneration for the directors under (1).

- 1.5 Appointment of external auditor for the fiscal year 2018 and its relevant auditing fee by appointing EY Office Limited by Mr. Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 and/or Miss Roongnapa Lertsuwannakul, Certified Public Accountant (Thailand) No. 3516 and/or Miss Pimchai Manitkachornkij, Certified Public Accountant (Thailand) No. 4521 and/or Mr. Chayaphon Suppasetthanon, Certified Public Accountant (Thailand) No. 3972 and/or Miss Sumana Panpongsanont, Certified Public Accountant (Thailand) No. 5872 and/or Miss Rosporn Dej-akom, Certified Public Accountant (Thailand) No. 5659 to be the Company's auditor for year 2018 and the total auditing fee will be Baht 1,600,000.- (Baht one million six hundred thousand only) plus other incurred expenses at cost.
  - 1.6 To approve amendment of the Objects of the Company from 20 clauses, increase additional 9 clauses, to 29 clauses.
  - 1.7 To approve amendment of the Memorandum of Association No. 3, to comply with the amendment of the Objects of the Company from 20 clauses, increase additional 9 clauses, to 29 clauses.
  - 1.8 To approve amendment of an Article 16 of the Company's Articles of Association, Chapter 3 re Meetings of Shareholders, to comply the instruction of the Head of the National Council for Peace and Order, No. 21/2017 re amendment of laws to facilitate business operations.
2. Approve to schedule Thursday 26<sup>th</sup> April 2018 at 10.00 hrs. to be the date of the Annual General Shareholders' Meeting for the year 2018 (No.24<sup>th</sup>) which will be held at the Ballroom 1 on the 3<sup>rd</sup> floor of the Emerald Hotel, located at No. 99/1 Rachadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400, details of the agenda are as follows:-
- 1) For Acknowledgement
    - To acknowledge the resolution of acceptance Member of Thailand's Private Sector Collective Action Coalition against Corruption
  - 2) To approve the minutes of the Annual General Shareholders' Meeting No. 23 held on Thursday April 27, 2017.
  - 3) To acknowledge the Company's operating results report of the year 2017.
  - 4) To approve the audited Company and its Subsidiaries' Financial Statement for the year ended December 31, 2017 which have been duly audited.
  - 5) To approve the allocation of profit and annual dividend payment for the year 2017.
  - 6) To elect four directors to replace those whose terms are due :
    1. Mr. Charoen Rujirasopon
    2. Mr. Chusak Vijakhana
    3. Mr. Jarunpoj Rujirasopon
    4. Mr. Thanakrit Rujirasopon
- , and fix the authority of directors.

- 7) To approve the remuneration and allowance for directors for the year 2018.
  - 8) To appoint Company's auditor and its relevant auditing fee for the year 2018.
  - 9) To approve amendment of the Company's Objects from 20 clauses, increase additional 9 clauses, to 29 clauses.
  - 10) To approve amendment of the Company Memorandum of Association No. 3, to comply with the amendment of the Objects of the Company from 20 clauses, increase additional 9 clauses, to 29 clauses.
  - 11) To approve amendment of the Article 16 of the Company's Articles of Association, Chapter 3
  - 12) To consider other matters (if any)
3. Approve the names of the shareholders eligible to attend the Annual General Shareholders' Meeting for the year 2018 (No. 24<sup>th</sup>) shall be recorded on Friday 9<sup>th</sup> March, 2018.

Please be informed of the above notification accordingly.

Yours sincerely,

(Mr. Charoen Rujirasopon, Mr. Jarunpoj Rujirasopon)

Authorized Directors