



**Invitation to the Annual General Shareholders' Meeting
Annual 2021**

Food and Drinks Public Company Limited

Wednesday 28 April 2021

At 14.00 p.m.

**At Company's Meeting Room, 15th Fl, Regent House Building,
No. 183 Rajdamri Rd., Lumpini,
Pathumwan, Bangkok 10330.**

**In the case of covid-19, The Securities and Exchange
Commission of Thailand (SEC), The Stock Exchange of
Thailand (SET), and Department of Business Development
(DBD) encourage shareholders to consider proxy independent
directors to attend the meeting
and vote on behalf of shareholders.**

To reduce the risk of the spread of the COVID-19 virus

- The company refrains from snacks, tea, coffee and no meals in the meeting venue.**
- The company will not give away gifts. To reduce exposure and comply with the guidelines of regulatory agencies that campaign to stop / stop the distribution of souvenirs on the date of the shareholders' meeting.**
- Limited seats available. If it's full, will not be able to enter the meeting spaces.**

5 April, 2021

Subject: Invitation to the Annual General Shareholders' Meeting No. 1/2021

To : Shareholders

- Enclosures: 1. Minutes of the Ordinary Shareholders' Meeting No. 1/2020 (QR Code)
2. Annual Registration Statement and Annual Report 2020 (Form 56-1 One Report)
(QR Code)
3. Directors whose term expired and nominated to the position
4. Proxy Form
5. Report Request Form
6. Map of company
7. AGM Attendance Guidelines under the COVID-19 Outbreak Situation

The Board of Directors ("Board") of the Company has resolved to call for the Annual General Shareholders' Meeting No. 1/2021 on April 28, 2021 at 14.00 p.m. at Company's Meeting Room, 15th Floor, Regent House Building, No. 183 Rajdamri Rd., Lumpini, Pathumwan, Bangkok 10330. The following agendas will be considered at the meeting:

Agenda 1 Notification from the Chairman

Remark: -

Opinion of the Board It was deemed appropriate to have this agenda in case the chairman of the meeting had matters to be informed.

Agenda 2 To approve the Minutes of Ordinary Shareholders Meeting No. 1/2020 dated August 11, 2020.

Remark: The Company has held the General Meeting of Shareholders No. 1/2020 dated 11 August 2020. The meeting minutes was submitted to the Stock Exchange of Thailand and Ministry of Commerce according to the legal requirement. A copy of minutes is (QR Code)

Opinion of the Board The Shareholders' Meeting is advised to approve the said minutes.

Agenda 3 To acknowledge the operating results of the company in the year 2020, as of December 31, 2020.

Remark: The operating results of the company and financial summary 2020 are shown in the annual report 2020 per QR Code.

Opinion of the Board The Shareholders' Meeting is advised to acknowledge the operating results of the company in the year 2020, as of December 31, 2020.

Agenda 4 To consider and approve the financial statements at the year ended December 31, 2020.

Remark: The Financial Statements for the year ending December 31, 2020 and the financial summary as presented in the annual registration statement and annual report 2020 in QR Code format (QR Code), which have been reviewed by the audit committee and approved by the board of directors. The auditor express the opinion without any qualify. The company financial statements complete and correct according with Thai Financial Report Standard.

Opinion of the Board The Shareholders' Meeting is advised to approve the financial statements at the year ended December 31, 2020.

Agenda 5 To consider the allocation of profit as statutory reserve and approve the payment of dividends.

Remark: In 2020 the company has a profit of Baht 24,272,311 in the financial statements which equity method is applied. The company has a profit of Baht 29,826,258 in the separate financial statements, equivalent to Baht 1.38 and Baht 1.69 profit per share. Since the company has accumulate loss, the company will not pay the dividend to the shareholders.

Opinion of the Board The Shareholders' Meeting is advised to approve the omission of the allocation of profit as a legal reserve and omission of the dividend payment due to deficit.

Agenda 6 To consider and approve the appointment of director(s) to replace those who are retiring by rotation.

Remark: According to the company's regulation, one third of the total directors will be ending their term of office in the annual general meeting of the company each year. These directors are eligible for the reappointment by the shareholders. In this meeting, the directors whose term of office will end are Mr. Phirasilp Subhapholsiri, Mr. Kasem Deemaitree, Mr. Aditep Nontratip and Ms. Chaovana Vivatpanachati. The Board of the Directors have the opinion that the four directors have the quality that the company requires, their past performance were satisfactory. They have adequate time to act as the company's directors and do not possess any prohibited characteristic according to the regulations of the SEC and the Stock Exchange of Thailand. The biographies of the four directors are in the Attachment 3. The Shareholders' Meeting is advised to re-elect the four (4) directors who are due to retire by rotation. They are Mr. Phirasilp Subhapholsiri, Mr. Kasem Deemaitree, Mr. Aditep Nontratip and Ms. Chaovana Vivatpanachati who will work as the directors. The appointment of the directors will be considered one by one.

Opinion of the Board The four (4) directors who are due to retire by rotation are: Mr. Phirasilp Subhapholsiri, Mr. Kasem Deemaitree, Mr. Aditep Nontratip and Ms. Chaovana Vivatpanachati. The Shareholders' Meeting is advised to re-elect the four (4) directors who are due to retire by rotation. They are: Mr. Phirasilp Subhapholsiri, Mr. Kasem Deemaitree, Mr. Aditep Nontratip and Ms. Chaovana Vivatpanachati, who will work as the directors and shall retain their previous position.

Agenda 7 To consider and approve directors' remuneration.

Remarks: The remuneration of each director is proposed to be Baht 40,000 per year plus meeting allowance at Baht 15,000 per meeting (per actual attendance); set the remuneration of audit committee to Baht 90,000 for Chairperson; and Baht 70,000 for members plus meeting allowance at Baht 15,000 per meeting (per actual attendance). The remuneration for the Chairman of the Nomination and Remuneration Committee is Meeting Allowance at Baht 10,000 per meeting, and for the members of the Nomination and Remuneration Committee is Meeting Allowance at Baht 7,500 per meeting. (per actual attendance).

Opinion of the Board The Shareholders' Meeting is advised that the directors' remuneration is fixed at Baht 40,000 per year plus Meeting Allowance at Baht 15,000 per meeting. The remuneration for Audit Committee remains the same, that is, Baht 90,000 for Chairman and Baht 70,000 for the members of the Audit Committee, plus Meeting Allowance at Baht 15,000 per meeting.

The remuneration for the Chairman of the Nomination and Remuneration Committee is Meeting Allowance at Baht 10,000 per meeting, and for the members of the Nomination and Remuneration Committee is Meeting Allowance at Baht 7,500 per meeting.

Agenda 8 To consider and approve appointment of the auditor(s) and fixing their remuneration for the year 2021

Remark: The Board of Directors and the Audit Committee have the opinion that Bunchikij Co., Ltd. has the qualifications required by the Securities and Exchange Commission, Thailand, the auditor does not have any relation with the company, the joint venture company, executives, and major shareholders. The Board of directors proposes that Bunchikij Co., Ltd. as the auditors of the company for the year 2021 and set the audit fee at Baht 1,500,000.

Opinion of the Board The Shareholders' Meeting is advised to approve Mr. Pornchai Kittipanya-Ngam, Auditor license no. 2778 or Mrs. Suwanee Kittipanya-Ngam, Auditor license no. 2899 or Mr. Thanakorn Fakfaipol, Auditor license no. 4879 from Bunchikij Co., Ltd. as the auditors of the company for the year 2021 and set the audit fee at Baht 1,500,000.

Agenda 9 Other (If any)

The Company invites shareholders to attend the meeting by date. The time and place are ready. If you are unable to attend the meeting in person The Company asks you to preserve your rights by proxying other persons or independent directors to attend the meeting instead. According to the proxy form as per Attachment 4

Sincerely yours,



(Mr. Phirasilp Subphapholsiri)
Chairman