

16 March 2023

Subject : Invitation to the Annual General Shareholders' Meeting No. 1/2023
To : Shareholders
Enclosures: 1. Minutes of the Ordinary Shareholders' Meeting No. 1/2022 (QR Code)
2. Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) (QR Code)
3. Directors whose term expired and nominated to the position
4. The amendment of the Company's Articles of Association
5. The amendment of the Company's objectives
6. Proxy Form
7. Report Request Form Annual Registration Statement / Annual Report 2022
(Form 56-1 One Report)
8. Map of company

The Board of Directors ("Board") of the Company has resolved to call for the Annual General Shareholders' Meeting No. 1/2023 on April 27, 2023 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 has matters to be informed.

Agenda 2 To approve the Minutes of the Annual General Meeting of Shareholders of 2022 dated April 28, 2022.

Remark: The Company has held the Annual General Meeting of Shareholders No. 1/2022 dated April 28, 2022. 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 enclosed in QR Code format.

Opinion of the Board: The Meeting of Shareholders is advised to approve the Minutes of the Annual General Meeting of Shareholders of 2022 dated April 28, 2022.

Agenda 3 To acknowledge the operating results of the company in the year 2022, as of December 31, 2022.

Remark: The operating results of the company and financial summary 2022 are shown in the annual report 2022 per enclosed QR Code.

Opinion of the Board: The Meeting of Shareholders is advised to acknowledge the operating results of the company in the year 2022, as of December 31, 2022.

Agenda 4 To consider and approve the financial statements at the year ended December 31, 2022.

Remark: The Financial Statements for the year ending December 31, 2022 and the financial summary (enclosed per QR Code) as presented in the annual report 2022, which have been reviewed by the audit committee and the board of directors and approved by the company's auditor without any conditions. They were considered complete and correct according to the General Accepted Accounting Principles.

Opinion of the Board: The Meeting of Shareholders is advised to approve the financial statements for the year 2022.

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

Remark: In 2022 the company has a profit of Baht 26,227,820 in the financial statements which equity method is applied. The company has a profit of Baht 32,135,171 in the separate financial statements, equivalent to Baht 1.49 and Baht 1.82 profit per share. Since the company has accumulate loss, the company will not pay the dividend to the shareholders.

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

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. Sumet Chey-O-nanund, Mrs. Chintana Asdornnithee, Mr. Udom Karoonkornsakul and Mr. Wong Chun Nam. 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.

Opinion of the Board: The four (4) directors who are due to retire by rotation are: Mr. Sumeth Chey-O-Nanund, Mrs. Chintana Asdornnithee, Mr. Udom Karoonkornsakul and Mr. Chun Nam Wong. The Meeting of Shareholders is advised to re-elect the four (4) directors who are due to retire by rotation to return as the directors and shall retain their previous position.

Agenda 7 To consider and approve directors' remuneration.

Remarks: The remuneration of each chairman 150,000 baht per month. 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 Chairman 150,000 baht per month. Directors' remuneration is fixed at Baht 40,000 per year plus Meeting Allowance at Baht 15,000 per meeting (per actual attendance). 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 (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).

Agenda 8 To consider and approve appointment of the auditor(s) and fixing their remuneration for the year 2023.

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 2023 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 2023 and set the audit fee at Baht 1,500,000.

Agenda 9 To approve an amendment of the Articles of Association to be in line with the amendment of the Public Limited Companies Act (No. 4), B.E. 2565 (2022) and announcements of the Department of Business Development, Ministry of Commerce, relating to the amendment of the Act.

Remark: The Board of Directors considered together with the Audit Committee that the Company's Articles of Association should be amended to comply with the amendments to the Public Companies Act (No. 4) B.E. 2565. In Section 4, Clauses 22, 23, 24, 29, and in Section 5, Clauses 30, 31, 33, 39. Detail amendment Articles of Association in Attachment 4.

Opinion of the Board: The Meeting of Shareholders is advised to approve 8 amendments to the Company's Articles of Association in order to comply with the amendments to the Public Limited Companies Act (No. 4) B.E. 2565 and the notification of the Department of Business Development, Ministry of Commerce in relation to the amendment.

Agenda 10 To approve an amendment of Objectives of the Company and Clause 3 of the Memorandum of Association (Objectives).

Remark: The Board of Directors considered together with the Audit Committee the Company's objectives should be added and amended to the Memorandum of Association. In order to use the Company's laboratory to support the use and registration of the laboratory, it is proposed to amend 4 objectives in the memorandum of association. Detail amendment the Company's objective in Attachment 5.

Opinion of the Board: The Meeting of Shareholders is advised to approve 4 amendments to the Company's objectives and the amendment of the Memorandum of Association.

Agenda 11 Other (If any)

Please be informed accordingly and please take any necessary actions concerning these matters, which will be greatly appreciated. The company asks you to protect your rights by appointing another person or independent director to attend the meeting instead. according to the proxy form as in Attachment 6

Sincerely yours,

Food and Drinks Public Co., Ltd.



(Mr. Phirasilp Subhapholsiri)

Chairman