

April 1, 2024

Subject : Invitation to the 2024 Annual General Meeting of Shareholders
To : The Shareholders
Enclosures: 1. Minutes of the Ordinary Shareholders' Meeting No. 1/2023 (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. Proxy Form A and B
5. Report Request Form Annual Registration Statement / Annual Report 2023
(Form 56-1 One Report)
6. Map of company

The Board of Directors of Food and Drinks Public Limited Company (the "Company") has resolved to call for the Annual General Meeting of Shareholders of 2024 at the Company's Meeting Room, 15th Floor, Regent House Building, No. 183 Rajdamri Rd., Lumpini, Pathumwan, Bangkok 10330 on April 29, 2024 at 14:00 hrs. The following agendas will be considered at the meeting:

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders of 2023 dated April 27, 2023.

Objectives and rationale: The Company has held the Annual General Meeting of Shareholders of 2023 dated April 27, 2023. The minutes of the meeting was submitted to the Stock Exchange of Thailand and Ministry of Commerce as required by law. A copy of minutes is enclosed in QR Code.

Opinion of the Board: The Meeting of Shareholders is advised to approve the Minutes of the Annual General Meeting of Shareholders of 2023 dated April 27, 2023.

Resolution: This agenda item requires a majority vote of the shareholders who attend the Meeting and cast their votes (excluding abstentions).

Agenda 2 To acknowledge the operating results of the Company in the year 2023, as of December 31, 2023.

Objectives and rationale: The operating results of the company and financial summary of the year 2023 are shown in the annual report 2023 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 2023, as of December 31, 2023.

Resolution: This agenda item is for acknowledgment only, therefore, voting is not required.

Agenda 3 To consider and approve the financial statements for the year 2023 at the year ended December 31, 2023.

Objectives and rationale: Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 37 of the Company's Articles of Association, the Board of Directors shall arrange for preparation of the balance sheet and profit and loss account at the end of the Company's fiscal year, and assign the auditor to audit such prior to proposing to the shareholders for consideration and approval. The financial statements for the fiscal year ended December 31, 2023, have been unconditionally approved by the Company's auditors and have been deemed complete and compliant with Generally Accepted Accounting Principles (GAAP) by both the Audit Committee and the Board of Directors. The details of the financial information as presented in the annual report for the year 2023 (Form 56-1 One Report) are summarized in a QR Code.

Opinion of the Board: The Meeting of Shareholders is advised to approve the financial statements for the year 2023 at the year ended December 31, 2023, which was considered by the Board of Directors, Audit Committee, and approved by the auditors.

Resolution: This agenda item requires a majority vote of the shareholders who attend the Meeting and cast their votes (excluding abstentions).

Agenda 4 To consider and approve the allocation of profit as statutory reserve and approve the payment of dividends.

Objectives and rationale: The Company has accumulated loss according to the separate financial statements totaling Baht 3,316,458. Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 39 of the Company's Articles of Association, prescribing that the dividends shall not be paid otherwise than out of profits. In a case where the Company has incurred accumulated loss, no dividend shall be paid. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Company shall appropriate its annual net profit as a legal reserve in the amount not less than five (5) percent of the net profit after deduction of the total accumulated loss brought forward (if any), until such legal reserve reaches ten (10) percent of the registered capital. Due to the accumulated loss, the Company omits the payment of 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 statutory reserve and omission of the dividend payment due to the Company's accumulated loss.

Resolution: This agenda item requires a majority vote of the shareholders who attend the Meeting and cast their votes (excluding abstentions).

Agenda 5 To consider and approve the appointment of director(s) to replace those who are retiring by rotation.

Objectives and rationale: Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 15 of the Company's Articles of Association, at least one-third (1/3) number of directors shall retire by rotation at each Annual General Meeting of Shareholders. In the 2024 Annual General Meeting of Shareholders, 4 directors who will be retired by rotation are as follows:

- | | |
|--------------------------------|---------------------------------|
| 1. Mr. Phirasilp Subhapholsiri | 2. Mr. Kasem Deemaitree |
| 3. Mr. Aditep Nontratip | 4. Miss Chaovana Vivatpanachati |

The Company gave the shareholders the opportunity to nominate the candidates to be considered for election as the Company's directors from November 30, 2023 to December 30, 2023, the details of which have been published on the Company's website, and were made known to the shareholders via the Stock Exchange of Thailand. However, upon the expiration of the said period, no shareholder nominated any candidate to be considered for election as the Company's directors.

The Nomination and Remuneration Committee (exclusive of those with interest therein) considered the qualification of the directors who will be retired by rotation and deemed that all of the four directors are completely qualified without any prohibited characteristics to be appointed as the directors according to laws, and have carefully performed their duties. Therefore, the Nomination and Remuneration Committee deemed appropriate for the Board to propose to the Annual General Meeting of Shareholders to consider the re-election of all four directors who will be retired by rotation to resume the director's office and other offices as before for another term. The profiles of the directors who will be retired

by rotation and have been nominated to resume their office for another term are as appear in Attachment 3.

Opinion of the Board: The four (4) directors who are due to retire by rotation are:

1. Mr. Phirasilp Subhapholsiri
2. Mr. Kasem Deemaitree
3. Mr. Aditep Nontratip
4. Miss Chaovana Vivatpanachati

The Meeting of Shareholders is advised to re-elect the four (4) directors who are due to retire by rotation.

Resolution: This agenda item requires a majority vote of the shareholders who attend the Meeting and cast their votes (excluding abstentions). The shareholders shall vote for each candidate individually.

Agenda 6 To consider and approve directors' remuneration for 2024.

Objectives and rationales: Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 25 of the Company's Articles of Association, the director is entitled to receive the remuneration from the Company in the form of reward, meeting allowance, pension, bonus or return in other nature in accordance with the Articles of Association or as considered by the meeting of shareholders.

The Nomination and Remuneration Committee considered the appropriateness on the determination of the remuneration of the directors to be consistent with the entrusted duties and responsibilities, as well as comparing with the business in the type and size similar to the Company, and therefore, proposed to the Board of Directors to propose to the Shareholders' Meeting to consider determining the remuneration of the directors for 2024 as follows:

Position	Remuneration (Baht) For 2024	Attendance Fee (Baht/Time) For 2024
Board of Directors		
- Chairman of the Board of Directors	150,000 / Month	15,000
- Member of the Board of Directors	40,000 / Year	15,000
Audit Committee		
- Chairman of the Audit Committee	100,000 / Year	20,000
- Member of the Audit Committee	80,000 / Year	20,000
Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	-	10,000
- Member of the Nomination and Remuneration Committee	-	7,500

Opinion of the Board: The Meeting of Shareholders is advised to approve remuneration of the Board of Directors for 2024 according to the proposal of Mr. Sansern Nilrat, Chairman of the Nomination and Remuneration Committee, as follows:

Resolution: This agenda item requires not less than two-thirds (2/3) of the total votes of the shareholders who attend the Meeting.

Agenda 7 To consider and approve appointment of the auditor(s) and fixing their remuneration for the year 2024.

Objectives and rationale: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) the Annual General Meeting of Shareholders shall appoint the auditor on an annual basis, proposed to the Board of Directors to propose to the Meeting of Shareholders to consider appointing the auditors from Bunchikij Co., Ltd. to be the Company's auditor.

Opinion of the Board: The Shareholders' Meeting is advised to approve

1. Mr. Pornchai Kittipanya-Ngam, Auditor license no. 2778; or
2. Miss Salila Phutthicharungwong, Auditor license no. 6817; or
3. Miss Natramon Wanthanatham, Auditor license no. 13086

from Bunchikij Co., Ltd. as the auditors of the Company for the year 2024. Additionally, establishing the audit fee for 2024 at Baht 1,500,000 and the audit fee for BOI compliance at Baht 50,000, resulting in a total of Baht 1,550,000.

Resolution: This agenda item requires a majority vote of the shareholders who attend the Meeting and cast their votes (an abstention is not counted as a vote).

Agenda 8 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 4.

Sincerely yours,
Food and Drinks Public Co., Ltd.



(Mr. Phirasit Subhapholsiri)
Chairman