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Invitation to attend 2016 Annual General Meeting of Shareholders

Taokaenoi Food & Marketing Public Company Limited

Tuesday, April 19, 2016 at 10.00 a.m.

At Jupiter Room 4-5, 1st Floor, Impact Challenger



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Remark: The Company sent these documents separate from the Invitation of the Annual General Meeting of Shareholders for 2016

Attachments 2 Annual Report for the year 2015 (CD-ROM)

Attachments 9 Registration form, documents required prior to attending the Meeting and supporting documents for proxies, and Proxy Forms as specified by Department of Business Development, Ministry of Commerce

Attachments 10 The 2015 Annual Report Requisition Form

**Notice of 2016 Annual General Meeting of Shareholders
of Taokaenoi Food & Marketing Public Company Limited**

30 March 2016

Subject Invitation to attend 2016 Annual General Meeting of Shareholders

To Shareholders

- Attachments
1. Minutes of Extraordinary General Meeting of Shareholders No. 2/2015
 2. Annual Report for the year 2015 (CD-ROM)
 3. Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation
 4. Profile of proposed Auditors for Year 2016
 5. Profiles of the independent directors proposed by the Company to act as proxies for the shareholders
 6. Company's Articles of Association relating to the General Meeting of Shareholders
 7. Voting, counting, and announcement of the results
 8. Map of Impact Challenger, Muang Thong Thani
 9. Registration form, documents required prior to attending the Meeting and supporting documents for proxies, and Proxy Forms as specified by Department of Business Development, Ministry of Commerce
 10. The 2015 Annual Report Requisition Form

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors' of Taokaenoi Food & Marketing Public Company Limited (the "Company") held February 23, 2016, the 2016 Annual General Meeting of Shareholders will be held on Tuesday, April 19, 2016 at 10:00 a.m. at Jupiter Room 4-5, 1st Floor, Impact Challenger, Banmai Sub-district, Pakkred District, Nonthaburi Province to consider matters according to the agenda together with the Board's opinions as follows:

Agenda item 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2015, held on Thursday, September 3, 2015

Preamble: The Minutes of the Extraordinary General Meeting of Shareholders No. 2/2015, held on Thursday, September 3, 2015

Board of Directors' opinion: The Board opined that the Extraordinary General Meeting of Shareholders No. 2/2015, held on Thursday, September 3, 2015 was convened correctly and recommended that the 2016 Annual General Meeting adopt the said Minutes. A copy of the said Minutes is provided here as

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda item 2 To acknowledge the Company's Annual Report for the year 2015

Preamble: The summary of the Company's performance and major changes during the year of 2015 is shown in the Annual Report for the year 2015, which is provided here in Attachment No. 2.

Board of Directors' opinion: The Board deemed it appropriate to propose that the Meeting acknowledge the Company's Annual Report for the year 2015 stating the Company's performance and major changes during the year 2015.

Vote required: This agenda item is for shareholders' acknowledgment; therefore, voting is not required.

Agenda item 3 To consider and approve the financial statements for the year ending December 31, 2015

Preamble: In compliance with the relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the Company's auditor before the submission to shareholders for approval.

Board of Directors' opinion: The Board deemed appropriate to propose that the Meeting consider and approve the financial statements for the year ending December 31, 2015, as duly audited and certified by the Company's auditor from EY Office Limited and reviewed by the Audit Committee. The Company's financial status and performance during the year 2015 is summarized as follows:

The statements of financial position and income statements

Unit: Million Baht

	Consolidated financial statements	Separate financial statements
Total Assets	2,814.9	3,822.2
Total Liabilities	971.0	984.6
Shareholders' equity	1,843.9	1,873.6
Revenue from sales	3,499.7	3,430.3
Profit for the year	396.9	390.1
Earnings per share (Baht/Share) *	0.288	0.283

* Calculated from the issued and paid-up ordinary shares as of December 31, 2015 for a total 1,380 million shares

The details thereof are shown in the part of the financial statements in the Annual Report for the year 2015, distributed to shareholders together with this Notice, which is provided here in Attachment No. 2.

Vote required: Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda item 4 To consider and approve the allocation of profits for the year 2015 as the legal reserve and dividend payment.

Preamble: In accordance with Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 45 of the Company's Articles of Association, the Company has to allocate not less than 5% of its annual net profit, after setting-off accumulated losses brought forward (if any), to be a legal reserve until that legal reserve reaches a level equal to not less than 10% of the registered capital.

The Company has a policy to distribute dividends at the rate of not less than 40% of the net profit as specified on the separate financial statements, after deducting taxes, legal reserve and other reserve (if any). The Company may consider changing the dividend distribution in case of necessity or extraordinary circumstances as it deems appropriate.

Board of Directors' opinion: The Board deemed it appropriate to propose that the Meeting consider approving the following:

As of December 31, 2015, the Company has issued and paid-up ordinary shares in the amount of 1,380 million shares and the net profit for the separate financial statements in the total amount of Baht 390,081,706, calculated at the rate of Baht 0.283 per share¹.

The Board deemed it appropriate to propose that the shareholders approve, at the 2016 Annual General Meeting of Shareholders, the legal reserve in the amount of Baht 4,500,000, calculated as 1.2% of the net profit for the separate financial statements. Thus, the total amount of legal reserve is Baht 34,500,000, calculated as 10% of the registered capital

In addition, the Board deemed appropriate to propose that the Meeting approve the 2015 dividend payment of Baht 359,100,000, calculated at the rate of Baht 0.260 per share¹, or 92% of the profit for the year from the separate financial statements. The details of the dividend payments are as follows;

1. The interim dividend payment (for the first 6 month period) of Baht 127,500,000, calculated at the rate of Baht 0.092 per share¹ was paid on August 14, 2015

2. The interim dividend payment (for the 3rd quarter) of Baht 86,700,000, calculated at the rate of Baht 0.063 per share¹ was paid on November 18, 2015

The final dividend payment will be made in the amount of Baht 144,900,000 in total, calculated at the rate of Baht 0.105 per share¹

Such final dividend shall be made, according to the Company's Article of Association, to shareholders entitled to receive the final dividend which is determined on Thursday, March 9, 2016 (Record Date) and the date to gather the names of the shareholders by closing the share register book on Friday, April 29, 2016. However, the entitlement for receiving the final dividend payment is not final as it is required to be approved by the shareholders in the 2016 Annual General Meeting of Shareholders.

Vote required: Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda item 5 To consider and elect the directors in replacement of those who are due to retire by rotation

Preamble: In compliance with Sections 70 and 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders.

At the 2016 Annual General Meeting of Shareholders, the three Directors who are due to retire by rotation in this Meeting are as follows:

<u>Name</u>	<u>Position</u>
1. Mr.Chaiyong Ratanacharoensiri	Independent Director and Audit Committee Member
2. Mr.Somboon Prasitjutrakul	Director
3. Mr.Nutchatpong Peeradechapan	Director

Board of Directors' opinion: The Board of Directors (by directors having no conflicts of interest) deemed it appropriate to propose that the 2016 Annual General Meeting of Shareholders elect 1) Mr.Chaiyong Ratanacharoensiri, 2) Mr.Somboon Prasitjutrakul, and 3) Mr.Nutchatpong Peeradechapan, who are retiring directors as the company's directors for another term. This is because these three directors have full qualifications according to the Company's policy which are in accordance with and equivalent to regulations under the Public Limited Companies Act B.E. 2535 (as amended) and of the Securities Exchange Commissions and the Stock Exchange of Thailand as per the details in Attachment No. 3. They are knowledgeable, competent, experienced, and skillful. They have leadership, vision, morality, ethics, and they have a good attitude towards the Company. They also are available to perform their duties as directors of the Company. This is beneficial to the Company's operations

These three retiring Directors have no directorship or management positions in other organizations with conflicts of interest with the Company.

The profiles and expertise of the nominated candidates, directorship duration, attendance at meetings of the Board and sub-committees during the last year, numbers of shares held in the Company, positions as Directors or executives in other companies, as well as the relationships of the proposed candidates, are provided here in Attachment No. 3

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes in accordance with Article 14 of the Company's Articles of Association.

Agenda item 6 To consider and approve the remuneration of Directors for the year 2016

Preamble: According to Article 16 of the Company's Articles of Association, the Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms as approved by a General Meeting of Shareholders. The remuneration for Directors might be determined as a fixed figure or as a regulation for further fixing, and it might be determined to be effective for a period of time or up until any change is made. In addition, the Directors shall be entitled to allowances and benefits according to the Company's regulations.

Board of Directors' opinion: The Board deemed it appropriate that the remuneration of the Directors and the sub-committee members shall be subject to the approval of the General Meeting of Shareholders on an annual basis, even though there is no adjustment of the remuneration rate. In this regard, the Board proposed that the 2016 Annual General Meeting of Shareholders approve the remuneration of the Directors and the sub-committee members as follows:

1. Directors' remuneration

- Monthly remuneration

The Directors shall receive a monthly remuneration in a total amount of not exceeding Baht 1,600,000 per year.

- Annual Bonus

The Directors shall receive an annual bonus for the year 2015 in the amount of not exceeding Baht 400,000 per year, which shall be distributed among Directors by the Board.

2. Other types of remuneration

- The Audit Committee members and the Nomination and Remuneration Committee members shall receive a monthly remuneration in a total amount of not exceeding Baht 400,000 per year, distributed among members by the Board.

Vote required: Not less than two-thirds of the total number of votes of the shareholders present at the meeting who are entitled to vote.

Agenda 7 To consider and appoint the auditors and fix the audit fee for the year 2016

Preamble: In compliance with the Notification of Capital Market Supervisory Board No. TorJor. 44/2556 re: Rules, Conditions and Procedures for Disclosure of Information Relating to the Financial Status and Operating Results of the Company issuing the Securities (as amended) which requires a listed company to rotate their auditor in the event that the auditor has performed his/her duties on auditing or reviewing and expressed their opinion on the financial statements of the same listed company for 5 consecutive fiscal years. EY Office Limited by Ms. Sumalee Reewarabandith, is the auditor who has signed the financial statements from the year 2009 - 2015 (7 consecutive fiscal years) before the Company was listed in the Stock Exchange of Thailand. Therefore, for year 2016, we propose to change the auditor of the Company in accordance with the Public Limited Company Act B.E. 2535.

The Audit Committee considered and selected EY Office Limited to be the auditing firm for Company and its subsidiaries for the year 2016 as EY Office Limited has high professional standards with expertise in auditing and good performance. In addition, the audit fee proposed by EY Office Limited was considered reasonable, compared to audit fees for similar quantities of work charged at the same professional level.

Board of Directors' opinion: The Board, on the recommendation of the Audit Committee, selected EY Office Limited to be the auditing firm of company and proposed that the 2016 Annual General Meeting of shareholders consider and approve the appointment of the auditors and audit fee as follows:

1. The appointment of the auditors for the year 2016 as follows:

- Ms. Vissuta Jariyathanakorn (Certified Public Accountant No. 3853) or
- Mrs. Ponnard Paچارoen (Certified Public Accountant No. 5238) or
- Ms. Manee Rattanabunnakit (Certified Public Accountant No. 5313)

The above auditors from EY Office Limited are qualified in accordance with the guidelines of the Securities and Exchange Commission.

Such audit firm and the auditors above have no relationship nor interest in the Company, its subsidiaries, management, major shareholders or the related persons of such persons and have not performed his/her duties on auditing or reviewing and expressed opinions on the financial statements of the same listed company for 5 consecutive fiscal years.

The information on the nominated auditors for the year 2016 is as shown in Attachment No. 4.

2. The approval of the audit fee for the year 2016 and the interim audit by quarter of both separate the financial statement and the consolidated financial statement is in the total amount of Baht 1,680,000 (increasing from the year 2015 by Baht 90,000). The fee excludes out of pocket amounts, such as travelling fees, photocopy fees etc.

3. The acknowledgement of the audit fee for the year 2016 of subsidiaries of the Company is in the total amount of Baht 920,000 (increasing from year 2015 by Baht 10,000). The Company's subsidiaries will be responsible for such audit fee and the fee excludes out of pocket amount such as travelling fees, photocopy fees etc.

Audit Fee	2016	2015
1. Taokaenoi Food & Marketing Public Company Limited	1,680,000	1,590,000
2. Subsidiaries of Company*	920,000	910,000
Grand Total	2,600,000	2,500,000

*Subsidiaries of the Company: 1. Taokaenoi Restaurant & Franchise Co., Ltd. ("TKNRF") 2. NCP Trading & Supply Co., Ltd. ("NCP") 3. Want More Industry Co., Ltd. ("WM")

Vote required: Simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 Other matters. (If any)

The date for determining the shareholders who have the right to attend the 2016 Annual General Meeting of the Shareholders and the right to receive the final dividend payment is 9th March 2016 (Record Date), and the date of the closing of the share register book for gathering the names of the shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) is 10th March 2016 (Book Closing Date). However, the entitlement for receiving the final dividend payment is not final as it is required to be approved by the shareholders at the 2016 Annual General Meeting of Shareholders.

In accordance with Good Corporate Governance, all shareholders were invited to propose the meeting agenda and the nominees to be considered for election as the Company's Directors at the 2016 Annual General Meeting of Shareholders from February 12, 2016 to February 22, 2016. In this regard, the Company published such criteria on the Company's website and also announced the news through the website of the Stock Exchange of Thailand. Nonetheless, no shareholder proposed any agenda item.

All shareholders are cordially invited to attend the 2016 Annual General Meeting of Shareholders to be held on **Tuesday, April 19, 2016 at 10:00 a.m. at Jupiter Room 4-5, 1st Floor, Impact Challenger, Banmai Sub-district, Pakkred District, Nonthaburi Province.** The commencement for registration to attend the Meeting will be from 8:00 hours.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms (Form A or Form B or Form C) attached in Attachment No. 9, or alternatively you may download only one of three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from <http://www.taokaenoi.co.th>

In addition, you may appoint an Independent Director who is not due to retire by rotation in the 2016 Annual General Meeting of Shareholders from and among the following Independent Directors:

1. Mr. Yuth Vorachattarn
2. Mrs. Wanee Thasanamontien

Profiles of the Independent Directors proposed by the Company to act as proxies for shareholders are provided here as Attachment No.5.

You are kindly requested to submit the completed Proxy Form to the Company in advance by Monday, April 18, 2016. For your convenience, Company will facilitate you in affixing the stamp duty when registering to attend the Meeting.

Your faithfully,



(Mr. Itthipat Peeradechapan)

Chief Executive Officer

Taokaenoi Food & Marketing Public Company Limited

Notes:

1. The Notice to shareholders and its attachments are also publicized online (<http://www.taokaenoi.co.th>) For any queries, please send your questions to the E-mail address: koosoon.r@taokaenoi.co.th or by registered post to Corporate Secretary Office, Taokaenoi Food & Marketing Public Company Limited, 337 Bond Street Road, Bangpood Sub-district, Pakkret District, Nonthaburi Province or fax to 02 984 0118 , with the complete contact information.
2. Should you need a printed copy of The Annual Report for the year 2015, please fill the details in the "2015 Annual Report Requisition Form" as attached in Attachment No. 10.

For more information, please contact: Mr. koosoon Rattanaporn Investor Relations Department
at +66 2984 0666 Ext.315 or fax at +66 2984 0118.

EGM 02/58

Minutes of Extraordinary General Shareholders' Meeting No. 2/2015

Date and Place The meeting was held on September 3rd, 2015 at 10.00 a.m. the Conference room Board Room, 1st floor, Taokaenoi Food and Marketing Corporation Public Company Limited-Maungthong Thani branch, 337 Bond Street, Bangpood, Pakkret, Nonthaburi 11120

Opening of the meeting

The Chairman of Board of Directors is Mr. Yuth Vorachattarn. The Chairman appointed the organizers to inform the voting device and introduced the Board Director to the meeting.

The organizer informed the voting device and verified counting of vote by 1 share for 1 vote. If there were “abstain” or “disapprove” of shareholders in any agenda, it would be consider as unanimous. The “abstain” or “disapprove” of shareholder or proxy could bring and deduct from all attendees’ vote and if the proxy “Disapproved” or “Abstained” will be counted and deduce from the total vote rights and the least will the “Approved” vote. The organizers introduced the Board Director as follows;

Attending Board Director

- | | |
|----------------------------------|---|
| 1. Mr. Yuth Vorachattarn | Chairman of the Board of Directors/
Independent Director / Audit Committee |
| 2. Mr. Chaiyong Ratanachroensiri | Director / Member of Audit Committee and
Independence Director |
| 3. Mrs. Wanee Thasanamontien | Director /Chairman of Audit Committee and
Independence Director |
| 4. Mr. Somboon Prasitjutrakul | Director |
| 5. Mr. Itthipat Peeradechapan | Director / Chief Executive Officer |
| 6. Miss Orrapat Peeradechapan | Director and Managing Director –International Markets |
| 7. Mr. Nutchatpong Peeradechapan | Director and Managing Director-Information
Technology |
| 8. Miss Porntera Rongkasiriphan | Director / Administrative Manager |

Others Invitation attending

- | | | |
|-----------------|---------------|-------------------------|
| 1. Mr. Jirapong | Suntipiromkul | Chief Finance Officer |
| 2. Mr. Boonchai | Kowpanich | Chief Operation Officer |
| 3. Mr. Koosoon | Rattanaporn | Financial Director |

The Chairman informed the Meeting that there were attending shareholders and 3 proxies presented at the meeting holding altogether 255,000,000 share or equal to 100 percent of paid capital. The quorum was constituted. The Chairman welcomed the shareholders to Extraordinary General Shareholders’ Meeting No. 2/2015 as follows;

Agenda Item 1 To acknowledge and certify the Minutes of Extraordinary General Shareholders' Meeting No. 1/2015

The Chairman informed the meeting that the Minutes of Extraordinary General Shareholders' Meeting No. 1/2015 of company was held on June 30, 2015 as attached invitation letter. The Board Director considered the report of such the Minutes of Extraordinary General Shareholders' Meeting was accuracy. Therefore, they proposed the Meeting to consider adopting such the minutes.

Meeting resolution After consideration, the Meeting unanimously adopted the report of the Minutes of Extraordinary General Shareholders' Meeting No. 1/2015 dated June 30, 2015 as follows;

Approved	255,000,000	share
Disapproved	-	share
Abstained	-	share

Agenda Item 2 To consider and approve the changing par value share from 1 baht to 0.25 baht per share

The Chairman informed the Meeting that the Company's Board Director agreed to propose the changing par share value of company by decreasing par value share from 1 baht to 0.25 baht per share. Therefore, the share of company will be increased from 345,000,000 share to be 1,380,000,000 share.

After changing the par share value, the company will have authorized capital 345,000,000 baht and 1,380,000,000 share. There were divided to be registered capital 1,020,000,000 share.

There were no question from shareholders, thus the Chairman proposed the Meeting to resolution.

Meeting resolution After consideration, the Meeting unanimously adopted the par value share of company as the Chairman's recommence as follows;

Approved	255,000,000	share
Disapproved	-	share
Abstained	-	share

Agenda Item3 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to coincide with the changing par value share

The Chairman informed the Meeting that to coincide with the changing par value share as specify in Agenda Item 2. The company had to amend the Memorandum of Association of the Company according to Public company Act B.E. 2535(and amendment). Therefore, the Board Director agreed to propose the Meeting to consider the amendment of Clause 4 of the Memorandum of Association of the Company as follows;


Clause 4.Registered Capital amount	345,000,000 baht
share	1,380,000,000 share
Value	0.25 baht
<u>Divided to be</u>	
Ordinary share	1,380,000,000 share
preference share	- share


Meeting resolution After consideration, the Meeting unanimously adopted the amendment of Clause 4 of the Memorandum of Association of the Company to coincide with the changing par value share

Approved	255,000,000	share
Disapproved	-	share
Abstained	-	share

Agenda Item4 Consideration on other matters.

No other matters were considered. The Chairman declared the General Meeting closed at 12.00 p.m.

Signature  Chairman of the Meeting
(Yuth Vorachattarn)

Signature  The Minutes Taker
(Mr. Nutchatpong Peeradechapan)
Secretary

Profile of the nominated candidates for the election of new directors
in replacement of those to be retired by rotation

Profile of the nominated candidates

1. Mr. Chaiyong Ratanachroensiri

Age 60 Years

Position Director / Chairman of Audit Committee

Education Background

Master of Management (Finance), Scranton University, USA

Bachelor of Engineering, Chulalongkorn University

Expertise

Business and industry relating to company

Economy, investment, policy setting and strategic planning

Accounting and finance

Risk management and corporate governance

Director Training Courses:

Directors Certification Program (DCP) Class 58/2005, Thai Institute of Directors

Directors Accreditation Program (DAP) Class 34/2005, Thai Institute of Directors

Work Experiences for the Previous 5 years

2011 - Current Director / Member of the Audit Committee, Taokaenoi Food & Marketing PCL

1998 - 2015 Vice President, Bangkok Bank Public Company Limited

2013 - 2013 Director, Rosant Biological Technology

Family Relationship with Directors and Executives (No)

Number of Ordinary Shares Held

Held by Self (No)

Held by Spouse/Minor Child (No)

Meeting attendance for the past fiscal year:

1. attended the Board of Director's Meeting 15/15 meetings

2. attended the Audit Committee's Meeting 6/6 meetings

3. attended the Shareholders' Meeting 3/3 meetings

Type of director to be nominated: Director and Audit Committee Member

Number of years held the director position: 5

2. Mr. Somboon Prasitjutrakul

Age 57 Years

Position Director

Education Background

Master of Business Management, Sasin Graduate Institute of Business Administration

Bachelor of Marketing, San Jose State University, USA

Expertise

Business and industry relating to company

Sales, Marketing and public relations

International trade and investment

Administration, organization management and human resource management

Director Training Courses:

Directors Certification Program (DCP) Class 54/2005, Thai Institute of Directors

Work Experiences for the Previous 5 years

2013 - Current Director, Taokaenoi Food & Marketing PCL

2015 - Current Director, T.A.C Consumer Co., Ltd

2014 - Current Director, Riverpro Pulp and Paper Co., Ltd.

2014 - Current Director, Thanatarn Paper Co., Ltd.

2014 - Current Director, Ippudo (Thailand) Co., Ltd.

Family Relationship with Directors and Executives (No)**Number of Ordinary Shares Held**

Held by Self (No)

Held by Spouse/Minor Child (No)

Meeting attendance for the past fiscal year:

1. attended the Board of Director's Meeting 15/15 meetings

2. attended the Shareholders' Meeting 3/3 meetings

Type of director to be nominated: Director**Number of years held the director position:** 3

3. Mr. Nutchatpong Peeradechapan

Age 36 Years
Position Director / Managing Director-Information Technology

Education Background

Bachelor of Science in Industrial Education, King Mongkut's University of Technology North Bangkok

Expertise

Business and industry relating to company
 Telecommunication, communication and information technology
 Administration, organization management and human resource management
 Risk management and corporate governance

Director Training Courses:

Directors Accreditation Program (DAP) Class 86/2010, Thai Institute of Directors

Work Experiences for the Previous 5 years

2004 - Current Director / Managing Director-Information Technology, Taokaenoi Food & Marketing PCL
 2014 - Current Director, Peeradechapan Holding Co., Ltd.
 2553 - Current Director, Dr. Tobi Co., Ltd.
 2010 - Current Director, Thai Forward Building Co., Ltd.
 2009 - Current Director, Twenty Four Projects Co., Ltd.
 2009 - Current Director, Taokaenoi Restaurant & Franchise Co., Ltd.
 2008 - Current Director, Want More Industry Co., Ltd.
 2004 - Current Director, NCP Trading and Supply Co., Ltd.
 2004 - 2015 Director, Indy Badger Co., Ltd.
 2012 - 2015 Director, Gen C Inspire Corporation Co., Ltd.

Family Relationship with Directors and Executives Elder brother of Ms. Orrapat Peeradechapan
 Elder brother Mr. Itthipat Peeradechapan

Number of Ordinary Shares Held

Held by Self 99,000,000 shares (Accounting for 7.17%)
 Held by Self (Indirectly through Holding Company) 54,000,000 shares (Accounting for 3.91%)
 Held by Spouse/Minor Child (No)

Meeting attendance for the past fiscal year:

1. attended the Board of Director's Meeting 11/15 meetings
2. attended the Audit Committee's Meeting 6/6 meetings
3. attended the Shareholders' Meeting 2/3 meetings

Type of director to be nominated: Director

Number of years held the director position: 12

Remark: Details of criteria for appointment of director and qualifications of Independent Director and Audit Committee are shown in section of the “Corporate Governance Policy” of the 2015 Annual Report.

Profile of proposed Auditors for Year 2016

1. Vissuta Jariyathanakorn

Audit Partner

▶ Khun Vissuta joined the firm from university in 1984, and has worked continuously in our Audit Department since that time, where as a Senior Manager and more recently Partner, her clients have included SET-listed companies and a large number of multinationals. She has special expertise in work related to the insurance industry, where she has conducted both audit and due diligence work, and with construction and shipping companies. She has also audited manufacturing clients for over 20 years, and has a significant knowledge of the real estate business.

▶ Khun Vissuta has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis.

▶ Khun Vissuta graduated from Chulalongkorn University with a bachelor's degree in Accounting, and is a Certified Public Accountant (Thailand), and an approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Manee Rattanabunnakit

Engagement Partner

▶ Khun Manee joined the firm in 1994, and has worked continuously in our Audit Department since that time, where as a Senior Manager and more recently Partner, her clients have included SET-listed companies and a large number of multinationals. She has special expertise in work related to the manufacturing industry, where she has conducted both audit and due diligence work, and with trading companies and hotel business. She has also audited manufacturing clients for over 18 years, and has a significant knowledge of the entertainment business.

▶ Khun Manee has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis.

▶ Khun Manee obtained her bachelor degree in Accounting from Chulalongkorn University and her master degree in Accounting from Thammasat University, and is a Certified Public Accountant (Thailand).

3. Ponnard Paچارoen

Engagement Partner

- ▶ Khun Ponnard joined the firm from university in 1994, and has worked continuously for 19 years in our Audit Department since that time, where as a Senior Manager and more recently Partner.
- ▶ Khun Ponnard graduated from Thammasat University with a bachelor's degree in Accounting, and a master degree in Business Administration. Khun Ponnard is a Certified Public Accountant (Thailand).
- ▶ Khun Ponnard has substantial experience of due diligence exercises conducted for merger or acquisition purposes, including the accounting due diligence of the troubled finance companies suspended by the authorities during the 1997 financial crisis. She also has experience of due diligence exercises conducted for private placement shares issuance outside Thailand.
- ▶ Khun Ponnard has experience leading an audit of IFRS stand-alone financial statements of a subsidiary of a multinational company for the Group consolidation purpose, with a coordination of IFRS technical team, Ernst & Young Hong Kong.
- ▶ Khun Ponnard serves the clients which is included SET-listed companies and a large number of multinationals. She has special expertise in work related to retail businesses which are consisted of technology, manufacturing, and real estate industries. In addition, she also has in deep experience in consumer financial service and securities brokerage.
- ▶ Khun Ponnard has substantial experience of working with multinational clients and with other Ernst & Young teams or other primary teams from Singapore, France, The Netherlands, Japan and Taipei.

Profiles of the Independent Directors Proposed by the Company

to Act as Proxy for Shareholders

(Excluding Independent directors to be retired by rotation in the year 2016)

Name	Age	Position	Address	Conflict of Interests in the Proposed Agenda
1. Mr. Yuth Vorachattarn	68	Chairman of the Board of Directors / Member of Audit Committee	337 Bond Street Road, Bangpood Sub-district,	Have conflicts of interests in agenda 6 (To consider and approve the remuneration for Directors and Subcommittee members)
2. Mrs. Wanee Thasanamontien	61	Director / Chairman of Audit Committee	Pakkret District, Nonthaburi	

Remark: Details of profiles of the Independent Directors are shown in the 2015 Annual Report in the “Board of Directors” section

Company's Articles of Association Relating to the General Meeting of Shareholders

Shareholders' Meeting

Article 30 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within one month of the date of receipt of such request from the said shareholders.

Article 31 In calling a general meeting of shareholders, the Board of Directors shall prepare a written notice calling 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 of Directors 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 the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for a period of three days in consecutive at least three days prior to the date of the meeting.

A shareholders' meeting can be arranged at the Company's head office or other provinces in the Kingdom of Thailand.

Article 33 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a general meeting of shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one – third of total number of shares sold or there shall be shareholders and proxies attending not less than half of total number of shareholders holding shares amounting to not less than one-third of total number of shares sold.

At any general meeting of shareholders, 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 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.

The Chairman of the Board of Directors shall preside at every general meeting of shareholders. 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.

Article 35 The agendas which an Annual General Meeting of Shareholders shall require are as follows:

1. To consider the Board of Director's declaration of the past operational results.
2. To consider and approve the Company's Balance Sheet and Profit and Loss Statement of the past fiscal year.
3. To approve the appropriation of the profit and capital reserve.
4. To approve the appointment of a new director in replacement to a director who are due to retire by rotation and setting a remuneration.
5. To approve the appointment of the Company's auditor and setting a remuneration.
6. To consider other issues.

Article 37. The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with the laws and Articles of Association relating to meetings and follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda and/or the matters raised by the shareholders, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper for a period of three days in consecutive at least three days prior to the date of the meeting.

Article 40 The Board of Directors shall arrange for making a balance sheet and a profit and loss statement on the last day of the fiscal year of the Company and submit them to the Annual General Meeting of Shareholders. Prior to submitting them to a Shareholders' Meeting, the Board of Directors shall arrange for the balance sheet and the profit and loss statement to be audited.

Article 41 The Board of Directors shall send the following documents to the shareholders together with the notice calling an Annual General Meeting.

1. Copies of the audited balance sheet and profit and loss statement together with the report from the auditor thereon;
2. Annual report of the Board of Directors.

Article 42 The Annual General Meeting shall appoint the auditor and set a fee of auditing. The same auditor can be reappointed in each subsequent year. However the auditor must not be a director, staff, employee or holding any position in the Company. The Company must rotate the auditor according to the laws relating to securities and capital market and/or related laws.

Article 43 The Company's auditors are responsible to attend every Shareholders' Meeting whenever there occurs the agenda of considering the Company's Balance Sheet, Profit and Loss Statements and any accounting difficulties of the Company in order to provide explanation on accounting audit to shareholders. The Company shall deliver all related reports and documents necessary for shareholders to its auditors as well.

The auditor has the right to examine, at any time during the office hours of the Company, all books of account, documents and any other evidence relating to the Company's income, expenses, assets and liabilities. For this purpose, the auditor shall be entitled to ask any of the Company's directors, staff members, employees, responsible persons, and agent to provide any related clarification or documents in respect of the Company's operation. The auditor shall make a report relating to the balance sheet and accounting which must be stated that the balance sheet was done correctly and truly represents the Company's business and operation and submit such report to the General Meeting of Shareholders.

Proxy and Voting

Article 32. At a general meeting of shareholders, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing with the date specified and signed by the principal in accordance with a form designated by the Registrar.

The proxy 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.

Article 34 In casting a vote, one share shall have one vote and resolution of shareholder's meeting shall be passed by following votes;

- (1) In a general case, resolution shall be passed by a majority casted by shareholders who attend the meeting and cast their votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, resolution shall be passed by a vote of not less than three-fourth of total votes of shareholders who attend the meeting and cast their votes.
 - (a) The sale or transfer of the whole or important parts of the Company's business to shareholders;
 - (b) The purchase or acquire of the other company's business or those of private company by the Company;
 - (c) The executing, amending , terminating of contracts with respect to granting a rent of the whole or important part of the Company's business, assignment of the management of the Company's business to any other person or merging of the business with other persons in order to share profit and loss;
 - (d) The amending of the Company's Memorandum or Articles of Association;
 - (e) The increasing or reducing of the Company's registered capital or issuing debenture;
 - (f) The merger or dissolution of the Company
 - (g) The debt restructuring by issuing new shares for repayment to creditors according to a conversion of debt into equity plan;
 - (h) The other matters which are provided by laws relating to securities and capital market.

Directors' Qualifications, Election and Rotation of Directors

Article 14 The General Meeting of Shareholders shall elect Directors by a majority vote of shareholders who attend the meeting and cast their votes in accordance with the following rules and procedures:

(1) A shareholder shall have one vote for each share he holds or represents.

(2) At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors.

(3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Article 15 At the Annual General Meeting of Shareholders, one-third of the Directors, or if their number is not multiple of three, then multiple the number nearest to one-third, must retire from the office.

The Directors are retiring from office in the first and second years after registration of the conversion to public limited company shall be done by drawing. In subsequent years, the Director who has held office longest shall retire. A retiring Director is eligible for re-election.

Directors' Remuneration and Bonus

Article 16 Directors are entitled to receive remuneration from the Company in a form of financial award, attendance fee, premium, bonus or other benefits provided by the Articles of Association or the approval by shareholders meeting which may specify the fixed amount or lay down the rules to be temporarily effective for each time or permanently until it is amended. In addition, Directors are entitled to receive an allowance and welfares of the Company in accordance with the Articles of Association.

The first paragraph shall not affect the rights of employee or staff who is appointed to be Directors to still be entitled to receive remuneration and benefit as the employee or staff of the Company.

Payment of remuneration in the first and second paragraph must not contradict to or in conflict with an independence qualification of Directors required by laws relating to securities and capital market.

Dividend Payment

Article 44 Do not pay dividends from other funds other than profit. If the Company is running an accumulated deficit, payment of dividends is prohibited.

Unless otherwise required by the Articles of Association for a preference share, dividend shall be equally paid for each share.

Payment of dividend shall be approved by the shareholder's meeting.

The Board of Directors may pay interim dividends to shareholders from time to time, if the Board considers that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the Shareholders Meeting at the following General Meeting of Shareholders.

Payment of dividends shall be made within one month from the date of the meeting of the Board of Directors or of the resolution of the General Meeting of Shareholders as the case may be. The shareholders shall be notified in writing of such payment of dividends and the notice shall also be published in a newspaper. An interest on dividends shall not be applied if dividends are paid within a period specified by the laws.

Article 45 The Company shall allocate not less than five per cent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten per cent of the registered capital.

Voting, counting, and announcement of the vote

Voting

General Agenda:

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian which is able to split their votes in each proxy by using Proxy Form C).

2. In case of proxy:

2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.

2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

Agenda on Election of Directors:

In accordance with Clause 14 of the Company's Articles of Association, shareholder or the proxy shall have one vote for each share and the procedures for the election of Directors shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.

2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting Procedures

The Chairman shall inform the Meeting the details of voting procedures as follows:

1. The Chairman shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain and ask such person to mark in the box “disapprove” or “abstain” in the voting cards and raise his/her hand in order for the officer to collect the voting cards and count the votes. In voting counting, the Company will use the method of deducting the disapproved votes, abstain votes and the invalid voting cards from all of the votes. The remaining votes will be deemed as the approved votes.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hand. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).
3. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire or make comment, please notify name and surname to the meeting before making any inquiry or comment.

Resolution of the Meeting

1. General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote. Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
2. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
3. A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
4. A secret voting may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

Counting and Announcement of the Vote

Prior to the Meeting, the Secretary shall inform that the counting of votes for each agenda shall be made from the voting of shareholder or proxy present at the Meeting with the right to vote. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

Map of Impact Challenger, Muang Thong Thani



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