

**Document of Annual General Meeting of Shareholders  
Year 2019  
Patum Rice Mill and Granary Public Company Limited**



**Monday of April 29<sup>th</sup> , 2019 at 10.00 a.m.  
Jamjuree 1, M Floor, Pathumwan Princess Hotel  
444 MBK Center Building Phayathai Road, Wangmai, Pathumwan Bangkok**

**For convenience in the registration process,  
Please bring along and present the Registration Form with  
attached barcode to staff at the meeting**

*Please be advised that no souvenir will be provided or distributed  
at this shareholders' meeting.*

Registration of attendees will commence at 8.00 hrs.

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## Patum Rice Mill and Granary Public Company Limited

Head Office : 88 M00 2, Tiwanont Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 1200  
Branch : 15<sup>th</sup> Floor, Glas Haus Building, 1 Sukhumvit 25 (Dang Prasert) Sukhumvit Road,  
North Klongthoey Wattana, Bangkok 10110 THAILAND  
TEL +66 (0) 2 501 2175 FAX. +66 (0) 2 501 2176  
Registration No. 0107536001702 Website: www.patumrice.com

PRG.MD.030/2019

March 29<sup>th</sup>, 2019

Subject: Invitation to attend 2019 Annual General Shareholders' Meeting

Attention: Dear Shareholders,  
Patum Rice Mill and Granary Public Company Limited

Enclose: **1. Supporting documents for the Annual General Meeting of Shareholders for the Year 2019**

- 1.1 The Minutes of the Annual General Meeting of Shareholders for the year 2018 (supporting document for Agenda 1)
- 1.2 Annual report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2018, dividend policy and details of dividend payment in QR Code, as well as Financial Highlight Summary 2018 (supporting document for Agenda 2 and 3)
- 1.3 Information on the comparison of annual dividend payment from the year 2016 to 2018 (supporting document for Agenda 4)
- 1.4 Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5)
- 1.5 Information on the remuneration and other benefits of various committees (supporting document for Agenda 6)
- 1.6 Information on the auditors and the audit fees for the fiscal year 2019 (supporting document for Agenda 7)

**2. Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2019**

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Map of Patumwan Princess Hotel where the AGM will take place
- 2.3 Documents for the Rights to Attend the Meeting
- 2.4 Procedures for QR Code Downloading for the Annual Report 2018
- 2.5 Profiles of Independent Directors for proxy case
- 2.6 Requisition Form for the printed copy of year 2018 annual report
- 2.7 Proxy Form

At the Meeting no.3/2019 on March 5<sup>th</sup>, 2019, the Board of the Directors of Patum Rice Mill and Granary Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on **Monday, April 29<sup>th</sup>, 2019** at 10.00 A.M. The meeting will take place at Jamjuree 1, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

**Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders for the year 2018.**

**Objective and Rationale:** The Company convened the Annual General Meeting of the Shareholders for the year 2018 on April 30<sup>th</sup>, 2018 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site ([www.patumrice.co.th](http://www.patumrice.co.th)) as per the details shown on page 10-37.

**The opinion of the Board of Directors.**

The minutes of year 2018 annual general meeting of shareholders must be approved by the shareholders.

**Agenda 2 To report the Company's operating results from January 1<sup>st</sup>, 2018 – December 31<sup>st</sup>, 2018 and the interim dividend payment.**

**Objective and Rationale:** The Company's operating results of the year, January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 is sent and disclosed to the Stock Exchange of Thailand reported and can be found in the Annual Report which is attached together with this invitation.

**The opinion of the Board of Directors.**

The result of the company's operation from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 and the interim dividend payment should be reported however voting for consensus will not be required for this agenda.

**Agenda 3 To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31<sup>st</sup>, 2018.**

**Objective and Rationale:** According to the Public Limited Company Act B.E.2535 (1992) and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the meeting for approval. A statement of financial position and statement of comprehensive income ended December 31<sup>st</sup>, 2018 is included in the company annual report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

**The opinion of the Board of Directors.**

The meeting should consider and approve the statement of financial position and statement of comprehensive income ended December 31<sup>st</sup>, 2018 as audited by a certified auditor with unqualified opinion.

**Agenda 4. To consider and approve the allocation of profit and dividend payment.**

**Objective and Rationale:** According to the Public Limited Company Act B.E.2535 (1992), Article 115, and the Company Article of Association, the dividend payment must be approved by the General Meeting of Shareholders. The company must allocate at least 5% of the annual net profit to be legal reserve less any accumulated loss until the legal reserve is not less than the legal requirement of 10% of registered capital. For the fiscal year of January 1<sup>st</sup>, 2018 through December, 31<sup>st</sup>, 2018, the company has a net profit of Baht 286,224,923 (two hundred and eighty-six million, two hundred and twenty-four thousand, nine hundred and twenty-three Baht)

and a legal reserve of Baht 90,000,000 (ninety million Baht) as required by law which do not require any further reserve. The net profit from operation is transferred to the unappropriated retained earnings account. The company will consider and approve the payment of dividend to shareholders from this account. See details on page 38.

#### **The opinion of the Board of Directors.**

The Board of Directors agreed to propose the AGM to approve the allocation of the in-appropriate retained earnings, in the amount of THB 488,036,977 (four hundred and eighty-eight million, thirty-six thousand, nine hundred and seventy-seven Baht) as follows:

1. The dividend paid for shareholders from July 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 of THB 0.30 (thirty Stang) per share in number of 600,000,000 (six hundred million) shares of which par value of THB 1.00 The total amount is THB 180,000,000 (one hundred and eighty million Baht).

However, such dividend payout paid from the business's in-appropriated retained earnings were as follows:

- Dividend payment of THB 0.30 (thirty Stang) per share is paid from the retained earnings being liable to 30% corporate income tax whereby individual shareholders shall be entitled to a tax credit.
- When aggregating the interim dividend payment of THB 0.30 (thirty Stang) and the dividend period from July 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 of THB 0.30 (thirty Stang) per share, it is equal to THB 0.60 (sixty Satang) per share in number of 600,000,000 (six hundred million) shares. The total amount of dividend payment for the fiscal year 2018 will be THB 360,000,000 (three hundred and sixty million Baht) which is in accordance with the Company's dividend payout policy.

In addition, the dividend could be paid once it is approved by the AGM.

2. Dividends will be paid to the shareholders listed in the record date for shareholders who have rights to attend the AGM and receive dividends (Record date) as of March 21<sup>st</sup>, 2019 and the dividend will be paid on May 14<sup>th</sup>, 2019.

The Company has the policy to pay out dividend to shareholders at the rate of not less than 50% of net profit after tax. For the 2018 operation, the payout ratio is 125.78% which is in line with the policy.

#### **Agenda 5. To appoint new directors to succeed those completing their terms.**

**Objective and Rationale:** According to article 18 of the company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2019 meeting, there are three directors that will be retired namely

Mr.Suvait Theeravachirakul

Vice Chairman of the Board, Member of  
Compensation and Nomination Committee, Member  
of the Good Corporate Governance Committee and  
Vice Chairman of the Executive Board

Dr.Pornsiri Poonakasem	Chairman of the Audit Committee, Independent Director, Member of Compensation and Nomination Committee and Member of the Good Corporate Governance Committee
Mr.Pakit Iamopas	Director , Member of the Good Corporate Governance Committee. and Chairman of the Executive Board

Profiles of the proposed directors are shown on page 39-45.

From September 28th, 2018 to December 31st, 2018, the Company has asked the shareholders to propose qualified candidates through its website and through the Stock Exchange of Thailand. However, no shareholder proposed.

#### **The opinion of the Board of Directors.**

The Board of Directors considered the opinion given by the Compensation and Nomination Committee and agreed that the Directors whose terms of office expired-namely Mr.Suvait Theeravachirakul, Dr.Pornsiri Poonakasem and Mr.Pakit Iamopas should be proposed to the Annual General Meeting for consideration that Mr.Suvait Theeravachirakul, Dr.Pornsiri Poonakasem and Mr.Pakit Iamopas be re-appointed to continue their positions as Directors. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and tier knowledge and experiences in businesses related to the Company's operation can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr.Suvait Theeravachirakul to continue their positions as Directors in the companies which operate the same business as the Company will not cause any damages to the company.

#### **Agenda 6. To consider and approve the directors' remuneration and pension**

**Objective and Rationale:** Board of Directors have policy and principle to give the remuneration to the members of the Board and any sub committees include to give the pension to the Board of directors as appropriate level and in line with their duties and responsibilities which require them to fulfill the expectations of the interested persons' groups to comply with the law and related regulations. As a result, the company not only has to look for and select directors with proper experience and qualifications, but also to give policy to set the remuneration for each director which reflect their respective duties and responsibilities, and be the rate which be compared to the other listed company in same size. Moreover, in compliance with the good corporate governance principles, the compensations of the directors should be reviewed annually. The current remuneration of directors have been approved in The 2018 Annual General Meeting of Shareholders on April 30<sup>th</sup>, 2018.

#### **The opinion of the Board of Directors.**

Due to the Compensation and Nomination Committee and the Board of Directors have considered to propose to the Shareholder Meeting for consideration and approval of the remuneration for Directors in the rate of THB 6,000,000 (six million Baht) per annum, and approve any privilege of THB 500,000 (five hundred thousand Baht) per annum. Total amounting of THB 6,500,000 (six million five hundred thousand Baht) per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, are detailed as follows;

1. Remuneration for Board of Directors meeting
  - 1.1 Directors's remuneration
    - Chairman 27,500 Baht/per person/per month
    - Vice Chairman 16,500 Baht/per person/per month
    - Director 13,750 Baht/per person/per month
  - 1.2 Meeting allowance
    - Chairman 27,500 Baht/per person/per attendance
    - Vice Chairman 16,500 Baht/per person/per attendance
    - Director 13,750 Baht/per person/per attendance
2. Remuneration for the Executive Committee
  - Chairman 55,000 Baht/per person/per attendance
  - Vice Chairman 33,000 Baht/per person/per attendance
  - Member (non-executive) 27,500 Baht/per person/per attendance
3. Remuneration for the Audit Committee
  - 3.1 Directors's remuneration
    - Chairman 27,500 Baht/per person/per month
    - Director 13,750 Baht/per person/per month
  - 3.2 Meeting allowance
    - Chairman 27,500 Baht/per person/per attendance
    - Director 13,750 Baht/per person/per attendance
4. Remuneration for the Compensation and Nomination Committee
  - Chairman 55,000 Baht/per person/per attendance
  - Director 27,500 Baht/per person/per attendance
5. Remuneration and privilege for the Board of Directors
  - Chairman 50,000 Baht/per person/per year
  - Vice Chairman 50,000 Baht/per person/per year
  - Director 50,000 Baht/per person/per year

To approve pension for the Board of Directors of THB 3,450,000 (three million four hundred and fifty thousand Baht) and the Board of Directors will allocate the amount among its members.

It is the Board of Directors' policy and principle to provide members of the Board and the various committees with compensation and pension at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company.

(Comparison of directors' remuneration and pension is on page 46)

#### **Agenda 7. To appoint an auditor and determine the audit fee for the year 2019**

**Objective and Rationale:** In the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determine the remuneration for auditor (s) and the auditor (s) of preceding year can be re-elected."

#### **The opinion of the Board of Directors and the Audit Committee.**

The AGM should consider to appoint

- |                                |   |
|--------------------------------|---|
| 1. Ms. Ratana Jala             | Certified Public Accountant no. 3734 and/or |
| 2. Mr. Chayapol Suppasedtanon  | Certified Public Accountant no. 3972 and/or |
| 3. Ms. Ginkarn Atsawarangsalit | Certified Public Accountant no. 4496 and/or |
| 4. Ms. Narissara Chaisuwan     | Certified Public Accountant no. 4812        |

From EY Office Limited to audit the Company financial statement for the year 2019. The annual audit fee is in amount of Baht 1,150,000 (One million one hundred and fifty thousand) See details on page 47-48.

#### **Agenda 8. Others (if any)**

##### **The opinion of the Board of Directors.**

The Board of Directors deems it appropriate to provide the shareholders with this agenda so that they can raise questions and/or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to propose any matter for consideration and approval, they are required to follow the regulations stated in the second paragraph of Section 105 of the Public Company Act



In addition the Company has set the record date on Friday, March 21<sup>st</sup>, 2019 to determine the list of shareholders who may participate in the AGM.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders on the date and at time and place as mentioned. Those who wish to assign a proxy can do so by bringing the proxy and the necessary documents to the meeting.

Sincerely yours,  
By Order of the Board of Directors

-Signed-  
Somkiat Makcayathorn  
Director and Managing Director  
Patum Rice Mill and Granary Public Company Limited

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**Please prepare the following documents for proxy:**

**Personal shareholder**

signature.

**Organization shareholder**

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The grantor's and the grantee's copies of ID cards certified true with each original signature.
1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The juristic person certificate issued by the Ministry of Commerce, with the original signatures of authorized directors.
3. The copies of ID cards of the authorized directors certified true with their original signatures.



## Patum Rice Mill and Granary Public Company Limited

No. 1 3<sup>rd</sup> Fl. Glass House Building Soi Sukhumvit 25, Sukhumvit Road, Khwaeng Klongteoy Nua, Khet Wattana, Bangkok 10110 Tel.0 2661 7900 Fax. 0 2661 7901

109/3 Moo 14 Mitraparp Road 90 KM., Tumbol Lardbuakhow, Amphur Sikhiu Nakornratchsima 30340

Tel.044 323 334 Fax. 044 323 385 Registration No. 0107536001702 website : www.mahboonkongrice.com

### Minutes of the 2018 Annual General Meeting of Shareholders Of Patum Rice Mill and Granary Public Company Limited

**Date and time:** Monday April 30, 2018 at 10.00 a.m.

**Venue:** Jamjuree 1, M Floor, Pathumwan Princess Hotel Bangkok, No.444, MBK Center, Phayathai Road, Khwaeng Wang Mai, Khet Pathumwan, Bangkok.

#### Chairman of the Meeting

Mr. Suphadej Poonpipat, Chairman of the Board of Directors who acted as Chairman of the Meeting, welcomed and thanked shareholders for attending the Meeting. The Chairman informed the Meeting of the number of shareholders and proxies in attendance as follows:

- Shareholders attending in person were 70, holding a total of 341,044 shares.  
Shareholders attending by proxies were 56, holding a total of 590,841,286 shares.
- The total number of shareholders attending in persons and by proxies was 126, representing a total of 591,182,330 shares.

Since the Company's total shares were 600,000,000 shares, the shareholders and proxies attending the Meeting accounted for 98.5304%, which is more than 1/3 of the total issued and paid-up shares and therefore constitute a quorum as specified by the Company's Articles of Association. The Chairman announced the opening of the Meeting and introduced 8 of the Board of Directors who attended the Meeting. The number of directors who attended the meeting was calculated as 100% as follows:

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and Chairman of the Good Corporate Governance Committee
2. Mr. Suvait Theeravachirakul Vice Chairman of the Board, Member of the Compensation and Nomination Committee, Member of the Corporate Governance Committee and Vice Chairman of the Executive Committee
3. Dr. Pornsiri Poonakasem Chairman of Audit Committee, Independent Director, Member of the Compensation and Nomination Committee, and Member of the Corporate Governance Committee
4. Assoc.Prof.Dr. Sathit Parniangtong Chairman of the Compensation and Nomination Committee, Member of Audit Committee, Independent Director and Member of the Corporate Governance Committee
5. Ms. Veena Arunyakasem Member of Audit Committee, Independent Director and Member of the Corporate Governance Committee
6. Mr. Kasemsuk Chongmankhong Director and Member of the Corporate Governance Committee
7. Mr. Pakit Iamopas Director, Member of the Corporate Governance Committee and Chairman of the Executive Committee
8. Mr. Somkiat Makcayathorn Director, Member of the Corporate Governance Committee, Member of the Executive Committee, and Managing Director

**Ms. Dararat Homrossukhon** was assigned as the Meeting's secretary and to record the Meeting and Mr. Apichat Kamoltham was assigned to represent the Shareholders In inspecting the counting of votes. Ms.Nonglak Pumnoi, the Company's auditor, also participated in the Meeting. (and to help answering questions from shareholders)

The Company announced the agenda of the 2018 Annual General Meeting of Shareholders on the Company's website and notified the Stock Exchanged of Thailand to allow shareholders to propose additional agenda items and nominated eligible candidates for election to the Board of Directors to be considered for including the agenda of the General Meeting of Shareholders from September 29<sup>th</sup> , 2017 to December 31<sup>st</sup> , 2017. However, no additional agenda items or eligible candidates were proposed.

Prior to the commencement of the Meeting, Ms. Dararat Homrossukhon explained the meeting procedures and rules governing voting and vote counting as follows:

**Meeting Procedures:** The Meeting shall proceed in the sequence of the agenda given in the Notice of the Meeting. For each agenda item, relevant Directors or Executives shall present information and shareholders shall be given opportunity to make inquiries and comments before casting votes. Shareholder wishing to make inquires shall state their first and last names to be included in the meeting's minutes. The Meeting shall proceed to the next agenda item while the votes are being collected and counted. Once the vote counting is completed, the result shall be displayed on the screen in front of the meeting room.

**Voting on an Agenda Item:** After they make inquiries, shareholders shall cast their votes as follows:

(1) Shareholders and proxies are eligible to cast their vote to either approve, disapprove or abstain from voting on each agenda item; split votes are not allowed. Exceptions are made for proxy-holders for foreign investors who appoint custodians in Thailand to safe-keep their clients' securities. With these exceptions, split votes are allowed.

(2) Shareholders or proxy-holders who wish to vote to disapprove or abstain shall mark their votes on the ballots accompanying with their signatures, before handing the ballots to the meeting staff. A ballot without signature or marked with more than one vote is considered "an invalid ballot"

(3) Shareholders or proxies who wish to vote to approved need not to mark their votes on the ballots. Only disapproving, abstain votes and invalid ballots will be counted by the Company. These counts shall be subtracted from the total number of votes in attendance, the resulting counts of which shall be considered as approving votes for the agenda. Votes casted by shareholders for an agenda that are legibly mentioned in Power of Attorney shall be counted as well.

(4) For the Agenda item 5: To consider the election of Directors to replace those retiring by rotation, every shareholder or proxy-holder shall mark their vote, whether to approve, disapprove, or abstain, on the ballot and give it to the meeting staff.

(5) The Chairman of the Meeting shall proceed with the Meeting in the sequence of the next agenda items while collecting votes. The resulting counts shall be reported following the manner of agenda items order when the counting is complete.

**The Ballot** is a voting card for each agenda. One share is entitled to one vote. There were a total of 9 ballots for 6 agenda items.

Agenda item 5: To consider the election of Directors to replace those retiring by rotation requires 3 ballots which shall be casted individually for each director.

Lastly, to facilitate the meeting and to be mutually understood the Notice of Invitation was numbered in every page from the first page to the last one at forty-ninth. If a reference to an agenda is made, a page number of the Notice of Invitation shall be referred to.

Ms. Dararat Homrossukhon then asked the Chairman of the Meeting to proceed with the Meeting in the sequence of the agenda items contained in the Notice of Invitation to the General Meeting of Shareholders sent to all shareholders in advance.

**Agenda 1. To consider and certify the minutes of the 2017 Annual General Meeting of Shareholders**

**Chairman of the Meeting** asked the Meeting to review and certify the Minutes of the 2017 Annual General Meeting of Shareholders which was held on Friday April 28<sup>th</sup>, 2017. The Minutes contained 21 pages and was presented on page 10 to 30 of the meeting document that has been sent to shareholders.

**Chairman of the Meeting** asked the Meeting to consider the Minutes entirely and to notify him if anyone would like to revise any content in the Minutes.

The Meeting finished the consideration of the Minutes and no shareholders wished to make a revision.

**Chairman of the Meeting** asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote disapprove or abstain from voting to mark and sign on the ballots and then raised the ballots to be collected by the meeting staff.

There were 27 more shareholders and proxy-holders who have joined the meeting, holding a total of 167,697 shares. The total number of shareholders and proxy-holders in attendance was now 153 representing a total of 591,350,027 shares.

**Resolution** for agenda item 1: **To consider and certify the minutes of the 2017 Annual General Meeting of Shareholders by a majority of votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,350,027	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,350,027 votes or 100.0000%**

**Conclusion** **The Meeting unanimously approved the minutes of the 2017 Annual General Meeting of Shareholders.**

**Agenda 2. To report the Company's operating results from January 1<sup>st</sup>, 2017 – December 31<sup>st</sup>, 2017 and the interim dividend payment.**

**Chairman of the Meeting** assigned Mr. Somkiat Makcayathorn, Managing Director, to report the operating results from January 1st, 2017 – December 31st, 2017 and the interim dividend payment to shareholders.

**Mr. Somkiat Makcayathorn**, Managing Director, introduced the Company's executives who attended the Meeting as follows:

1. Mr. Somboon Thitinunsomboon Executive Vice President,  
Operation and Raw Material
2. Ms.Pimonrat Chitpavanaskul Executive Vice President,  
Sales and Logistic
3. Ms.Kanokporn Marg-amar Executive Vice President,  
Finance and Administration
4. Mr. Ekasin Tortarameta Vice President, Restaurant and Food Center
5. Ms. Rattana Pakkruk Vice President, Accounting  
and Sikhui Area Management
6. Ms. Preeyanuch Nuntachote Vice President, Finance

**Mr. Somkiat Makcayathorn**, Managing Director, asked the meeting staff to show the slide presentation which included the following details:

The Company operated 5 types of business including:

1. Selling rice products and other products
2. Manufacturing packaged rice
3. Restaurants
4. Food centers
5. Real estate development projects (Pathumthani and Sikhui)

***1. Selling rice products and other products***

In 2017, new rice products were Kaopansuk White Rice (5 kg.), Kaopansuk Hom Mali Rice (5 kg.), and Quinoa Rice for health-conscious consumers. In addition, Riceberry Granola, a ready to eat cereal, was developed and put on the market test with 3 tastes, including Mixed Nut, Tropical, and Berry Berry. Riceberry Granola was the product that the Company has given advice and cooperation on the development to Nongpingkai Community Enterprise, concerning issues on food processing, preservation, and packing. With the aim to add value to the non-toxic Riceberry grown in the community by transforming it to a ready to eat product, the Riceberry will be sold at the end of 2018.

Distribution channels for rice products and other products

- Modern Trade
  - The Company focused on the market of premium products by increasing healthy rice product lines.
  - The Company expanded sales channels to new supermarkets to cover more areas.
- Traditional Trade
  - The Company increased more than 20% new outlets in Northern and Southern regions.
  - The Company focused on expanding more markets in the Central region, the Northeastern region, and the Eastern region.
  - The Company increased the income from new products such as Japanese rice and sticky rice.

- HORECA
  - The Company provided OEM of rice products for chain restaurant.
  - The Company increased the selling of seasoning and dry food products for cooking so as to be a one stop service for catering businesses.
- Export
  - The Company expanded the market to CLMV countries and China.
  - The Company focused on finding customers who looked for quality and premium products. With a number of product certifications, the Company used this strength to present the products to customers.
  - The Company sold rice as a tied product to other fast moving consumer goods (FMCG) in order to increase the gross profit per one product delivery.
  - The Company provided OEM of different ready to eat products.
- Online
  - The Company provided online selling channel to access more customers.

## ***2. Manufacturing packaged rice***

The manufacturing of packaged rice emphasized on decreasing the cost and finding new raw materials that were suitable for the current market in order to offer new choices for customers. OEM of rice products were offered to domestic and international customers. The Company was also a consultant providing knowledge for the outsource on manufacturing standard and the selection of quality rice mill to expand production base and produce quality products. Moreover, lean process was adopted to reduce the manufacturing overhead, along with the improvement on production plan and production efficiency. Consequently, the Company managed to decrease electricity cost on an average of 118,800 Baht per month, which could be calculated as 19.80% of electric power reduction.

## ***3. Restaurants***

### **3.1 Sukiyaki Number One Restaurant (3 branches available currently); including**

- The Nine Rama9 Center
- MBK Center
- Glas Haus Ratchada Building

For the business operation plan of 2018, the Company plans to expand 3 more branches in Bangkok and the neighboring areas. Furthermore, the Company has developed a system supporting the standard and the quality of food product by organizing a central kitchen to preserve food quality.

### **3.2 HINA Japanese Restaurant**

The Company bought the business from a shareholder in 2017. Currently, there is one branch on the 6<sup>th</sup> floor of MBK Center. The menu was rearranged as well as the selection of raw materials. The restaurant is decorated in a premium style under the concept "Craft Japanese Culinary".

### **3.3 FUYUU Japanese Restaurant**

The Company resized the restaurant to a small scale in the form of kiosk to prepare for the expansion of more branches in food centers and shopping malls. Currently, there is one branch on the 5<sup>th</sup> floor of MBK Center.

#### **4. Food Centers**

The Company launched 2 food centers including “MBK Food Island”, a food center on the 6<sup>th</sup> floor of MBK Center, and “The Fifth Food Avenue”, an international food center on the 5<sup>th</sup> floor of MBK Center. In 2017, Significant changes are the followings:

4.1 MBK Food Island Food Center: The Company has improved the vendor mix system so that there are many food stalls which are famous restaurants. With the aim to create an attractive destination for tourists, the food center is created under the new concept “Capital Street Food of Bangkok”. More space is available for rent to enable a variety of products. It is also the first food center that customers can use the KTC card to get points for money top-up.

4.2 The Fifth Food Avenue International Food Center: In 2017, the food center was renovated and the shop zone was also adjusted so that they were more modern and attractive. Nevertheless, the operation results still showed a loss. In 2018, therefore, the Company resolves the problem by allowing outsiders to invest in the food center and rent the equipment whereas the Company takes the responsibility on the management to create profit for the business.

#### **5. Real estate development projects (Pathumthani and Sikhiu)**

The Company has initiated real estate development in Pathumthani by constructing building and warehouse to create fresh market and food center. A museum and knowledge center shall be constructed as well as a multi-function rental space. The surrounding area shall be developed to an activity park for outdoor activities in the future. In Sikhiu, development on agricultural area has increased in order to support the needs of raw materials, such as lemons and onions, in restaurants. As for factory area, the Company offers rental services for land and production machinery.

##### **Revenue structure by business**

- In 2017, the revenue of rice and other products business was 1,120.63 million baht or 69.17%, decreasing from 2016 in which the revenue was 1,123.94 million baht or 60.52%.
- In 2017, the revenue of rice in G to G Government Project was 112.11 million baht or 6.92%, decreasing from 2016 in which the revenue was 336.03 million baht or 18.09 %.
- In 2017, the revenue of rental service and other services was 9.83 million baht or 0.61 %, increasing from 2016 in which the revenue was 5.36 million baht or 0.29%.
- In 2017, the revenue of food centers business was 303.48 million baht or 18.73%, decreasing from 2016 in which the revenue was 322.22 million baht or 17.35%. The decrease of revenue was resulted from the loss of The Fifth Food Avenue (the international food center). Therefore, the Company allows outsiders to invest in the food center and rent the equipment whereas the Company takes responsibility for the management.
- In 2017, the revenue of Japanese restaurants business was 25.36 million baht, increasing from 2016 in which the revenue was 24.09 million baht or 1.30%.
- In 2017, the revenue of Sukiyaki restaurant business was 48.55 million baht or 3%, increasing from 2016 in which the revenue was 45.56 million baht or 2.45%. The increase of revenue was resulted from the increase of branches and the decrease in number of the restaurant at the end of the year.
- In 2017, the Company has operated FSV business to support the standard and control the quality of food for the restaurants and food centers. Therefore, the Company earned a revenue of 0.22 million baht or 0.01%.

### **Profit from sale activity by business**

Earnings before interest, taxes, depreciation, and amortization (EBITDA) by business are as follows:

- In 2017, the EBITDA of rice and other products business was 49.00 million baht, decreasing from 2016 in which the EBITDA was 66.77 million baht.
- In 2017, the EBITDA of rice in G to G Government Project was -4.70 million baht, decreasing from 2016 in which the EBITDA was 11.93 million baht. The reduction was due to the fluctuation of white rice price during the middle of the year.
- In 2017, the EBITDA of rental service and other services was 0.21 million baht, decreasing from 2016 in which the EBITDA was 6.63 million baht. The reduction was due to the fact that the Company reorganized the land and offered it for rent. Therefore, income has increased while profit has declined.
- In 2017, the EBITDA of food centers business was -5.05 million baht, decreasing from 2016 in which the EBITDA was 28.59 million baht.
- In 2017, the EBITDA of Japanese restaurants business was -1.58 million baht. This number was better than 2016 in which the EBITDA was -4.47 million baht.
- In 2017, the EBITDA of Sukiyaki restaurant business was -4.58 million baht, decreasing from 2016 in which the EBITDA was -0.76 million baht.
- In 2017, the EBITDA of FSV business was -0.15 million baht.

### **Earnings before interest and taxes (EBIT) is in accordance with EBITDA as follows:**

- In 2017, the EBIT of rice and other products business was 32.30 million baht, compared to 2016 in which the EBIT was 43.12 million baht.
- In 2017, the EBIT of rice in G to G Government Project was -4.70 million baht, compared to 2016 in which the EBIT was 11.93 million baht.
- In 2017, the EBIT of rental service and other services was -1.83 million baht, compared to 2016 in which the EBIT was 4.16 million baht.
- In 2017, the EBIT of food centers business was -12.90 million baht. Loss was increased, compared to 2016 in which the EBIT was -1.35 million baht.
- In 2017, the EBIT of Japanese restaurants business was -2.20 million baht. Loss was decreased from 2016 in which EBIT was -8.31 million baht.
- In 2017, the EBIT of Sukiyaki restaurant business was -10.42 million baht, compared to 2016 in which the EBIT was -4.63 million baht. This was due to the increase in number of closing branches.
- In 2017, the EBIT of FSV business was -0.15 million baht.

### **The proportion of revenues and profit from rice business by channel**

Despite the decrease of revenue, in the first 8 months of 2017, the market price of rice per unit dropped quite acutely and sale was increased. The details are concluded as follows:

- Export: In 2017, the sales volume was 17,688.24 ton, increasing from 2016 in which the sales volume was 8,627.86 ton. The Company earned a revenue of 249.03 million baht, increasing from 2016 in which the revenue was 216.48 million baht.
- Modern Trade: In 2017, the sales volume was 10,919.61 ton, decreasing from 2016 in which the sales volume was 12,667.02 ton.
- Traditional Trade: In 2017, the sales volume was 17,640.09 ton, increasing from 2016 in which the sales volume was 16,000.68 ton.
- Horeca: In 2017, the sales volume was 1,545.57 ton. The Company generated a revenue of 58.43 million baht and profit increased by 7.27 million baht.
- G to G Government Project: In 2017, the sales volume was 8,500 ton, decreasing from 2016 in which the sales volume was 23,214 ton.



## **2018 Strategic plan and the overview for long term plan**

- Rice and other products business: The Company plans to sell rice products and new ready-to-eat meals. The Company has participated in the government projects, such as Gho Kho. 43 rice, sticky rice and Riceberry Granola. Online sales channel is also developed to access more customers. In long term, the Company plans to refresh brand in order to increase brand equity and brand value. Online systems for digital process are also improved to access customers in all categories.
- Restaurants business: For Sukiyaki restaurant, the Company intends to expand 3 more branches after the improvement system, the standard, and the food quality have completed. This aims to reduce the cost of the Japanese restaurants management. In addition, there will be co-promotions on seasonal events to satisfy customers. In the future, the Company plans to create the recipes that are suited in each location and satisfying the appetite of consumers in each area. There is also plan to increase new restaurant brandings.
- Food centers business: There will be improvement on Vendor Mix system as well as searching for well-known restaurants to attract tourists. In the future, branches will be expanded to various tourist attractions and service on different styles of food center management will also be offered.
- Real estate development projects (Pathumthani and Sikhiu): For the real estate in Pathumthani, the front area will be adjusted to fresh market and office. As for the real estate in Sikhiu, agricultural area will be developed. Lemons, mung beans, and onions will be grown to serve as the raw materials for the restaurants and the Company's central kitchen which will promote the standard in food production and food processing, as well as the efficiency in cost control.

## **Corporate Governance**

In 2017, the Company was evaluated by Thai Institute of Directors or IOD with CG scores increased from last year to reach an excellent level. The evaluation score is 92.

## **Anti-corruption**

On March 9, 2017, the Company received a membership certification from "Thailand Private Sector Collective Action Coalition Against Corruption" (CAC). Currently, 894 companies have declared their intention on anti-corruption whereas 314 companies have been certified the membership of CAC.

Moreover, in 2017, the Company held training courses on "Good Corporate Governance or GCG" and "Being a member of CAC" for its employees. The trainings were held for 6 times.

## **The Company's activities throughout the year**

### **Government-related activities**

- Presented a booth in a project held by the Office of the National Anti-Corruption Commission (NACC) on anti-corruption society. The event was held at NACC.
- Presented a booth in the press conference with the Department of Internal Trade promoting the certification on the standard of jasmine rice in packaging. The certification sign is the symbol of two hands pressed together forming a lotus shape. The event took place at Tesco Lotus, Rama IV branch.
- Mah Boonkrong Rice received a plaque of honor for jasmine rice pack with the symbol of two hands pressed together forming a lotus shape.

- Participated in the commodity discount project “Ruam Jai...Perm Suk...Shop Sanook... New Year Sale” by the Department of Internal Trade, Ministry of Commerce. The project which was held to reduce the cost of living took place at Burachat Chaikyakorn Convention Hall, Ministry of Commerce.

### **Corporate social responsibility activities (CSR)**

- Hosted a chanting ceremony in dedication to the late King Bhumibol Adulyadej and laid wreath in remembrance of His Majesty at Dusit Maha Prasat Throne Hall in the Grand Palace
- Held the activity “Pruk Daow Ruang Tan Jai Hai Ngod Ngam Nai Ngan Khong Bho” in remembrance of His Majesty King Bhumibol Adulyadej during the Royal Cremation Ceremony. More than 9,999 marigolds were grown at Mah Boonkrong Rice Factory in Sikhiu, Nakhon Ratchasima.
- Donated 400 packages of 5 kg. rice to the Quartermaster Department Royal Thai Army in the activity “PRG Jit Arsa Ruam Jai Nai Ngan Khong Bho”. The donated rice was cooked for the people who offered sandalwood flowers as final tributes to His Majesty King Bhumibol Adulyadej at the floral niche in the Royal Thai Armed Forces Headquarters.
- Mah Boonkrong Rice Pack and MBK Group held the activity “Healthy Pin-to: Eat and Create Happiness” to promote good health for Patumwan people at the activity park of Patumwan community.
- Held the healthy activity to Central Group Mini Marathon “RUN for Love and PEACH 2017” in CentralWorld Square, CentralWorld
- Mah Boonkrong Rice held the project “Be Full and Make Merit with Mah Boonkrong Rice”. A donation of 2 Baht for each rice pack sold was donated to Ramathibodi Foundation for the construction of Chakri Naruebodindra Medical Institute, Faculty of Medicine Ramathibodi Hospital.

### **Public relation and sales promotion activities**

- “Rice Fair 2017: Ruam Jai Rice Pack Expo – Big Saving Nationwide at Big C No.9”, the activity at Big C Extra, Chaengwattana
- Giving free rice for healthy body and Number One Sukiyaki food stand in the activity “MBK-G RUN III for Sea Turtle 2017” at Lumpini Park
- Presented an activity booth in the Exhibition to Honor His Majesty King Maha Bhumibol Adulyadej (Rama IX), the Father of Thai Rice Research and Development, at Wachiranusorn Building, Faculty of Agriculture, Kasetsart University (Bangkhen Campus)
- Mah Boonkrong Rice received a plaque of honor for jasmine rice pack with the symbol of two hands pressed together forming a lotus shape. The award which Mah Boonkrong Rice has received for 10 consecutive years guarantees an excellent rice quality with a constant standard. The award was presented by Mr. Sontirat Sontijirawong, Minister of Commerce.
- “T Mark Festival 2017” booth activity, Mah Boonkrong Rice received a logo from Thailand Trust Mark and had a booth in the festival to promote its products. A cooking show in the menu “Yang Chow Fried Rice” was performed to present 100% jasmine rice product from Mah Boonkrong Rice. The event took place at EmQuartier shopping mall.
- Presented a commodity show booth in “THAIFE – World Of Food Asia 2017” at Impact Arena.
- Held “MAH BOONKRONG RICE 4.0 Dealer Thank You Party” at Royal Orchid Sheraton Hotel.
- Held the activity “Rice Time Workshop – This dish is cooked by mommy.” at Big C Extra, Chaengwattana.

- Presented a booth promoting products in the opening of Pong Praram Market according to Bangkok governor's policy at Pong Praram community market, Patumwan.
- Presented a booth promoting and selling special price products in "Baan Lae Suan Fair 2017" at Challenger 1, Impact Arena.
- Held promotion activity "OHO OTOP" at food center, MBK Food Island.
- Presented a booth in Thai Rice Meeting 2017 "Kin Khaw Hai Pen Hen Prayot" at Kasetsart University.
- Presented booths promoting rice products to support sales in shopping mall activities.

### **Activities and benefits for employees**

- Held "CEO FORUM 2017", the activity in which executives showed their vision and target as well as the business trend to employees of MBK Group so that the employees would understand the operation policy and could take part in the operation to achieve the goal. The event took place on the 7<sup>th</sup> floor of MBK CENTER.
- Held "MD FORUM", the activity to inform about the trend of business operation and set goal for the operation. Training course on "The Power of Team Work" was also provided to create effective team work.
- Held "Model Employee Project", a monthly activity to praise and support well-behaved employees who were being good example for their colleagues in terms of their honesty and excellent services.
- Held "SMOOTH", a monthly activity to encourage employees in their work and admire their accomplishments according to the core value of the organization
- Provided a training session on anti-corruption policy to employees.
- Provided birthday activity for employees every quarter.
- Provided activities to promote Thai culture in different festivals such as Songkran and New Year.
- Provided an annual health checkup to employees in 2017.

**Chairman of the Meeting** asked the Meeting if anyone has questions or comments.

**Ms. Jinnapak Ponpibul** asked the Meeting the following questions:

1. Food centers, Japanese restaurants, and Sukiyaki restaurants, which of these businesses earned the highest revenue and which one earned the least?
2. Why was the Sukiyaki restaurant unpopular and unable to be a minor business to generate revenue for the Company?
3. Why did the Japanese restaurant show no business growth? How was the taste and the quality of the food?
4. Would mixing quinoa with rice generate more revenue? Would the sale price worthwhile?

**Mr. Somkiat and the Chairman of the Meeting** gave answers to the inquiries as follows:

1. Food center on the 6<sup>th</sup> floor generated the maximum amount of revenue, while the Japanese restaurant business made the minimum amount. However, the food center on the 5<sup>th</sup> floor and the Sukiyaki restaurants resulted on losses.
2. Upon consideration, the 3 Sukiyaki restaurants were able to gain high revenues, but the costs of management were at risk because the revenues were not able to cover all of the costs. At first, the Company intended that the Sukiyaki business would be able to expand to more branches in the future. The Company had planned out the budget, yet still unable to open new branches because the standard and quality of the food were inconsistent. So, the Company had to focus on improving the central kitchen in order to better control the quality. The Company would open more branches in 2018.

3. Because the Japanese restaurant business was a new acquisition from Japan, the Company still lacked the experience on this type of business. Hence, the Company was requesting more time to improve the style and the taste of the food.

4. Healthy rice was sold much better than regular rice. Other than quinoa, millet was also mixed in due to their popularity. Increasing gross profit margin was 30%-40% after the grains were added to create healthy rice.

**Ms. Jinnapak Ponpibul** gave the following suggestions:

1. For the Sukiyaki restaurants, opening new branches would not generate revenues for the Company. Instead, it should improve the taste of Sukiyaki Number One so that it became different from others, and the business should try to impress Thai and foreign customers by creating take-out Sukiyaki sets, so that the customers could enjoy their food at home.

2. The Company should also promote research and development ( R&D) for the Japanese food business in order to create uniqueness and branding for the Company.

3. The Company should develop the rice-millet mix recipe, or other types of healthy mixtures.

**Mr. Wichit Chitchingchai** asked the Meeting as follows:

1. The turnover for the restaurants was not impressive. According to the Minutes of the 2017 Annual General Meeting, the Company had the plan to open 8 other Sukiyaki restaurant branches. So, would the Company still try to open those 8 branches?

2. As for Food Center on the 5<sup>th</sup> floor, according to the Minutes of the 2017 Annual General Meeting, the Company was to organize some recreational activities to promote sales, but now, that space was allocated for rent. Did that mean those activities were gone? Also, the cost of the 5<sup>th</sup> floor was the rentals. So, why did it still result in losses?

3. For space and packaging machine rentals, did the Company no longer produce packaging, but instead allocate the space for rentals only? Would the Company hire outsource to do the packaging, and would it really reduce cost?

4. For the Pathumthani real estate development project, on which a shopping center was to be built, had the Company started the project, and when would the details be included in the financial report?

**Mr. Somkiat** answered those questions as follows:

1. Opening of the Sukiyaki branches would continue as planned. However, at this time, the Company was focusing on the central kitchen in order to implement the systems and to control the food quality up to the standard before new branch opening could proceed with respect to the goal. And, by the end of 2018, the Company would have the opportunity to open 3 branches. In 2017, the Company opened 2 branches, but was experiencing problems, which resulted in the closing of 1 branch.

2. For the food center on the 5<sup>th</sup> floor, in 2017, the Company had been experimenting with many strategies, such as the improvement of the area, the new design of the environment, the creation of sales promotion activities, and even the cash advancement system. However, those were not able to create more revenues for the Company because the groups of tourists at MBK had changed. In addition, the Company had invested on improving the areas and buying sales equipment. In 2018, a new investor came in and wanted to open a closed food center. The Company agreed to rent out the space and equipment, and the Company would provide consultation in management of the food center.

The main cost of the 5<sup>th</sup> floor food center was the rent. But, because the received revenue did not cover the cost. The revenue from the space and equipment rental would begin to increase in 2018.

3. For space and packaging machine rentals, at first, in 2015, the loss was severe. In 2016, the Company improved packaging design, and an investor with the expertise in packaging offered to support the rentals of equipment, and the parties had made an agreement that Mah Boonkrong Rice would be able to use the equipment at a special price. Therefore, this would not affect the packaging cost.

4. For the Pathumthani real estate development project, the area had been developed and designed since the end of 2017. The revenue would be shown in the financial statement of the 4<sup>th</sup> quarter of 2018, and the Company had divided the areas into fresh market zone, commercial zone, and food center.

Remarks: This agenda was to report the Company's performance so there was no voting.

### **Agenda 3. To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31<sup>st</sup>, 2017**

**Chairman of the Meeting** assigned Mr. Somkiat Makcayathorn, Managing Director, to explain to the Meeting the Statement of Financial Position and Statement of comprehensive Income for the fiscal year ended December 31<sup>st</sup>, 2017 which appeared on page 96 to 155 of the 2017 Annual Report that the Company sent to all shareholders with the Notice of Invitation to the Meeting. The Chairman asked the Meeting to consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended December 31<sup>st</sup>, 2017 which were audited by Ms. Nonglak Pumnoi, Auditor license No. 4172 from EY Office Co., Ltd. And certified by the Audit Committee and the Board of Directors. The details of the Financial Statement and the management discussion and analysis can be summarized as follows:

#### **Statement of Comprehensive Income**

- The operating revenue in 2017 was 1,955.04 million Baht, decreased from the previous year by 235.53 million Baht, or 10.75%.
- Net profit attributable to major shareholder amounted to 232.31 million Baht, decreased from the previous year by 100.27 million Baht or 30.15%
- Net profit per share was 0.39 Baht, decreased by 0.16 Baht per share, or 29.09%.

#### **Revenue from Sales, Cost of Good Sold, and Gross Profit**

- Revenue from sales in 2017 amounted to 1,620.19 million Baht, decreased from the previous year by 237.01 million Baht, or 12.76%.
- Cost of goods sold amounted to 1,315.73 million Baht, decreased from the previous year by 148.91 million Baht or 10.17%.
- Gross profit amounted to 304.46 million Baht, decreased from the previous year by 88.10 million Baht or 22.44%.
- Gross profit margin was 18.79 million Baht, decreased from the previous year by 2.35 million Baht or 11.10%.

#### **Other Revenue**

Other revenue in 2017 was in the amount of 33.70 million baht which increased by 5.66 million baht or 20.19% due to the fact that the rental and transportation revenues increased in 2017

### **Selling expenses, Administrative expenses and Finance costs**

- The Company's total expenses were in the amount of 358.39 million baht, decreased by 48.74 million baht or 11.97%
- Selling expenses were in the amount of 218.49 million baht, decreased by 21.14 million baht or 8.82% due to declining rice export.
- Administrative expenses were in the amount of 130.14 million baht, decreased by 23.32 million baht or 15.20%
- Finance costs were in the amount of 9.76 million baht, decreased by 4.28 million baht or 30.48%

### **Statement of financial position**

- The Company total assets were 10,899 million Baht, which increased by 2,490 million Baht, or 29.61%.
- Total liabilities were 2,544 million Baht, increased by 645 million Baht, or 33.97%.
- Shareholders' equity was 8,355 million Baht, increased by 1,845 million Baht, or 28.34%.

### **Major changes in the Company's assets**

- The current assets had increased by 167 million baht due to the increase of trade account receivables and other receivables. There had not been much change in other aspects.
- The non-current assets had increased by 2,323 million baht due to the investment in parent company.

### **Major changes in the Company's liabilities**

- The current liabilities had increased by 155 million baht due to short-term loans from the banks.
- The non-current liabilities had increased by 490 million baht due to the deferred income tax liabilities.

### **Major changes in the Company's equity**

- unappropriated retained earnings were decreased by 104 million due to the fact that interim dividend payment more than operating profit.
- Surplus on change in shareholding of subsidiaries were 2 million baht.
- Other components of shareholders' equities from available-for-sales securities had increased by 1,959 million baht.
- Minority shareholders' equities had decreased by 12 million baht, because the Company suffered from some losses and resorted to security sales.

### **Interim dividend pament**

The Company announced the interim dividend of 0.28 baht per share for the operation from January 1, 2017 to June 30, 2017 and been paid on October 31, 2017 in the amount of 168,000,000 baht.

**Chairman of the Meeting** asked the Meeting for any questions or comments which the shareholders may wish to raise.

**Ms. Jinnapak Pongpibul** inquired the Meeting as follows:

1. What was the D/E ratio (debt-to-equity ratio) compared to the previous years, and what was the value this year?
2. What were the causes of the increase of trade receivables, and what was average collection period?
3. After considering the statement of cash flow from the operations, it was found that the allowance for impairment of assets (reversal) on page 108 of the 2017 Annual Report. In 2016 and 2017, was there the allowance for doubtful accounts (reversal) left over after the reverse in the amount as specified?
4. For the expenses, the Company did a good job at controlling the costs. What strategies were used by the Company to control the costs and other expenses? These strategies were good, and the Company should retain them.
5. For the interest on page 108, how was it decreased compared to the previous years?
6. The statement of comprehensive income would affect the income tax. By comparing 2016 and 2017, would there be any figures that were significant? Please explain.
7. By transporting the rice to improve its quality (the upgrade) in Sikhiu, would this affect the quality of the rice to be sold? How was the upgrade executed, and how was it useful?
8. Was the Government aware that China had changed its standards for rice export in which such upgrade must be done by a company certified by China only?

**Mr. Suvait** responded to question no.1 that, according to the 2017 Annual Report on page 6, The debt-to-equity ratio of the shareholders in 2017 was equal to 0.30 and in 2016 was equal to 0.29.

**Mr. Somkiat** responded to the questions as follows:

- For question No.2, the trade receivables increased due to the foreign trades, and the average collection period was 2-3 months. And, the other portion was the trade receivables from the government sectors.
- For question no.3, the Company had set the amount for the allowance for doubtful accounts (reversal) for the accounting period. If there was an excess debt of more than 1 year, the amount of reserved money would be set. For the amount that had been reverse during the year, the Company had followed up and controlled the durations of the debts to become shorter, from 12 months to 6 months. In this matter, a portion of the reserved the allowance for doubtful accounts had been reclaimed.
- For question no.4, the Company had operated in 2 ways. Firstly, the Company had gained external revenues from services. In the past year, the Company had opened up the spaces for rent, e.g. building and packaging machine rentals. Secondly, the Company had provided administrative services which resulted in the increase of the administrative revenue.
- The Company had been controlling various expenses, such as the costs of raw materials or the costs of logistics whose prices were compared on the monthly basis. An external freight revenues were raised through collaboration with co-investors in the same area in order to reduce transportation costs. In conclusion, the Company had used strategies to reduce expenses and to increase external revenue for cost and expense controls.

**The Chairman of the Meeting** responded to question no.5 that the loan interest at the account point was very low.

**Ms. Nonglak** responded to question no.6 that this was due to the increase of MBK's stock value, and based on the accounting principle, it was foreseeable that in the future if PRG sold its MBK shares, tax had to be paid at the rate of 20%. Hence, the budget had been allocated for.

**Mr. Somkiat** responded to question no.7 that the 4 million baht expense was the result of the transportation cost for shipping the rice to be upgraded in Sikhiu. In other words, the rice qualities under the government's G2G project would be diverse. In addition, the rice grade that was in compliant with the Company's standards must exhibit the complete grains, clean coloration, and no broken grain. Therefore, the rice under the project must be upgraded according to such Company's standards: namely, the rice must be polished, and broken grains must be filtered out before exporting to China.

**The Chairman of the Meeting** gave additional responses that in terms of the manufacturing processes for rice quality upgrades, the rice mill must be certified by China. So, normally, the Company would outsource the upgrade and inspect the quality. If the quality was not met, then the Company would perform additional polishing. So, the Company provided the rice polishing service for other companies as well, but it was based in Sikhiu. Because the Company received rice from the central region, the rice had to be upgraded in the central region as well in order to reduce the transportation cost. Later, China changed its policies which required the rice mills to hold certifications from China only. But the rice mill to which the Company sent its rice for upgrades did not have the Chinese certification, the Company then had to ship the rice to Sikhiu for the upgrades.

In addition, **Ms. Jinnapak Ponpibul** gave a compliment that the Company was able to control the expenses really well and urged that the Company maintained its strategies.

**Mr. Ritthichai Yibcharoenphon** asked the Meeting as follows:

1. Why had the gross profit margin decreased from 21% to 18%? Was it because the Company bought rice at a high price and sold it at a lower price? Or, was it because the price in Thailand was higher, so that it could not compete in the world's market?

2. What was the Company's expectation on the food business? Would the profits gained from the food business and space rentals be used to support the business in the future and how?

3. Would the overall profit margin increase this year, or not? Would the rice sales improve, or not, and how? And, what were the reasons for the losses in the government's G2G project? Was it possible for the Company not to participate in this project? In fact, the trading of the rice under the G2G should not have resulted in the Company's loss.

**Mr. Somkiat** responded to question no.1 that the reason why the gross profit margin decreased from 21% to 18% was because the Company only stocked its goods only for a certain period of time, but not for too long. Also, during the sale, the cost of raw materials had increased. This resulted in a time gap in which the Company was not able to predict the prices and such increases via the Modern Trade channel in time. Most products that were sold in Modern Trade was jasmine rice, and it turned out that since August of 2017 until now, the price of jasmine rice had shifted up by 30%. The Company purchased the rice at a high price, and there was a pre-determined time window in which the Company had to sell the rice. As a result, the increase in the sale price was not able to follow the increase of the cost of raw materials. Therefore, the cost had increased, and the margin decreased.



As reported earlier, the Company had not been unresponsive toward the problem. Hence, in 2018, the Company had expanded through the Traditional Trade channel and had also expended its ventures in factories and hotels.

**The Chairman of the Meeting** responded to the questions as follows:

In response to question no. 2, for food business and space rentals, these were the newer businesses that the Company had ventured, and it was expected to grow in these areas because rice business at the present time yielded the profit at 1%-2%, which was considered to be in a constant decline under a high competition. The Company had been trying to find new ventures in order to create more profits, other than selling rice.

In response to question no. 3, the reason why the Company suffered the loss after having joined the G2G project was due the problem in transporting rice. More precisely, the Company had to upgrade the rice before transporting it. So, the Company had to spend approximately 4 million baht more on transportation.

**Mr. Somkiat** added to the answers that the Company joined the G2G project with China by outsourcing the upgrades and exports. But, in the past year, the outsourcing company was not able to produce for the Company because the outsourcing company did not meet the standards set by China. However, the Company was one of the 48 companies that were capable of exporting to China. Hence, the Company had to burden the cost of transporting goods by packing the rice in Sikhiu by itself. However, the Company predicted that the situation would be better in the future.

When no more shareholders or proxy-holders made inquiries, the Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots and then raised the ballots to be collected by the meeting staff.

There were 33 more shareholder and proxy-holders who have joined the Meeting, holding a total of 65,059 shares. The total number of shareholders and proxy-holders in attendance was now 186 representing a total of 591,415,086 shares.

**Resolution for agenda item 3: To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31<sup>st</sup>, 2017 by a majority of votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,415,086	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,415,086 votes, or 100.0000%**

**Conclusion** The Meeting unanimously approved the audited statement of financial position and statement of comprehensive income for the year ended December 31<sup>st</sup>, 2017.

#### **Agenda 4. To consider and approve the allocation of profit and dividend payment.**

**Chairman of the Meeting** reported the Company's performance in separate financial statement for the year ended December 31<sup>st</sup>, 2017 as follows:

- For the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2017, the Company has net profit after tax amounted to 249,638,289 Baht
- Unappropriated retained earnings brought forward (as at January 1<sup>st</sup>, 2017) 648,173,765 Baht
- Deduct Dividend payment (2<sup>nd</sup> half of 2016 and 1<sup>st</sup> half of 2017) 336,000,000 Baht
- Unappropriated retained earnings carry forward (as at December 31<sup>st</sup>, 2017) 561,812,054 Baht

The Board of Directors asked the Meeting to consider and approve the following.

1. Because the Company had a legal reserve in the amount of 90,000,000 Baht, which equaled 10% of the authorized capital; the appropriation of net profit was then not provided as a legal reserve required by law.
2. Transfer the net profit for the FY from January 1<sup>st</sup>, 2017 to December 31<sup>st</sup>, 2017 of 249,638,289 Baht to the unappropriated retained earnings.
3. Allocate the unappropriated retained earnings for the dividend payment of 0.30 Baht per share to the shareholders for a total of 600,000,000 shares totaling 180,000,000 Baht, which paid more than dividend payment for the period between January 1<sup>st</sup>, 2017 to June 30<sup>th</sup>, 2017.

Therefore, the Company would pay the dividends in amount of 0.30 baht per share for a total 600,000,000 shares totaling 180,000,000 Baht, which was derived from the unappropriated retained earnings that is subjected to corporate income tax of 30%. The shareholders who were individuals would be eligible for tax refunds for this amount.

When adding the interim dividend payment of 0.28 Baht per share to the dividend of July 1<sup>st</sup> 2017 to December 31<sup>st</sup> 2017 of 0.30 Baht, it is equal to 0.58 Baht per share for the total of 600,000,000 shares. The total dividend payment of fiscal year 2017 will be 348,000,000 Baht.

The pay out ratio is in accordance with the dividend payment policy at the rate of not less than 50% of net profit after tax. The dividend will be paid to the shareholders listed in the list of shareholders with the rights to receive dividends on March 23<sup>rd</sup>, 2018 and the dividend will be paid on May 21<sup>st</sup>, 2018.

The reference information for consideration is shown in the supporting document for consideration, on page 31.

**Chairman of the Meeting** asked the Meeting for any questions or comments which the shareholders may wish to raise.

**A shareholder** (anonymous) asked the Meeting as follows:

1. The dividend was obtained via MBK shares of approximately 336 million baht, which would be paid to shareholders of PRG. If PRG no longer held MBK shares, would PRG be able to pay dividends to the shareholders, and how?

2. Upon reviewing the 2017 Annual Report on page 108, had the operating profit before changes in operating assets and liabilities taken into account other effects or not? If depreciation and EBITDA were taken into calculation, would there be any profit left, or not?

3. The inquiry on the EBITDA of the rice business and the food centers business was made.

**The Chairman of the Meeting** responded to question no.1 that in a regular year, it could be seen that if we were to look back, the Company gained the profit of more than 300 million baht and gained the operating profit of 60 million baht. If PRG did not receive any dividend from MBK, then it would still have approximately 60 million baht to pay off the dividends to its shareholders. However, last year, the Company gained the operating profit of approximately 30 million baht because the Company had invested in Number One Sukiyaki branch.

**Mr. Suvait** responded to question no.2 that the profit and loss may not be taken from page 108 because that page referred to the statement of cash flow, which displayed the expenses and revenues from the operating activities and from investing activities. The figures on that page did not reflect the profit & loss of the Company.

**The Chairman of the Meeting** responded to question no.3 that the rice business profit was at 30 million baht; the food centers business profit was -10 million baht. Normally, the rice business was at 60 million baht, and the food centers business was generating good profits in the past years. However, the consumers' (tourists') behavior had changed. The main goal of the 5<sup>th</sup> floor food center was to service tourists. Before, the tourists were mostly Europeans. However, last year, the Europeans used the service provided on the 6<sup>th</sup> floor instead because the food was cheaper. Before this, the 5<sup>th</sup> floor food center was doing well, and the co-investors of the 5<sup>th</sup> floor had all been paid back.

No more shareholders or proxy-holders made inquiries or comments. The Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots and then raised the ballots to be collected by the meeting staff.

The same number of shareholders and proxy-holders was present during this Agenda which was 186 representing a total of 591,415,086 shares.

**Resolution for agenda item 4: To consider and approve the allocation of profit and dividend payment by a majority of votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,415,086	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,415,086 votes, or 100.0000%.**

**Conclusion The Meeting unanimously approved the allocation of profit and dividend payment.**

## **Agenda 5. To appoint new directors to succeed those completing their terms**

**Chairman** invited Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Compensation and Nomination Committee, Independent Director, Member of Audit Committee and Member of the Corporate Governance Committee to inform the Meeting of details in this agenda for consideration.

**Assoc. Prof. Dr. Sathit Parniangtong** announced to the Meeting that there were currently 8 members of the Board of Directors including:

- |                           |                  |
|---------------------------|------------------|
| 1. Mr. Suphadej           | Poonpipat        |
| 2. Mr. Suvait             | Theeravachirakul |
| 3. Dr. Pornsiri           | Poonakasem       |
| 4. Assoc. Prof.Dr. Sathit | Parniangtong     |
| 5. Ms. Veena              | Aranyakasem      |
| 6. Mr. Pakit              | Iamopas          |
| 7. Mr. Kasemsuk           | Chongmankhong    |
| 8. Mr. Somkiat            | Makcayathorn     |

The consideration for the appointment of new directors in replacement of directors resigning by rotation shall be carried out in accordance with the Company's Articles of Association No. 18 which states that directors must resigned by 1 out of 3 of the total members of the Board of Directors. If, however, the number of directors resigned does not add up to 1 out of 3, the nearest amount can be applied but not more than 1 out of 3. This year, 3 members of the Board holding the longest term in office must resign. The Committee had already considered and the directors that must leave office by rotation include

1. Assoc. Prof.Dr. Sathit Parniangtong Chairman of the Compansation and Nomination Committee, Independent Director, Member of Audit Committee and Member of the Corporate Governance Committee
2. Ms. Veena Aranyakasem Independent Director, Member of Audit Committee and Member of the Corporate Governance Committee
3. Mr. Kasemsuk Chongmankhong Director and Member of the Corporate Governance Committee

Because Assoc. Dr. Sathit Paniangtong was a director whose term had ended, for transparency, may Mr. Supadej, the Chairman of the Board of the Directors and the Chairman of the Meeting, conduct this agenda. And, for convenience and sincerity toward the shareholders, the Chairman would request the 3 directors who were ending their terms to leave the room, so that the shareholders may freely exercise their opinions.

**Chairman** informed the meeting that the Company has set a policy upon selecting pre-nominated personnel or upon nominating personnel through Nomination Committee. The Committee shall determine qualifications of personnel that correspond with the Company's operation strategy and necessary skills that are missing in the Committee. A Director Pool of IOD is also applied for consideration.

The Compensation and Nomination Committee as well as the Company's Committee have agreed to nominate 3 directors who resigned at the end of their term to be returned as the Committee for Shareholders or Proxy-holders consideration. The reason is all three person are very skilled and properly experienced to benefit the Company. In this regard, the education background and experience of the directors appear in the enclosure on page 32 and 39. The details are as follows:

- Assoc. Prof.Dr. Sathit Parniangtong has been an independent director for 8 years. The Company determine a definition and qualifications of Independent Directors that is the term cannot be executively effective longer than 9 years since 2016. Shareholders can find additional information in the meeting documentation as listed in pages 34 and 35.
- Ms. Veena Arunyakasem has been an independent director for 10 months. The Company determine a definition and qualifications of Independent Directors that is the term cannot be executively effective longer than 9 years since 2016. Shareholders can find additional information in the meeting documentation as listed in pages 36 and 37.
- Mr. Kasemsuk Chongmankhong has been a director in a company that operated the same business as the Company on behalf of a company representative. Shareholders can find additional information in the meeting documentation as listed in pages 38 and 39.

This agenda focuses on Director nomination. The meeting shall vote for an individual Director. Shareholders and Proxy-holders shall vote in provided ballots whether they agree or disagree with the nomination or abstain from voting.

Since no other nominees were proposed by the Meeting, the shareholders were asked to pass a resolution regarding the appointment of new directors in an individual manner as follows:

1. Assoc. Prof.Dr. Sathit Parniangtong  
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.1: To appoint Assoc. Prof. Dr. Sathit Parniangtong and raised the ballots to be collected by the meeting staff.
2. Ms. Veena Arunyakasem  
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.2: To appoint Ms. Veena Arunyakasem and raised the ballots to be collected by the meeting staff.
3. Mr. Kasemsuk Chongmankhong  
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.3: To appoint Mr. Kasemsuk Chongmankhong and raised the ballots to be collected by the meeting staff.

**Mr. Tepsit Pongsabud, a proxy holder from Thai Investors Association,** asked the following questions:

1. Has Assoc.Prof.Dr. Sathit Parniangtong been an independent director for more than 9 years? If he has been in the position for more than 9 years, how could he still be independent?
2. What is the outstanding point of Assoc.Prof.Dr. Sathit Parniangtong?

**The Chairman of the Meeting** answered the questions as the followings:

1. Assoc. Prof. Dr. Sathit Parniangtong has been an independent director for 8 years, including the year 2018, so he could be an independent director of the Company.
2. Assoc.Prof.Dr.Sathit Parniangtong is the person who sets up major business strategy, organization management, and KPI. The details appear in the 2017 Annual Report on page 48.

There were 4 more shareholders or proxy-holders who have joined the meeting, holding a total of 5,157 shares. The total number of shareholders and proxy-holders in attendance was now 190 representing a total of 591,420,243 shares

**Resolution for agenda item 5: To consider and approve the appointment directors to succeed those completing their term by a majority of votes of the shareholders present and entitled to vote, as detailed below:**

**Agenda 5.1 Asso. Prof. Dr. Sathit Parniangtong**

Approved	totaling	591,419,243	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,243 votes, or 100.0000%.**

**Agenda 5.2 Mrs. Veena Arunyakasem**

Approved	totaling	591,420,243	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,243 votes, or 100.0000%.**

**Agenda 5.3 Mr. Kasemsuk Chongmankhong**

Approved	totaling	591,420,243	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,243 votes, or 100.0000%.**

**Agenda 6. To consider and approve the directors' remuneration and pension**

**Chairman of the Meeting** invited Assoc.Prof.Dr. Sathit Parniangtong, Chairman of the Compensation and Nomination Committee, to explain the Meeting matters concerning the approval of the directors' remuneration and pension.

**Assoc.Prof.Dr. Sathit Parniangtong** explained to the Meeting that the 2017 Annual General Meeting of Shareholders has approved 6,000,000 Baht per year for the directors' remuneration and to approve Baht 500,000 Baht per year for other benefits totaling Baht 6,500,000 Baht per year for the Board of Directors, Executive Committee, Audit Committee, and the Compensation and Nomination Committee.

This year, the Board of Directors and the Compensation and Nomination Committee deemed it appropriate to ask the Meeting to approve 6,000,000 Baht per year for the directors' remuneration and to approve Baht 500,000 Baht per year for other benefits, totaling Baht 6,500,000 Baht per year for the Board of Directors, Executive Committee, Audit Committee, and the Compensation and Nomination Committee, which is equal to previous year, the details are as follows;

<b>Remuneration</b>	<b>Position allowance per person/month (Baht)</b>	<b>Meeting Allowance per person/attendance (Baht)</b>	<b>Privilege for the Board of Directors per person/year (Baht)</b>
<b>Position allowance and meeting allowance</b>			
Board of Directors			
Chairman	27,500	27,500	
Vice Chairman	16,500	16,500	
Director	13,750	13,750	
Executive Committee			
Chairman		55,000	
Vice chairman		33,000	
Member (non-executive)		27,500	
Audit Committee			
Chairman	27,500	27,500	
Member	13,750	13,750	
Compensation and Nomination Committee			
Chairman		55,000	
Member		27,500	
<b>Privilege for the Board of Directors</b>			50,000

To approve pension for the Board of Directors of THB 3,450,000 and the Board of Directors will allocate the amount among its members.

It is the Board of Directors' policy and principle to provide members of the Board with compensation at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company. The details are shown in the document for consideration on page 40.

**Chairman of the Meeting** asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove of abstain from voting to mark their votes and signed the ballots and then raise the ballots to be collected by the meeting staff.

There were 4 more shareholders or proxy-holders who have joined the meeting, holding a total of 121 shares. The total number of shareholders and proxy-holders in attendance was now 194 representing a total of 591,420,364 shares

**Resolution for agenda item 6: To consider and approve the directors' remuneration and pension. The resolution was passed by the votes of no less than two-thirds of the total votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,420,364	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,364 votes, or 100.0000%.**

**Conclusion The Meeting unanimously approved the director's remuneration and pension as proposed by the Board of Directors.**

**Agenda 7. To appoint an auditor and determine the audit fee for the year 2018**

**Chairman of the Meeting** asked Dr. Pornsiri Poonakasem, Chairman of Audit Committee, to report the appointment of Auditors and determination of the Company's audit fee.

Dr. Pornsiri Poonakasem informed the Meeting that the 2017 Annual General Meeting of Shareholders has approved the appointment of Ms. Nonglak Pumnoi, Auditor License No. 4172 or other auditors of EY Office Co., Ltd. As the Company's Auditor with an audit fee in the amount of 955,000.-Baht. The fee consisted of a fee for reviewing the financial statements of 3 quarters in the amount of 451,000.- Baht and a fee for audit of annual account in the amount of 540,000.-Baht is presented on page 41 and 43 of the meeting document.

This year, the Audit Committee and the Board of Directors have jointly considered and agreed that the current auditor, which was from EY Office Limited, was trustworthy and had no relation and interests with the Company, its subsidiaries, associated companies, management, majority shareholders or any related persons of such persons, therefore suitable to be appointed as the Company's Auditor for the year 2018, from January 1<sup>st</sup>, 2018 – December 31<sup>st</sup>, 2018. To propose the auditor from EY Office Co.,Ltd. as the following :

No.	Name of Auditor	License No.	No. of Years as the Company's auditor (Year)
1	Ms. Rachada Yongsawadvanich	4951	Never been the authorized signature in the Company's financial statement.
2	Ms. Ratana Jala	3734	3 Years (for the year ended on December 31, 2012 – 2013 and for 6-month period ended on December 31, 2011)
3	Ms. Nonglak Pumnoi	4172	9 Years (for the year ended on June 30, 2007 -2011 and for the year ended on December 31, 2014 – 2017)
4	Ms. Narissara Chaisuwan	4812	Never been the authorized signature in the Company's financial statement.

One of these individual shall carry out auditing and provide opinion on the Company's financial statements. Then these aforementioned auditors were unable to perform their duties, EY Office Co., Ltd. shall provide substitute auditors for the Company. The Audit Committee and Board of Directors determined the Company's audit fee for the year 2018 to be in the amount of 1,000,000 Baht, consisting of the financial review fee for the three quarters of 420,000 Baht and the annual audit fee of 580,000 Baht.



The Audit Committee and Board of Directors were agreed to propose an approval of increasing audit fee from previous year to shareholders as it is appropriate rate.

EY Office Co., Ltd. was employed as the Auditor for the year 2018 for 9 subsidiaries and associated companies. There will be five companies that will not have to pay for the interim audit, with a review fee of 83,000 Baht for the 3 quarters and an annual audit fee of 643,000 Baht, totaling 726,000 Baht.

**Chairman of the Meeting** asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raise the ballots to be collected by the meeting staff.

There was 1 shareholder or proxy-holder who has joined the meeting, holding a total of 50 shares. The total number of shareholders and proxy-holders in attendance was now 195 representing a total of 591,420,414 shares

**Resolution for agenda item 7: To appoint an auditor and determine the audit fee for the year 2018 by a majority of votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,420,414	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,414 votes, or 100.0000%.**

**Conclusion The Meeting unanimously approved the appointment of Auditors and the audit fee for the year 2018, as proposed by the Board of Directors.**

**Agenda 8. To consider and amend the Company's article of association Clause 32 concerning the right of shareholders to ask for convening shareholders' meetings**

In order to follow the Order of the National Council for Peace and Order (NCPO) No. 21/2017, and regarding to topic of legal correction to provide the convenience in business operation, company has to change counting method of share volume of the shareholder whenever to call the EGM meeting by decrease minimum shares volume required and allow the shareholder to arrange the meeting by themselves.

The Board of Directors considers and views as appropriate to amend the Company's article of association Clause 32 according to the order of the National Council for Peace and Order No. 21/2017 concerning the right of shareholders to ask for convening shareholders' meetings according to the Public Limited Company Act as follows:

From previous article of association	To current article of association
<p>Clause 32 The Board of Directors has to convene a shareholders' meeting as the annual general meeting within 4 months since the end date of the Company's fiscal year. Other shareholders' meetings are called the extraordinary meetings.</p> <p>The Board of Directors can call a shareholders' meeting as an extraordinary meeting whenever necessary.</p> <p>Shareholders who gather shares altogether not less than one-fifth of the total number of saleable stocks or a number of not less than 25 shareholders whose shares are gathered altogether not less than one-tenth of the total number of saleable stocks, can gather signatures in the document and submit to the Board of Directors to call a shareholders' meeting as an extraordinary meeting whenever needed, but they have to clearly identify the reason for asking for a shareholders' meeting in such document. In this case, the Board of Directors has to convene a shareholders' meeting within 1 month since the date the Board receives the document.</p>	<p>Clause 32 The Board of Directors has to convene the shareholders' meeting as the annual general meeting within 4 months since the end date of the Company's fiscal year. Other shareholders' meetings are called the extraordinary meetings.</p> <p>The Board of Directors can call a shareholders' meeting as an extraordinary meeting whenever necessary.</p> <p><i>One or many shareholders, whose shares are gathered altogether not less than 10% of the total number of saleable stocks, can gather signatures in the document and submit to the Board of Directors to call a shareholders' meeting as an extraordinary meeting whenever needed, but they have to clearly identify the reason for asking for a shareholders' meeting in such document. In this case, the Board of Directors has to convene a shareholders' meeting within 45 days since the date the Board receives the document.</i></p> <p><i>In case that the Board of Directors does not convene a shareholders' meeting within the specified date according to Paragraph 3, the shareholders who gather their signatures altogether or other shareholders whose shares are gathered altogether at an amount specified can call a meeting by themselves within 45 days, since the due date according to Paragraph 3. In this case, this shareholders' meeting is stated as the meeting called by the Board of Directors. The Company has to take responsibility for necessary expenses occurred by such shareholders' meeting and the Company has to provide facility as discretion.</i></p> <p><i>In case that a shareholders' meeting is called because a number of shareholders, according to Paragraph 4, attend the meeting but does not have a quorum according the this article no. 36, the shareholders according to Paragraph 4 have to take responsibility for the Company for expenses occurred by the calling for such meeting.</i></p>

**Chairman of the Meeting** asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove of abstain from voting to mark their votes and signed the ballots and then raise the ballots to be collected by the meeting staff.

The same number of shareholders and proxy-holders was present during this Agenda which was 195 representing a total of 591,420,414 shares.

**Resolution for agenda item 8: To consider and amend the Company's article of association Clause 32 concerning the right of shareholders to ask for convening shareholders' meetings. The resolution was passed by the votes of no less than three-quarters of the total votes of the shareholders present and entitled to vote, as detailed below:**

Approved	totaling	591,420,414	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 591,420,414 votes, or 100.0000%.**

**Conclusion The Meeting unanimously approved the amendment of the Company's article of association Clause 32 concerning the right of shareholders to ask for convening shareholders' meetings as proposed by the Board of Directors.**

**Agenda 9. To consider other matters (if any)**

In this agenda, if shareholders want to propose other matters than those set out in the invitation letter, they must comply with the law which appears in the Public Limited Company Act B. E. 2535, Clause 2 of Section 105, stating that "When the meeting has considered Clause 1, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter."

**Chairman of the Meeting** asked the Meeting if any shareholders or proxy-holders had comments or suggestions or questions on any matters.

**Ms. Jannet Methaweewinit**, a proxy holder, asked the Meeting about Riceberry Granola the following questions:

- How did the marketing team plan to create value for the product (Riceberry Granola)?
- What were the conditions on the sale price?
- Who was the target customers?
- Why were there 3 tastes?
- How much was the budget for promoting the product? How much did target make in the first 6 months of the year?
- Did the Company worry about the fact that nowadays customers rarely have rice for breakfast but focus on dinner instead, as there are other easy-eating products such as bread to choose from?

**Ms. Pimonrat** replied that the beginning of the product was that the Company aimed to expand the product line through the channels which the Company had. The target customers were the increasing number of those who had breakfast and tried to find a way that was more convenient. Moreover, the products in the present cereal market were mostly made from wheat whereas some customers were allergic to wheat; therefore, the Company was interested in changing Riceberry to cereal. This was one of the products which was the answer to customers who wanted to have breakfast but couldn't eat the cereal made from wheat.

Distribution channel would be the modern trade. The product would be sold in convenient stores as research had shown that the growth rate of convenient stores was higher than markets. As a result, the Company placed the product for sale in supermarkets and/or convenient stores.

The Company targeted the price by comparing it with the price of cereals in the market. The price would also be affordable for customers. As for advertising, since there were online media and radio channel in the present time, the Company would launch this product under the brand Mah Boonkrong Rice. The product would be launched through different channels such as shopping malls so that customers would have the chance to taste the product.

Since the product was produced under the cooperation between the Company and Nongpingkai Community Enterprise in Kamphaeng Phet province, the Company attempted to support the community enterprise to generate income. That was a way to help minor entrepreneur and a part of the Company's CSR activities. The product was targeted to put on sale in the mid-year of 2018. At this time it was in the process of developing the recipe with the manufacturer. The price which was 28 baht per cup had been considered according to the selling price of other rivals in the market.

The launch of the 3 tastes derived from the study on the satisfaction of customers who were interested in cereal mixed with peanuts and fruits. In the future, more recipes would be developed according to the desire of customers. Furthermore, in the previous year, the Company had launched products including rice mixed with quinoa and rice mixed with millet as another channel to generate business revenue.

Riceberry Granola was a ready-to-eat product which could be a snack or eat with milk. Therefore, the Company did not worry that the product wouldn't be able to sell. In addition, the study showed that in the present there were still consumers who needed to have breakfast and the food should be convenient for eating. Riceberry Granola should be one of the products to serve this purpose.

**Mr. Somkait** added that the Company would produce a brochure with the detail of the product and distribute it to interested customers.

**Chairman of the Meeting** asked the Meeting if any shareholders or proxy-holders had comments or suggestions or questions on any matters.

When no shareholders or proxy-holders had further comment, suggestion or question, the Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 12.05 hours.

Signed ..... Suphadej Poonpipat ..... Chairman of the Meeting  
(Mr. Suphadej Poonpipat)  
Chairman of the Board of Directors

Signed ..... Dararat Homrossukhon ..... Recorder of the Meeting  
(Ms. Dararat Homrossukhon)  
Secretary of the Meeting

**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Agenda 4 To consider and approve the allocation of profit and dividend payment**  
**Comparison of annual dividend payments for the period from 2016 to 2018**

		For the year ended 31 December		
		2018	2017	2016
- Net Profit	(Million Baht)	286	251	269
- Earnings per share	(Baht)	0.48	0.42	0.45
- Interim dividend per share for the first half of the year (January1 - June 30)		*0.30	0.28	0.28
- Interim dividend per share for the second half of the year (July 1 - December 31)		**0.30	0.30	0.28
- Total dividend per share	(Baht)	0.60	0.58	0.56
- Total dividend payments	(Million Baht)	360	348	336

Remark : The figures according to the separate financial statements.

\* The Interim dividend for the first half-year operation from January 1<sup>st</sup>, 2018 to June 30<sup>th</sup>, 2018 which is already paid on October 31<sup>st</sup>, 2018

\*\* Dividend per share which is being proposed to the shareholders attending the Annual General Meeting for the year 2019 for approval. The Company will close the share register book on March 21<sup>st</sup>, 2019 in order to determine the shareholder's entitlement to the dividend. The dividend is scheduled to be paid on May 14<sup>th</sup>, 2019.

**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Agenda 5 To appoint directors to succeed those completing their terms**

1. According to article 18 of the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three, then a closest number will be used but not more than one-third. In 2019 meeting, there are three directors that will be retired namely, Mr.Suvait Theeravachirakul, Dr.Pornsiri Poonakasem and Mr.Pakit Iamopas.
2. In 2018 from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 the Board of Directors held 12 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Mr.Suvait Theeravachirakul	Vice Chairman of the Board, Member of Compensation and Nomination Committee, Member of the Good Corporate Governance Committee and Vice Chairman of the Executive Board	12/12	15
2. Dr.Pornsiri Poonakasem *	Chairman of the Audit Committee, Independent Director, Member of Compensation and Nomination Committee and Member of the Good Corporate Governance Committee	12/12	12
3. Mr.Pakit Iamopas	Director, Member of the Good Corporate Governance Committee and Chairman of the Executive Board	12/12	2

Remark : \*Dr.Pornsiri Poonakasem Holding the position of Independent Director for 3 years (from 2016)

3. Criteria and method of selecting the directors of the Company. Candidates must have at least a Bachelor degree and must be selected by the Compensation and Nomination Committee.
4. Definition and qualifications of Independent Directors.  
 Patum Rice Mill and Granary Public Company Limited has defined the definition of the Independent directors which comply with the minimum rules of SEC and SET. Each independent director shall comply with the following rules.
  - 4.1 Holding shares not more than 1 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such Independent Director.
  - 4.2 Is not now and never has been an executive Director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
  - 4.3 Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

- 4.4 Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any Independent Director is not now and never have been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
- 4.5 Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
- 4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.
- 4.7 Not being a Director appointed as a representative of any Director of the Company, any major shareholder or a shareholder related to the major shareholders.
- 4.8 Not operating any business that is of the same status and in competition with the Company or subsidiary company. Nor being a significant partner of a partnership or an executive Director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.
- 4.9 Not having any business or being and Executive director nor having related benefit that may obstruct the independent opinion. As well, an Independent Director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Tenure of the Independent Director

The Independent Directors shall not hold office for a period longer than 9 years starting from the year 2016 onwards.

The Board of Directors, and the compensation and nomination committee have considered and had indifferent opinion that the retirement of the directors namely Mr.Suvait Theeravachirakul, Dr.Pornsiri Poonakasem and Mr.Pakit Iamopas which have full qualification according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. After the consideration, the Board of Directors has agreed with the Compensation and Nomination Committee resolution and resolved that After the consider Mr.Suvait Theeravachirakul, Dr.Pornsiri Poonakasem and Mr.Pakit Iamopas who operated as the same Company business win not cause any damages to the Company.

The said persons, who have been elected as the director of the company, have passed the screen process of the Board of Directors that to be qualified persons. Due to the Board of Directors have considered any persons who will take a position as Audit Committee but no one has qualified. Therefore, the Directors have nominated Dr.Pornsiri Poonakasem, who has taken a position of Audit Committee about 12 years, as Audit Committee once again. He has skill and experience in the position of Audit Committee and can freely advise accordance with the concern rule. Hence, Dr.Pornsiri Poonakasem has nominated as Audit Committee for 2 years and will expire on 2022 A.D And when he take a position of the Audit Committee until the end of this term he'll take this position about 14 years.

The profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in the supporting documents.



**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Biographies of the retired directors proposed to be reappointed**



**Mr.Suvait Theeravachirakul**

Vice Chairman of the Board / Member of Compensation and Nomination Committee / Member of the Good Corporate Governance Committee and Vice Chairman of the Executive Board

**Age :** 59 years old

**Appointment date as the Director :** November 28,2003

**Number of year as the Director :** 15 years

**Type of director nominated :** Director

**Area of expertise :** Administrative Management, Accounting, Finance and Investment.

**Academic Achievement :**

- Master of Business Administration, Wagner College, New York, U.S.A.
- Chief Executive Program, Class 10 Capital Market Academy (CMA)
- Anti-Corruption Strategic Management course for Senior Executives, Class 5 Sanya Dharmasakti Anti-Corruption Institute
- Top Executive Program in Energy Literacy-Class 8, Thailand Energy Academy (TEA)
- Top Executive Program in Commerce and Trade Commerce Academy, University of the Thai Chamber of Commerce (TEPCoT)

**Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)**

- Successful Formulation & Execution of Strategy (SFE), 2010
- Audit Committee Program (ACP), 2006
- Directors Certification Program (DCP), 2001

**Experience:**

Listed Companies (Current: 4 Companies)

- |                |   |
|----------------|---|
| 2017- Present  | - Vice Chairman of the Board of Director<br>Patum Rice Mill and Granary Public Company Limited  |
| 2016 – Present | - Member of the Good Corporate Governance Committee,<br>Member of the Compensation and Nomination Committee<br>Patum Rice Mill and Granary Public Company Limited |
| 2009 – Present | - Vice Chairman of the Executive Committee<br>Patum Rice Mill and Granary Public Company Limited  |

2009 - Present	- President MBK Public Company Limited
2002 - Present	- Director and Chief Executive Officer MBK Public Company Limited
2002 - Present	- Member of the Executive Committee MBK Public Company Limited
2007- Present	- Independent Director and Member of the Audit Committee IFS Capital (Thailand) Public Company Limited
2005 - Present	- Independent Director and Member of the Audit Committee and Member of Risk Management Committee Thai Rung Union Car Public Company Limited
2007 – Jul 2018	- Chairman of the Executive Committee Royal Orchid Hotel (Thailand) Public Company Limited
2000- 2007	- Member of the Executive Committee Royal Orchid Hotel (Thailand) Public Company Limited

Non-Listed Companies (Current: 81 Companies)

Present	- Chairman of the Board of Directors and Director the Subsidiaries and associates of MBK
2017 - Present	- MBK Food Service Company Limited
2013 - Present	- Chairman, Innofood (Thailand) Company Limited
2012 - Present	- Chairman, MBK Restaurant Group Company Limited
2009 - Present	- Chairman, Sima Pac Company Limited
2006 - Present	- Chairman, MBK Food Island Company Limited
2005 - Present	- Chairman, PRG Granary Company Limited
2005 - Present	- Chairman, Ratchasrima Rice Company Limited
1997 - Present	- Chairman, MBK Food and Entertainment Company Limited

**Other companies/entities which may cause a conflict of interest\_:** None

**PRG shareholding:** 0.01732 % (As at book closing date on October 18, 2018)

**Family relationship (with directors/management) :** Brother-in-law, Mr.Somkiat Makcayathorn

**Meeting attendance in 2018 :**

- Board of Directors' Meeting	12/12 times (100%)
- Compensation and Nomination Committee's Meeting	2/2 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)
- Executive Committee's Meeting	12/12 times (100%)

**Current Status :** As a Director that be subsidiary of PRG which make business which manage the same business and not cause any damages.

**Remark :** He is a director of subsidiaries and associates of PRG

**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Biographies of the retired directors proposed to be reappointed**



**Dr. Pornsiri Poonakasem**

Independent Director, Chairman of the Audit Committee  
Member of the Compensation and Nomination Committee  
Member of the Good Corporate Governance Committee

**Age:** 65 years  
**Date appointed as director:** October 24, 2006  
**Tenure as director:** 12 years  
**Area of expertise:** Business Administration and Marketing  
**Type of director nominated:** Independent Director

**Education:** - Ph.D (Accounting), University of Florida-Gainesville, Florida, U.S.A.  
- M.A.S. (Accounting), University of Illinois-Urbana-Urbana-Champaign, Illinois,  
U.S.A. (Royal Thai Government scholarship)

- Bachelor of Accountancy (Second Class Honor), Chulalongkorn University

**Director Training:** Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), 2008
- Director Certification Program (DCP), Class 132/2010
- Advanced Audit Committee Program (AACP), Class 17/2014

**Experience:**

Listed Companies (Current: 1 Company)

- |                |   |
|----------------|---|
| 2017 - Present | - Member of the Compensation and Nomination Committee<br>Patum Rice Mill and Granary Public Company Limited         |
| 2006 – Present | - Chairman of the Audit Committee and Independent<br>Director<br>Patum Rice Mill and Granary Public Company Limited |
| 2016 – Present | - Member of Good Corporate Governance Committee<br>Patum Rice Mill and Granary Public Company Limited               |
| 1996 - 1998    | - Vice President, Finance, Loxley Public Company Limited  |
| 1994 - 1996    | - President, Accounting and Auditing, Sin Bualuang Public<br>Company Limited  |

Other Non-Listed Companies/Entities (Current: 2 Entities)

- |                    |  |
|--------------------|--|
| Jun 2018 - Present | - Member of the Audit SubCommittee, Corporate Governance<br>and Independent Director<br>Mahachai Seafood Company Limited |
|--------------------|--|

2006 - Present	- Director, M.S. (Internal Auditing), University of the Thai Chamber of Commerce
2015 - 2017	- Member of the Audit Committee, National Science Technology and Innovation Policy Office
2015 - 2017	- Member of the Audit SubCommittee, National Science Technology and Innovation Policy Office
2014 - 2017	- Member of the Accounting System Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2010 - 2017	- Member of the Accounting Testing Subcommittee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2014 – 2016	- Member of the Audit Committee, Rajamangala University of Technology Tawan-ok
2004 - 2006	- Vice President for Administration, Walailak University
2001 – 2003	- Executives Director of Finance and Executives Director of Investment Center, National Science and Technology Development Agency (NSTDA)
1998 - 2001	- Vice President for Administration, Rangsit University
1980 - 1994	- Professor, Faculty of Commerce and Accountancy, Chulalongkorn University
1975 - 1980	- State Audit Officer, Office of the Auditor General of Thailand

**Other companies/entities which may cause a conflict of interest:** None

**PRG shareholding:** -None- (As at book closing date on October 18, 2018)

**Family relationship (with directors/management):** -None-

**Meeting attendance in 2018 :**

- Board of Directors' Meeting	12/12 times (100%)
- Audit Committee's Meeting	12/12 times (100%)
- Compensation and Nomination Committee's Meeting	2/2 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)

**Remark :** The Board of Directors has considered that the person who is nominated to be an independent director can give opinions independently and in accordance with relevant rules.

**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Biographies of the retired directors proposed to be reappointed**



**Mr. Pakit Iamopas**

Director / Chairman of the Executive Board /

Member of the Good Corporate Governance Committee

**Age** 58 years old

**Date appointed as director** May 16, 2017

**Tenure as director** 2 years

**Type of director nominated:** Director

**Area of expertise :** Finance, Marketing, Business Management and Strategic Management

**Education**

- Bachelor of Accountancy Chulalongkorn University
- Master of Business Administration, The University of Southern Mississippi, USA
- Certificate, Advanced Marketing Program , Columbia University, USA

**Seminar on role and responsibility of directors:** Thai Institute of Directors (IOD)

- Certificate, Director Accreditation Program (DAP), Year 2017
- Certificate, Thai Financial Reporting Standards 15
- Lecturer, TMA Executive Management Development Program (EMDP)

**Experience**

- Listed Company (Current 1 Company)
  - 2017 – Present Chairman of the Executive Board  
Patum Rice Mill and Granary Public Company Limited
  - 2017 – Present Director and member of the Good Corporate Governance Committee  
Patum Rice Mill and Granary Public Company Limited
- Non-Listed Company (Current 1 Company)
  - 2014 – Present Director and Member of Audit Committee  
MBK Life Assurance Public Company Limited
  - 2004 - 2014 Chief Executive Officer and President  
Allianz C.P. General Insurance Public Company Limited

**Other companies/entities which may cause a conflict of interest:** None

**PRG shareholding:** -None- (As at book closing date on October 18, 2018)

**Family relationship (with directors/management):** -None-

**Meeting attendance in 2018 :**

- Board of Directors' Meeting 12/12 times (100%)
- Good Corporate Governance Committee's Meeting 1/1 times (100%)
- Executive Committee's Meeting 12/12 times (100%)

**Supporting Document**  
**Annual General Meeting of Shareholders for the year 2019**

**Agenda 6. To consider and approve the director's remuneration and pension**

The remuneration paid to directors from 1<sup>st</sup> January 2018 to 31<sup>st</sup> December 2018.

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Total (Baht)	Other Benefits (Baht)
Board of Directors	1,518,000.00	1,504,250.00	3,022,250.00	210,677.53
Executive Committee	-	1,056,000.00	1,056,000.00	-
Audit Committee	660,000.00	770,000.00	1,430,000.00	-
Compensation and Nomination Committee	-	220,000.00	220,000.00	-
<b>Total</b>	<b>2,178,000.00</b>	<b>3,550,250.00</b>	<b>5,728,250.00</b>	<b>210,677.53</b>

The total position allowances and meeting allowances is amount to Baht 5,728,250.00. The other benefits are Baht 210,677.53

The remuneration paid to directors from 1 January 2019 to 31 December 2019  
which is being proposed to the shareholders  
for approval at the Annual General Meeting for the Year 2019

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Other Benefits (Baht)	Total (Baht)
Board of Directors	1,518,000	1,518,000	400,000	3,436,000
Executive Committee	-	1,056,000	-	1,056,000
Audit Committee	660,000	770,000	-	1,430,000
Compensation and Nomination Committee	-	220,000	-	220,000
Reserve remuneration of committee	-	258,000	100,000	358,000
<b>Total</b>	<b>2,178,000</b>	<b>3,822,000</b>	<b>500,000</b>	<b>6,500,000</b>

**Payment Records of Directors' Pension for the Year 2016 – 2018**

		For the year ended 31 December		
		2018 Proposed Year	2017	2016
		Directors' pension (Baht)	3,600,000	3,450,000

**Remark:** The proposed remuneration of the Company's Board of Directors and proposed the remuneration of other committees are always considered and approved by the Compensation and Nomination Committee.

**Supporting Document**  
**Annual General Meeting of Shareholders for the Year 2019**

**Agenda 7 To appoint an auditor and determine the audit fee for the year 2019**

- **Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2019 with the names and CPA license numbers as follow:**

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Ms. Ratana Jala	3734	3 years (Fiscal year ended December 31, 2012 – 2013 and for the six-month period ended December 31, 2011)
2	Mr. Chayapol Suppasdtanon	3972	Never has been the Company's auditor
3	Ms. Gingkarn Atsawarangsalit	4496	Never has been the Company's auditor
4	Ms. Narissara Chaisuwani	4812	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31<sup>st</sup>, 2019. It is also the auditors of the subsidiaries and associated companies.

- **Auditor's Fees**

For the fiscal year 2019, EY Office Limited proposes the auditor's fees is 1,150,000 Baht (One million one hundred and fifty thousand). These could be compared with the auditor's fees for prior year as follows;

Audit Fees	Fiscal year ended December 31, 2019	Fiscal year ended December 31, 2018
1 <sup>st</sup> Quarter	166,666.67	140,000.-
2 <sup>nd</sup> Quarter	166,666.67	140,000.-
3 <sup>rd</sup> Quarter	166,666.67	140,000.-
Annual Audit	650,000.-	580,000.-
<b>Total</b>	<b>1,150,000.-</b>	<b>1,000,000.-</b>

- **Relationship with the Company**

The auditors who are proposed to the shareholders for appointment do not have any relationship or conflict of interest with the Company, its subsidiaries, its executives, its major shareholders, or persons related to the above parties.

- **Being the auditors of the Company's subsidiaries and associated companies**

In view of the fact that its subsidiaries and associated companies belong to Patum Rice Mill and Granary Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2019

The company is planning and meeting entrance prior to the audit and coordination with the external auditor the auditor of the company and the parent of subsidiaries and associated companies, then the audit offices of the same affiliation. In order to ensure that the financial statements were prepared according to the schedule

For the fees of other services, in the past fiscal year, the Company, its subsidiaries and associated companies have used other services of the auditing firm to which the certified auditor belonged in total amount of 300,000 Baht (Three Hundred Thousand). The said service is the job which can make by the auditor under Regulation of the Federation of Accounting Professions on Code of Ethics for Professional Accountants.



## **Clauses relating to shareholder meetings in the Articles of Association of Patum Rice Mill and Granary Public Company Limited**

### **Chapter 6 Shareholder Meetings**

Clause 32 The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. Shareholder meetings other than the one referred to above shall be called extraordinary general meetings.

The board of directors may call an extraordinary general meeting of shareholders any time the board deems it appropriate to do so. Shareholder 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 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 shareholder meeting to be held within one month of the date of receipt of such request from the said shareholder.

Clause 33 The annual ordinary general meeting of shareholders should at least deal with the business as follows:

- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year,
- (2) Approval of the balance sheet and the income statement,
- (3) Approval of the appropriation of the profit,
- (4) Election of directors replacing the ones who retire by rotation,
- (5) Appointment of an auditor and determination of the audit fees.

Clause 34 In calling a shareholder meeting, 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 (if any) of the board of directors in the said matters, and the said notice together with the related documents shall be delivered to the shareholders and the Registrar 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 at least three consecutive days and at least three days prior to the date of the meeting.

Clause 35 Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the previous paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 37 The chairman of the board of directors shall be the chairman of shareholder meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 38 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings (if any) and to 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.

Clause 39 At shareholder meeting, a final decision shall be reached or a resolution shall be passed by voting. Regardless of how the votes are cast, one share always equals to one vote.

In case of a tie vote, the chairman of the meeting shall cast a deciding vote although he or she is not a shareholder.

Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.