

The proposal of an agenda for the Annual General Shareholders' Meeting for the Year 2020 and a qualified candidate for directorship of the Company

According to the Annual General Shareholders' Meeting for the Year 2020 ("AGM") of Charoen Pokphand Foods Public Company Limited (the "Company"), the Company would like to inform about shareholders' right to propose an agenda and a qualified candidate to be nominated for directorship of the Company for the AGM, with the criteria below.

1. Qualification of the Shareholder

Be the Company's shareholder, with continuously holding minimum shares of not less than 5% of total number of the voting rights either for one shareholder or combined shareholders, and has continuously held shares at least 12 months until the date the shareholder proposes an AGM agenda or a qualified candidate for directorship.

2. Criteria for Proposing Matters to be Included as an AGM Agenda

2.1 Matters that are beneficial to the Company, except

- (1) Matter relating to normal business of the Company and the fact given by the shareholders does not indicate any reasonable ground to suspect irregularity of such matter
- (2) Matter that is beyond authority of the Company
- (3) Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10% of total number of the voting rights, provided that the facts of said matters have not yet changed significantly
- (4) Matter that is incorrect or ambiguous
- (5) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general
- (6) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company
- (7) Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company
- (8) Matter already undertaken by the Company

2.2 Procedure to propose an AGM Agenda

- (1) The shareholder who possesses qualifications according to Item 1 above must submit the complete "Proposed Agenda Form for Annual General Shareholders' Meeting for the Year 2020" ("**Form A**") within designated timeframe with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in **Form A** and sign their names as evidence separately and gather into one set.
- (2) The documents to be submitted along with **Form A**
 - (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd.
 - (b) Proof of identity documents
 - In case shareholder is an individual*
 - A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.
 - In case shareholder is a juristic person;*
 - A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and

- A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).
- (3) Submit **Form A** together with the required documents to the Company via **csoffice@cpf.co.th**. In addition, the original copy must be sent to the Company via registered mail within December 31, 2019 at the following address:-

Company Secretary Office
Charoen Pokphand Foods Public Company Limited
15th Floor C.P. Tower, 313 Silom Road, Silom,
Bangrak, Bangkok 10500

The Company will consider the accuracy and completeness of **Form A** and the required documents prior to proposal for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the AGM.

3. Criteria for Nominating a Qualified Candidate for Directorship

- 3.1 The shareholder who possesses qualifications according to Item 1 above shall nominate a candidate for directorship by submission of the complete "Nominated Qualified Candidate for Directorship Form" ("**Form B**") within designated timeframe with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in **Form B** and sign their names as evidence separately.
- 3.2 The proposed candidate must submit the complete "Resume of Proposed Candidate for Directorship" ("**Form C**") with his/her signature together with the supporting document of candidate's qualification, i.e. a copy of identity card/ government officer identity card or passport, education and work experience (Curriculum Vitae).
- 3.3 Submit the documents as mentioned in 2.2 (2).
- 3.4 Submit **Form B** and **Form C** together with the required documents to the Company via **csoffice@cpf.co.th**. In addition, the original copy must be sent to the Company via registered mail within December 31, 2019 at the following address

Company Secretary Office
Charoen Pokphand Foods Public Company Limited
15th Floor C.P. Tower, 313 Silom Road, Silom,
Bangrak, Bangkok 10500

The above nomination of a qualified candidate for directorship shall be considered by the Remuneration and Nominating Committee before further submission to the Board of Directors for consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as "proposed by shareholders" in the notice to shareholders.

Proposed Agenda Form for the Annual General Shareholders' Meeting for the Year 2020

(Form A)

(1) Name
Address
.....
Telephone
Facsimile

(2) Number of shares held in CPF shares as of

(3) Proposed Agenda

Objectives

Facts and Reasons

Comments

Signed Shareholder
(.....)
Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - (1) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
 - (2) In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that shareholder.
In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.
2. In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.

**Nominated Qualified Candidate for Directorship Form
(Form B)**

- (1) Name
- Address
-
- Telephone
- Facsimile
- (2) Number of shares held in CPF shares as of

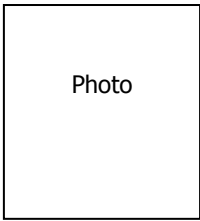
I/We would like to nominate (Mr./Mrs./Miss/.....) as a qualified candidate for directorship of Charoen Pokphand Foods Public Company Limited. Such person has made his/her consent and certify that information disclosed in the attached "Resume of Proposed Candidate for Directorship" and other support documents is true and authentic in all respects.

Signed Shareholder
(.....)
Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - (1) The Resume of Proposed Candidate for Directorship which has been completely filled in and signed by a qualified candidate.
 - (2) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
 - (3) In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that shareholder.

In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.
2. In case shareholders have unified to nominate a qualified candidate for directorship, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.



**Resume of Proposed Candidate for Directorship
(Form C)**

1. Name _____

Nationality _____

Date of Birth _____ **Age** _____ **Years**

(please enclose a certified true copy of a copy of identity card/ government officer identity card/ passport)

Address _____

Telephone _____

Occupation / Office _____

Education (please enclose a certified true copy of academic qualification certificates)

Year	Institution	Major
_____	_____	_____
_____	_____	_____

Working Experiences (please enclose a certified true copy of Curriculum Vitae)

Year	Company	Position
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Number of CPF's securities held

Common shares _____ shares

Debentures Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units
 Debentures' name _____ for _____ units

Marital Status

Spouse _____ No. of shares held in CPF _____ shares

Children 1. _____ Age __ Years, No. of shares held in CPF _____ shares
 2. _____ Age __ Years, No. of shares held in CPF _____ shares
 3. _____ Age __ Years, No. of shares held in CPF _____ shares

Having direct and/or indirect interests in CPF, subsidiaries and associated companies

(Please specify nature of the transaction and characteristics of such interests, including transaction value)

Shareholding and being a director of subsidiaries, associated companies and related companies of CPF (In case of shareholding, please specify company's names, number of shares held, percentage of total number of the voting rights or in case of being a director, please specify Company's name)

Shareholding, being a partner in partnership, or being a director of the company which operates the same nature of business as and is in competition with the business of CPF and/or subsidiaries (Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)

2. I (Mr./Mrs./Miss/____) _____, acknowledge and give the consent of being nominated for appointment as the Company's director, and certify that the information provided above is true and supporting documents submitted herewith are true and correct. I also certify that my qualifications are met, and having no prohibited characteristics as stipulated by Public Company Limited Act, Securities and Exchange Act, Notifications of competent authorities and other related regulations.

Signed _____ Candidate
(_____)
Date _____