

**Agenda for the Annual General Shareholders' Meeting No. 1/2019  
Charoen Pokphand Foods Public Company Limited**

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**Item 1 To adopt the Minutes of the Annual General Shareholders' Meeting No. 1/2018**

Facts and Reasons

The Annual General Shareholders' Meeting No. 1/2018 was held on April 24, 2018. A copy of the minutes of the Meeting was distributed, as per Attachment 2.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the said minutes should be adopted at the Shareholders' Meeting.

**Item 2 To acknowledge the report on the Company's operating results for the year 2018**

Facts and Reasons

The operating results of the Company for the year 2018 as reported in the Annual Report and the financial statements of the Company were distributed, as per Attachment 3.

Board's Opinion

For the Meeting's acknowledgement of the operating results of the Company for the year 2018.

**Item 3 To approve the statements of financial position and the statements of income for the year ended December 31, 2018**

Facts and Reasons

The audited statements of financial position and the statements of income for the year ended December 31, 2018 as appeared in the financial statement and report of the Certified Public Accountant were distributed, as per Attachment 3.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the audited statements of financial position and statements of income for the year ended December 31, 2018.

Resolution

This matter shall be passed by the affirmative resolution of a majority vote of shareholders who attend the Meeting and cast their votes.

**Item 4 To approve the appropriation of profit and annual dividend payment for the year 2018**

Facts and Reasons

Under the provisions of the Public Limited Company Act B.E. 2535, the Company must appropriate at least 5% of its annual net profit as a legal reserve until the reserve reaches 10% of its registered share capital. At present, the Company's legal reserve is sufficient in compliance with the law. Therefore, the Company does not need to appropriate 2018 annual net profit as a legal reserve.

With regard to dividend payment, the Company has a policy to pay dividends from the Company's operating results of each year at the rate of not less than 30% of annual net profit (which is attributable to equity holders of the Company according to the consolidated financial statements). The dividend payments may be subject to change, depending on the Company's operations results, its financial position, future projects and prevailing economic conditions at the time. Therefore, the Meeting should consider the annual dividend payment for the year 2018.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve that the Company need not appropriate annual net profit as a legal reserve since its amount is in compliance with the law. In accordance with the Company's operating results of the year 2018, the Board of Directors is of the opinion that the Company should pay dividend to shareholders at Baht 0.65 per share in total. In this regard, the Company already distributed the first dividend payment to shareholders as an interim dividend at Baht 0.35 per share on September 7, 2018. Therefore, the Meeting should approve the second dividend payment at Baht 0.30 per share for 8,611,242,385 ordinary shares, totaling Baht 2,583,372,715.50. This dividend when combined with the interim dividend payment paid during the year 2018 of Baht 3,013,934,834.75, will totally be Baht 5,597,307,550.25, or 36% of 2018 net profit (attributable to equity holders of the Company according to the consolidated financial statements), which is in line with the Company's dividend policy. Details of dividend payment for the year 2018 compared with the year 2017 are as follows:

Details of Dividend Payment		2018	2017
Dividend payment	(baht/share)	0.65	0.75
- The first dividend payment (Interim dividend)		0.35	0.50
- The second dividend payment		0.30	0.25
Total amount of the dividend payment	(million baht)	5,597	6,458
Dividend payout ratio base on consolidated financial statements	(%)	36	42
Number of shares having the rights to receive dividend	(shares)	8,611,242,385	8,611,242,385

The second dividend payment of Baht 2,583,372,715.50 will be paid from dividends received from the Company's subsidiaries. Such dividends were appropriated from the taxable profits of the subsidiaries, which are subject to 20% corporate income tax. Therefore, recipients who receive dividends are subject to withholding tax according to rules and conditions of the Revenue Code. However, recipients who are natural persons shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. In this regard, the Board of Directors proposed to set the record date for the right to receive the dividend on May 8, 2019 and the second dividend payment will be made on May 23, 2019.

#### Resolution

This matter shall be passed by the affirmative resolution of a majority vote of shareholders who attend the Meeting and cast their votes.

### **Item 5 To appoint directors to replace directors who retire by rotation**

#### Facts and Reasons

According to the Company's Articles of Association, one-third of the directors shall retire from office at every Annual General Shareholders' Meeting. There will be 5 directors whose retirement coincides with the Annual General Shareholders' Meeting No. 1/2019, namely;

1. Mr. Chingchai Lohawatanakul
2. Mr. Adirek Sripratak
3. Mr. Pong Visedpaitoon
4. Dr. Chaiyawat Wibulwasdi
5. Mr. Min Tieworn

The Board of Directors should propose the Meeting the qualified persons to be appointed as directors to replace the said 5 directors.

The Company provided shareholders an opportunity to propose, starting from September 28, 2018 until December 31, 2018, qualified candidates to be nominated for directorship, there was no shareholder proposed candidates to be nominated for directorship.

In compliance with the Articles of Association of the Company, the Meeting should appoint directors to replace the directors who retire by rotation.

#### Board's Opinion

After due consideration as proposed by the Remuneration and Nominating Committee, the Board of Directors is of the opinion that the Meeting should re-appoint Mr. Chingchai Lohawatanakul, Mr. Adirek Sripratak and Mr. Pong Visedpaitoon to be the Company's directors for another term, Mr. Vinai Vittavasarnvej as an independent director in replacement of Dr. Chaiyawat Wibulwasdi and Mr. Soopakij Chearavanont as a director in replacement of Mr. Min Tieworn. These nominated persons have knowledge, capability and experience that will benefit the Company's business and possess the qualifications required by the Public Limited Company Act B.E. 2535, the Notification of the Board of Governors of the Stock Exchange of Thailand and the Notification of the Capital Market Supervisory Board as well as Corporate Governance Policy of the Company. In addition, the Remuneration and Nominating Committee has also taken into account the board skills matrix and diversification as additional factors in nominating such persons. For the person to be nominated as an independent director, the Board of Directors is of the opinion that the said person shall provide independent opinion, in compliance with relevant rules and regulations. The personal data of each nominated person were distributed, as per Attachment 4. The appointment of nominated persons shall be individually presented to the Meeting for consideration.

#### Resolution

This matter shall be passed by the affirmative resolution of a majority vote of shareholders who attend the Meeting and cast their votes with the following rules and procedures.

- (1) Each shareholder shall have one vote for each share.
- (2) Each shareholder shall use all votes he/she has in accordance with (1) above to elect one or many persons to be director(s), provided that split vote is prohibited.
- (3) The persons who are respectively received the most votes shall be appointed to be directors corresponding to the number of directors that would be appointed in such Meeting. In the event of equal votes among the persons last so appointed that cause the number of directors exceed the number that would be appointed, the election shall be made by casting vote of the Chairman.

**Item 6 To approve the remuneration of the directors for the year 2019**Facts and Reasons

According to Article 24 of the Company's Articles of Association, the Company shall pay remuneration such as salary, attendance fee, allowance and bonus to the directors, as deemed necessary and appropriate. The Meeting should approve the remuneration of the directors for the year 2019.

Board's Opinion

After due consideration as proposed by the Remuneration and Nominating Committee, the Board of Directors is of the opinion that the remuneration paid to the directors for the year 2018 according to the resolution of the Annual General Shareholders' Meeting No 1/2018 was appropriate, taken into account the duties and responsibilities of directors. Therefore, the Meeting should approve the remuneration of the directors for the year 2019 at the same rate as those of the year 2018 as follows:

## (1) Monthly remuneration

The monthly remuneration for each director in accordance with the position in the Board of Directors is as follows:

Chairman	200,000 baht per month
Vice Chairman	150,000 baht per month
Director	100,000 baht per month

## (2) Special remuneration

The special remuneration for entire Board of Directors is at the rate of 0.50% of annual dividend payment of each year. The special remuneration will be allocated at the discretion of the Board of Directors.

## (3) Other remuneration

None

However, any director being the Company's employee or holding a position as a member of audit committee or other sub-committees shall receive the director's remuneration as above mentioned in addition to his salary as employee or remuneration as member of audit committee or other sub-committees, as the case may be. The remuneration for other sub-committees are as follows:

		(Unit : Baht)	
		<u>Chairman</u>	<u>Member</u>
1. Audit Committee	per month	450,000	200,000
2. Remuneration and Nominating Committee	per meeting	50,000	30,000
3. Corporate Governance Committee	per meeting	50,000	30,000
4. Corporate Social Responsibility and Sustainable Development Committee	per meeting	50,000	30,000

Resolution

This matter shall be passed by the affirmative resolution of a vote of not less than two-thirds of the total number of votes of shareholders who attend the Meeting.

**Item 7 To appoint the Company's auditors and fix the remuneration for the year 2019**Facts and Reasons

In compliance with the law and the Articles of Association of the Company, the Meeting should appoint the auditor(s) to audit and express an opinion on the financial statements of the Company, and fix the auditor's remuneration for the year 2019.

Board's Opinion

After due consideration as proposed by the Audit Committee, the Board of Directors is of the opinion that the Meeting should appoint auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the auditors of the Company for the year 2019 as follows:

Name of auditors		Registration No.	Number of years certified the Company's financial statements
1. Mr. Charoen	Phosamritert	4068	2 <sup>1</sup>
2. Mr. Veerachai	Ratanajaratkul	4323	-
3. Miss Sawitree	Ongksirimemongkol	10449	-

<sup>1</sup> Certified the Company's financial statements for the fiscal year 2007-2011 and 2017-2018

Any of the auditors shall have the authority to audit and express their opinions on the financial statements of the Company. Those nominated auditors are approved by the Office of the Securities and Exchange Commission, and have no significant relationship or interest with the Company, its subsidiaries, management, major shareholders or their related persons which may have an effect on performing their tasks independently. Details of auditors were distributed, as per Attachment 5. In addition, auditors of KPMG will be appointed to be the auditors of all subsidiaries of the Company, which incorporated in Thailand. In case that some of the Company's subsidiaries in other countries are not audited by the same auditor firm, the Company's Board of Directors is responsible for ensuring that such subsidiaries are able to prepare their financial statements within the schedules.

For the auditors' remuneration, the shareholders should approve the annual fee of Baht 3,737,000 for the annual audit and quarterly review of the separate financial statements and the consolidated financial statements of the Company for the year 2019 which is the same rate as year 2018. In addition, the Company paid remuneration to KPMG for service of verifying the compliance with the conditions of Promotion Certificate (BOI) of the year 2018 amounted to Baht 275,000, increased by Baht 35,000 from Baht 240,000 of the year 2017.

Resolution

This matter shall be passed by the affirmative resolution of a majority vote of shareholders who attend the Meeting and cast their votes.

**Item 8 To respond to the queries**