

Agenda for the Annual General Shareholders' Meeting No. 1/2024
Charoen Pokphand Foods Public Company Limited

Item 1 To adopt the Minutes of the Annual General Shareholders' Meeting No. 1/2023

Facts and Reasons

The Annual General Shareholders' Meeting No. 1/2023 was held on April 26, 2023. A copy of the minutes of the Meeting was published on the Company's website within 14 days after that meeting and distributed together with the invitation letter.

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.

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 2 To acknowledge the report on the Company's operating results for the year 2023

Facts and Reasons

The operating results of the Company for the year 2023, including Management Discussion and Analysis, as reported in the Annual Report 2023 (Form 56-1 One Report), of the Company were distributed together with the invitation letter.

Board's Opinion

For the Meeting's acknowledgement of the operating results of the Company for the year 2023.

Item 3 To approve the statements of financial position and the statements of income for the year ended December 31, 2023

Facts and Reasons

The audited statements of financial position and the statements of income for the year ended December 31, 2023 as appeared in the financial statement and report of the Certified Public Accountant were distributed together with the invitation letter.

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, 2023.

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 the omission of annual dividend payment for the year 2023

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 2023 annual net profit as a legal reserve.

With regard to dividend payment, the Company has a policy to pay dividends to shareholders twice a year. The total dividend paid each year will not be 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.

However, from the Company's operating results for the year 2023, the Company recorded a net loss of Baht 5,207 million or Baht 0.75 per share. Therefore, the Board of Directors proposed the Meeting to consider not paying annual dividend for the year 2023.

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 and approve the omission of annual dividend payment for the year 2023 as proposed.

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 rotationFacts 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. 1/2024, namely;

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|------------------|------------------|
| 1. Mr. Rungson | Sriworasat |
| 2. Mrs. Vatchari | Vimooktayon |
| 3. Mr. Phongthep | Chiaravanont |
| 4. Mr. Suphachai | Chearavanont |
| 5. Mr. Prasit | Boonduangprasert |

The Company also provided an opportunity for shareholders, during the period from September 29, 2023 to December 31, 2023, to nominate qualified candidates for directorship. There was no shareholder proposed candidates to be nominated for directorship.

After due care consideration as proposed by the Remuneration and Nominating Committee, the Board of Directors is of the opinion that the Meeting should re-appoint Mr. Rungson Sriworasat, Mrs. Vatchari Vimooktayon, Mr. Phongthep Chiaravanont, Mr. Suphachai Chearavanont and Mr. Prasit Boonduangprasert to be the Company's directors for another term. 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 and Sustainable Development Policy of the Company.

In addition, the Remuneration and Nominating Committee has also taken into account the board skills matrix, diversity and the criteria for determining good qualification for a company director by various organizations 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 are qualified as an independent director per the relevant criteria and regulations and shall be able to provide independent opinion in compliance with relevant rules and regulations. The personal data of each nominated person were distributed together with the invitation letter.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the appointment of directors to replace directors who retire by rotation as proposed.

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 2024Facts and Reasons

According to Article 24 of the Company's Articles of Association, the Company shall pay remuneration to the directors related to their performance as deemed necessary and appropriate

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 2023 according to the resolution of the Annual General Shareholders' Meeting No 1/2023 was appropriate, taken into account the duties and responsibilities of directors as well as the Company's scope of businesses. Therefore, the Meeting should approve the remuneration of the directors for the year 2024 at the same rate as those of the year 2023 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	Bath 200,000 per month
Vice Chairman	Bath 150,000 per month
Director	Bath 100,000 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 and Risk Management 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 and Risk Management 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 and Risk Management Committee	per month		450,000	200,000
2. Remuneration and Nominating Committee	per meeting		50,000	30,000
3. Corporate Governance and Sustainable Development Committee	per meeting		50,000	30,000

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the remuneration of the directors for the year 2024 as proposed.

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 2024Facts and Reasons

In compliance with the law and the Articles of Association of the Company, the Meeting should appoint the auditors to audit and express an opinion on the financial statements of the Company, and fix the auditors' remuneration for the year 2024.

The Audit and Risk Management Committee has reviewed the auditors' qualifications and performance in the year 2023 and opined that auditors from KPMG Phoomchai Audit Ltd. ("KPMG") have good working standards, perform duties independently and responsibly; therefore, proposed to the Board of Directors for consideration.

After due consideration as proposed by the Audit and Risk Management 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 2024 as follows:

Name of auditors		Registration No.	Number of years certified the Company's financial statements
1.	Mrs. Munchupa Singsuksawat	6112	4 ¹
2.	Mr. Charoen Phosamritlert	4068	2 ²
3.	Miss Sawitree Ongksirimemongkol	10449	-

¹ Certified the Company's financial statements for the fiscal year 2012-2016 and 2020-2023

² Certified the Company's financial statements for the fiscal year 2007-2011 and 2017-2019

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 together with the invitation letter. 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 3,977,000 for the annual audit and quarterly review of the separate financial statements and the consolidated financial statements of the Company for the year 2024 which is the same rate as year 2023. In addition, the Company paid remuneration to KPMG for service of verifying the compliance with the conditions of Promotion Certificate (BOI) of the year 2023 amounted to Baht 120,000, decreased by Baht 40,000 from Baht 160,000 of the year 2022.

Board's Opinion

After due consideration, the Board of Directors is of the opinion that the Meeting should approve the Company's auditors and fix the remuneration for the year 2024 as proposed.

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