

# Proxy Form (A)

Prepared at .....

Date.....Month.....Year.....

(1) I ,.....Nationality.....

Residing at No.....Road .....District.....

Sub-district ..... Province.....Postal code.....

(2) As a Shareholder in TIPCO Foods Public Company Limited with a total of .....shares

With a number of votes equivalent to.....votes (1 Ordinary share equivalent to 1 vote)

(2) Gives proxy to ☐ 1. ....Age.....years

Residing at No ..... Road ..... District.....

Sub-district ..... Province.....

Postal code.....

Or ☐ 2. Mr. Virat Phairatphiboon Independent Director aged 66 years

Residing at 64/66 Kallista Mansion, Room 26 C, Sukhumvit , North klongtoey, Wattana,  
Bangkok 10110

Or ☐ 3. Mr. Paisal Pongprayoon Independent Director aged 64 years

Residing at 120/26 Soi Prasanmit , Sukhumvit Road , North klongtoey , Wattana,  
Bangkok 10220

Or ☐ 4. Mrs. Lo-or Chaowanamayta Independent Director aged 61 years

Residing at 5, Soi Phaholyothin 24, Phaholyothin Road, Chomphon, Chatuchak,  
Bangkok 10900

Any one single person is my representative to attend the Meeting and vote on my behalf at the Annual General Shareholders' Meeting No. 1/2014 on Friday, April 25, 2014 at 10.00 hours at the Auditorium of the Head Offices, 5<sup>th</sup>. floor, TIPCO Building, No. 118/1 Rama 6 Road, Samsen Nai. Payathai, Bangkok, or any other venue as per the change of date, time or venue in due course

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signed.....Proxy giver

(.....)

Signed.....Proxy receiver

(.....)

Or Signed.....Proxy receiver

( Mr. Virat Phairatphiboon )

Or Signed.....Proxy receiver

( Mr. Paisal Pongprayoon )

Or Signed.....Proxy receiver

( Mrs. Lo-or Chaowanametha )

**Note:** A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

## Proxy Form (B)

Prepared at .....

Date.....Month.....Year.....

(1) I,.....Nationality.....

Residing at No.....Road .....District.....

Sub-district ..... Province.....Postal code.....

(2) As a Shareholder in TIPCO Foods Public Company Limited With a total of .....shares

With a number of votes equivalent to.....votes (1 Ordinary share equivalent to 1 vote)

(2) Gives proxy to ☐ 1. ....Age.....years

Residing at No ..... Road ..... District.....

Sub-district ..... Province.....

Postal code.....

Or ☐ 2. Mr. Virat Phairatphiboon Independent Director aged 66 years

Residing at 64/66 Kallista Mansion, Room 26 C, Sukhumvit , North Klongtoey, Wattana,  
Bangkok 10110

Or ☐ 3. Mr. Paisal Pongprayoon Independent Director aged 64 years

Residing at 120/26 Soi Prasanmit , Sukhumvit Road , North klongtoey , Wattana,  
Bangkok 10800

Or ☐ 4. Mrs. Lo-or Chaowanamayta Independent Director aged 61 years

Residing at 5, Soi Phaholyothin 24, Phaholyothin Road, Chomphon, Chatuchak,  
Bangkok 10210

Any one single person is my representative to attend the Meeting and vote on my behalf at the Annual General Shareholders' Meeting No. 1/2014 on Friday, April 25, 2014 at 10.00 hours at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Samsen Nai. Payathai, Bangkok, or any other venue as per the change of date, time or venue in due course

(4) I hereby assign my right of proxy to the proxy receiver to vote on my behalf as follows

**Agenda No.1** To approve the Minutes of the Annual General Shareholders' Meeting No. 1/2013 held on April 26, 2013.

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. 2** To acknowledge the directors' report on the company's performance.

**Agenda No. 3** To approve the Balance sheet and income statement for the year ended December 31, 2013.

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve

☐ Disapprove

☐ Abstain

## Proxy Form (B) [Continued]

**Agenda No. 4** To approve the profit allocation and omission of dividend payment for the year 2013.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 5** To elect nomination of Directors to replace for 4 retiring Directors by rotation.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows

Election of the individual directors

- 5.1 Consider election of Mr. Surachett Supsakorn as a Director
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 5.2 Consider election of Mr. Sitilarb Supsakorn as a Director
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 5.3 Consider election of Mr. Chalit Limpanavech as a Director
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 5.4 Consider election of Mrs. Achara Pricha as a Director
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 6** To approve the amendment of director's authorization to sign on behalf of the company.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 7** To approve remuneration of directors for 2014.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows

7.1 Consider and approve of remuneration for the Board of Directors

7.1.1 Working remuneration

- ☐ Approve      ☐ Disapprove      ☐ Abstain

7.1.2 Remuneration from company's performance

- ☐ Approve      ☐ Disapprove      ☐ Abstain

7.2 Consider and approve remuneration for the Audit Committee

- ☐ Approve      ☐ Disapprove      ☐ Abstain

7.3 Consider and approve remuneration for the Nomination and Remuneration Committee

- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 8** To approve the appointment of an auditor(s) and its remuneration fees for the year 2014

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows

## Proxy Form (B) [Continued]

8.1 To approve the appointment of an auditor(s) for the year 2014

☐

Approve

☐

Disapprove

☐

Abstain

8.2 To approve audit fees for the year 2014

☐

Approve

☐

Disapprove

☐

Abstain

**Agenda No. 9** To consider other matters (if any)

☐

(a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐

(b) Proxy receiver will vote according to my intentions as follows

☐

Approve

☐

Disapprove

☐

Abstain

(5) Voting by the proxy receiver for any agenda items not specified in this proxy form is deemed not to be a valid vote and not representative of my vote as a Shareholder

(6) In the event that I have not specified my intent with regard to voting on any agenda item, or have done so unclearly, or in the event that the Meeting considers or passes resolutions on any items not specified as aforementioned, including amendments, changes or additions, the proxy receiver has the right to consider and make resolutions on my behalf in all respects as appropriate

Any activity conducted by the proxy receiver at this Meeting, with the exception that the proxy recipient will not vote as per my instructions in this proxy form, is deemed to be my actions in all respects

Signed.....Proxy giver

(.....)

Signed.....Proxy receiver

(.....)

Or Signed.....Proxy receiver

( Mr. Virat Phairatphiboon )

Or Signed.....Proxy receiver

( Mr. Paisal Pongprayoon )

Or Signed.....Proxy receiver

( Mrs. Lo-or Chaowanamayta )

Note. 1. The proxy transferor may provide the right of proxy to only one proxy recipient to attend the Meeting and vote; the number of shares may not be divisible among several proxy recipients to divide votes

2. In the event that more agenda items are to be considered than as aforementioned, the proxy giver may specify items as per the Continuation Sheet as attached

## Proxy Form (B) [Continued]

The provider of proxy rights as a Shareholder in TIPCO Foods Public Company Limited for the Annual General Shareholders' Meeting No. 1/2014 on Friday, 25 April 2014 at 10.00 a.m. at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Samsen Nai, Payathai, Bangkok

Agenda No. ....Matter.....

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ..5.1.....Election of Directors (continued)

Name of Director.....

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

- ☐ Approve      ☐ Disapprove      ☐ Abstain

## Proxy Form (C)

(Form specifically for foreign national Shareholders who have appointed a custodian in Thailand to oversee their shares)

Prepared at .....

Date.....Month.....Year.....

(1) I,.....Nationality.....

Residing at No.....Road .....District.....

Sub-district ..... Province.....Postal code.....

In the capacity of custodian on behalf.....

As a Shareholder in TIPCO Foods Public Company Limited With a total of .....shares

With a number of votes equivalent to.....votes (1 Ordinary shares equivalent to votes)

(2) Gives proxy to ☐ 1. ....Age.....years

Residing at No ..... Road ..... District.....

Sub-district ..... Province.....

Postal code.....

Or ☐ 2. Mr. Virat Phairatphiboon Independent Director aged 66 yearsResiding at 64/66 Kallista Mansion, Room 26 C, Sukhumvit , North Klongtoey, Wattana,  
Bangkok 10110Or ☐ 3. . Mr. Paisal Pongprayoon Independent Director aged 64 yearsResiding at 120/26 Soi Prasanmit , Sukhumvit Road , North klongtoey , Wattana,  
Bangkok 10800Or ☐ 4. Mrs. Lo-or Chaowanamayta Independent Director aged 61 yearsResiding at 5, Soi Phaholyothin 24, Phaholyothin Road, Chomphon, Chatuchak,  
Bangkok 10900

Any one single person is my representative to attend the Meeting and vote on my behalf at the Annual General Shareholders' Meeting No. 1/2014 on Friday, 25 April 2014 at 10.00 a.m. at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Samsen Nai. Payathai, Bangkok, or any other venue as per the change of date, time or venue in due course

(3) I hereby appoint my proxy to attend the Meeting and vote on my behalf as follows

☐ Assign proxy according to the entire number of shares held and with voting rights☐ Assign a portion of proxy rights as follow☐ Ordinary shares.....shares with a total votes of.....votes

(1 ordinary share equivalent to 1 vote)

(4) I hereby assign my right of proxy to the proxy receiver to vote on my behalf as follows

**Agenda No.1** ☐ approve the Minutes of the Annual General Shareholders' Meeting No. 1/2013 held on April 26, 2013.

(a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows☐ Approve ☐ Disapprove ☐ Abstain

## Proxy Form (C) [Continued]

**Agenda No. 2** To acknowledge the directors' report on the company's performance.

**Agenda No. 3** To approve the balance sheet and income statement for the year ended December 31, 2013.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 4** To approve the profit allocation and omission of dividend payment for the year 2013.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 5** To elect nomination of Directors to replace for 4 retiring Directors by rotation.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows

Election of the individual directors

5.1 Consider election of Mr. Surachett Supsakorn as a Director

☐ Approve      ☐ Disapprove      ☐ Abstain

5.2 Consider election of Mr. Sitilarb Supsakorn as a Director

☐ Approve      ☐ Disapprove      ☐ Abstain

5.3 Consider election of Mr. Chalit Limpanavech as a Director

☐ Approve      ☐ Disapprove      ☐ Abstain

5.4 Consider election of Mrs. Achara Pricha as a Director

☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 6** To approve the amendment of director's authorization to sign on behalf of the company.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
- ☐ (b) Proxy receiver will vote according to my intentions as follows
- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 7** To approve remuneration of directors for 2014.

- ☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate
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7.1 Consider and approve of remuneration for the Board of Directors

7.1.1 Working remuneration

☐ Approve      ☐ Disapprove      ☐ Abstain

7.1.2 Remuneration from company's performance

☐ Approve      ☐ Disapprove      ☐ Abstain

7.2 Consider and approve remuneration for the Audit Committee

☐ Approve      ☐ Disapprove      ☐ Abstain

## Proxy Form (C) [Continued]

7.3 Consider and approve remuneration for the Nomination and Remuneration Committee

☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No.8** To approve the appointment of an auditor(s) and its remuneration fees for the year 2014

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

8.1 To approve the appointment of an auditor(s) for the year 2014

☐ Approve      ☐ Disapprove      ☐ Abstain

8.2 To approve audit fees for the year 2014

☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 9** To consider other matters (if any)

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve      ☐ Disapprove      ☐ Abstain

(5) Voting by the proxy receiver for any agenda items not specified in this proxy form is deemed not to be a valid vote and not representative of my vote as a Shareholder

(6) In the event that I have not specified my intent with regard to voting on any agenda item, or have done so unclearly, or in the event that the Meeting considers or passes resolutions on any items not specified as aforementioned, including amendments, changes or additions, the proxy receiver has the right to consider and make resolutions on my behalf in all respects as appropriate

Any activity conducted by the proxy receiver at this Meeting, with the exception that the proxy recipient will not vote as per my instructions in this proxy form, is deemed to be my actions in all respects



Signed.....Proxy giver  
(.....)

Signed.....Proxy receiver  
(.....)

Or    Signed     Mr. Virat     Phairatphiboon     Proxy receiver  
(.....)

Or    Signed     Mr. Pichawat Chomchuen     Proxy receiver  
(.....)

Or    Signed     Mrs. Lo-or Chaowanamayta     Proxy receiver  
(.....)

- Note.
1. This Proxy Form Kor (C) is to be used specifically for Shareholders whose names appear in the Share Registrar as foreign investors who have appointed custodians in Thailand to oversee their shares
  2. Documentation required for attachment with this Proxy Form
    - (1) Authorization letter for the custodian to act as signatory in this Proxy Form
    - (2) Confirmation letter that the said signatory conducts a business as a Custodian
  3. The proxy transferor may provide the right of proxy to only one proxy recipient to attend the Meeting and vote; the number of shares may not be divisible among several proxy recipients to divide votes
  4. In the event that more agenda items are to be considered than as aforementioned, the proxy giver may specify items as per the Continuation Sheet as attached

### Proxy Form (C) [Continued]

The provider of proxy rights as a Shareholder in TIPCO Foods Public Company Limited for the Annual General Shareholders' Meeting No. 1/2014 on Friday, 25 April 2014 at 10.00 hours at the Auditorium of the Head Offices, 5<sup>th</sup> floor, TIPCO Building, No. 118/1 Rama 6 Road, Samsen Nai, Payathai, Bangkok

Agenda No. ....Matter.....

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. ....Matter.....

☐ (a) Proxy receiver has the right to consider and resolve on my behalf in all respects as appropriate

☐ (b) Proxy receiver will vote according to my intentions as follows

☐ Approve      ☐ Disapprove      ☐ Abstain

Agenda No. 5.1 .....Election of Directors (continued)

Name of Director.....

☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

☐ Approve      ☐ Disapprove      ☐ Abstain