

## Proxy Form (B)

Affix excise  
stamp of  
20 Baht

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)

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

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

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

Postal code.....

Or ☐ 2. Mr. Virat Phairatphiboon Independent Director aged 70 years

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

Or ☐ 3. Mr. Paisal Pongprayoon Independent Director aged 68 years

Residing at 120/26 Soi Prasanmit, Sukhumvit Road, North klongtoey, Wattana,  
Bangkok 10100

Or ☐ 4. . Mrs. Achara Pricha Independent Director aged 61 years

Residing at 312 Thetsaban Rangrak Nuea Rd., Lad Yao, 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. 1/2018 on Tuesday, April 10, 2018 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. 1/2017 held on 24 April, 2017.

☐ (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.

## Proxy Form (B) [Continued]

**Agenda No. 3** To approve the Statement of Financial Position and the Comprehensive Income Statement for the year ended 31 December 2017.

- ☐ (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 dividend payment for the year 2017.

- ☐ (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 consider and elect the directors to replace the retiring directors.

- ☐ (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 Ms. Laksana Supsakorn as a Director

- ☐ Approve      ☐ Disapprove      ☐ Abstain

5.2 Consider election of Mr. Virat Phairatphiboon as an Independent Director

- ☐ Approve      ☐ Disapprove      ☐ Abstain

5.3 Consider election of Mr. Paisal Pongprayoon as an Independent Director

- ☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda No. 6** To approve remuneration of directors for 2018.

- ☐ (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

6.1 Consider and approve of remuneration for the Board of Directors

6.1.1 Working remuneration

- ☐ Approve      ☐ Disapprove      ☐ Abstain

6.1.2 Remuneration from company's performance

- ☐ Approve      ☐ Disapprove      ☐ Abstain

6.2 Consider and approve remuneration for the Audit Committee

- ☐ Approve      ☐ Disapprove      ☐ Abstain

6.3 Consider and approve remuneration for the Nomination and Remuneration Committee

- ☐ Approve      ☐ Disapprove      ☐ Abstain

## Proxy Form (B) [Continued]

**Agenda No. 7** To approve the appointment and audit fees for the Auditor for fiscal year 2018

☐ (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 To approve the appointment of an auditor(s) for the year 2018

☐ Approve

☐ Disapprove

☐ Abstain

7.2 To approve audit fees for the year 2018

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda No. 8** To approve amendment of the Company's Business Objectives No.1 and Memorandum of Association No.3 (Objectives).

☐ (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. 9** To approve amendment of the Company's Articles of Association No.30.

☐ (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. 10** 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. Achara Pricha )

**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.

3. All independent Directors have not conflict of interests except in agenda 5 (for only Mr. Virat Phairatphiboon Mr. Paisal Pongprayoon Mrs. Achara Pricha ) and agenda 6 (for only Mr. Virat Phairatphiboon Mr. Paisal Pongprayoon )

## 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. 1/2018 on Tuesday, 10 April 2018 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.....Election of Directors (continued)

Name of Director.....

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

- ☐ Approve      ☐ Disapprove      ☐ Abstain

Name of Director .....

- ☐ Approve      ☐ Disapprove      ☐ Abstain