

Tropical Canning (Thailand) Public Co. , Ltd.
Minutes of the Shareholders' Annual General Meeting
No.1/2019

Date Time and Place

The meeting was held on April Thursday 25th, 2019 at 10.30 a.m. at Napannop Room Office 1/1 Moo 2 Tambol Thungyai Amphur Hatyai Songkhla Province.

Directors being present :-

- | | |
|-----------------------------|---|
| 1. Dato' Seri Tan Boon Pin | Chairman of the Board of Directors |
| 2. Mr.Kampol Watcharanimit | Managing Director |
| 3. Mr.Somchai Deeprasertkul | Director and the Chief Financial Officer (CFO) |
| 4. Mr.Chalong Apichatchote | Director and Secretary of the Board of Director |
| 5. Mr.Tan Seow Phor | Director |
| 6. Mr.Chan Wah Chong | Independent Director and
Chairman of the Audit Committee |
| 7. Mr.Vijit Tanksinmankhong | Independent Director and
Member of the Audit Committee |
| 8. Mr.Boondej Varaphong | Independent Director and
Member of the Audit Committee |

Attendees :-

1. Auditor from KPMG Phoomchai Audit Ltd. :-

Miss. Bongkot Amsageam Certified Public Accountant Registration No.3684

Miss.Yothika Sripongphankul Audit Manager

Prior to the meeting duly convened, the company introduced Board of Directors attending this meeting which presently the company have 8 committees members and 8 attendees, representing 100% of the total number of directors. Also, introduced accounting auditors and informed the meeting on voting procedure as follows:

1. The shareholders shall vote by a voting form as received upon the meeting register. Each shareholder shall be entitled to vote equal to share held on the basis one share per one vote. In case of proxy which a grantor already vote in the proxy form, a proxy shall not be entitle to vote in the Meeting again.
2. At the end of each agenda, the chairman shall allow shareholders to question. In case there is no shareholder with opinion differed from the board of directors, the chairman shall pass to consider on next agenda and such agenda shall be approved with unanimously resolution. In each agenda, the total votes shall be reported to the shareholder.

3. Any shareholder disagrees or abstain in any agenda, shall raise their hand, complete the voting form and submit to the Company's officer or Miss Yothika Sripongphankul for counting prior to report the total votes in the Meeting.
4. Any shareholders who do not understand the voting procedure, is able to ask the Company's Officer for more information.

Preliminary Proceeding

Dato Seri Tan Boon Pin chairman of the board of director open the conference and assigned to Mr.Kampol Watcharanimit, Managing Director to chair of the meeting instead. The Chairman informed the Meeting that the Company's registered capital was Baht 330 Million which apportioned into 330 million shares at par value of Baht 1.00 each. There were 33 shareholders present either in person or by proxy, representing 210,910,750 shares or 63.91 percent and constituting a quorum. He then declared the meeting duly convened.

Agenda 1. To Certify the minutes of the Annual General Meeting of Shareholders Meeting No. 1/2018

The Chairman presented the Minutes of the Annual General Meeting of the Shareholders No.1/2018 held on April 26, 2018 the details attachment 1 which disclosed through QR Code in the invitation letter or on company's website www.tropical.co.th to shareholders in advance or document that shareholders have already received during registration. The company allows shareholders to ask question in advance in regards to amendment or objection. It appears that no shareholder has submitted any amendment or objection regarding the Annual General Meeting of year 2018 and due to reason that no shareholder proposing any amendment or additional question. The Chairman therefore asked the meeting to vote to approve the minutes of Annual General Meeting of Shareholders No. 1/2018.

The Shareholders' meeting to unanimously acknowledge and certify minutes of the Annual General Meeting of Shareholders No. 1/2018 by a majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 2. To Certify the company's annual report and the board of directors' report for year 2018.

The Chairman presented the annual report of the Board of Directors and the company's operating results for the year 2018 which were disclosed through QR Code in the invitation letter or on the company's website (www.tropical.co.th) for shareholders to acknowledge the company's performance.

The Chairman gave the meeting an opportunity to ask questions related to operating results of the company in the year 2018.

Miss Patcharin Tuangsirttisombat (Proxy) asked about the business strategy and the outlook of future operations.

Mr. Kampol Watcharanimit, Managing Director said that the matter asked will be clarified in Agenda 8 is due to the fact that there are quite a lot of details.

The shareholders' meeting to unanimously acknowledge the annual report of the Board of Directors and operating results of the Company for the year 2018 by a majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 3. To Consider and approve the financial statements for the year ended December 31st 2018 and the auditor's report.

The Chairman requested the meeting to consider and approve the financial statements for the fiscal year ended December 31, 2018 and the auditor's report as appeared in the 2018 annual report which was audited by a certified public accountant which is disclosed through QR Code in the invitation letter or the company's website www.tropical.co.th to shareholders in advance. If there is no other opinion, The Chairman ask the meeting to consider and approve.

The Chairman gave the Meeting an opportunity to ask questions related to the financial statements for the year 2018 ended 31 December 2018.

Miss Patcharin Tuangsirttisombat (Proxy) asked on Foreign Exchange management policy.

Mr. Somchai Deeprasertkul, the Director and Chief Financial Officer (CFO), responded that the company currently exports approximately 95% while importing about 80% net remaining from the export not exceeding 20%. The company prevents foreign exchange risks by Foreign Currency Forward Contract which is the main tool for managing foreign exchange risk. The Company does not consider Option Contract due to high risk. At present, the company cap the Foreign Currency Forward Contract at maximum 50% due to Forward Point Discount.

The Chairman said that when there were no further questions from shareholders, therefore asked the meeting to consider that it was correct and unanimously approved the financial statements for the fiscal year ending 31 December 2018 as proposed by the Chairman by the majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 4. To Consider and approve the allocation of net profit for dividend payment for year 2018.

The Chairman stated that in year 2018 the company has net profit for Baht 165,670,048.63 which equivalent to Baht 0.50 per share. The company has established a dividend payment policy that "The Company has a policy to pay dividends of not less than 25 percent of net profit, which must not affect the financial position and financial liquidity of the company and its subsidiaries in which the company holds 99.99% of shares when it is profitable and has liquidity, will pay dividends"

Therefore, the Board of directors proposed to make payment for dividend from net profit of Baht 0.15 per share in favor of shareholder of 330 million share which amount to Baht 49,500,000

(Baht forty-nine million five hundred thousand) or dividend payout ratio is 29.88% of net profit for year 2018 the dividend payment will be payable to shareholders whose name are recorded in the share register book as of May 3, 2019. The dividend payment of Baht 0.15 per share as it derived from net profit which was deducted from the net loss carried forward not over 5 years before current accounting period. The dividend is subjected to deduction of withholding tax as rate prescribed by law. Therefore, shareholder is not eligible for tax credit. The chairman had inform the meeting to consider the propose dividend payment.

The Chairman gave the meeting an opportunity to ask questions related to the dividend payment for the year 2018.

Miss Patcharin Tuangsirttisombat (Proxy) and Mr.Worawut Sae-Bae requested the Board of Directors to consider paying more dividends as there were quite a lot of retained earnings.

Mr. Kampol Watcharanimit, Managing Director said about dividend payment will take into consideration because the company currently has to prepare funding reserves for management in future.

The Chairman said when there were no further questions from the shareholders, therefore requested the meeting to approve the dividend payment for the year 2018 performance.

The shareholders' meeting to unanimously approve the payment of dividends Baht 0.15 per share totaling Baht 49,500,000 (Baht forty-nine million and five hundred thousand only) to be pay on Friday, May 24, 2019 by a majority of the total number of votes attending the meeting that have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 5. To Consider of the elect directors to replace for year 2019

The Chairman stated to the shareholders that on each Annual General Meeting of the shareholders, one-third of the directors shall retire from office by rotation and this year the retired directors are as follows:

1. Mr.Kampol Watcharanimit
2. Mr.Tan Seow Phor
3. Mr.Chan Wah Chong

However, the directors who retire are eligible to be elected for another term.

The Chairman gave the Meeting an opportunity to ask questions relating to the election of directors to replace those retiring by rotation.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider the appointment of directors to replace those retiring by rotation for another term. Then the Chairman asked the meeting to vote for the election of directors by considering each person as follows:

5.1 Asked shareholders to re-elect Mr.Kampol Watcharanimit as a director for another term. The shareholder voted for Mr.Kampol Watcharanimit for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	195,905,750	92.89%
Disapproved	Not constituted as votes	-
Abstained	15,005,000	7.11%
Voided ballot	Not constituted as votes	-

Asked shareholders to re-elect Mr.Tan Seow Phor as a director for other term. The shareholder voted for Mr.Tan Seow Phor for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	165,979,250	78.70%
Disapproved	Not constituted as votes	-
Abstained	44,931,500	21.30%
Voided ballot	Not constituted as votes	-

5.2 Asked shareholders to re-elect for Mr.Chan Wah Chong as an independent director for another term. The shareholder voted for Mr.Chan Wah Chong for another term with the majority votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

The shareholders' meeting has considered and unanimously resolved to re-appoint 3 directors to retained position as director of the company for another term

The members of the new Board of Directors consisted of 8 persons as follow:

1. Dato Seri Tan Boon Pin
2. Mr.Kampol Watcharanimit
3. Mr.Somchai Deeprasertkul
4. Mr.Chalong Apichatchote
5. Mr.Tan Seow Phor
6. Mr.Chan Wah Chong
7. Mr.Vijit Tanksinmankhong
8. Mr.Boondej Varaphong

Agenda 6. To Consider of directors' remuneration.

The Chairman proposed that directors' remuneration should be determined in 2019 as determined by the Board of Directors and the Audit Committee. With regard to the appropriateness of various aspects by comparing references from companies in the same industry including considering the operating results of the company, obligations and responsibilities of the Board of Directors. Therefore requested the meeting to consider and establish the directors' remuneration for the year 2019

Establish remuneration for directors for the year 2019, which is equivalent to the previous year as follows:

Compensation	Amount (Baht)
1. Directors' remuneration (annual)	
- Chairman of the board	600,000
- Director	150,000
2. Remuneration for Directors Audit Committee (Annual)	
- Chairman of audit committee	100,000
- Audit committee	25,000
3. Meeting allowance (Per time)	3,000

However, the company does not have other remuneration other than those mentioned above to directors. The directors' remuneration for 2019 have total amount not exceeding Baht 3 Million.

The Chairman gave the Meeting an opportunity to ask questions regarding the determination of the remuneration of directors.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider and vote unanimously to considered and established remuneration of directors for the year 2019, which is equal to the previous year by the majority of the total number of votes attending the meeting and have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 7. To Consider and approve the appointment of the company's auditor and fix the auditing fee for year 2019.

The Chairman proposed to appoint Miss Bongkot Amsageam, CPA registration No.3684, or Miss.Nawarat Nitikeatipong CPA registration No.7789 of KPMG Phoomchai Audit Ltd. to be the company's auditor for year 2019 and establish the audit fee, therefore asked the meeting to consider.

Miss Patcharin Tuangsirttisombat (Proxy) and Mr. Worawut Sae-Bae commented that the annual audit fee for 2019 is too high.

Miss. Bongkot Amsageam, Certified Public Accountant Registration No. 3684, said that the audit fee increased at minimum level based on audit work and past 4-5 years try to increase fee at minimum and The Chairman has took into consideration for further negotiations

The Chairman gave the Meeting an opportunity to ask questions relating to the appointment of the auditor and determine the audit fee for the year 2019 and when there were no questions from the shareholders, he asked the meeting to consider resolution.

The shareholders' meeting has considered unanimously resolved to appoint Miss Bongkot Amsageam, CPA. registration No.3684, or Miss.Nawarat Nitikeatipong CPA. registration No.7789 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2019, with annual audit fees Baht 1,555,000.- (Baht one million five hundred and fifty-five thousand only) and in the event that authorized auditor cannot perform the work, KPMG Phoomchai Audit Limited to source other Certified Public Accountants of the Company to perform such duties instead by the majority of the total number of votes attending the meeting and have right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	210,910,750	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 8. To Consider Other issues (If any)

The meeting provided an opportunity for shareholders to asked questions or suggested useful suggestions regarding the operation of the company, Miss Patcharin Tuangsirttisombat (Proxy) asked about the company strategy for next 5 years.

Mr. Tan Seow Phor, Director and Mr. Kampol Watcharanimit, Managing Director, explained that tuna industry is highly competitive. With the emergence of tuna processors in other countries, such as Vietnam, the company must look for new products within the canning industry to stay competitive and lift margin.

As the reason that the gross profit is small or unstable, it is due to the fluctuations of raw material price, which in the last 4-5 years have a very large swing. Therefore, the company needs to have financial liquidity in order to better manage raw materials in order to be able to determine higher gross profit

Dato Seri Tan Boon Pin, Chairman of the Board of Directors also commented that The Company needs to set aside reserves fund for spending because borrowing from financial institutions is quite difficult and confirmed that the company has consistently paid dividends and will try to pay more according to the company's performance

Adjourned at 11.30 a.m.



Signed Chairman of the meeting
(Dato' Seri Tan Boon Pin)

แบบ ข.

Form B.

ติดอากรแสตมป์

20 บาท

หนังสือมอบฉันทะ

Proxy

เลขทะเบียนผู้ถือหุ้น

Shareholders Registration No.

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่

I / We

Nationality

Residing at No.

ถนน ตำบล / แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Road

Tambol / Khwaeng

Amphur / Khet

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทropicคอลลแคนนิง (ประเทศไทย) จำกัด (มหาชน)

being a shareholder of Tropical Canning (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

Holding the total amount of shares and have the rights to vote equal to votes as

follows:

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Preferred share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้

hereby appoint อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง

residing at No.

Road

Tambol / Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur / Khet

Province

Postal Code

 นายชาน วา ชอง กรรมการอิสระ อายุ 56 ปี

Mr. Chan Wah Chong Independent director age 56 years

อยู่บ้านเลขที่ 390 Lorong Keranji 7/3, Taman Keranji II, 09000 Kulim, Kedah, Malaysia

 นายวิจิตร ตั้งสินมั่นคง กรรมการอิสระ อายุ 58 ปี

Mr. Vijit Tanksinmankong Independent director age 58 years

อยู่บ้านเลขที่ 100/46 หมู่ที่ 4 ตำบลคอหงส์ อำเภอหาดใหญ่ จังหวัดสงขลา 90110

นายบุณเดจ วรพงษ์ กรรมการอิสระ อายุ 76 ปี
Mr. Boondej Varaphong Independent director age 76 years
อยู่บ้านเลขที่ 45/50 หมู่ที่ 6 ตำบลคลองหอยโข่ง อำเภอหาดใหญ่ จังหวัดสงขลา 90110

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนน ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 10.30 น. ณ ห้องนพวรรณ ชั้น 3 อาคารสำนักงานบริษัท 1/1 หมู่ที่ 2 ตำบลทุ่งใหญ่ อำเภอหาดใหญ่ จังหวัดสงขลา หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be my/our proxy in attending and voting on my behalf at the Annual Shareholders Meeting Year 2020 on Wednesday April 29th, 2020, at 10.30 a.m., at the Napunnop room 3th floor office 1/1 Moo 2 T.Thungyai Hatyai Songkhla. Or later meeting to be held at a different time and place, in case of postponement.

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้

The number of votes which I / we have granted to my/our proxy to attend this Meeting and vote there as follows:

เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนน ได้ตามข้อ (2)

Equal to all of the amount of shares held by me/us and have the rights to vote in accordance with Clause (2)

บางส่วนคือ หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
a part of Ordinary share shares and have the rights to vote votes

หุ้นบุริมสิทธิ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Preferred share shares and have the rights to vote votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง

in the total amount of votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/ our behalf as appropriate in all respect.

(ข) ให้ผู้มอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 1/2562

Agenda 1 To certify the minutes of the Shareholders' Annual General Meeting No.1/2019

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562

Agenda 2 To certify operating result of the company for year 2019.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2562 และรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve financial statements for the year ended December 31, 2019 and the auditor's report.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

Agenda 4 To consider and approve the allocation of net profit for dividend payment for the year 2019

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ ประจำปี 2563

Agenda 5 To consideration of the elect directors to replace those retire for the year 2020

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด เสียง

Approve the appointment of all directors votes

เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้

Approve the appointment of certain directors as follows :

1. นายสมชาย ดีประเสริฐกุล

Mr.Somchai Deeprasertkul

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

2. นายวิจิตร ตั้งสินมั่นคง

Mr. Vijit Tanksinmankhong

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

3. นายฉลอง อภิชาติโชติ

Mr.Chalong Apichatchote

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 6 To consideration of directors' remuneration for the year 2020

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้ตรวจสอบบัญชี และกำหนดค่าตรวจสอบบัญชีประจำปี 2563

Agenda 7 To consider and approve the appointment of the company's auditor and determination of audit fee for the year 2020.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matter (If any)

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

(6) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ

The proxy's statement or any other evidencing documents (if any.)

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ / Signed..... ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and any not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ(2)หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2)ก็ได้

The shareholder may grant all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy

3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย

For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.

4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

If there is any rule or regulation requiring the proxy to make any statement of provides any evidence, such as the case that the proxy has interest in any matter which he/she attended and votes at the meeting, he/she may make the statement or provide evidence by specifying in Clause (6)

Profile of Person Nominated for election as Director

Recruitment criteria and methods

The selection process for directors of the company did not go through the Nomination Committee as the company has not appointed a nomination committee. However, the nominated directors for this director position have been screened by a joint board of directors and consider qualifications in various fields by considering the suitability of the qualifications, knowledge, experience and expertise from various professions including the performance as a director during the past year.

The person nominated at this time has passed the screening process of the Board of Directors and see that the qualifications are suitable for the company's business.



Name	Mr.Somchai Deeprasertkul
Age	58 Years Old
Nationality	Thai
Position in Company	Director, Accounting and Financial Manager and the secretary of the audit committee
Types of directors to be appointed	The director who vacates to be re-appoint.
Date of Appointment	24 March 1991
Education	Bachelor of Business Administration (Accounting) Prince of Songkhla University, Hat Yai Campus
Director Training Program from IOD	Director Accreditation Program (DAP) 10/2004
Number of years being director	29 Years
Shareholding in the company	505,000 shares or 0.15% of issued ordinary shares and paid-up share capital
Attendance of meeting in 2019	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times Audit Committee Meeting 4/4 times
Working Experience at TC	1984 – Present
Positions in other listed companies	-None -
Position in other companies (Non-listed company)	- Director Elowfar Co., Ltd.
Position in other businesses that may cause conflict of interest to the company	-None-
Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders	-None-



Name Mr.Vijit Tanksinmankhong

Age 58 Years Old

Nationality Thai

Position in Company Independent Director and Audit Committee

Types of directors to be appointed The director who vacates to be re-appoint.

Date of Appointment 16 April 1999

Education Bachelor of Medicine, Prince of Songkhla University, Hat Yai Campus

Director Training Program from IOD -None-

Number of Year being director 21 Years

Shareholding in the company -None-

Attendance of meeting in 2019 Shareholders' Annual General Meeting 1/1 time
Board of Director Meeting 3/4 times
Audit Committee Meeting 3/4 times

Working experience during the last 5 years - Gynecologist, Rajyindee Hospital, Songkhla

Positions in other listed companies -None -

Position in other companies (Non-listed company) -None-

Position in other businesses that may cause conflict of interest to the company -None-

Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders -None-

The board of Directors has considered that the person nominated as independent director this time who has held the position for more than 9 years due to being a qualified person and having full independent in the operation and in accordance with the relevant criteria.



Name	Mr.Chalong Apichatchote
Age	59 Years Old
Nationality	Thai
Position in Company	Director, Human resource manager and Company secretary
Types of directors to be appointed	The director who vacates to be re-appoint.
Date of Appointment	27 March 1991
Education	Bachelor of Business Administration (Accounting) Prince of Songkhla University, Hat Yai Campus
Director Training Program from IOD	- None-
Number of years being director	29 Years
Shareholding in the company	500,000 shares or 0.15% of issued ordinary shares and paid-up share capital
Attendance of meeting in 2019	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times
Working Experience at TC	1984 – Present
Positions in other listed companies	- None -
Position in other companies (Non-listed company)	- Director Tropical Packaging Co., Ltd.
Position in other businesses that may cause conflict of interest to the company	-None-
Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders	-None-

Details of Independent Directors

Criteria for the consideration of independent directors

The Board of Directors has considered that the persons nominated as independent directors shall be able to give independent opinions in accordance to related criteria of Stock Exchange. The company has defined the definition of "independent directors" of the company equal to the minimum requirements of the SEC or the Stock Exchange of the company as follows:

1. Holds no more than 5% of the total voting shares in the company, affiliated companies, associated companies, or individuals with possible conflicts of interest.

2. Not involved in management including not being an employee, staff, or advisor who receives a regular salary or person who have controlling authority of the company or affiliated companies, associated companies, or individuals who may have conflicts or persons providing professional services to the company or affiliated companies, such as auditors, lawyers, etc., which must not have benefits or interests in the aforementioned for at least 1 year.

3. No business relationship, such as customers who supply raw materials, accounts payable / trade receivables Creditors / debtors of loans which have no benefits or interests, whether directly or indirectly, both in financial and company administration, affiliates, associates, or individuals who may have conflicts in a manner that will impair independence.

4. Not being a close relative with management, major shareholders of the company, affiliated companies, associated companies or persons with possible conflict of interest and not appointed as a representative to protect the interests of Directors, Major shareholder including disclosing other relationships that may impair independence

5. The Board of Directors has considered that the person nominated as an independent director can provide independent opinions and in accordance with the relevant rules.

Relationships in related characteristics

Relationship	Nominated as an Independent Director		
	Mr. Chan Wah Chong	Mr. Vjijt Tanksinmankhong	Mr. Boondej Varaphong
Company shareholding			
- Number of shares	None	None	None
- Proportion of the total number of shares with voting rights	None	None	None
Being close relatives with the management / major shareholders of the company / subsidiaries.	No	No	No
Having a relationship with the company / parent company / subsidiary company / associated company or a juristic person that may have conflicts now or during the past 2 years in the following ways:			
1) Being a director that participates in the management of staff, employees or consultants who receive a regular salary.	None	None	None
2) Being a professional service provider (such as auditor, legal advisor)	None	None	None
3) business relationship (such as buying / selling raw materials / products / services Lending or borrowing)	None	None	None

Profile of Independent Directors

Independent directors consist of 3 persons as follows



Name	MR. CHAN WAH CHONG
Age	56 years old
Nationality	Malaysian
Address	390 Lorong Keranji 7/3, Taman Keranji II, 09000 Kulim, Kedah, Malaysia
Position in Company	Independent Director, and Chairman of the Audit Committee
Date of appointment	26 September 2018
Education	A Qualified Member of Malaysian Institute of Certified Public Accounts
Director Training Program from IOD	-None-
Number of years being director	1 year 3 months
Shareholding in the company	-None-
Attendance of meeting in 2019	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 4/4 times Audit Committee Meeting 4/4 times
Working experience during the last 5 years	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia - Director, SMS Risk Management Sdn. Bhd., Malaysia - Director, M Corporate Resources Sdn. Bhd., Malaysia - Independent Director, SLP Resources Bhd., Malaysia - Independent Director, Lii Hen Industries Bhd., Malaysia
Positions in other listed companies	- Independent Director, SLP Resources Bhd., Malaysia - Independent Director, Lii Hen Industries Bhd., Malaysia
Position in other companies (Non-listed company)	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia - Director, SMS Risk Management Sdn. Bhd., Malaysia
Position in other businesses that may cause conflict of interest to the company	-None-
Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders	-None-



Name	MR.VIJIT TANKSINMANKHONG
Age	58 Years Old
Nationality	Thai
Address	100/46 Moo 4 T. Khohong, Hatyai, Songkhla
Position in Company	Independent Director and Audit Committee
Date of Appointment	16 April 1999
Education	Bachelor of Medicine, Prince of Songkhla University, Hat Yai Campus
Director Training Program from IOD	- None-
Number of Year being director	21 years
Shareholding in the company	-None-
Attendance of meeting in 2019	Shareholders' Annual General Meeting 1/1 time Board of Director Meeting 3/4 times Audit Committee Meeting 3/4 times
Working experience during the last 5 years	- Gynecologist, Rajyindee Hospital , Songkhla
Positions in other listed companies	-None -
Position in other companies (Non-listed company)	- None-
Position in other businesses that may cause conflict of interest to the company	-None-
Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders	-None-



Name MR.BOONDEJ VARAPHONG

Age 76 Years old

Nationality Thai

Address 45/50 Moo 6, T. Khohong, Hatyai, Songkhla

Position in Company Independent Director and Audit Committee

Date of Appointment 18 October 1996

Education Diploma in Surveyor, Krungthep Technical College

Director Training Program from IOD - None-

Number of Year being director 24 years.

Shareholding in the company -None-

Attendance of meeting in 2019 Shareholders' Annual General Meeting 1/1 time
Board of Director Meeting 4/4 times
Audit Committee Meeting 4/4 times

Working experience during the last 5 years - None-

Positions in other listed companies -None -

Position in other companies (Non-listed company) - None-

Position in other businesses that may cause conflict of interest to the company -None-

Having/having no interest in the agenda proposed at this Annual General Meeting of shareholders -None-

Appointment of auditors and determine audit fee

In compliance with the Public Limited Company Act B.E. 1992, which requires Shareholders' General Meeting to appoint an auditor and determine audit fee of the company every year by recommendation from audit committee and Board of Directors has considered that it is appropriate for Shareholders' General Meeting to consider and approve the appointment of auditors from KPMG Phoomchai Audit Ltd. as the company's auditor for the year 2020 as follows:

1. Ms. Bongkot Amsageam Certified Public Accountant Registration Number 3684 and/or
(Has been the signer of the company's financial statements for 2 years)
2. Ms. Nawarat Nitikeatipong Certified Public Accountant Registration Number 7789 and/or
(Has never been a signer on the company's financial statements)
3. Ms. Vipavan Pattavanvivek Certified Public Accountant Registration Number 4795
(Has never been a signer on the company's financial statements)

And in the event that the said auditors are unable to perform their duties, KPMG Phoomchai Audit Ltd. oblige to find other auditors of the company to perform the duties on their behalf.

In year 2019, the auditor of the company is from KPMG Phoomchai Audit Ltd., Ms. Bongkot Amsageam which has signed since 2018 for 2 years performed duty as auditor and able to prepare financial statements on time. As for subsidiary company, Ms. Bongkot Amsageam was also the auditor.

Auditor's remuneration

Board of directors with recommendation from audit committee agreed to propose to Shareholders' General Meeting to considered and approved the remuneration for auditor of the company for year 2020 in the amount of 1,635,000 Baht, an increase of 80,000 baht from the year 2019, and 1 subsidiary company, the Elowfar Company Limited, which has remuneration for auditors in the amount of 235,000 Baht, an increase of 15,000 Baht from the year 2019

Other service fees

-None -

Articles of Association regarding Shareholders' Meeting
Tropical Canning (Thailand) Public Company Limited

Section 4 Shareholders' Meeting

Article 26. Board of directors must arrange for Shareholders' Annual General Meeting within four months from end of the company's fiscal year

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors will call Shareholders' Extraordinary General Meeting at any time as appropriate or a combined shareholder count not less than one-fifth of the total number of shares sold or at least twenty-five shareholders whose shares counted not less than one-tenth of the total number of shares sold may sign a letter requesting the board to call an Shareholders' Extraordinary General Meeting any time but must specify the reason for requesting the meeting clearly in the said letter. In this case, the board of directors must hold a shareholders' meeting within one month from the date of receiving the letter from shareholders.

Article 27. In calling a meeting of shareholders, the Board of Directors shall prepare notice of the meeting specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting, complete with appropriate details clearly specifying whether the matter will be proposed for acknowledgment, approval, or consideration. As case that may include Board's opinion on the said matter will be sent to shareholders no less than seven days before the meeting date and published meeting notices on newspapers for three consecutive days not less than three days before the meeting

Article 28. During shareholders' meeting, there must be at least twenty-five shareholders and proxy from shareholders (if any) present at the meeting or not less than half of the total number of shareholders and must have total number of shares not less than one-third of the total number of shares sold which will constitute a quorum of the meeting. In the event that any shareholder attend the meeting passed one hour of the schedule time and the number of shareholders which present at the meeting not forming quorum as specified if the shareholders' meeting is not a meeting request by shareholders have requested to arrange a new meeting. Then to send meeting invitation letter to the shareholders no less than Seven days before the date of the meeting in this latter meeting is not required to constitute a quorum.

Article 29. The resolution of the shareholders' meeting shall consist of the following votes.

- (1) In a normal case, majority vote of shareholders attend the meeting and cast their votes. If the votes are equal, the chairman of the meeting shall have an additional vote as the deciding vote.
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and have right to vote
 - a) Sale or transfer of the whole or substantial part of the company's business to other party
 - b) Purchase or acceptance of transfer of business from other companies or private companies by the company
 - c) Making, amendment or terminating any of company's lease agreements or substantial parts of Company's business, the assignment of the management of the business of the Company to any person, or amalgamation of the business with other persons with the objective of profit and loss sharing.

Article 30. Activities that the annual general meeting should carry out are as follows:

- (1) Consider report of Board of Directors showing business management during past year to the meeting
- (2) Consider and approve balance sheet.
- (3) Consider allocating profits.
- (4) Elect Directors replace those who are retired by rotation.
- (5) Appoint auditors.
- (6) Other activities.

Conditions, rules, and procedures for attending the meeting

Proxy and voting

1. Proxy method

The company has sent a proxy form according to Department of Business Development, Ministry of Commerce for shareholders who are unable to attend the Shareholders' Annual General Meeting No. 1/2020 of the Company by themselves could grant proxy by doing the following

- (1) Granting a proxy to any person according to intention of shareholders or grant proxy to independent director of any company by specifying the name and details of the person that shareholder intended to grant their proxy by selecting only one person as proxy to attend the said meeting
- (2) Affix duty stamp 20 Baht including crossed out the date of the said proxy to be correct and legally binding. If any shareholders do not affix stamp duty, the company provides service at the registration point.
- (3) Returned to the company office at least 1 business day before the meeting date for convenience and facilitate the evidence checking process

In this, regardless of how many shares of the company shareholders holds which intended to divide the proxy into many proxy form are not allow.

2. Registration to attend the meeting

The company will start accepting registration for attending the shareholders' meeting at least 1 hour before the commencement of the meeting or from 9.30 am onwards at the head office of the Naphann Room No. 1/1, Moo 2, T. Thungyai, Hatyai, Songkhla according to map in attachment 8

3. The presentation of documents before attending the meeting

Attendees must present the following documents before joining the meeting (depending on either case) as follows:

3.1 In the case of ordinary persons

3.1.1 In the case that the shareholders attend the meeting in person

Show documents issued by the government agency which has not expired, such as an identity card, civil servant identity card, driver's license, or passport and if there is a change of name, submit evidence.

3.1.2 In case of granting a proxy to attend the meeting

1. Proxy form as attached with the meeting invitation letter (Either Type), signatures of the grantor and proxy
2. A copy of document issued by the government agency to shareholders as in 3.1.1 which shareholder has duly certified copies
3. Show the documents issued by the government agency of the proxy as in 3.1.1

3.2 In the case of a juristic person

3.2.1 In case of representatives of shareholders (Directors) attend the meeting in person

- (1) Show documents issued by a government agency of juristic person's representative same as ordinary persons as item 3.1.1
- (2) Copy of the juristic person registration certificate of the shareholder which duly certified by the juristic person's representative (Director) and has a statement indicating that the juristic person's representative who is a participate in the meeting, has the authority to act on behalf of the juristic person which is shareholder.

3.2.2 In the event that a shareholder grant proxy to attend the meeting

- (1) Proxy form as attached with the meeting invitation letter with signature of the juristic person representative (Director) who is the proxy grantor and proxy
- (2) Copy of the juristic person registration certificate which is shareholder duly certified by the juristic person's representative (Director) and has a statement indicating that the juristic person's representative who signs proxy form has authority to act on behalf of the juristic person which is shareholder
- (3) Copy of the document issued by the government agency of the juristic person's representative (Director) who is the grant proxy according to Clause 3.1.1 and certified true copy
- (4) Show the documents issued by the government agency of the proxy same as in the case of ordinary person as items 3.1.1

3.3 Shareholders who are not of Thai nationality or are a juristic person established under foreign law

Prepare documents and show documents like the above case in which documents that aren't English must have an English translated copy and the shareholder or a representative of that juristic person shall certify the correctness of the translation

3.4 If any shareholders were granted proxies not stamp duty please contact the registration point to request stamp duty before attending the meeting. To request stamp duty .

4. Voting

4.1 Voting rules

- (1) Voting will be made openly by means of raising hands in which one share is counted as one vote and will split the vote namely agree, disagree or abstain, can be as many vote as intended
- (2) Voting in the case of grant proxy, proxy must vote as specified by proxy grantor in the Proxy Form. In the case that proxy grantor does not specify the intention to vote in the proxy form or not clearly specified, the proxy has the right to consider and vote on their behalf.
- (3) Resolution of the shareholders' meeting must consist of the following votes
 - In normal cases, the majority votes shall be considered as the resolution of the meeting.
 - Other cases in which the laws or Articles of Association are different from the normal cases will proceed in accordance with that stipulation by Chairman of the meeting or the person assigned by Chairman which will inform shareholders in the meeting before voting in each agenda.
- (4) If the votes are equal, the chairman of the meeting shall have one additional vote as the deciding vote.
- (5) Any shareholder has a special interest or benefit in any matter, it is prohibit to vote on the related matter and Chairman of the meeting may invite the specific shareholders to leave the meeting temporarily
- (6) Secret vote may be conducted when at least 5 shareholders request the meeting and the meeting resolves to be secret vote. The chairman of the meeting will determine the secret voting method and to inform the meeting before the said secret voting

4.2 Voting procedures for each agenda

The Chairman or the person assigned by the Chairman will propose to shareholders to vote by raising their hands in each agenda. If there is a question from the meeting whether any shareholders disagree or abstaining according to the voting procedure as follows

(1) In the case that the shareholders attend the meeting in person

If any shareholders disapproved or abstained, the shareholders raise their hands and with marking as disagree or abstain from voting on the voting cards distributed to shareholders during registration to attend the meeting with signatures and officers of the company will walk in to collect the voting card for each agenda as vote collection.

For shareholders who do not raise their hands at the meeting, it is considered that the shareholders have voted in favor of the proposal made by the board of directors.

(2) In the event that a shareholder grant proxy to attend the meeting

- Voting shall be counted for each agenda that shareholders have cast their votes in the proxy form as proxy had submitted to the company's staff at the time of registration to attend the meeting, which will be counted as resolution of the meeting without having to vote on the voting confirmation card again
- In the event that shareholders do not specify their intention to vote on the proxy form or it is not clearly specified, the proxy has right to consider and vote on their behalf by following the procedures in Clause 4.2 (1)

4.3 Vote counting and announcement of results

In each agenda, the count of votes for each agenda will be formulate by deducting the disapproval votes and abstained votes from the total number of shares of shareholders / proxy attending the meeting and have voting rights to be announced the voting results to the meeting of each agenda on numbers of vote agreed, disagreed or abstained.



TROPICAL CANNING (THAILAND) PUBLIC COMPANY LIMITED

1/1 ม.2 ต.ทุ่งใหญ่ อ.หาดใหญ่ จ.สงขลา โทร.(074) 273600 โทรสาร.(074) 273690-4

Map of the shareholder's meeting venue

