



Notice of the Annual General Meeting of Shareholders No.1 / 2023

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Monday 10, April 2023

Subject: Invitation to the Annual General Meeting of Shareholders No. 1/2023

To: Shareholders
Tropical Canning (Thailand) Public Co., Ltd.

- Attachment
1. Copy of the minutes of the Annual General Meeting of Shareholders No. 1/2022
 2. Proxy Form B.
 3. Profiles of Directors and Retired Directors.
 4. Profiles of independent directors nominated as proxy from the shareholders
 5. Details of the certified public accountant and audit fee.
 6. The Articles of Association concerning the Shareholders' Meeting
 7. Conditions and procedures for attending the meeting, proxy voting, voting.
 8. Map of the Shareholders' Meeting venue.

Referencing to the Board of Director meeting of Tropical Canning (Thailand) Public Company Limited has resolved to hold the Annual General Meeting of Shareholders No. 1/2023 on Thursday, 27 April 2023 at 10.30 a.m. (Registration starts 9:30 a.m.) at Napunnop Room of company's office building, No.1/1, Moo 2, Tambol Thungyai, Amphoe Hatyai, Songkhla Province to consider the following agenda.

Agenda 1. To consider and certify the minutes of the Annual General Meeting of Shareholders No. 1/2022 held on Thursday 28 April 2022.

Objective and reason The Shareholders' Annual General Meeting No. 1/2022 held on Thursday 28 April 2022 had considered various matters as specified by law. The company therefore proposed to the shareholders to certify the said minutes of the meeting.

Opinion of Board of Directors Agreed to certify the minutes of the Annual General Meeting Shareholders No.1/2022. Details of the minutes of the meeting as per attachment 1 which shareholders can scan QR code on the invitation letter.

Agenda 2. To acknowledge operating result of the company for year 2022

Objective and reason Consider the company's performance in year 2022 and other important information appears on the Annual Report 2022 (Form 56-1 One Report), for shareholders' acknowledgement.

Opinion of Board of Directors Agreed to acknowledge the operation results of company in year 2022 and other important information detailed in the Annual Report 2022 (Form 56-1 One Report) which shareholders can scan the QR code on the invitation letter

Agenda 3. To consider and approve the financial statements for the year ended 31, December 2022 and Independent Auditor's report.

Objective and reason Present Financial Statements for fiscal year ended 31 December 2022 and Independent auditor's report as shown in Annual Report 2022 (Form 56-1 One report) which has been audited by Certified Public Accountant and has been reviewed by the Audit Committee for the meeting considered and approved in accordance with the Public Limited Company Act B.E.1992,Section 112.

Opinion of Board of Directors It is deem appropriate to approve the Financial Statements for fiscal year ended 31 December 2022 and auditor's report which has been Audited by Certified Public Accountant and has been reviewed by Audit Committee. Detailed in the Annual Report 2022 (Form 56-1 One Report) which shareholders can scan the QR code on the invitation letter

Agenda 4. To consider and approve the allocation of net profit for dividend payment for the year 2022

Objective and reason The company's dividend policy states that "The company has a dividend payment policy of not less than 25% of the annual net profit according to the separate financial statements. However, considering the payment dividends are based on performance, financial liquidity and future investment plans of the company as well as overall economic conditions, upon Board of Directors approved the annual dividend payment, it must be presented for approval at the Annual General meeting of shareholders."

The Company's operating results in year 2022 has net profit after tax amount of Baht 451,788,337.07 therefore proposed to pay dividend from the net profit of Baht 0.50 per share to shareholder of 330,000,000 shares with total amount of Baht 165,000,000 (Baht one hundred and sixty-five Million only) or 36.52% of net profit of separate financial statements. The dividends paid by the company are paid from the business that not subject to withholding tax, as it was derived from profit under BOI privilege. Therefore, shareholder is not eligible for tax credit. It is proposed to the Annual General Meeting of Shareholders' to consider and approve.

Opinion of Board of Directors It is deem appropriate to approve dividend payment from the net profit of Baht 0.50 per share, with total amount of Baht 165,000,000 (Baht one hundred and sixty-five Million only) representing 36.52% of net profit of separate financial statement which is in accordance with the dividend payment policy prescribed by the company. The payment is scheduled for on Friday, 26 May 2023. The dividend payment information for the previous year is as follows:

Dividend Payment Details	Year 2022 (Baht)	Year 2021(Baht)
Net profit	451,788,337	147,661,117
Retained earnings	1,719,449,866	1,317,161,529
Number of shares (shares)	330,000,000	330,000,000
Dividend payment per share	0.50	0.15
Total dividend paid	165,000,000	49,500,000
Dividend payout ratio (percent)	36.52	33.52

Agenda 5. To consider and approve the election of the Company's directors for year 2023.

Objective and reason For the meeting to consider and election of directors in accordance with Company's Articles of Association Section 3 - The Board of Directors, Article. 13 requires at least five directors of the company and not less than half of the total numbers of directors must have residence in the kingdom elected by Shareholders' Meeting and Article 15 requires in every annual general meeting, a one-third of directors shall retire from office, if the number of directors cannot be divided exactly into three parts which shall be issued by the number closes to one-third to be retire as directors and may be re-elected.

The company has given shareholders opportunity in nominating qualified persons for Board of Directors to consider electing as Director during 2022 Annual General Meeting of Shareholders by announcing on the company's website, including notification through electronics system of the Stock Exchange of Thailand between December 1, 2022 to December 31,2022, none of shareholders nominate any qualified person for Board of Director to consider. Directors have the authority and duty to operate business of the company in accordance with laws, objectives, regulations and resolutions of shareholders' meeting with honesty and ethical including being very careful and protecting the interests of the company and shareholders. In the year 2023 one-third (1/3) of the directors shall vacate their office in proportion as follows:

- | | |
|------------------------------|----------------------|
| 1. Mr. Chan Wah Chong | Independent Director |
| 2. Mr. Vijit Tanksinmankhong | Independent Director |
| 3. Mr. Pitak Korkiatpitak | Independent Director |

Opinion of Board of Directors As the company does not have Nominating Committee, Director selection process has been screened and considered with prudence and careful manner from the Board of Directors together with consideration of qualifications in various fields by looking at the appropriate qualifications, knowledge, experience and expertise from variety of professions including the performance as a director during the past year which is beneficial to the company and in accordance with the relevant rules. The Board of Director agreed to propose the directors who are due to retire by rotation as directors for another term as follows:

- | | |
|------------------------------|----------------------|
| 1. Mr. Chan Wah Chong | Independent Director |
| 2. Mr. Vijit Tanksinmankhong | Independent Director |
| 3. Mr. Pitak Korkiatpitak | Independent Director |

As per attachment 3 which shareholders can scan QR code on the invitation letter:

Agenda 6.To consider and approve the directors’ remuneration for the year 2023.

Objective and reason The Board of Directors has considered remuneration of Directors for the year 2023, taking into account the burden and responsibility of Board of Directors' duties, principles of good corporate governance, also, practices used by companies in the same industry including considering the Company's operating results. Therefore it is proposed to defining remuneration for Company's directors, Audit Committee, Meeting allowance with amount does not exceed Baht 6 Million according to Board of Director Meeting No.1/2023 on Friday, 24 February 2023. However, as the Company does not have any other sub-committees, no remuneration is allocated. It is proposed to define the Directors’ remuneration for year 2023 as follows:

Approval proposal	Proposed for Year 2023 (Baht)	Year 2022 (Baht)
1. Directors' remuneration (Annual)		
1.1 Chairman	800,000	800,000
1.2 Managing Director	300,000	300,000
1.3 Director and Chief Financial Officer (CFO)	250,000	250,000
1.4 Director	200,000	200,000
2. Remuneration for Audit Committee appointed by the Board of Directors (Annual)		
2.1 Chairman	110,000	110,000
2.2 Director	30,000	30,000
3. Allowance per meeting attendance per person		
3.1 Board of Directors meeting	4,000	4,000
3.2 Audit Committee Meeting	None	None
4. Risk Management Committee Remuneration	None	None
5. Nomination Committee Remuneration	None	None
6. Remuneration Committee	None	None
7. Compensation for any other benefits	None	None

Opinion of Board of Directors Deemed appropriate to define Directors’ Remuneration according to the proposal of Board of Directors and Audit Committee in promoting the performance of Board of Directors in accordance with the principles of good corporate governance by attending meetings for planning, follow up on operating results in accordance with Company’s objectives and goals. Taking into consideration on appropriateness in various manners entirely, also there isn’t any other non-monetary compensation or other benefits and special compensation in 2023, as well as comparative information with leading companies listed on the Stock Exchange of Thailand and in the same industry including considering the Company's operating results. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the Directors' Remuneration, Audit Committee and meeting allowance for the year 2023.

Agenda 7. To consider and approve the appointment of auditors and determination of audit fee for year 2023.

Objective and reason Consider appointing auditor and determine audit fee of the company for year 2023 according to the Public Limited Companies Act B.E. 1992, Section 120 and the Articles of Association, Section 4, The Shareholders Meeting Article 30. (5) Appointment of auditor as per attachment 5 and Articles of Association Section 5 Article 37 Accounting, Finance and Auditing. The auditor shall not be a director, staff member, employee or person holding any position of company.

Audit Committees' Opinion Considered and agreed to recommend auditors from KPMG Phoomchai Audit Ltd. to act as auditors for year 2023 and agreed to fix audit fee for year 2023 in amount of Baht 1,880,000.- to be presented to Shareholders' Annual General Meeting for consideration.

Opinion of Board of Directors It is deemed appropriate to approved appointment of auditor KPMG Phoomchai Audit Ltd. to be auditor of the company for the year 2023, whose names are as follows:

1. Miss Bongkot Amsageam Certified Public Accountant Registration Number 3684 or
2. Miss Nawarat Nitikeatipong Certified Public Accountant Registration Number 7789 or
3. Mr. Ekkasit Chuthamsatid Certified Public Accountant Registration Number 4195

In the event that the said auditors are unable to perform their duties, KPMG Phoomchai Audit Ltd. oblige to find other auditors for the company to perform the duty as detailed in attachment 5. which shareholders can scan the QR code on the invitation letter. The said auditors are independent with sufficient personnel knowledgeable which have no relationship and no conflict of interest between auditor and the company / subsidiary / associated company / management / major shareholders or those related to the said person. The audit fee for year 2023 in amount to Baht 1,880,000 will be proposed to the Shareholders' Annual General Meeting for approval.

Agenda 8. To consider other matters (if any)

In this regard, the Company has set the date for determining list of shareholders (Record Date) that is eligible to attend the Annual General Meeting Shareholders No.1/2023 on Friday, 10 March 2023 and the date of the list of shareholders (Record Date) eligible to receive dividends on Wednesday 10 May 2023.

In addition, the Shareholders' Annual General Meeting is a gathering of many people, in preventing the spread of Coronavirus 2019 (COVID-19), the company requests all shareholders to wear face masks throughout the meeting. Also, Shareholder may appoint a third party or an independent director to attend the meeting on their behalf, or in the event that the shareholders are unable to attend the meeting, proxy can be grant proxy to another person or grant proxy to appoint Mr. Chan Wah Chong or Mr. Vijit Tanksinmankhong or Mr. Pitak Korkiatpitak who are independent directors to attend the meeting according to the attached proxy form (Attachment 2, 4,7).In this regard, please prepare documents or evidence identification to attend the meeting as per documents attached together with this meeting invitation letter. During Shareholders' Annual General Meeting according to the Articles of Association, Section 5, Additional Article 39, auditor

has duty to attend the Shareholders' Annual General Meeting of the company at all times during consideration of balance sheet, profit and loss statement and account issues to clarify audit of accounts to shareholders.

The company has published the invitation letter for the 2023 Shareholders' Annual General Meeting, together with supporting documents and proxy forms, on the company's website at https://www.tropical.co.th/news_committee.php. If any shareholders have questions that require the company to clarify on matters related to the meeting agenda, questions can be sent in advance to company secretary via e-mail address : chayachat.y@tropical.co.th or fax No. 074 273691-4.

Kindly attend the meeting at the date, time and venue mentioned above.

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'Kampol'.

Mr. Kampol Watcharanimit
Managing Director



TROPICAL CANNING (THAILAND) PUBLIC COMPANY LIMITED
南洋罐頭食品廠(泰國)大眾有限公司
บริษัท ทropicคอลแคนนิ่ง (ประเทศไทย) จำกัด (มหาชน)

1/1 M.2 THUNGYAI, (OR P.O. BOX 44), HATYAI, SONGKHLA 90110 THAILAND
 1/1 หมู่ที่ 2 ต.ทุ่งใหญ่ (หรือ ตู้ ป.ณ. 44) อ.หาดใหญ่ จ.สงขลา 90110
 Tel: +66 (0) 74 273600 Fax: +66 (0) 74 273690-4
 ทะเบียนเลขที่ 0107537000076

Minutes of the Annual General Meeting of Shareholders

No.1/2022

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Date Time and Place

The meeting was held on April 28, 2022 at 10.30 a.m. at Napannop Room Office 1/1 Moo 2 Tambol Thungyai, Amphoe Hatyai, Songkhla Province.

Directors being present :

- | | |
|-----------------------------|---|
| 1. Mr.Tan Seow Phor | 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 Company |
| 5. Mr.Chan Wah Chong | Independent Director and
Chairman of the Audit Committee |
| 6. Mr.Vijit Tanksinmankhong | Independent Director and
Member of the Audit Committee |
| 7. Mr.Pitak Korkiatpitak | Independent Director and
Member of the Audit Committee |

Prior to the meeting duly convened, Mr. Rungroj Sukpaen, the company officer, has introduced Board of Directors that attended the meeting. The company has 7 persons in the Board of Directors and has attended this meeting with total of 7 persons, representing 100% of the total directors and introduce the directors attending the meeting as follow:

- | | |
|-----------------------------|--|
| 1. Mr.Tan Seow Phor | 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 Company |
| 5. Mr.Chan Wah Chong | Independent Director and Chairman of the Audit Committee |
| 6. Mr.Vijit Tanksinmankhong | Independent Director and Member of the Audit Committee |
| 7. Mr. Pitak Korkiatpitak | Independent Director and Member of the Audit Committee |

And introduced the participants via electronic media as follows

1. Auditor from KPMG Phoomchai Audit Ltd. :
 - 1.1 Miss. Bongkot Amsageam, Certified Public Accountant Registration No.3684
 - 1.2 Miss. Orawan Srisomphot, Audit Manager
2. Legal Advisor, ATCL Consultants Co., Ltd. Mr. Chuangchai Norchoovech, Managing Director
 And protecting shareholders' rights observe from Thai Investors Association, Miss Kemwika Sangkaew

And to inform the meeting of voting procedures 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. In case any shareholders disagree or wishing to abstain from voting on any agenda, please ask the shareholder to raise their hands when the chairman has finished inquiring the shareholders. In this case, the chairman will ask the shareholders who disagree or wanting to abstain from voting, specify the number of shares wishing to vote, not more than the number of shares held in the voting document form delivered to the company's staff to include the votes in that agenda that had the number of votes in favor disagree and abstention. The chairman of the meeting informed the meeting to acknowledge and recorded in the minutes of 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

Mr.Tan Seow Phor is Chairman of the Board of Directors which Chairman of the Board of Directors therefore selected the managing director, Mr. Kampol Watcharanimit as the chairman of the meeting and conducted the meeting instead. The chairman declared to the meeting that in this meeting, there were 15 shareholders attending the meeting in person total 70,194,000 shares and by proxy on behalf of 18 shareholders, total 57,118,950 shares, including 33 registered shareholders. The total number of shares is 127,312,950 shares, equivalent to 38.58% which has shareholders and proxies from its shareholders at least twenty-five persons or not less than one-half of the total number of shareholders and not less than one-third of the number of paid-up shares capital which constitute a quorum in accordance with Article 28 of the Articles of Association of the company having a registered capital of Baht 330 million, divided into 330 million shares with a par value of Baht 1.00

The Annual General Meeting of Shareholders for the year 2022 consisted of 10 agenda, as detail in the notice calling the meeting which has been delivered to all shareholders. The Chairman opened the meeting in accordance with the following agenda.

Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders No. 1/2021

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No.1/2021 held on April 28, 2021 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 2021 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. 1/2021.

The Shareholders' meeting unanimously acknowledge and certify minutes of Shareholders' Annual General Meeting No. 1/2021 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	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 2. To certify operating result of the company for year 2021

The Chairman presented the annual report of the Board of Directors and the company's operating results for the year 2021 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 of the meeting explained about the operating results for the year 2021 to the meeting. Summary can be summarized as follows.

Performance overview

In the past year 2021, many countries around the world, including Thailand, have been affected by new wave of Coronavirus Disease 2019 (Covid-19) pandemic, especially Delta variant and emerging of new variant which easily outbreaks with severe symptoms, high chance of death, and some vaccines are not effective in preventing the infection. Also, there is also a risk of virus mutation. Reimplementation of pandemic control measures aggravating business activities which have a significant negative impact on the global economy and trade.

The impact on the company from new wave of coronavirus disease 2019 (Covid-19) pandemic in Thailand has spread widely and rapid increase of number of infected people. Clustered in the factory began during 3rd quarter of the year, causing the company to identify infected people in the factory, causing the company to temporarily stop production line and unable to deliver products to customers. At the same time, the company has to produce according to Preventive Measures to Control Disease in Specific Areas (Bubble and Seal) together with control measure to enhance management of public health by providing quarantine area for infected people and other measure to ensure that production can continue. In addition, the sharp increase in freight costs from container shortages that are likely to prolong from new wave of the coronavirus disease 2019 in many countries has resulted in more finished products awaiting delivery. From the above factors, year 2021 the Company and its subsidiary revenue from sales amounted to Baht 4,322.27 Million, a decrease of Baht 634.36 Million from the year 2020, representing 12.80%, while the cost of sales amounted to Baht 3,912.90 Million, a decrease of Baht 539.89 Million from the year 2020, representing 12.12%, gross profit margin at 9.47%, a decrease from 10.16% in 2020. As a result, in the year 2021 the Company and its subsidiary had a net profit of Baht 153.70 Million, a decrease from the year 2020 with a net profit of Baht 247.16 Million.

Progress on Anti-Corruption

The Company have intention to join the private sector good practice in combating corruption and in prepare for adoption in near future.

The company supports and encourages personnel at all levels to realize the importance and aware of anti-corruption by establishing an internal control system, auditing, and supervision to ensure efficient operation under the policy.

"Integrity, fairness, transparency, verifiability, compliance with the legal framework and the company's Code of Ethics"

Includes social responsibility policy that defines on opposing and dissociate in the act of corruption of all forms, whether directly or indirectly. In addition, anti-corruption practices have been established through annual risk assessment to identify vulnerabilities, incentives, or potential fraud and preventive measures which detailed in the annual report or 56-1one report in accordance with good corporate governance and opening channels for employees and stakeholders able to report confidential complaints directly to management. When witnessing an act of corruption occurring in the company, the company has channels for employees to complain, give opinions.

The Chairman gave the meeting an opportunity to ask questions related to operating result of the company for year 2021.

The Chairman said that when there were no further questions from shareholders. The meeting of shareholders voted unanimously to acknowledge the annual report. Report of the Board of Directors and the Company's performance for the year 2021 with a majority of the total number of votes attending the meeting and have the right to vote as follows :

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	127,312,950	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 31, 2021 and Independent Auditor's report.

The Chairman requested the meeting to consider and approve the financial statements for the fiscal year ended December 31, 2021 and the auditor's report as appeared in the 2021 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. 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 ended 31 December 2021.

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 ended 31 December 2021 which reviewed by Audit Committee and audited by a certified public accountant and 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	127,312,950	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 the year 2021.

The Chairman stated that in year 2021 the company had a net profit after tax of Baht 147,661,117.44 which equivalent to Baht 0.45 per share. The company has established a dividend payment policy that "The Company has a dividend payment policy of not less than 25% of the annual net profit according to the separate financial statements. However, considering the

payment Dividends are based on performance, financial liquidity and future investment plans of the Company as well as overall economic conditions, upon Board of Directors approved the annual dividend payment, it must be presented for approval at the Annual General meeting of shareholders.”

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 and five hundred thousand only) or dividend payout ratio is 33.52% of net profit for year 2021 the dividend payment will be payable to shareholders whose name are recorded in the share register book as of on May 10, 2022. The dividend is subjected to withholding tax as rate prescribed by law. Therefore, shareholder is 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 2021.

The Chairman said when there were no further questions from the shareholders, 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 May 26, 2022 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	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 5. To consider and approve the elect directors to replacing those retire for the year 2022

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 for 2022 year the retired directors are as follows.

- | | |
|-----------------------------|----------|
| 1. Mr.Somchai Deeprasertkul | Director |
| 2. Mr.Chalong Apichatchote | Director |
| 3. Mr.Tan Seow Phor | Director |

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

Mr. Somchai Deeprasertkul and Mr. Chalong Apichatchote, the directors who have completed their terms this year, do not wish to return to the position of directors by requested to retire.

The company has given shareholders opportunity in nominating qualified persons for Board of Directors to consider electing as Director during 2022 Annual General Meeting of Shareholders by announcing on the company's website, including notification through electronics system of the Stock Exchange of Thailand between December 1, 2021 to December 31, 2021, none of shareholders nominate any qualified person for Board of Director to consider.

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 Mr.Tan Seow Phor as a director for another term. Then the chairman asked the meeting to vote for the election of director.

The shareholders' meeting has considered unanimously resolved to appoint Mr.Tan Seow Phor as a director for another term by a majority of the total number of votes attending the meeting and having the right to vote as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	82,381,450	64.71%
Disapproved	Not constituted as votes	-
Abstained	44,931,500	35.29%
Voided ballot	Not constituted as votes	-

Agenda 6. To consider and approve the appointment of new directors.

The Chairman informed the meeting that in ensuring smooth work flow and increase efficiency and to ensure continuity in the management of the company as a result of Mr. Somchai Deeprasertkul and Mr. Chalong Apichatchote, the directors who have completed their terms this year, do not wish to return to the position of directors by request to retire. Therefore company has 2 vacant Director position, it is proposed to appoint 4 new directors as follows:

1. Mr. Udom Jirakiattikul
2. Mr. Chaiyapong Sangjam
3. Mr. Ooi Chuen Seong
4. Mr. Panai Chaitada

The chairman gave the meeting an opportunity to ask questions relating to consider the appointment of new directors.

The chairman said that when there were no further questions from shareholders, therefore requested the meeting to vote for the election of new directors by considering each person as follows:

1. Asked the shareholders to vote on appointing Mr. Udom Jirakiattikul as the Company's director. The shareholders voted to appoint Mr. Udom Jirakiattikul as the company's director with the majority of the total number of votes attending the meeting and having the right to votes as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

2. Asked the shareholders to vote on appointing Mr.Chaiyapong Sangjam as the Company's director. The shareholders voted to appoint Mr.Chaiyapong Sangjam as the company's director with the majority of the total number of votes attending the meeting and having the right to votes as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

3. Asked the shareholders to vote on appointing Mr. Ooi Chuen Seong as the Company's director. The shareholders voted to appoint Mr. Ooi Chuen Seong as the company's director with the majority of the total number of votes attending the meeting and having the right to votes as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

4. Asked the shareholders to vote on appointing Mr. Panai Chaitada as the Company's director. The shareholders voted to appoint Mr. Panai Chaitada as the company's director with the majority of the total number of votes attending the meeting and having the right to votes as follows:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

The members of the new Board of Directors consisted of 9 persons as follow:

1. Mr.Tan Seow Phor
2. Mr.Kampol Watcharanimit
3. Mr.Udom Jirakiattikul
4. Mr.Chaiyapong Sangjam
5. Mr.Ooi Chuen Seong
6. Mr.Panai Chaitada
7. Mr.Chan Wah Chong
8. Mr.Vijit Tanksinmankhong
9. Mr.Pitak Korkiatpitak

Agenda 7. To consider and approve the directors' remuneration for the year 2022

The Chairman proposed that directors' remuneration should be considered for 2022 as determined by the Board of Directors and the Audit Committee with regard to the appropriateness of various aspects 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 2022.

Remuneration for directors for the year 2022 as follow:

Remuneration	Amount (Baht)
1. Directors' remuneration (Annual)	
1.1 Chairman	800,000
1.2 Managing Director	300,000
1.3 Director and Chief Financial Officer (CFO)	250,000
1.4 Director	200,000
2. Remuneration for Sub-committees appointed by the Board of Directors (Annual)	
2.1 Chairman	110,000
2.2 Director	30,000
3. Allowance per meeting attendance per person	
3.1 Board of Directors meeting	4,000
3.2 Audit Committee Meeting	None

However, the company does not have other remuneration than those mentioned above to directors. The directors' remuneration for 2022 have total amount not exceeding Baht 10 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 approve remuneration of directors for the year 2022 which the same as 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	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 8. To consider and approve the determination of the authority of the Company's directors.

The Chairman informed to the meeting that due to the addition of directors, he proposed to determine the authority of the new company's directors as follows "Mr.Tan Seow Phor, Mr.Kampol Watcharanimit, Mr.Udom Jirakiattikul, Mr.Chaiyapong Sangjam, Mr.Ooi Chuen Seong, Mr.Panai Chaitada two of these six jointly sign and affixed with the company's seal."

The Chairman gave the Meeting an opportunity to ask questions relating to the authority of the company's directors.

The Chairman said that when there were no further questions from shareholders therefore requested the meeting to consider. The shareholders' meeting has considered unanimously resolved to determination of the authority of the company's directors as follows "Mr.Tan Seow Phor, Mr.Kampol Watcharanimit, Mr.Udom Jirakiattikul, Mr.Chaiyapong Sangjam, Mr.Ooi Chuen Seong, Mr.Panai Chaitada, two of these six jointly sign and affixed with the company's seal." 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	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 9. To consider and approve the appointment of auditors and determination of audit fee for the year 2022.

The Chairman proposed to appoint Miss.Bongkot Amsageam, CPA registration No.3684, or Miss.Nawarat Nitikeatipong CPA registration No.7789 or Mr.Ekkasit Chuthamsatid CPA registration No. 4195 of KPMG Phoomchai Audit Ltd. to be the company's auditor for year 2022 and determining of audit fee, therefore asked the meeting to consider.

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 2022

The Chairman said that when there were no questions from the shareholders, therefore requested the meeting to consider. The shareholders' meeting has considered unanimously resolved to appoint Miss.Bongkot Amsageam, CPA.registration No.3684, or Miss.Nawarat Nitikeatipong CPA.registration No.7789 or Mr.Ekkasit Chuthamsatid CPA.registration No.4195 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2022, with annual audit fees Baht 1,775,000 (Baht one million seven hundred and seventy 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	127,312,950	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

Agenda 10. To consider other matter (If any)

The Chairman and Managing Director They jointly answered the questions of Mr. Wittawat Charoenwat, a shareholder who asked the question.

(1) The Company's Future Operations Strategy

Answer: The structure of the previous business was canned and pouch food for human includes tuna, sardine and salmon product which is the main product and pet food are supplementary product. Present, the company's direction has been adjusted to increase the production of pet food products. In the past 3-4 years, the exports of pet food product have exponential growth and it continues to grow as the pet food market is still growing. This gives the company opportunity to expand its business in the pet food category and more than 80% of the company investment in next 1 – 3 years will be focusing on pet food business by focusing on investment in production lines, research and development in pet food product. In term of marketing, both OEM market and own Brand market continue to growth.

(2) Company has strategy on whether to focus on the European market or the Asian market or depending on the customer's order.

Answer: The company has expanded its market to more region around the world, especially in Europe and Asia and has plans to expand in other areas such as North America region.


(3) The company market products in Asia region focus on only Malaysia market or market in other countries as well.

Answer: In addition to the Malaysia market, the company has also market products into other Asia country such as Indonesia, Vietnam, Thailand and Hong Kong.

(4) What is the share of the Company's market in each Asia country?

Answer: The majority of the company's current market share is in Malaysia because the company initiated marketing activity in Malaysia first with approximately 70-80%. As for market in Indonesia, Thailand and Vietnam marketing activity initiated in recent 1-2 years. It is expected that within the next few years the market in Indonesian, Vietnam and Thailand will grow more than Malaysia market due to the larger pet population.

Adjourned at 11.45 a.m.

Signed  Chairman of the meeting
(Mr. Tan Seow Phor)

ติดอากรแสตมป์

20 บาท

แบบ ข.
Form B.

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

Amphoe / 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 อายุ ปี

hereby appoint age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง

Residing at No. Road Tambol / Khwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphoe / Khet Province Postal Code

 นายชาน วา ชอง กรรมการอิสระ อายุ 59 ปี

Mr. Chan Wah Chong Independent director age 59 years

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

 นายวิจิตร ตั้งสินมั่งคง กรรมการอิสระ อายุ 61 ปี

Mr. Vijit Tanksinmankong Independent director age 61 years

อยู่บ้านเลขที่ 100/46 หมู่ที่ 4 ตำบลคองหงส์ อำเภอหาดใหญ่ จังหวัดสงขลา 90110

 นายพิทักษ์ ก่อเกียรติพิทักษ์ กรรมการอิสระ อายุ 70 ปี

Mr. Pitak Korkiatpitak Independent director age 70 years

อยู่บ้านเลขที่ 3/33 หมู่ที่ 7 ตำบลบานา อำเภอเมือง จังหวัดปัตตานี 94000

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนน ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 10.30 น. ณ ห้องนพพรณพ ชั้น 3 อาคารสำนักงานใหญ่ของบริษัท 1/1 หมู่ที่ 2 ตำบลทุ่งใหญ่ อำเภอหาดใหญ่ จังหวัดสงขลา หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

to be my/our proxy in attending and voting on my behalf at the Annual Shareholders Meeting year No.1/2023 on Thursday, April 27th, 2023, at 10.30 a.m., at the Napunnop room 3th floor office 1/1 Moo 2 Tambol Thungyai Amphoe Hatyai Songkhla Province 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:

เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่พฤหัสบดีที่ 28 เมษายน 2565

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders No.1/2022 held on Thursday, April 28th, 2022.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งคออกเสียง เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทประจำปี 2565

Agenda 2 To acknowledge operating result of the company for year 2022.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งคออกเสียง เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติงบการเงินสำหรับปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2565 และรายงานของผู้สอบบัญชี

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2022 and Independent Auditor's report.

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งคออกเสียง เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda 4 To consider and approve the allocation of net profit for dividend payment for the year 2022.

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

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2566

Agenda 5 To consider and approve the election of the Company's directors for the year 2023.

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด เสียง
Approve the appointment of all directors votes

เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้
Approve the appointment of certain directors as follows:

1. นายชาน วา ชอง

Mr. Chan Wah Chong

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. นายพิทักษ์ ก่อเกียรติพิทักษ์

Mr. Pitak Korkiatpitak

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

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566

Agenda 6 To consider and approve the directors' remuneration for the year 2023.

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

วาระที่ 7 พิจารณานุมัติแต่งตั้ง และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566

Agenda 7 To consider and approve the appointment of auditors and determination of audit fee for year 2023.

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.

การใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการบางราย

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 the nominated person for re- elected as a director

Recruitment criteria and methods

The selection process for the Company's director position was not conduct through the Nomination Committee due to the Company has not establish Nomination Committee. However, the Company's directors have jointly considered qualifications in various maner by considering the suitability of qualifications, experience and expertise from various professions including performance as a director of the Company during the past year. The directors nominated this time have passed through screening process and careful consideration of the Board of Directors jointly to ensure that the persons nominated are qualified for the Company's business operations.

Profile of the nominated person for re-elected as a director



Mr.Chan Wah Chong

Age:	59 years
Nationality:	Malaysian
Type of Director	Independent director
Position in Company:	Independent director and Chairman of audit committee
Date of Appointment as a Director:	26 September 2018
Education:	A Qualified Member of Malaysia Institute of Certified Public Accountants
Training in Thai Institute of Director Association (IOD) :	-None-
Number of years being director:	5 years
Shareholdings (Ordinary Shares) in the company:	-None-
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 times Board of Director Meeting: 5/5 times Audit Committed Meeting: 4/4 times
Other current positions and experiences in the past 5 years	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia. - Director, SMS Risk Management Sdn. Bhd., Malaysia. - Director, M Corporate Resources Sdn. Bhd., Malaysia. - Director, ACI Sciences (M) 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. - Independent Director, Teo Guan Lee Corporation Bhd.,Malaysia
Position in other companies (non-list company):	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia. - Director, SMS Risk Management Sdn. Bhd., Malaysia. - Director, ACI Sciences (M) Sdn Bhd., Malaysia.
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of this Annual General Meeting of Shareholders :	--None-

Profile of the nominated person for re-elected as a director



Mr.Vijit Tanksinmankhong

Age:	61 years
Nationality:	Thai
Type of Director	Independent director
Position in Company:	Independent director and audit committee
Date of Appointment as a Director:	16 April 1999
Education:	Bachelor's degree Doctor of Medicine Prince of Songkla University
Training in Thai Institute of Director Association (IOD):	-None
Number of years being director:	24 years
Shareholdings (Ordinary Shares) in the company:	-None-
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 times Board of Director Meeting: 5/5 times Audit Committed Meeting: 3/4 times
Other current positions and experiences in the past 5 years	- Medical Specialist, Gynecology Rajyindee Hospital, Hat Yai Songkhla
Positions in other listed companies:	-None-
Position in other companies (non-list company):	- Medical Specialist, Gynecology Rajyindee Hospital, Hat Yai Songkhla
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of this Annual General Meeting of Shareholders:	-None-

Profile of the nominated person for re-elected as a director



Mr.Pitak Korkiatpitak

Age:	70 years
Nationality:	Thai
Type of Director	Independent director
Position in Company:	Independent director and audit committee
Date of Appointment as a Director:	12 November 2021
Education:	- Master's Degree Master of Arts (Social Development) National Institute of Development Administration - Bachelor's Degree Bachelor of Arts Yala Rajabhat Institute
Training in Thai Institute of Director Association (IOD):	-None
Number of years being director:	1 Year 1 month
Shareholdings (Ordinary Shares) in the company:	-None-
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 time Board of Director Meeting: 5/5 times Audit Committed Meeting: 4/4 times
Other current positions and experiences in the past 5 years	- Consultant , Pattani Food Industries Co., Ltd.
Positions in other listed companies:	-None-
Position in other companies (non-list company):	- Consultant, Pattani Food Industries Co., Ltd.
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of 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 as follows:

1. Holding no more than 1 % of total voting shares* including the shareholding of persons related to the independent directors
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

*Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company

Relationships in related characteristics

Relationship	Nominated as an Independent Director		
	Mr. Chan Wah Chong	Mr. Vijit Tanksinmankhong	Mr.Pitak Korkiatpitak
Company shareholding			
- Number of shares	None	None	None
- Proportion of the total number of shares with voting rights	None	None	None
Having blood relationship with executives or major Shareholder of the company	None	None	None
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



Mr.Chan Wah Chong

Position in Company: Independent director and Chairman of audit committee

Age:	59 years
Nationality:	Malaysian
Address	390 Lorong Keranji 7/3, Taman Keranji ii, 09000 Kulim, Kedah, Malaysia
Position in Company	Independent director and Chairman of audit committee
Date of Appointment as a Director:	26 September 2018
Education:	A Qualified Member of Malaysia Institute of Certified Public Accountants
Training in Thai Institute of Director Association (IOD):	-None
Number of years being director:	5 years
Shareholdings (Ordinary Shares) in the company:	-None -
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 times Board of Director Meeting: 5/5 times Audit Committed Meeting: 4/4 times
Other current positions and experiences in the past 5 years	- Director, P&C Corporate Resources Sdn. Bhd., Malaysia. - Director, SMS Risk Management Sdn. Bhd., Malaysia. - Director, M Corporate Resources Sdn. Bhd., Malaysia. - Director, ACI Sciences (M) 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. - Independent Director, Teo Guan Lee Corp. Bhd., Malaysia.
Position in other companies (non-list company):	- Director, P & C Corporate Resources Sdn. Bhd., Malaysia. - Director, SMS Risk Management Sdn. Bhd., Malaysia. - Director, ACI Sciences (M) Sdn Bhd., Malaysia.
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of this Annual General Meeting of Shareholders:	-None-



Mr.Vijit Tanksinmankhong

**Position in Company: Independent director
And Audit Committee**

Age:	61 years
Nationality:	Thai
Address	100/46 Moo 4 Tabmol Korhong, Amphoe Hatyai Songkhla Province
Position in Company:	Independent director and audit committee
Date of Appointment as a Director:	16 April 1999
Education:	Bachelor's degree Doctor of Medicine Prince of Songkla University
Training in Thai Institute of Director Association (IOD):	-None
Number of years being director:	24 years The company has proposed to continue the position because he is a person with good knowledge. Eligibility and have independence in their work
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 times Board of Director Meeting: 5/5 times Audit Committed Meeting: 3/4 times
Other current positions and experiences in the past 5 years	- Medical Specialist, Gynecology Rajyindee Hospital, Hat Yai Songkhla
Positions in other listed companies:	-None-
Position in other companies (non-list company):	- Medical Specialist, Gynecology Rajyindee Hospital, Hat Yai Songkhla
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of this Annual General Meeting of Shareholders:	-None-



Mr.Pitak Korkiatpitak

**Position in Company: Independent director
and audit committee**

Age:	70 years
Nationality:	Thai
Address:	3/33 Moo 7, Ramgomut Road, Tabmol Bana, Amphoe Mueang, Pattani Province
Position in Company:	Independent director and audit committee
Date of Appointment as a Director:	12 November 2021
Education:	- Master's Degree Master of Arts (Social Development) National Institute of Development Administration - Bachelor's Degree Bachelor of Arts YalaRajabhat Institute
Training in Thai Institute of Director Association (IOD):	-None-
Number of years being director:	1 years 1 month
Shareholdings (Ordinary Shares) in the company:	-None-
Attendance of meeting in 2022:	Shareholder Annual General Meeting: 1/1 time Board of Director Meeting: 5/5 times Audit Committed Meeting: 4/4 times
Other current positions and experiences in the past 5 years	Consultant, Pattani Food Industries Co., Ltd.
Positions in other listed companies	-None-
Position in other companies (non-list company):	Consultant, Pattani Food Industries Co., Ltd.
Positions in other businesses that may cause conflicts of interest to the Company:	-None-
Having blood relationship with executives or major Shareholder of the company:	-None-
Having/not having/having any special interests with the agenda of 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 the Annual General Meeting of Shareholders' 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 2023 as follows:

1. Miss Bongkot Amsageam Certified Public Accountant Registration Number 3684 and/or (Has been the signer of the company's financial statements for 5 years)
2. Miss Nawarat Nitikeatipong Certified Public Accountant Registration Number 7789 and/or (Has never been the signer on the company's financial statements)
3. Mr.Ekkasit Chuthamsatid Certified Public Accountant Registration Number 4195 (Has never been the 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. obliges to find other auditors of the company to perform the duties on their behalf.

In year 2022 the auditor of the company is from KPMG Phoomchai Audit Ltd., Miss Bongkot Amsageam, CPA No.3684 which has signed since 2018 for 5 years performed duty as auditor as for subsidiary company, Miss Bongkot Amsageam was also the auditor.and able to prepare financial statements on time. The subsidiary uses the same audit as the company to audit their accounts.

Auditor's remuneration

The 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 2023 in the amount of Baht 1,880,000.- an increase of Baht 105,000 from the year 2022, and 1 subsidiary company, the Elowfar Company Limited, which has remuneration for auditor in the amount of Baht 280,000 an increase of Baht 15,000 from the year 2022 subsidiaries use the same audit firm as the Company.

Other service fee

-None other service fee -

Articles of Association

Tropical Canning (Thailand) Public Company Limit

(The concerning the shareholders' meeting)

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 meeting, when the time has pass more than one hour, the number of shareholders who attended the meeting did not constitute a quorum as specified. If the shareholders' meeting was called due to request from shareholders, this meeting will be suspended. If the meeting of shareholders was not called at the request of the shareholders, then new meeting will be schedule and the notice of the meeting shall be sent to the shareholders not less than seven days before the date of the meeting. During the subsequent meeting, a quorum is not required.

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 disclosed the Proxy Form B on the Company's website form according to Department of Business Development, Ministry of Commerce for shareholders who are unable to attend the Shareholders' Annual General Meeting No. 1/2023 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 any independent director of the 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 that 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 Napunnop Room No. 1/1, Moo 2, Tambol Thungyai, Amphoe Hatyai, Songkhla Province 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

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

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Map of the Shareholders' Meeting venue

