



Invitation to attend the 2025 Annual General Meeting of Shareholders

JD Food Public Company Limited

through Physical Meeting only

On Tuesday, April 22, 2025, at 10:00 hrs.

At the meeting room, 3rd floor, the Company's head office building,
No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn,
Samutsakorn 74000, Thailand.

Note:

1. To attend the 2025 Annual General Meeting of Shareholders, the Company has sent the Registration Form with barcode together with the Notice to the shareholders via post.
2. The Notice to shareholders and its attachments are also publicized on the Company's website www.jdfthailand.com. For any queries, please forward your questions to the E-mail address: ir@jdfthailand.com or registered post to Corporate Secretary Office, JD Food Public Company Limited, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn. or fax to 034 – 440 683, with the complete contact information.
3. Registration for the meeting began at 08:30 hrs. and please bring the Barcode-printed Meeting Notice Form to the registration officer on the meeting day.
4. The company suspends the distribution of souvenirs on the meeting.
5. The company requests cooperation to refrain from recording images and sounds in the meeting room.
6. The company has a pick-up and drop-off service at 1 point at Shell Gas Station, near MRT Blue Line Luk Song. The van departs at 8:00 hrs.

For more information, please contact:

Miss Juthamas Siangpongpan

Company Secretary

Phone: 034 – 440 681 – 2 Fax: 034 – 440 – 683

E-mail address: ir@jdfthailand.com



March 21, 2025

- Subject** Invitation to attend the 2025 Annual General Meeting of Shareholders
- To** Shareholders of JD Food Public Company Limited
- Attachments**
1. Minutes of the 2023 Annual General Meeting of Shareholders
 2. Annual Report for the year 2024 (Form 56-1 One Report) (QR Code)
 3. Profile of persons nominated to be appointed as the Company's directors in replacement of those to be retired by rotation
 4. Profile of persons nominated to be appointed as the Company's new directors
 5. Profile of the nominated auditors to be appointed as the Company's auditors for the year 2025
 6. Details of the changes of purpose of the use of IPO proceeds
 7. Supporting documents for attending the meeting
 - 7.1 Registration Form, documents required prior to attending the Meeting and supporting documents for proxies.
 - 7.2 Proxy Form A, and Form B, and Form C as specified by Department of Business Development, Ministry of Commerce.
 - 7.3 The Company's articles of association relating to the General Meeting of Shareholders.
 - 7.4 Voting, counting and announcement of the vote in the General Meeting of Shareholders
 - 7.5 Definition of independent directors.
 - 7.6 Lists of the independent directors proposed by the Company to act as Proxy for the shareholders.
 - 7.7 Privacy Notice.
 8. Attendance Form for 2025 Annual General Meeting of Shareholders
 9. Question Form for 2025 Annual General Meeting of Shareholders
 10. Map of the Meeting Venue

The Board of Directors of JD Food Public Company Limited ("**the Company**") has resolved to convene the 2025 Annual General Meeting of Shareholders on **Tuesday, April 22, 2025, at 10.00 hrs., the meeting room, 3rd floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn 74000** . which is a physical meeting. In this regard, the Company has determined the list of shareholders who are entitled to attend the 2025 Annual General Meeting on March 12, 2025 (Record Date)

Address

116, 116/1, 116/2 หมู่ 3 ตำบลบางโทรัด อำเภอเมืองสมุทรสาคร จังหวัดสมุทรสาคร 74000
116 116/1, 116/2 Moo. 3 T. Bangthorat, A. Mueangsamutsakhon, Samutsakhon 74000, Thailand
เลขประจำตัวผู้เสียภาษี 0107563000151

Tel. (034) 440-681-2
www.jdfthailand.com



In this regard, the Company has provided an opportunity for shareholders to propose matters for inclusion such as meeting agenda and/or to nominate persons to be considered for appointment as the Company's directors from October 1, 2024 to December 31, 2024. However, there were no shareholders proposing any matter to be included as meeting agenda and/or nominated persons to be appointed as the Company's directors. In addition,

the Company has provided an opportunity for shareholders to submit questions in advance of the 2025 Annual General Meeting of Shareholders until Friday, April 18, 2025. As of the date of this invitation letter, there were no shareholders submitted any questions in advance. Therefore, the Company has determined the following meeting agenda for consideration as follows:

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2024, held on April 26, 2024

Objectives and rationale:

The Company held the 2024 Annual General Meeting of Shareholders on April 26, 2024, with a copy of the minutes recorded correctly and consistent with the resolutions of the shareholders' meeting and submitted the same to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce pursuant to the period required, including disclosure of such minutes through the Company's website. The details of which are as appeared in Attachment 1.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to certify the minutes of the 2024 Annual General Meeting of Shareholders, held on April 26, 2024, which the Board of Directors deemed that the minutes of the 2024 Annual General Meeting of Shareholders has been fully and accurately recorded.

Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes.

Agenda 2 To acknowledge the operating results for the Company of the year 2024

Objectives and rationale:

The Company has summarized the performance results and the significant changes of the Company that occurred in 2024, with details appearing in the Annual Information Form/Annual Report (Form 56-1 One Report) (in QR Code format) in Attachment 2.

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Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to acknowledge the Company's operating results for the year 2024, which summarizes the operating results and significant changes that occurred in the year 2024, with details appearing in the Annual Report (Form 56-1 One Report).

Vote required:

This agenda is for shareholders' acknowledgement only and therefore, voting is not required.

Agenda 3 To consider and approve the financial statements for the year ending December 31, 2024

Objectives and rationale:

To be in compliance with relevant law and the Company's Articles of Association, the Company is required to prepare financial statement for the fiscal year ending on December 31, 2024 and arranged for them to be audited by a certified public accountant before submitting them for consideration and approval at the shareholders' meeting. The Company's financial statements for the fiscal year ending on December 31, 2024 have been considered by the Audit Committee and the Board of Directors, as well as audited and certified by the Company's certified public accountant.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the Company's financial statements for the fiscal year ending on December 31, 2024, which have been audited and certified by the certified public accountant from EY Office Limited and have been approved by the Audit Committee and the Board of Directors. The summary of the Company's financial position and performance in 2024 is as follows:

Unit: Baht

Items	Year 2024	Year 2023	Increase/ (Decrease)
Financial Statements			
Total Assets	860,642,570	847,405,163	13,237,407
Total Liabilities	106,889,699	148,430,035	(41,540,336)
Total Shareholders' Equity	753,752,871	698,975,128	54,777,743
Profit and Loss Statements			
Revenue from sales	659,581,475	631,347,001	28,234,474
Total revenue	665,043,018	637,139,607	27,903,411
Profit for the year	79,743,333	42,271,178	37,472,155
Earnings per share (Baht/Share)	0.13	0.07	0.06

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Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes.

Agenda 4 To consider and approve the allocation of the net profit as a legal reserve and dividend payment

Objectives and rationale:

To be in compliance with relevant law and the Company's Articles of Association, which require the Company to allocate a portion of its annual net profit as a reserve fund of not less than five (5) percent of its annual net profit, less the accumulated losses carried forward, until this reserve fund reaches not less than ten (10) percent of the registered capital. In addition, the Board of Directors may propose the shareholders' meeting to pass a resolution to allocate other reserves as deemed appropriate for the Company's operations.

In addition, the Company has a policy of paying dividends at a rate of not less than fifty (50) percent of its net profit after deducting various reserves, and the payment of dividends must not affect the Company's operations, financial position, liquidity, business expansion, and other factors related to the Company's management.

In the year 2024, the Company has a net profit according to the financial statements in the amount of Baht 79,743,333, which has been allocated as legal reserve fund in the amount of Baht 4,540,000. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment for the operating results of 2024 at the rate of Baht 0.08 per weighted average share (total shares of 600,000,000 shares), totaling Baht 48,000,000, which is exempted from corporate income tax (BOI), or equivalent to the dividend payment of approximately 60.19 percent of the net profit for the year according to the separate financial statements after deducting taxes and legal reserves. The dividend payment ratio is in accordance with the Company's dividend payment policy. All dividends paid in cash will be subject to withholding tax at the rate stipulated by law. In this regard, the Company has determined the list of shareholders entitled to receive dividends on May 8, 2025 (Record Date). In the event that the 2025 Annual General Meeting of Shareholders has approves the dividend payment, the Company shall distribute the dividend to the shareholders on May 21, 2025. Details of the comparison of the dividend payment from the Company's operating results for the previous year are as follows:

Details of dividend payment	Year 2025 (offered year)	Year 2024
1. Net profit (Baht)	79,743,333	42,271,178
2. Unappropriated retained earnings (Baht)	120,577,048	70,339,305
3. Number of Shares (shares)	600,000,000	600,000,000
4. Dividend payment per share (Baht/share)	0.08	0.04

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Details of dividend payment	Year 2025 (offered year)	Year 2024
5. Total amount of dividends paid (Baht)	48,000,000	24,000,000
6. Proportion of dividends on profit for the year on consolidated financial statements (%)	60.19	56.78
7. Proportion of dividends on profit of unappropriated retained earnings (%)	39.81	34.12
8. Determination of dividend payment	May 21, 2025	May 20, 2024
9. Legal reserve (Baht)	4,540,000	2,200,000

Board of Directors' opinion:

In considering the dividend payment to the shareholders, the Board of Directors has taken into account several factors, including the Company's operating results, liquidity, cash flow, financial positions of the Company, future plans, funding requirements, and other relevant factors including laws and relevant policies. It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of net profit and the distribution of dividend for the year 2024 with the details as proposed. In this regard, the Company has determined the list of shareholders entitled to receive dividends on May 8, 2025 (Record Date). In the case that the 2025 Annual General Meeting of Shareholders has approved the dividend payment, the Company shall distribute the dividend to the shareholders on May 21, 2025. However, the right to receive such dividends is subject to the Annual General Meeting of Shareholders' approval

Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes.

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

Objectives and rationale:

To be in compliance with relevant law and the Company's Articles of Association, one-third (1/3) of the total number of directors shall retire. If their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire. The directors who retired from office may be re-appointed. In addition, directors who must retire from office in the first and second year after registration of the Company shall be voluntary. If the number of directors who voluntarily retire from office does not meet the number under the first paragraph, the directors shall draw lots. In the following years, the

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director who has been in the position for the longest time shall retire. In the 2025 Annual General Meeting of Shareholders, there are 3 directors and/or independent directors who shall retire by rotation, namely

- | | |
|---------------------------------------|---|
| (1) Professor Dr. Surapon Nitikraipot | Chairman of the Board of Director/ Independent Director |
| (2) Mr. Jirawat Liwprasert | Independent Director/ Member of the Audit Committee |
| (3) Miss Munthana Lorgrailers | Independent Director |

The Company has provided an opportunity for the shareholders to nominate persons to be considered for appointment as the Company's director from October 1, 2024 to December 31, 2024. However, there were no shareholders nominating any persons to be appointed as the Company's directors.

The Nomination and Remuneration Committee has considered the qualifications of the three directors who shall retire by rotation for the year 2025 and has an opinion that have all the qualifications as required by relevant laws and announcements, and do not hold positions as directors or executives in other businesses that may cause conflicts of interest or are in business competition with the Company. And have been through careful and thorough consideration process the qualifications of each individual, taking into account the diversity of the Board structure, together with the qualifications, knowledge, and expertise of the Board Skill Matrix to be consistent with the Company's operational strategies. Therefore, it is proposed to the Board of Directors' meeting to consider approving the nomination of the three 3 directors who must resign according to the term to the shareholders' meeting for election to return to the position of directors for another term.

Profiles and expertise of the nominated candidates, period of their directorship duration, last year attendances at meetings of the Board and sub-committees, numbers of shares held in the Company, positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with the Company and independent qualification, as well as relationships of the proposed candidates, are provided here in Attachment 3.

Board of Directors' opinion:

The Board of Directors, excluding the directors to be retired by rotation has extensively discussed and thoroughly considered all the candidates nominated by The Nomination and Remuneration Committee as well as the qualification of each candidate who is qualified with expertise, knowledge, professional skills, as well as clear and unblemished career records, all of which are beneficial to the business operation of the Company. By considering the performance of duties of the existing directors 3 due to retire by rotation in accordance with the Nomination Policy and the qualifications and independence of the candidate nominated for directorship, the Board of Directors unanimously resolved to propose the three directors as 1) Professor Dr. Surapon Nitikraipot, 2) Mr. Jirawat Liwprasert, and 3) Mss Munthana Lorgrailers qualified candidates are existing qualified directors to be elected as the directors for another term.

Note: Clause 17 of the Articles of Association of the Company stipulates voting procedures as follows:

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) The shareholder shall be votes to elect one or more persons to be directors. In the event that

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several persons are elected as directors, the votes cannot be divided for any individual.

- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be choose by drawing lots.

Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes. It will seek approval for the election of directors individually.

Agenda 6 To Consider and approve the increase of the Company's directors and the appointment of the new directors.

Objectives and rationale:

To be the Company's Articles of Association, "The Company shall have a Board of Directors, consisting of no less than five (5) directors and no less than one-half (1/2) of the total number of directors shall reside in the Kingdom of Thailand"

The Company currently has 9 directors. The Nomination and Remuneration Committee has considered the Board Skill Matrix, taking into account the Company's strategy plan. The Nomination and Remuneration Committee had considered the candidates' qualifications as required by law, the Company's Articles of Association and related regulations including the Board Skill Matrix and required qualifications, skills, experience and expertise as suitable, In order for the Company to have a board with appropriate skills, knowledge, and expertise to support the Company's future business operations, it is proposed to the Board of Directors' meeting to consider and approve the proposal to increase the number of the Company's directors from the original 9 to 10 by appointing Ms. Theerada Hosajakul as a director.

Profiles of the nominated director are detailed in Attachment 4.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to acknowledge to approve the increase of number of the Company's directors from 9 directors to 10 directors and to appoint a new director, namely Miss Theerada Hosajakul as proposed by the Nomination and Remuneration Committee, which has thoroughly considered in accordance with the Company's nominating guidelines.

Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes.

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Agenda 7 To consider and approve the remuneration of the Board of Directors and Sub-Committees for the year 2024

Objectives and rationale:

To be in compliance with relevant law and the Company's Articles of Association, the Company's' directors shall receive remuneration in the form of meeting allowances, gratuities, or other benefits in the amount specified by the shareholders' meeting.

The Nomination and Remuneration Committee has carefully considered the appropriateness of the remuneration that is in line with the duties and responsibilities of the directors, as well as the performance and benefits that the Company expects to receive. which is comparable to the listed companies in the Stock Exchange of Thailand which are in the same industry group and have a similar size as well as being appropriate enough to motivate the directors to achieve the Company's goals and efficiency. It was deemed appropriate to maintain the remuneration for all items at the same rate. There are details of remuneration for the Board of Directors and Sub-Committees for the year 2025 compared to the previous year as follows:

Compensation Details	Comparison	
	Year 2025 (offered year)	Year 2024
1. Board meeting allowance Chairman of the Board Director Board Director	50,000 Baht/ Person/ Time 30,000 Baht/ Person/ Time	50,000 Baht/ Person/ Time 30,000 Baht/ Person/ Time
2. Sub-committee meeting allowance (Audit Committee/ Nomination and Remuneration Committee/ Risk Management Committee/ Executive Committee) Chairman of the Sub-committee Sub-Committee	30,000 Baht/ Person/ Time/ Meeting Committee 20,000 Baht/ Person/ Time/ Meeting Committee	30,000 Baht/ Person/ Time/ Meeting Committee 20,000 Baht/ Person/ Time/ Meeting Committee
3. Annual Compensation Chairman of the Board Independent Director Chairman of the Audit Committee	700,000 Baht/ Person/ Year 300,000 Baht/ Person/ Year 100,000 Baht/ Person/ Year	700,000 Baht/ Person/ Year 300,000 Baht/ Person/ Year 100,000 Baht/ Person/ Year

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116 116/1, 116/2 Moo. 3 T. Bangthorat, A. Mueangsamutsakhon, Samutsakhon 74000, Thailand
เลขประจำตัวผู้เสียภาษี 0107563000151

Tel. (034) 440-681-2
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Compensation Details	Comparison	
	Year 2025 (offered year)	Year 2024
4. Monthly Compensation		
Board of Directors	-	-
Executive Chairman	65,000 Baht/ Person/ Month	65,000 Baht/ Person/ Month
Executive Director	65,000 Baht/ Person/ Month	65,000 Baht/ Person/ Month
5. Compensation Rewards		
Incentives		
Board of Directors	Not more than 2% from dividends paid to shareholders	Not more than 2% from dividends paid to shareholders

In addition to the above the Company Directors do not receive any other benefits. In this regard, the Company's directors and/or sub-committees who are executives or employees of the Company will not receive the above remuneration.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of the Board of Directors and the Sub-Committee for the year 2025 with the same criteria and rates approved by the shareholders' meeting in the year 2024. The Nomination and Remuneration Committee has carefully considered various suitability factors by comparing with other listed companies on the Stock Exchange of Thailand in the same industry and of similar sizes.

Vote required:

This agenda must be approved not less than two-thirds of the total number of votes of the shareholders who attend the meeting and casting their votes.

Agenda 8 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024.

Objectives and rationale:

To be in compliance with relevant law and the Company's Articles of Association, the Annual General Meeting of shareholders shall appoint the Company's auditor and determine the audit fee every year. The auditor who has vacated their position has the right to be re-appointed.

The Audit Committee has carefully considered the qualifications and experience of the auditors for selection of the auditors from EY Office Limited as the auditors for the year 2025 because they are ready in terms of both quality and

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audit fees, and have an understanding of the Company's business. They can provide advice and present in-depth information obtained from the audit, as well as provide knowledge on new matters that are beneficial to the Company continuously. Therefore, it is deemed to propose to the Board of Directors' meeting to consider and approve the proposal to appoint the auditors from EY Office Limited as the Company's auditors for the accounting period ending December 31, 2025 and audit fees for the year 2025 to the shareholder's meeting as follows:

- (1) Mr. Chayanut Metkunakorn Certified Public Account (Thailand) No. 11269,
Has never signed the Company's Financial Statements, or
- (2) Miss Satida Ratanurak Certified Public Account (Thailand) No. 4753,
Has never signed the Company's Financial Statements, or
- (3) Mr. Somsak Chiratdhitiamphyong Certified Public Account (Thailand) No. 8874
Has never signed the Company's Financial Statements, or

Of EY Company Limited by being qualified auditors according to the announcement of The Securities and Exchange Commission, Thailand (SEC). However, the companies that are audit firms and auditors listed above have no relationship or interest with the company/company. Subsidiaries/ Executives/ Major Shareholders or persons related to such persons in a manner that will affect the independent performance of duties in any way Information of the nominated auditors for the year 2025, which is provided herewith in Attachment 5.

The audit fee for the year 2025 of the Company has been determined to be a total of Baht 2,420,000 with details as follows:

Unit: Baht

Audit Fee	Year 2025 (offered year)	Year 2024
1. Audit of financial statements for the year ended	1,760,000	1,760,000
2. The review of interim financial statements (Total 3 quarters, 220,000 baht per quarter)	660,000	660,000
Total	2,420,000	2,420,000

In this regard, the above auditing fees do not include the auditor's fees for auditing projects that have received investment promotion in which the company wishes to apply for corporate income tax exemption privileges. If the company has a profit of Baht 150,000 per project in the amount not exceeding Baht 300,000 and other service fees (Non-Audit Fee) such as travel expenses, document preparation expenses, etc.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of 1) Mr. Chayanut Metkunakorn, Certified Public Account No. 11269 and/or 2)

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Miss Satida Ratanurak, Certified Public Account No. 4753 and/or 3) Mr. Somsak Chiratdhitiamphyong, Certified Public Account No. 8874 from EY Office Limited as the Company's auditor for the year 2025 and the audit fee at Baht 2,420,000. The above audit fee does not include the auditor's fee for auditing projects that have received investment promotion in which the company wishes to apply for corporate income tax exemption privileges. If the company has a profit of Baht 150,000 per project in the amount not exceeding Baht 300,000 and other service fees (Non-Audit Fee) such as travel expenses, document preparation expenses, etc. In this regard, the Audit Committee has carefully considered on the selection the Company's auditors based on their performance, knowledge and experience in auditing, the independence of the auditors as well as audit fee by comparing with the audit fees of other listed companies at the same level, it is considered that the audit fees are appropriate. In the event that the above auditors are unable to perform their duties, the Company can appoint other certified auditors from EY Office Co., Ltd. to perform their duties instead.

In addition, the persons nominated above have no relationship and have no conflict of interest with the Company, subsidiaries, its management, the major shareholders or persons related to the aforementioned persons in any way and have been approved as auditors by the Securities and Exchange Commission. Furthermore, there is no auditor who has performed the duties as the Company's auditor for a period of 7 consecutive years (including the case that the auditors will perform their duties as the Company's auditors for the year 2025).

Vote required:

This agenda must be approved by a majority vote of the shareholders who attend the meeting and casting their votes.

Agenda 9 To acknowledge changes to the objectives of the capital increase from initial public offering (IPO) to align with the current business strategy.

Objectives and rationale:

According to the Board of Directors' Meeting No. 4/2024 held on August 8, 2024, resolved to approve the change in the purpose of the use of the initial public offering (IPO) proceeds by averaging the amount of investment or expenses, which were determined in the prospectus, but the period of use of the fund remains the same. The change in purpose of use of funds received from IPO is immaterial based on the announcement of the Securities and Exchange Commission, Sor Jor no. 63/2018: the change of the purpose of use of funds according to the securities offering statement and draft prospectus, in order to increase the Company's flexibility and enable the said funds to be used for management for maximum benefit.

Board of Directors' opinion:

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to acknowledge the change of purpose of use from the initial public offering (IPO) proceeds, which is a non-significant change. The Board of Directors has carefully considered the appropriateness and necessity, as detailed in Attachment 6.

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Vote required:

This agenda is for shareholders' acknowledgement only and therefore, voting is not required.

Agenda 10 To consider other matters (If any)

This agenda is for shareholders to ask questions and/or to allow directors to clarify questions or doubts (if any). Therefore, no other matters will be presented to the meeting for approval and there will be no voting in this agenda.

Objectives and rationale:

For shareholders to be able to make decisions on important matters, any agenda should not be included without prior notice. Therefore, the meeting proceedings will be conducted in accordance with the agenda items as announced in this invitation letter to comply with the Corporate Governance Code for Listed Companies 2017 and the annual general meeting of shareholders' quality assessment project.

Therefore, the Company would like to invite shareholders to attend the meeting on the date, time and place as proposed. The Company will open for shareholders to register to attend the meeting from 8.30 hrs. Shareholders who wish to attend the meeting can attend the meeting in person or appoint a Proxy for another person who is of legal age to attend and vote on their behalf at the meeting. In order to make the meeting registration process more convenient and faster, shareholders or Proxy holders are requested to bring evidence as detailed in Attachment 7.1 to show their rights to attend the meeting. A map of the meeting venue is provided in Attachment 10, which has been sent to shareholders with this invitation letter. Please study the procedures for attending the shareholders' meeting and granting a Proxy, as shown in Attachment 7.1. The Company will conduct the meeting in accordance with the Company's regulations, including voting, vote counting methods and notification of vote counting results at the shareholders' meeting. Details are provided in Attachments 7.3 and 7.4.

Any shareholders, who are unable to attend the meeting in person and required to appoint other as proxies to attend the meeting and vote instead, please fill in the details and sign the Proxy Form, Form A, Form B, or Form C, either one. In the case of foreign shareholders who appoint a custodian in Thailand to be the depository and custodian of their shares, please use the proxy form in Form A, Form B, or Form C, which appears in Attachment 7.2, along with the relevant supporting documents in Attachment 7.1. The Company has prepared stamp duty to facilitate shareholders on the meeting day. In addition, in order to comply with the principles of good corporate governance for listed companies of the Stock Exchange of Thailand, if the shareholders are not comfortable attending the meeting in person or appoint a proxy to another person, the shareholder can appoint an independent director of the Company as proxies as according to the names and details in Attachment 7.6, to attend the meeting and vote on behalf of the shareholder. The Company requests the cooperation of shareholders to send the Proxy Form to the Company within Friday, April 18, 2025, or submit the Proxy Form to the registration staff at the meeting before attending the meeting.

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In this regard, shareholders or proxies are encouraged to submit questions in advance to the shareholders' meeting to the Company within Friday, April 18, 2025, via channels provided, which is provided herewith Questions Form. The Company will collect questions and answer questions in the meeting room only related to the agenda items that have been proposed for consideration directly. The remaining questions and suggestions will be summarized and attached to the minutes of the shareholders' meeting, which will be disclosed on the SET and published on the Company's website within 14 days of the date of the shareholders' meeting.

To comply with the Personal Data Protection Act B.E. 2562 (2019), the Company has determined the Personal Data Protection Policy as per Attachment 7.7. The Company would like to ask for cooperation from the shareholders and/or their proxies to read and understand the Personal Data Protection Policy in order to acknowledge the purpose of collection and processing of the personal data that has been provided to the Company as well as protection, access and right of the personal data owner as required by law.

Yours sincerely,

(Professor Dr. Surapon Nitikraipot)

Chairman of the Board of Directors

JD Food Public Company Limited

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**Minutes of the 2024 Annual General Meeting of Shareholders
Of
JD Food Public Company Limited**

Date, Time, and Venue:

The Meeting was held on Friday, April 26, 2024, at 10.00 hrs., at the Meeting Room, 3rd floor, headquarter of JD Food Public Company Limited, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn, 74000, Thailand.

The Meeting commenced:

Miss Juthamas Siangpongpan, the Company Secretary, welcomed the shareholders to the 2024 Annual General Meeting of Shareholders of JD Food Public Company Limited (the "Company"). And informed the attendees that the Company has determined the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders as of March 8, 2024 (Record Date). The Company has a total of 5,550 shareholders with paid-up registered of 300,000,000 baht, divided into ordinary shares of 600,000,000 shares. At the time of the Meeting, there were 42 shareholders attending the Meeting in person, representing the total number of 280,059,403 shares, and 4 shareholders attending the Meeting by proxy, representing the total number of 166,500,600 shares, totaling 46 shareholders, representing the total number of 446,560,003 shares or equivalent to 74.4267 percent of the Company's total paid-up shares, constituting a quorum the Company's regulations, and registration for the Meeting will continue.

For the Meeting documents, the Company has published on the Company's website and notified to the Stock Exchange of Thailand since March 28, 2024 for shareholders to study the information in advance of the Meeting and to promotion of good corporate governance, the Company has provided an opportunity for shareholders to propose any matters that they consider important to be included in the agendas of the 2024 Annual General Meeting of Shareholders and nominate qualified candidates in accordance with the Company's criteria to be elected as directors from November 1, 2023 to January 31, 2024. As a result, there were no shareholders proposing agenda items and names of qualified persons according to the specified criteria.

The Company has engaged Lucky Smart Company Limited to service provider for the registration system and counting of votes at the Meeting. The Company has collected, compiled, used, or disclosed the personal information of shareholders that the Company received directly from shareholders or through other channels for various operations related to the Meeting, including but not limited to issuing invitations to the Meeting, verifying identities, counting votes and recording images and audio throughout as required by law.

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Then the Company Secretary introduced the Board of Directors, Executive Directors, Auditors and Legal Advisors who attended the Meeting were as follows:

Members of the Board of Directors and/or the Sub-Committees, total of 8 directors (accounted for 88.89 percent of the Board of Directors attending the Meeting)

- | | | |
|-----------------|---------------|--|
| 1. Mr. Sorasit | Soontornkes | Independent Director / Chairman of the Audit Committee
/ Member of the Risk Management Committee |
| 2. Mr. Danai | Watanachariya | Independent Director / Chairman of the Nomination and
Remuneration Committee / Member of the Audit Committee |
| 3. Mr. Jirawat | Liwprasert | Independent Director / Member of the Audit Committee |
| 4. Dr. Tanai | Charinsarn | Independent Director / Member of the Nomination and
Remuneration Committee |
| 5. Ms. Munthana | Lorgrailers | Independent Director |
| 6. Ms. Ratana | Eaiprasertsak | Director / Chairman of the Executive Committee /
Member of the Risk Management Committee / Chief Executive Officer
and Managing Director |
| 7. Mr. Dhirabul | Hosajakul | Director / Member of the Executive Committee / Member
of the Nomination and Remuneration Committee |
| 8. Mr. Pisit | Serewiwattana | Independent Director / Chairman of the Risk
Management Committee
Attending the Meeting in Agenda 8 |

Executive Directors

- | | | |
|------------------|------------------|--|
| 1. Ms. Theerada | Hosajakul | Deputy Managing Director |
| 2. Ms. Wallee | Chansuksurachode | Chief Operating Officer |
| 3. Ms. Bunthiya | Seepung | Senior Supply Chain Manager |
| 4. Mr. Wasu | Thiphtham | Senior Engineering and Maintenance Manager |
| 5. Ms. Nichchada | Kaewnate | Account and Finance Manager |

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Auditors, EY Office Company Limited

1. Ms. Kamontip Lertwitworatep
2. Mr. Chayanut Metkunakorn
3. Ms. Unthiga Janpong

Legal Advisors, Examiner of voting results

1. Ms. Nilubol Lertnuwat

Members of the Board of Directors and/or the Sub-Committees not in attendance, total of 1 director (accounted for 11.11 percent of the Board of Directors not attending the Meeting)

1. Professor Dr. Surapon Nitikraipot Chairman of the Board of Directors / Independent Director
Absent the Meeting to being admitted to the hospital.

In regarding to Professor Dr. Surapon Nitikraipot, Chairman of the Board of Directors, being unable to attend the Meeting due to hospitalization, the Board has deliberated and proposed to the Meeting that Mr. Sorasit Soontornkes, Chairman of the Audit Committee, acted as the Chairman at the Meeting. There were no objections to appointing Mr. Sorasit Soontornkes as the acting Chairman in place of Professor Dr. Surapon Nitikraipot, Chairman of the Board of Directors.

Mr. Sorasit Soontornkes, Chairman of the Audit Committee, acted as the Chairman at the Meeting and welcomed the shareholders and proxy holders attending the 2024 Annual General Meeting of Shareholders. The Chairman instructed the company secretary to explain the meeting procedures, voting methods, vote counting, and the procedure for asking questions or expressing opinions, for the acknowledgment of the attendees. The summary is as follows:

1. In voting at the Meeting, one share was equivalent to one vote.
 - The agenda items 1, 3, 4, 5, and 7 would be passed by a majority vote of the shareholders who attend the Meeting and cast their votes.
 - The agenda item 2 was an agenda item for acknowledgement. It did not require a vote.
 - The agenda item 6, to consider and approve the directors' remuneration, must be passed by a vote of not less than two-thirds of the shareholders who attend the Meeting.
2. In voting for each agenda, the Chairman will ask whether any shareholder disagrees or abstains. Ask the shareholders who disagree or abstain to show his/her hands. The officer of the Company would collect such ballots. The Company will take the votes against and abstention. Including the votes according to the void ballot (if any) to be deducted from the total number of votes of the Meeting. The results obtained will be approved votes for that agenda. For the agenda regarding the appointment of the Directors, the officer of the

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Company would collect the ballots with a vote of approval, disapproval or abstention for individual vote counting for appointment of Directors in line with the quality assessment guidelines for good meeting arrangements.

3. For the vote counting in this Meeting, the Company has applied a program for holding the shareholders' meeting which was a barcode system, and appointed Ms. Nilubol Lertnuwat as Legal Advisor, who shall act as inspector to ensure that the vote counting was carried out transparently, legally and in line with the Company's regulations.
4. The Company has already collected the votes of the shareholders who gave proxies and voted. Proxies who attend the Meeting do not have to vote again.
5. The shareholders or proxies attending the Meeting late would be entitled to vote only on the agenda items which were being considered at the time of their arrival and thereafter only.
6. After the Meeting, please return the ballots to an officer for each agenda item before leaving the Meeting.
7. Any shareholder has any questions or would like the Board of Directors or the Executives to clarify any issues. Please declare his/her name and surname, including whether his/her is a shareholder or a proxy to record in the minutes of the Meeting. The shareholders may ask questions at the end of the presentation of each agenda item. The shareholders were asked to use the microphone provided by the Company for clarity of questions. Please inquire only on issues related to that agenda so as not to affect the Meeting time. Questions and suggestions irrelevant to the agenda under consideration. Shareholders can ask questions or give opinions on other agenda items. In addition, the Company will summarize clarifications attached to the minutes of the shareholders' meeting and publish them through the information system of the Stock Exchange of Thailand and the Company's website within 14 days after the Meeting.

When the shareholders acknowledged and had no other opinions on voting methods, vote counting and methods of asking questions or expressing opinions as proposed above, the Chairman proceeded with the Meeting according to the agenda as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023.

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that the Company held the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023, in which the Company had already sent the minutes of the Meeting to the shareholders together with the invitation letter. The Board of Directors views that the minutes have been accurately recorded and deems it appropriate to propose certification of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023.

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The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023. This agenda required a majority vote of the shareholders who attended and voted at the Meeting.

Resolution: After due consideration, the Meeting unanimously resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023, with a majority vote of shareholders attending the Meeting and casting their votes as follows:

Approved	448,640,203	Votes	equal to	100.0000	percent
Disapproved	0	Votes	equal to	0.0000	percent
Abstained	0	Votes	not constituted as vote	-	
Voided Ballot	0	Votes	not constituted as vote	-	

Remark: In this agenda item, there were additional 2 shareholders attending the Meeting representing the number of 2,080,200 shares, totally 48 shareholders representing the number of 448,640,203 shares.

Agenda 2 To acknowledge the report of the Company's 2023 operational performance

The Chairman explained that this agenda item is to acknowledge the Company's performance for the fiscal year 2023. The Company has prepared a summary of report regarding the Company's operating results for the year 2023, including significant changes that occurred, as well as explanations and analyses of the performance and financial status during that period. This information appeared in the annual registration statement/annual report (Form 56-1 One Report). Furthermore, the Board of Directors deemed it appropriate to report the results of the company's operations and significant changes that occurred during the fiscal year 2023 to shareholders for their acknowledgment. Miss Ratana Eaiprasertsak, Chief Executive Officer and Managing Director has been assigned to present the details of this agenda item at the Meeting.

The Chief Executive Officer and Managing Director informed the Meeting that the summary of the Company's performance and significant changes that occurred during the year 2023, as detailed in the 2023 Annual Report, to inform the shareholders. The summary is as follows:

In 2023, the Company achieved a double-digit growth rate with sales revenue totaling 631.35 million baht, an increase of 58.17million baht, equivalent to 10.15%. The profit margin increased by 255.81%, amounting to 42.27 million baht, an increase of 30.39 million baht from the previous year. The increased profit resulted from higher sales volume, more efficient cost, and raw material management.

The Company introduced new products under the brand "Good Eats," including Protein Chips suitable for health-conscious consumers, available in three flavors: Original, Truffle Mushroom, and Grilled Seaweed, and Nuts & Croissant snacks available in two flavors: Smoked BBQ and Truffle. Additionally, there have been repackaging for the Kindee

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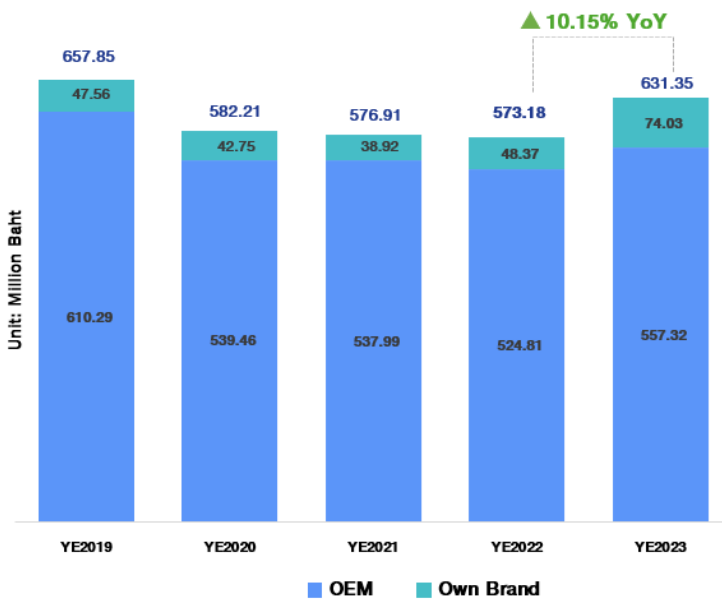
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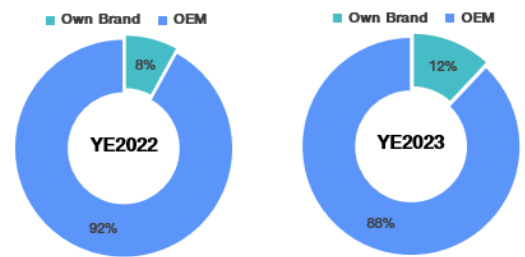
brand's ready-to-eat Thai-style noodles for consumer convenience and modern design, as well as two new flavors of ready-to-use seasoning powders: Seafood Dip and Sesame Dip. The Company distributes these products through online channels.

The Company received the CSR-DIW Continuous Awards 2023 for its continuous commitment to corporate social responsibility standards from the Department of Industrial Works, Ministry of Industry, for the third consecutive year, and the Krungsri ESG Awards 2023 for sustainable business development efforts. The Company recognizes the importance of environmental conservation and addressing global warming issues, hence the installation of Solar Roof to harness solar energy, resulting in an estimated energy cost reduction of approximately 3.40 million baht.

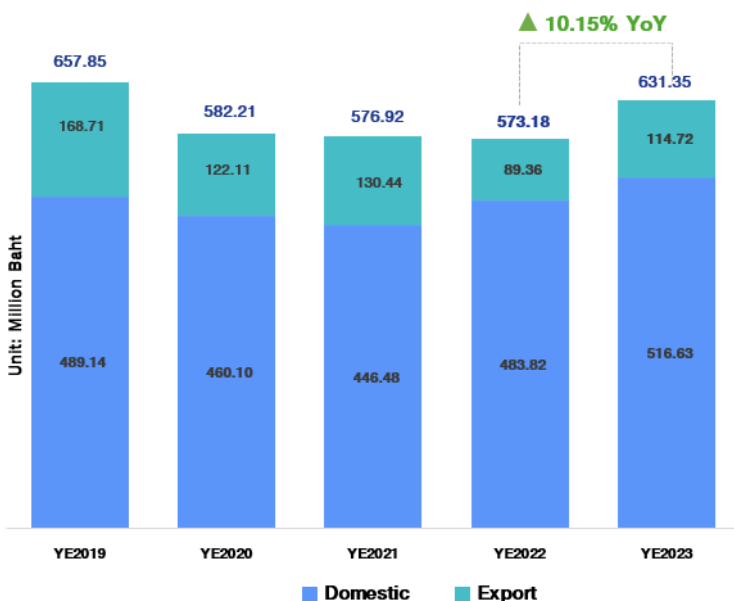
Details of the financial changes for the fiscal year 2024 are summarized as follows:



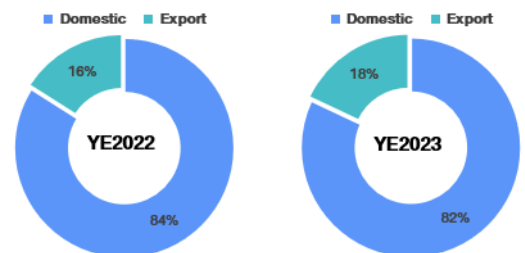
Key Revenue by Product



- For YE2023, total revenues increased around 10.15%.
- Solid revenue growth mainly to OEM products, especially seasoning powders in the snack food markets.
- Growth in Own Brand products cause by Co-brand with new customer for coconut chips in China market, new SKUs in Kindee brand and Good Eats and new distributors.



Key Revenue by Customers



- For YE2023, domestic sales made up 82% of the total, with 18% coming from export, by domestic sales growth related with key customers in snack food markets and HoReCa.
- Export sales income showed significant growth driven by Co-brand with new customer in China and expanding distribution channels, particularly in the Asian region, including China, Korea and Malaysia.

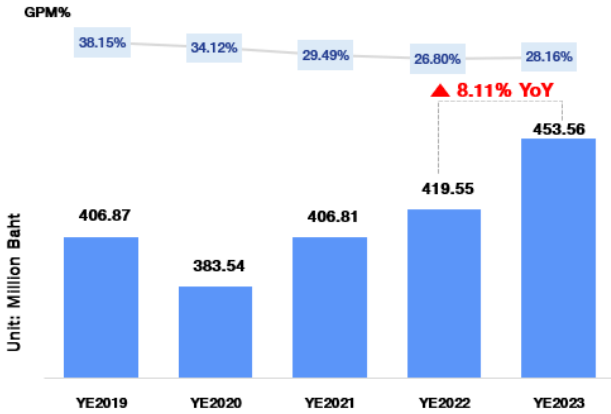
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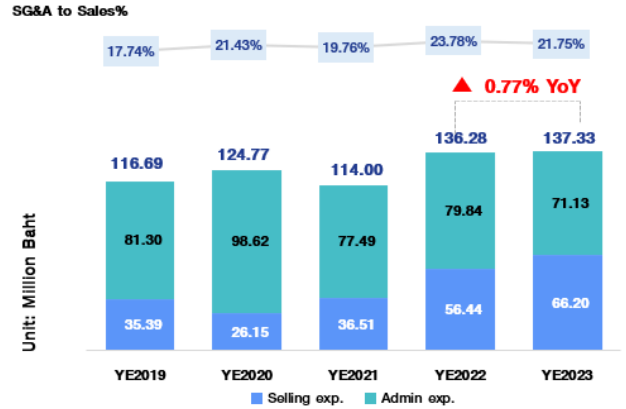


Cost of Goods Sold and Gross Margin



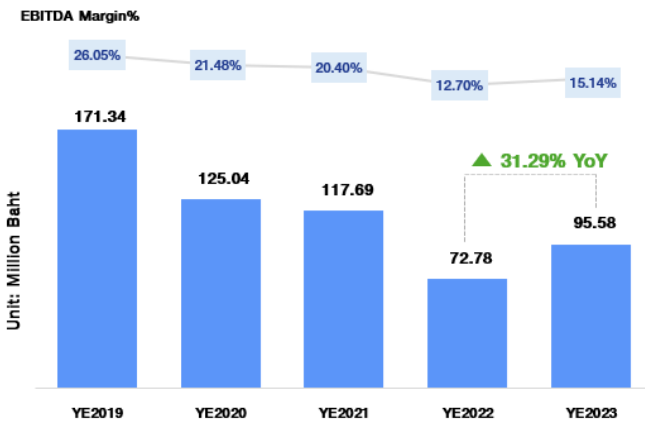
- Cost of goods sold increases in line with increased sales revenue.
- Gross profit continued to increase, driven by effective management of raw material and cost reduction policies
- Cost of goods sold to revenue decreased by 71.84% from the previous year's 73.20%. The change followed the same direction as the increase in the Company's sales revenue.

SG&A Breakdown



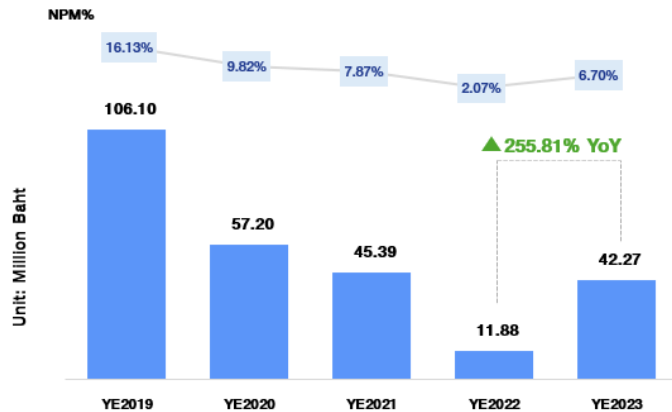
- SG&A increased 0.77 YoY, from marketing and promotion expenses for build brand awareness as Kindee and GoodEats and participating in foods exhibition of domestic and international such as Theifex, Sial China etc. However, administrative expenses decreased mainly by contribution to reduction in expenses and depreciation expenses.

EBITDA & EBITDA Margin



- EBITDA from operations in YE2023 increased by 31.29% YoY, propelled by enhanced revenue, utilization rate.

Net Profit & Net Profit Margin



- The increase in the Company's net profit was a result of the company's continuous growth in sales, efficient cost management, and effective sales and operational management.

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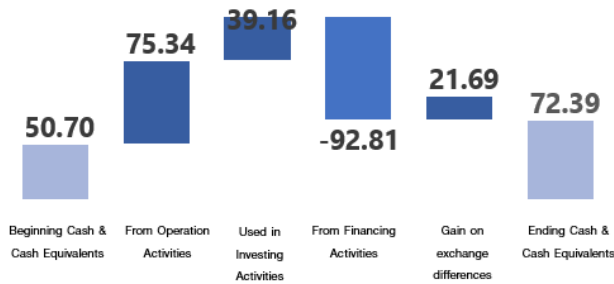
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Cash Flow Movement

Unit: Million Baht

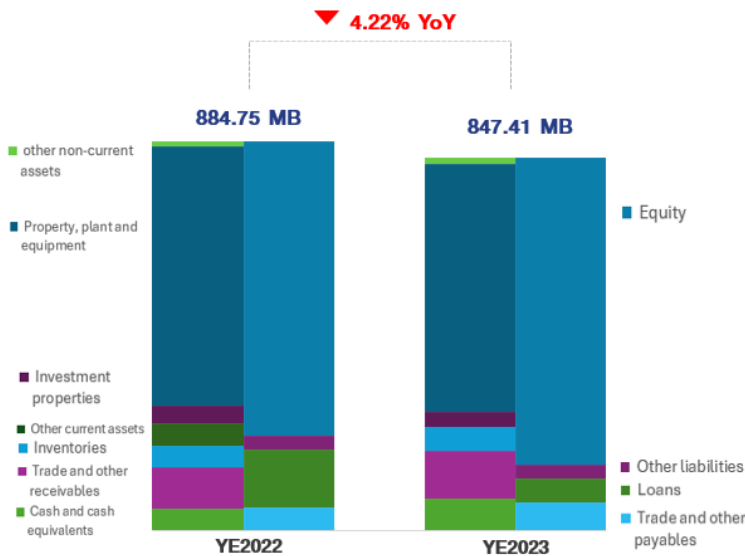


- Net cashflow generated from operating activities was Baht 75.34 million, mainly from operational performance.
- Net cashflow used in investing activities was Baht 39.16 million, mainly from the disposals of debt instruments and investment in machinery and equipment.
- Net cashflow used in financing activities was Baht 92.81 million, mainly from the payment of dividends the repayment of loans from financial institutions.

Key Financial Ratios

Profitability Ratio	YE2022	YE2023
Gross Profit Margin (%)	0.268	28.16
Operating Profit Margin (%)	4.12	7.33
Net Profit Margin (%)	2.05	6.63
Return On Assets : ROA	1.36	4.88
Return On Equity : ROE	2.52	6.18
Efficiency Ratio	YE2022	YE2023
Total Asset Turnover	0.01	0.05
Liquidity Ratio	YE2022	YE2023
Current Ratio	2.10	2.26
Quick Ratio	1.24	1.73
Cash Ratio	0.32	0.69
Receivable Turnover	6.47	6.85
Collection Period (Days)	56	53
Inventory Turnover	8.36	8.34
Holding Period (Days)	43	43
Accounts Payable Turnover	12.7	14.93
Accounts Payable (Days)	28	24
Cash Cycle (Days)	70	72
Leverage Ratio	YE2022	YE2023
Debt to Equity ratio	0.32	0.21

Balance Sheet Details



	As at 31-Dec-2022	As at 31-Dec-2023
Assets		
Cash and cash equivalents	50,699	72,395
Trade and other receivables	93,360	109,109
Inventories	47,755	54,295
Other current assets	50,861	943
Total current assets	242,675	236,742
Investment properties	41,962	33,129
Property, plant and equipment	586,669	562,511
Other non-current assets	13,444	15,023
Total non-current assets	642,076	610,663
Total Assets	884,750	847,405
Liabilities and Equity		
Trade and other payables	53,648	63,183
Loans	130,445	55,772
Other liabilities	31,855	29,475
Total Liabilities	215,948	148,430
Shareholders' equity		
Issued and fully paid up	300,000	300,000
Share premium	303,176	303,176
Appropriated-statutory reserve	23,260	25,460
Unappropriated	42,366	70,339
Total Shareholders' equity	668,802	698,975
Total Liabilities and Equity	884,750	847,405

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The Chairman allowed shareholders to submit the questions or express opinions.

Mr. Jaturon Polyod, a shareholder who attended the Meeting in person, asked the Meeting whether the forecast for the food industry growth in 2024, estimated at 3-5%. How does the Company plan to achieve growth or if there is a focus on particular product groups to increase sales?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that in 2024, the Company plans to venture into new business segments, especially in the HORECA industry. This decision aligns with the demand for seasoning powder products from franchise restaurants or food outlets seeking to expand while maintaining quality and cost control. Additionally, the Company sees opportunities in trading activities due to the readiness of procurement personnel and transportation systems. The Company aims to position its products under the "OK" brand as the leading seasoning powder product, collaborating with distributors to increase sales. Regarding export markets, the Company continues to focus on participating in exhibitions abroad, including showcasing products in CLMV countries to enhance business opportunities.

Mr. Taweepong Sopaperm, a shareholder who attended the Meeting in person, asked the Meeting whether, In 2023, the Company has been relatively growing export revenue in China, what are the Company's goals in this market for the year 2024? And in 2023 domestic sales revenue grows at 6%, What are the Company's goals in this market for the year 2024?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that in 2023, the Company strategically partnered with customers in China to co-brand and develop new products, resulting in increased sales. The Company anticipates double-digit growth for domestic sales in 2024 due to its strategy to develop new business segments such as HORECA and trading activities.

Mr. Jaturon Polyod, a shareholder who attended the Meeting in person, asked the Meeting whether, In the past, the Company had considerable income from exporting to the United States. But currently, income from exports to those countries has decreased. Could you explain the type of products that are exported and is there any reason for the decrease in revenue?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that the exported products to the United States were crispy coconut products, with the Company previously being an OEM (Original Equipment Manufacturer) for these products, which were highly popular. However, due to the COVID-19 pandemic and economic challenges in the United States, export revenue declined. Therefore, the Company has proceeded to acquire additional new customers.

There was no further question or opinion, therefore, the Chairman requested to consider and acknowledge the report of the Company's 2023 operational performance as proposed. This agenda for acknowledgement, voting was not required.

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Resolution: The Meeting acknowledges the report of the Company's 2023 operational performance.

Agenda 3 To consider and approve the Financial Statements for the Year Ending December 31, 2023

The Chairman assigned Ms. Nichchada Kaewnate, Account and Finance Manager to present the details of this agenda to the Meeting.

The Accounting and Finance Manager informed the Meeting that the financial statements and the statement of comprehensive income for the year ended December 31, 2023, which were approved and signed by the auditors who certified auditor of the Company. The Audit Committee and the Board of Directors deem it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the financial statements and the statement of comprehensive income for the year ended December 31, 2023, which is included in the registration statement/annual report (Form 56-1 One Report), which can be summarized as follows:

Item	Year 2023	Year 2022	Increase / (Decrease)
<u>Financial Statements</u>			
Total Assets (Baht)	847,405,163	884,750,226	(37,345,063)
Total Liabilities (Baht)	148,430,035	215,947,918	(67,517,883)
Total Shareholders' Equity (Baht)	698,975,128	668,802,308	30,172,820
<u>Profit and Loss Statements</u>			
Revenue from sales (Baht)	631,347,001	573,178,015	58,168,986
Total revenue (Baht)	637,139,607	579,525,811	57,613,796
Profit for the year (Baht)	42,271,178	11,881,674	30,389,504
Earnings per share (Baht/Share)	0.07	0.02	0.05

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the financial statements for the year ending December 31, 2023. This agenda required a majority vote of the shareholders who attended and voted at the Meeting.

Resolution: The Meeting resolved to approve the financial statements for the year ending December 31, 2023 with the majority vote of the Shareholders who attended the Meeting and were cast their votes as follows:

Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent
Abstained	0	Votes not constituted as vote	-	
Voided Ballot	0	Votes not constituted as vote	-	

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Agenda 4 To consider and approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve.

The Chairman assigned Ms. Nichchada Kaewnate, Account and Finance Manager to present the details of this agenda to the Meeting.

The Accounting and Finance Manager informed the Meeting that the Company has a policy to distribute dividends at the rate of not less than 50% of the net profit from the separate financial statements after deduction of corporate income tax and deduction of reserves as required by law and the Company's Articles of Association, depending on various factors. In addition, the Company's shall allocate not less than 5% of its annual profit less the accumulated losses brought to a reserve fund unit this fund attains an amount not less than 10% of the registered capital, Also the Company must allocate profits as a legal reserve.

Based on the overall operating performance and financial positions, the Company has net profits for the year 2023 in the amount of 42,271,178 Baht. The Board of Directors has taken into account several factors such as the Company's operating results, liquidity, working cash flow, Company's financial status Future operating plans and investment needs and other factors, it is deemed appropriate to propose that the Annual General Meeting of Shareholders approve the dividend payment for the year 2023 at the rate of 0.04 baht per weighted average share or equivalent to a value of 24,000,000 Baht or equivalent to the dividend payment of approximately 56.78% of the net profit. Such a dividend payment ratio is in accordance with the Company's dividend payment policy. All cash dividends are subject to withholding tax at the rate as stipulated by the laws. The Company has set the date for determination of list of shareholders who shall be entitled to receive dividends in the forms of stock dividends and cash to be on May 8, 2024 (Record Date) and the dividend will be paid within May 20, 2024.

In addition, the Board of Directors appropriate to propose to the Annual General Meeting of Shareholders to approve the appropriation of profits as a legal reserve in the amount of 2,200,000 baht, representing not less than 5% of its annual profit less the accumulated losses brought to a reserve fund. The Company has allocated legal reserves in the amount of 25,460,000 Baht.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve as proposed. This agenda required a majority vote of the shareholders who attended and voted at the Meeting.

Resolution: The Meeting resolved to approve the dividend payment and allocation of net profits for the operating results of 2023 as legal reserve with the majority vote of the Shareholders who attended the Meeting and were cast their votes as follows:

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Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent
Abstained	0	Votes not constituted as vote	-	
Voided Ballot	0	Votes not constituted as vote	-	

Agenda 5 To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

The Chairman announced to the Meeting that to comply with the principles of good corporate governance and to allow independent voting, the Chairman asked the directors who had interest in this agenda to leave the Meeting room until the consideration of this agenda was completed. and assigned Mr. Danai Watanachariya, Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the Meeting.

The Chairman of the Nomination and Remuneration Committee informed the Meeting that the Company's Articles of Association stipulate that at every annual general meeting one-third or the number closest to one-third of the directors shall retire from office. And the retiring director may be re-elected for another term. At the 2024 Annual General Meeting of Shareholders, there are 3 directors who will be retired by rotation, namely:

- (1) Mr.Pisit Serewiwattana Independent Director / Chairman of the Risk Management Committee
- (2) Miss Ratana Eaiprasertsak Director / Chairman of the Executive Committee / Member of the Risk Management Committee / Chief Executive Officer and Managing Director
- (3) Mr. Dhirabul Hosajakul Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee

The Company has provided an opportunity for the shareholders to nominate persons to be considered for election as the Company's director from November 1, 2023 to January 31, 2024. As a result, there were no shareholders nominating any persons to election as the Company's director.

The Nomination and Remuneration Committee, excluding the directors to be retired by rotation has, has considered the qualified candidates for directorship in replacement of those to be retired by rotation and considering qualifications according to relevant laws and do not have any prohibited characteristics under the law and related notices and not holding a position as a director or executive in other businesses that may cause conflicts of interest or is in business competition with the Company as well as considering individual qualifications It also considers the diversity of the board structure. along with the qualifications, knowledge, and expertise comparable to the Board Skill Matrix which will be the most beneficial to the Company's operating strategies. The Nomination and Remuneration Committee, excluding those who retire

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by rotation deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of directors to replace those who retire by rotation as 3 directors who will be retired by rotation, namely:

- (1) Mr.Pisit Serewiwattana Independent Director
- (2) Miss Ratana Eaiprasertsak Director
- (3) Mr. Dhirabul Hosajakul Director

The Board of Directors, excluding those who retire by rotation, has carefully and carefully considered and found that the persons nominated is fully qualified. knowledgeable work experience Take part in supporting the work of the Board of Directors which is beneficial to the Company. In addition, the Board of Directors has considered and deemed that Mr.Pisit Serewiwattana has the suitable and complete qualification to be appointed as an independent director according to the definition of independent director of the Stock Exchange of Thailand and the law and/or relevant regulations relating to independent directors and can express their opinions individually in accordance with the relevant regulations.

The Board of Directors deem it appropriate to propose to the shareholders' meeting to consider and approve the re-election of three directors who have completed their terms and/or independent directors of the Company for another term.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the election of directors individually to replace those who retired by rotation. This agenda required a majority vote of the shareholders who attended and voted at the Meeting.

Resolution: The Meeting resolved to approve the election of (1) Mr.Pisit Serewiwattana, (2) Miss Ratana Eaiprasertsak, and (3) Mr. Dhirabul Hosajakul as the directors of the Company for another term with the majority vote of the Shareholders who attended the Meeting and were cast their votes as follows:

(1) Mr.Pisit Serewiwattana

Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent
Abstained	0	Votes not constituted as vote	-	
Voided Ballot	0	Votes not constituted as vote	-	

(2) Miss Ratana Eaiprasertsak

Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent
Abstained	0	Votes not constituted as vote	-	
Voided Ballot	0	Votes not constituted as vote	-	

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(3) Mr. Dhirabul Hosajakul

Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent
Abstained	0	Votes not constituted as vote	-	
Voided Ballot	0	Votes not constituted as vote	-	

Agenda 6 To consider and approve the 2024 remuneration of Board of Directors and Sub-Committees of the Company

The Chairman assigned Mr. Danai Watanachariya, Chairman of the Nomination and Remuneration Committee to present the details of this agenda to the Meeting.

The Chairman of the Nomination and Remuneration Committee informed the Meeting that the Company's Articles of Association prescribe that Company Directors shall receive remuneration in the form of meeting allowances, gratuities, or other benefits in the amount specified by the shareholders' meeting. The Nomination and Remuneration Committee has carefully considered the appropriateness of the remuneration that is in line with the duties and responsibilities of the directors, as well as the performance and benefits that the Company expects to receive. which is comparable to the listed companies in the Stock Exchange of Thailand which are in the same industry group and have a similar size as well as being appropriate enough to motivate the directors to achieve the Company's goals and efficiency. It was deemed appropriate to maintain the remuneration for all items at the same rate. There are details of remuneration for the Board of Directors and sub-committees for the year 2024, which is the same rate as the year 2023 as follows:

Compensation Details	Comparison	
	Year 2024 (offered year)	Year 2023
1. Board meeting allowance		
Chairman of the Board Director	50,000 Baht/ Person/ Time	50,000 Baht/ Person/ Time
Board Director	30,000 Baht/ Person/ Time	30,000 Baht/ Person/ Time
2. Sub-committee meeting allowance		
(Audit Committee/ Nomination and Remuneration Committee/ Risk Management Committee/ Executive Committee)		
Chairman of the Sub-committee	30,000 Baht/ Person/ Time/ Meeting Committee	30,000 Baht/ Person/ Time/ Meeting Committee
Sub-committee		

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Compensation Details	Comparison	
	Year 2024 (offered year)	Year 2023
	20,000 Baht/ Person/ Time/ Meeting Committee	20,000 Baht/ Person/ Time/ Meeting Committee
3. Annual Compensation		
Chairman of the Board	700,000 Baht/ Person/ Year	700,000 Baht/ Person/ Year
Independent Director	300,000 Baht/ Person/ Year	300,000 Baht/ Person/ Year
Chairman of the Audit Committee	100,000 Baht/ Person/ Year	100,000 Baht/ Person/ Year
4. Compensation Rewards Incentives		
Board of Directors	Not more than 2% from dividends paid to shareholders	Not more than 2% from dividends paid to shareholders
4. Monthly Compensation		
Board of Directors	-	-
Executive Chairman	65,000 Baht/ Person/ Month	65,000 Baht/ Person/ Month
Executive Director	65,000 Baht/ Person/ Month	65,000 Baht/ Person/ Month

In addition to the above the Company Directors do not receive any other benefits. In this regard, the Company's directors and/or sub-committees who are executives or employees of the Company will not receive the above remuneration.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the remuneration for the Company's directors and sub-committees for the year 2024 as the Nomination and Remuneration Committee has carefully considered the appropriateness of the remuneration.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the 2024 remuneration of Board of Directors and Sub-Committees of the Company. This agenda required to receive a vote of not less than two-thirds of the total number of votes of the shareholders attending the Meeting.

Resolution: The Meeting resolved to approve the 2023 remuneration of Board of Directors and Sub-Committees of the Company with the vote of not less than two-thirds of the total number of votes of the shareholders attending the Meeting as follows:

Approved	448,640,203	Votes equal to	100.0000	percent
Disapproved	0	Votes equal to	0.0000	percent

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Abstained	0	Votes equal to	0.0000	percent
Voided Ballot	0	Votes not constituted as vote	-	

Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024.

The Chairman informed the details of this agenda to the Meeting that according to the law and the Company's regulations, the shareholders' meeting is responsible for appointing the auditor annually. The Shareholders' meeting may choose to reappoint the auditor or select a new one. Additionally, the amount of remuneration for the auditor is determined by the shareholders' meeting.

The Audit Committee has considered the qualifications and work experiences of the auditors and is of the view that EY Office Limited as an audit firm due to the availability of both quality criteria and audit fees along with having an understanding of the Company's business can provide advice and present insights gained from the audit Including continually providing knowledge on new matters that are beneficial to the Company, the Audit Committee therefore deemed it appropriate to propose to the shareholders' meeting for approve an auditor from EY Company Limited to be the Company's auditor for the accounting period ended December 31, 2024 and approved the audit fee The details are as follows.

1. Ms. Kamontip Lertwitworatep Certified Public Account No. 4377
The Company's auditor has been serving for a period of two accounting years; or
2. Ms. Satida Ratanurak Certified Public Account No. 4753, Has never signed the Company's financial statements; or
3. Ms. Siriwan Nitdamrong Certified Public Account No. 5906, Has never signed the Company's financial statements.

All 3 auditors from EY Office Limited are qualified according to relevant regulations. He also has no relationship or conflict of interest with the Company, executives, or major shareholders. or persons related to such persons and have sufficient independence in auditing and expressing opinions on the Company's financial statements.

In addition, propose to approve the auditor's remuneration for the year 2024 in the amount of 2,420,000 Baht, which is the same rate from the previous year, In this regard, this auditing fees do not include the auditor's fees for auditing projects that have received investment promotion in which the Company wishes to apply for corporate income tax exemption privileges. If the Company has a profit of 150,000 Baht per project in the amount not exceeding 450,000 Baht and other service fees (Non-Audit Fee) such as travel expenses, document preparation expenses, etc.

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from EY Office Limited to be the Company's auditors for the fiscal year

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ended December 31, 2024, as the Audit Committee. approval exam and determine the auditor's remuneration according to the details that the Audit Committee has considered and reviewed appropriately.

The Chairman allowed shareholders to submit the questions or express opinions.

There was no further question or opinion, therefore, the Chairman requested to consider and approve the appointment of auditors and the determination of the audit fee for the year 2023 as proposed. This agenda required a majority vote of the shareholders who attended and voted at the Meeting.

Resolution: The Meeting resolved to approve the appointment of Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 or Ms. Satida Ratanurak, Certified Public Accountant No. 4753 or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 from EY Office Limited as the Company's auditor for the year 2024 and the determination of the audit fee in the amount of 2,420,000 Baht, In this regard, this auditing fees do not include the auditor's fees for auditing projects that have received investment promotion in which the Company wishes to apply for corporate income tax exemption privileges. If the Company has a profit of 150,000 Baht per project in the amount not exceeding 450,000 Baht and other service fees (Non-Audit Fee) with the majority vote of the Shareholders who attended the Meeting and were cast their votes as follows:

Approved	448,640,203	Votes	equal to	100.0000	percent
Disapproved	0	Votes	equal to	0.0000	percent
Abstained	0	Votes	not constituted as vote	-	
Voided Ballot	0	Votes	not constituted as vote	-	

Agenda 8 To consider any other matters (If any)

The Chairman informed the Meeting that Mr. Pisit Serewiwattana, an independent director, had attended the Meeting in this agenda item. The Company Secretary then informed the Meeting that the matters specified in the Meeting invitation had been fully considered in all agenda items. This agenda item was scheduled to allow shareholders to propose other matters for consideration, questions, or comments. It was noted that no shareholder proposed any other matters for consideration.

The Chairman allowed shareholders to submit the questions or express opinions at the end of the Meeting.

Mr. Nattawat Serthaphanachai, a shareholder who attended the Meeting in person, asked the Meeting whether, The plan for the business as trading of goods or raw materials for resale to customers. How do you anticipate the revenue proportion and what type of products are involved?

The Chairman assigned Miss Ratana Eaiprasertsak, Chief Executive Officer and Managing Director, to respond this questions.

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The Chief Executive Officer and Managing Director explained that the goods or raw materials purchased by the company for sale to customers are mostly used for product manufacturing. The company can procure these goods or raw materials at a low cost. The products or raw materials that customers mostly purchase are consumer goods, such as seasoning powder, hydrolyzed vegetable protein (HVP), spices, and various herbs. The estimated revenue is approximately 10% of total sales revenue.

Mr. Nakorn Sorndecha, the delegate from the Thai Investor Association, asked the Meeting whether, the Company's plan for utilizing the remaining funds from the initial public offering (IPO) to expand into the CLMV countries, Southern China, and India within the year 2024. The initial amount was 30 million baht, and the current remaining balance is 28.32 million baht. What are the Company's plans for utilizing this remaining portion of funds?, And propose that the Company to organize shareholder meetings both in the form of On-Site Meeting and Online Meeting simultaneously or in a Hybrid format, to facilitate interaction, communication, and inquiries among shareholders, management, and the Company's Board of Directors to meet.

The Chairman responded that the Company accepted the proposal from the Thai Investor Association to hold a Hybrid shareholder's meeting and will consider its as appropriate for further action. And assigned the Chief Executive Officer and Managing Director to respond this question.

The Chief Executive Officer and Managing Director explained that, based on the budget plan for the fiscal year 2024 to expand into the CLMV countries, Southern China, and India, it is estimated that a budget of 5 million baht will be required. It's may also consider seeking approval from the Board of Directors' meeting to change the remaining budget allocation to enhance production processes and purchase semi-automatic technology machinery systems for development of new products currently under negotiation and feasibility study for investment details. It is estimated that an investment budget of 2.5 million baht will be required. The reason for the reduced budget allocation for market expansion into the CLMV countries, Southern China, and India from the initial proposal is due to the Company's past plan to establish manufacturing plants in Vietnam. However, upon surveying and studying the market details, it was found that the existing production capacity in Thailand can accommodate expansion, and transporting goods from Thailand for sale is more efficient than establishing plants in Vietnam.

Mr. Jaturon Polyod, a shareholder who attended the Meeting in person, asked the Meeting whether, 1) What is the investment plan for 2024? 2) What are the differences between attending the exhibition in 2024 compared to last year, the budget allocation, and the production capacity plan for the year 2024?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that due to the Company's goal of increasing sales to Business-to-Customer (B2C) customers, there is a plan to increase the marketing expenses, especially for products under the OK brand, which is aimed to become the top product in the seasoning powder category. In the year 2024, the Company will continue to participate in exhibitions in various countries as done in previous years, but there might be changes

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in locations or countries to increase business opportunities from international exhibitions, including conducting Roadshow booths to promote products, marketing activities, and sales promotion in the CLMV countries. Additionally, In the year 2567, the Company plans to utilize 44% of production capacity for 80-100% crispy coconut flakes, depending on the type of product or raw material used, as production times vary. It is estimated that an average production capacity of 50% will be utilized.

Mr. Taweepong Sopapern, a shareholder who attended the Meeting in person, asked the Meeting whether, After the Meeting was finished, he would like to request permission to visit the factory?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that the Company has plans to conduct factory visits in the middle of the year and requested interested shareholders to contact the Company Secretary to coordinate the factory visit.

Mr. Thawatchai Bubbharat, a shareholder who attended the Meeting in person, asked the Meeting whether, what is the current competitive of the Company and comparative advantages?

The Chairman assigned the Chief Executive Officer and Managing Director to respond this questions.

The Chief Executive Officer and Managing Director explained that the seasoning powder industry is continuously growing, both domestically and internationally, due to population growth and consumer demand in the food industry, including restaurants, snacks, instant noodles, and various processed foods. The Company specializes and leads the market as a seasoning powder manufacturer in Thailand, with strengths that create differentiation or competitive advantages in the business, such as having experienced research and development teams in the food industry, developing a variety of dessert and savory recipes. However, the Company still faces challenges in managing external factors affecting operations, such as increased raw material prices due to predominantly agricultural products used in production, which are impacted by drought problems resulting in market demand not being met, a weaker Thai currency, and minimum wage increases, among others. The Company has made every effort to manage these challenges to avoid impacting company operations.

Mr. Jaturon Polyod, a shareholder who attended the Meeting in person, asked the Meeting whether, 1) If the Company's Board of Investment (BOI) promotion expires next year, how much tax will the Company have to pay? 2) What are the Company's plans for managing the old factory's land and buildings? And 3) With the relocation of Chinese production bases to Thailand leading to a significant Chinese population residing in Thailand, what are the Company's plans for producing or selling products to this group?

The Chairman assigned Miss Nichchada Kaewnate, Account and Finance Manager to respond firstly question and Miss Ratana Eaiprasertsak, Chief Executive Officer and Managing Director, to respond the remaining questions.

The Account and Finance Manager explained firstly question that the calculation of corporate tax is based on net profits from operations multiplied by the legal tax rate of 20 percent.

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The Chief Executive Officer and Managing Director explained the remaining questions that in 2024, the Company has entered into a contract to appoint a real estate agent to manage the matter. For lastly question, the research and development department has developed formulas for a variety of instant seasoning powdered food menus, such as Mala seasoning powder to provide flavor for various crispy baked goods, Mala soup powder, etc.

The Chairman concludes that the Meeting has thoroughly considered all agenda items as specified in the Meeting invitation, and there are no shareholders who wish to ask questions or provide additional comments. The Chairman expresses gratitude to the shareholders and proxies for their time and participation in the Meeting and for sharing their opinions. The Company will submit the Annual General Shareholders' Meeting report for the year 2024 to the Stock Exchange of Thailand and will publish it on the Company's website within 14 days from the date of the shareholders' meeting. If any shareholders have questions or comments, can requested to inform the Company Secretary within 1 month from the Meeting date. The Chairman then declares the Meeting adjourned.

Meeting Adjourned: 12:00 hrs.

Sign..... - Sorasit Soontornkes -Chairman of the Meeting.
(Mr. Sorasit Soontornkes)

Sign..... - Juthamas Siangpongpan -Minutes Recorder.
(Miss Juthamas Siangpongpan)
Company Secretary

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Annual Report for the year 2023 (Form 56-1 One Report) (QR Code)

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.
2. How to scan the QR Code with Line application → Open Line application and click on " Add friend" → Choose " QR Code" → Scan the QR Code.
3. Scan the QR Code to access documents regarding the meeting.

**Invitation to attend the 2025 Annual
General Meeting of Shareholders**




**Annual Report for the year 2024
(Form 56-1 One Report)**



**Profiles of the Nominated Candidates for the Election of New Directors
in Replacement of those to be Retired by Rotation**

Profiles of the nominated Candidates: No. 1

Name	: Professor Dr. Surapon Nitikraipot	
Age	: 64 years old	
Position	: Chairman of the Board of Directors/ Independent Director	
Nationality	: Thai	
Company shareholdings	: 3,631,800 shares equivalent to 0.61 (as of January 8, 2025)	
Appointment date	: May 28, 2020	
Years maintaining the position of Director	: 4 years	
Positions nominated for	: Director/ Independent Director	
Education	: - Honorary Doctorate Degree, Soka University, Japan - Master's and Ph.D. Department of Public Law, Robert Schuman de Strasbourg University, France - Bachelor's degree, Bachelor of Laws Thammasat University	
Certifications from the Thai Institute of Director (IOD) courses	: - Board Nomination and Compensation Program (BNCP), Class 5/2018 - Role of Chairman Program (RCP), Class 25/2011 Director Certification Program (DCP), Class 102/2008	
Position in Other Company		
<u>Other Listed Companies on The Stock Exchange of Thailand</u>	:	
2024 – Present	:	Independent Director / Chairman of the Sustainability Development Committee / Member of the Risk Management Committee Carabao Group Public Company Limited / Operates as a holding company with primary investments in subsidiaries engaged in the comprehensive production, marketing, sales, and distribution management of energy drinks and other beverages

- 2021 – Present : Chairman of the Board of Directors / Chairman of Corporate Governance and Sustainable Development Committee / Independent Director
Heng Leasing and Capital Public Company Limited / Loan Service Business
- 2018 – 2021 : Independent Director
PTT Public Company Limited / Energy and Utilities Business
- 2014 - 2018 : Independent Director / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee
PTT Global Chemical Public Company Limited / Petrochemical and Chemical Business

Other Company / State affairs

- 2022 - Present : President of the University Council
Thammasat University / Educational Institution
- 2017 - Present : Vice Chairman of the Executive Committee
Kamnoetvidya Science Academy / Educational Institution
- 2016 - Present : President of the University Council
Navamindradhiraj University / Educational Institution
- 2015 - Present : Vice President of the Council
Vidyasirimedhi Institute / Educational Institution
- 2015 - Present : Civil Service Sub-committee
Office of the Constitutional Court / Government Agency
- 2014 - Present : Director of Thammasat Department
Ananda Mahidol Foundation / Educational Institution
- 2012 – Present : Special Advisor
Office of The Administrative Courts / Government Agency
- 2006 – Present : Council Member, Group 8
Office of the Council of State / Government Agency
- 1982 – Present : Retired Government Official
Thammasat University / Educational Institution

Other Businesses that may cause conflicts of interest with the Company : - None –

Illegal history in the past 5 years : - None -

History of transactions that may : - None -

cause conflicts with the Company in

2024

Meeting Attendance in the year 2024

No.	Meeting	Frequency	Equivalent (%)
1	Board of Directors Meeting	5/6	83
2	Board of Directors Meeting without Executive	1/1	100
3	2024 Annual General Meeting of Shareholders	0/1 ^{/1}	0

Noted:


^{/1} Absent the Meeting to being admitted to the hospital.

Criteria and nomination methods: Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors Professor

Professor Dr. Surapon Nitikraipot, possesses the legal and regulatory requirements for the position of Director, with the additional qualifications for the position of Independent Director as follows:

- Not a close relative of the management, the major shareholders or controlling person of the Company
- Not a committee member involved in managing staffs, employees, or consultants on the Company's payroll or has been paid by the company in the last 2 years
- Not a provider of professional services, such as being an auditor or legal consultant for the Company at present or in the last 2 years
- Not possessing a workplace relationship with the Company, Subsidiary, the management, the major shareholders, or the controlling person of the company which may result in the director may not perform the duties independently

Profiles of the nominated Candidates: No. 2

Name	: Mr. Jirawat Liwprasert	
Age	: 69 years old	
Position	: Independent Director/ Member of the Audit Committee	
Nationality	: Thai	
Company shareholdings	: 1,000,000 shares equivalent to 0.17 (as of January 8, 2025)	
Appointment date	: May 28, 2020	
Years maintaining the position of Director	: 4 years	
Positions nominated for	: Director/ Independent Director	
Education	: - Master of International Affairs, Columbia University, New York, USA - Bachelor's Degree in Economics, Thammasat University	
Certifications from the Thai Institute of Director (IOD) courses	: - Advanced Audit Committee Program (AAP), Class 33/2019 - Corporate Governance for Capital Market Intermediaries (CGI), Class 4/2015 - Director Accreditation Program (DAP), Class 41/2005	
Position in Other Company		
<u>Other Listed Companies on The Stock Exchange of Thailand</u>	: - None -	
<u>Other Company / State affairs</u>	: - None -	
<u>Other Businesses that may cause conflicts of interest with the Company</u>	: - None -	
Illegal history in the past 5 years	: - None -	
History of transactions that may cause conflicts with the Company in 2024	: - None -	

Meeting Attendance in the year 2024

No.	Meeting	Frequency	Equivalent (%)
1	Board of Directors Meeting	6/6	100
2	Audit Committee Meeting	4/4	100
3	Board of Directors Meeting without Executive	1/1	100
4	2024 Annual General Meeting of Shareholders	1/1	100

Criteria and nomination methods: Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors Professor

Mr. Jirawat Liwprasert, possesses the legal and regulatory requirements for the position of Director, with the additional qualifications for the position of Independent Director as follows:

- Not a close relative of the management, the major shareholders or controlling person of the Company
- Not a committee member involved in managing staffs, employees, or consultants on the Company's payroll or has been paid by the company in the last 2 years
- Not a provider of professional services, such as being an auditor or legal consultant for the Company at present or in the last 2 years
- Not possessing a workplace relationship with the Company, Subsidiary, the management, the major shareholders, or the controlling person of the company which may result in the director may not perform the duties independently

Profiles of the nominated Candidates: No. 3



Name	: Miss Munthana Lorgrailers
Age	: 50 years old
Position	: Independent Director
Nationality	: Thai
Company shareholdings	: - None - (as of January 8, 2025)
Appointment date	: February 22, 2024
Years maintaining the position of Director	: 1 year
Positions nominated for	: Director/ Independent Director
Education	: - Master of Business and International Marketing, George Washington University - Bachelor of Communication Arts in Advertising and Communication, Chulalongkorn University
Certifications from the Thai Institute of Director (IOD) courses	: - Director Certification Program (DCP), Class 368/2024 - Director Accreditation Program (DAP), Class 218/2024
Position in Other Company	
<u>Other Listed Companies on The Stock Exchange of Thailand</u>	: - None -
<u>Other Company / State affairs</u>	:
2021 – 2022	: Chief Marketing Officer Lazada Group/ Internet Retail Business
2019 – 2021	: Marketing Director Coca-Cola (Thailand) Limited/ Soft Drink and Soda Production Business
2016 - 2019	: Senior Associate Marketing Director for Global Brand Development (Skincare Products) Unilever Asia Pacific (Singapore)/ Consumer Goods (Food, Beverages, Detergents, and Personal Care Products) Business

2014 - 2015 : Director of Business Development
 Millard Brown Research & Consulting Company Limited/
 Market research and business consulting services business

Other Businesses that may cause conflicts of interest with the Company : - None -

Illegal history in the past 5 years : - None -

History of transactions that may cause conflicts with the Company in 2024 : - None -

Meeting Attendance in the year 2024

No.	Meeting	Frequency	Equivalent (%)
1	Board of Directors Meeting	6/6	100
2	Board of Directors Meeting without Executive	1/1	100
3	2024 Annual General Meeting of Shareholders	1/1	100

Criteria and nomination methods: Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors Professor

Miss Munthana Lorgrailers, possesses the legal and regulatory requirements for the position of Director, with the additional qualifications for the position of Independent Director as follows:

- Not a close relative of the management, the major shareholders or controlling person of the Company
- Not a committee member involved in managing staffs, employees, or consultants on the Company's payroll or has been paid by the company in the last 2 years
- Not a provider of professional services, such as being an auditor or legal consultant for the Company at present or in the last 2 years
- Not possessing a workplace relationship with the Company, Subsidiary, the management, the major shareholders, or the controlling person of the company which may result in the director may not perform the duties independently

Qualifications of Board of Directors

1. The Company's board members shall be knowledgeable, honest, ethical in business operations and have sufficient time to dedicate their knowledge, capability and perform duties for the Company.
2. The Company's board members shall not have disqualifying characteristics as specified by the law governing public companies, securities and related regulations and shall not exhibit characteristics that would make them unsuitable for managing a company with public shareholders as defined by the Capital Market Supervisory Board Notice.
3. The Company's board members can serve on boards of other companies, provided it does not hinder their duties as a board member and is in accordance with the guidelines of the Securities and Exchange Commission and the Stock Exchange of Thailand.
4. The Company's board member shall not engage in a similar business and in competition with the Company, or become a partner in a general partnership or an unlimited partnership in a limited partnership or be a director or have a direct or indirect interest in any private or other companies in the similar business and in competition with the Company for personal or impersonal interests, unless approved by the shareholders in a meeting prior to the appointment.

Qualifications of Independent Directors of the Company

Person who nominated to be appointed as an independent director shall have qualification of Independent Director. Qualifications of Independent Director of the Company related to minimum regulation of Securities and Exchange Commission as follow:

1. Hold no more than 1% of the total voting shares in the Company, the parent company, subsidiaries, and affiliates, including the holding by related parties of that independent director.
2. Shall not use to be or currently be a director, employee, consultant with regular salaries, major shareholder, or controlling person of the Company unless resigning for at least 2 years prior to appointment. This qualifying characteristic does not include cases where the independent director was a government official or consultant for a government agency who was a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or registered under the law, such as a father, mother, spouse, sibling, child, including the spouse of the child of other directors, executives, major shareholders, controlling persons or individuals proposed to be a director, executive or controlling person of the Company or its subsidiary.
4. Shall not use to have or have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person in a manner that may hinder the exercise of his/her independent judgment, including not use to have or have a significant shareholder or having controlling power of those who have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person unless resigning from the aforementioned position for not less than 2 years before appointment.

The business relationship in the first paragraph includes normal commercial transactions for leasing or renting real estate, transactions for assets or services or providing or receiving financial assistance such as borrowing, guaranteeing, providing assets as collateral and other similar behavior, resulting in the Company or contracting party having a debt burden to the other party, from 3% of the Company's net assets or at least 20 million baht, whichever is lower. The aforementioned debt calculation follows the valuation method of connected transactions according to the Securities and Exchange Commission's criteria for connected transactions with flexibility. However, in considering the debt, it must include all debts incurred during the year before the business relationship with the same person.

5. Shall not use to be or currently be an auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person, or partnership of the audit firm where the auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person is under, unless resigning at least 2 years before appointment.
6. Shall be or not be a professional service provider, including providing legal or financial consulting services, which received more than 2 million baht per year from the Company, parent company,


subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person or partnership of such professional service provider, unless resigning at least 2 years before appointment.

7. Shall not be appointed as a director to represent the board, major shareholder or the shareholder who is related to the major shareholder.
8. Shall not conduct similar business and in significant competition to the business of the Company, its subsidiaries or not be a significant partnership in a partnership or director responsible for the management of the operations, employees, staff, advisor receiving regular salaries or hold more than 1% of the total voting shares of other companies operating a similar business and is in significant competition with the Company or its subsidiaries.
9. Shall not have other characteristics that make it impossible to express independent opinions on the Company's operations.

The independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, on condition that these decisions must be collective decision.

**Profiles of the Nominated Candidates for the Election of New Directors
in Replacement of those to be Retired by Rotation**

Profiles of the nominated Candidates:

Name	: Miss Theerada Hosajakul	
Age	: 41 years old	
Position	: Executive Director/ Deputy Managing Director/ Acting Chief R&D Officer/ Acting Chief Financial Officer/ Acting Chief Marketing Officer	
Nationality	: Thai	
Company shareholdings	: 56,112,300 shares equivalent to 9.35 (as of January 8, 2025)	
Positions nominated for	: Director	
Education	: - Master of Science in Administrative Studies, Boston University - Bachelor of Business Administration in Management Information System, Chulalongkorn University	
Certifications from the Thai Institute of Director (IOD) courses	: - Ethical Leadership Program (ELP), Class 35/2024 - The Board's Role in Mergers and Acquisitions (BMA), Class 9/2024 - Director Refreshment Training Program (RFP), Class 7/2022 - Director Certification Program (DCP), Class 289/2019 - Strategic Board Master Class (SBM), Class 7/2019 - IT Governance and Cyber Resilience Program (ITG), Class 1/2019 - Family Business Governance (FBG), Class 13/2018 - Director Accreditation Program (DAP), Class 151/2018	
Position in Other Company		
<u>Other Listed Companies on The Stock Exchange of Thailand</u>	: - None -	
<u>Other Company / State affairs</u>	: - None -	
<u>Other Businesses that may cause conflicts of interest with the Company</u>	: - None -	
Illegal history in the past 5 years	: - None -	

Criteria and nomination methods: Consider suitability through the meeting of the Nomination and Remuneration Committee and presented to the Board of Directors Professor

Miss Theerada Hosajakul, possesses the legal and regulatory requirements for the position of Director

Qualifications of Board of Directors

1. The Company's board members shall be knowledgeable, honest, ethical in business operations and have sufficient time to dedicate their knowledge, capability and perform duties for the Company.
2. The Company's board members shall not have disqualifying characteristics as specified by the law governing public companies, securities and related regulations and shall not exhibit characteristics that would make them unsuitable for managing a company with public shareholders as defined by the Capital Market Supervisory Board Notice.
3. The Company's board members can serve on boards of other companies, provided it does not hinder their duties as a board member and is in accordance with the guidelines of the Securities and Exchange Commission and the Stock Exchange of Thailand.
4. The Company's board member shall not engage in a similar business and in competition with the Company, or become a partner in a general partnership or an unlimited partnership in a limited partnership or be a director or have a direct or indirect interest in any private or other companies in the similar business and in competition with the Company for personal or impersonal interests, unless approved by the shareholders in a meeting prior to the appointment.

Profiles of the proposed Auditors for the year 2025

(From EY Office Limited)



1. Mr. Chayanut Metkunakorn	
Certified Public Accountant (Thailand) No.	: 11269
Current position	: Partner
Company	: EY Office Limited
Length of service	: May 2006 - present
Education and training	: - Bachelor's Degree in Accounting, Chulalongkorn University - Master's Degree in Accounting, Chulalongkorn University
Work experience	: - Has been working with EY for 19 years and has taken the position of Partner at EY for 2 years. - Leads audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, consumer products, automotive, electronic components, distribution and servicing. - Licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. He has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.
Number of years of auditing for the Company	: Has never signed on the Company's financial statement.

2. Ms. Satida Ratananurak		
Certified Public Accountant (Thailand) No.	: 4753	
Current position	: Partner	
Company	: EY Office Limited	
Length of service	: April 1993 - present	
Education and training	: - Master's Degree in Business Administration, The National Institute of Development Administration - Bachelor's Degree in Accounting, Thammasat University	
Work experience	: - Has been working with EY for 30 years and has taken the position of Partner at EY for 11 years. - Lead audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries with expertise in manufacturing, consumer products, distribution, real estate and servicing. - Licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.	
Number of years of auditing for the Company	: Has never signed on the Company's financial statement.	

3. Mr. Somsak Chiratdhitiamphyong	
Certified Public Accountant (Thailand) No.	: 8874
Current position	: Partner
Company	: EY Office Limited
Length of service	: 2003 - present
Education and training	: - Master's degree in Accounting, Chulalongkorn University - Bachelor's degree in Accounting, Chulalongkorn University
Work experience	: - Has been working with EY for 20 years. - Lead audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries with expertise in manufacturing, retails, trading, food and beverage, services and healthcare industries. - Licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.
Number of years of auditing for the Company	: Has never signed on the Company's financial statement.



The three auditors proposed for appointment as mentioned above have neither relationship nor interest of transaction with the Company, the Company's subsidiaries, the executives, major shareholders or any persons related thereto.

Details of the changes of purpose of the use of IPO proceeds

According to JD Food Public Company Limited (the “Company”), the initial public offering (IPO) during from March 29 – 31, 2022, amounting to 150,000,000 shares with a par value of THB 0.50 per share, at an offering price of THB 2.60 per share, resulting in total proceeds of THB 390 million. The Company received net proceeds (after deducting related expenses for the initial public offering) in the total approximately amount of THB 370.50 million. The funds raised will be utilized in accordance with the objectives specified in the prospectus.

Unit: Baht Million

Objective	Approximated Amount	Estimated spending time
1. To repay financial institution loans	200.00	2565
2. To research and develop a new product line with strong growth potential	40.00	2565 - 2567
3. To expand the market in the CLMV countries, southern China and India	30.00	2565 - 2567
4. To improve the manufacturing process and buy semi-automated machinery for a new production line	25.00	2565 - 2567
5. To Electronic Data Interchange (EDI) system	32.00	2565 - 2567
6. To use as a source of working capital	43.50	2565 - 2567
Total Amount	370.50	

The Company has made amendments to the allocation of proceeds from its Initial Public Offering (“IPO”) in a manner that is not considered significant. The Board of Directors has approved these adjustments, which have been disclosed through the information disclosure system of the Stock Exchange of Thailand.

The changes involve reallocating investment funds or expenses among items previously disclosed in the prospectus. The adjustments do not exceed 30% of the total proceeds raised from the IPO. Additionally, any changes related to newly introduced objectives not originally disclosed in the prospectus do not exceed 15% of the total proceeds. These modifications comply with the Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 63/2561 regarding changes in the use of proceeds as specified in the filing documents and the draft prospectus, dated November 5, 2018.

The key details of these changes are as follows:

1. Summary of change of objectives and schedule for utilization of the proceeds.

Unit: Baht Million

Objective	Approximated Amount on prospectus	Amount changed	Amount after changed	Proportion of change (%)	Proportion of spending after the change (%)	Estimated spending time
1. To repay financial institution loans	200.00	-	200.00	-	53.98	2022
2. To research and develop a new product line with strong growth potential	40.00	0.31	40.31	0.08	10.88	2022 - 2024
3. To expand the market in the CLMV countries, southern China and India	30.00	(25.64)	4.36	6.92	1.18	2022 - 2024
4. To improve the manufacturing process and buy semi-automated machinery for a new production line	25.00	20.33	45.33	5.49	12.23	2022 - 2024
5. To Electronic Data Interchange (EDI) system change to Install the Solar Rooftop project	32.00	(17.50)	14.50	4.72	3.91	2022 - 2024
6. To use as a source of working capital	43.50	22.50	66.00	6.07	17.81	2022 - 2024
Total Amount	370.50		370.50	23.29	100.00	

Details of Investment Fund or Expense Reallocation

Reallocation 1: The resolution of the Board of Directors' Meeting No. 6/2022 held on September 24, 2022, the Company approved a modification in the use of IPO proceeds. The original allocation of Baht 32 million for the procurement of an Electronic Data Interchange (EDI) system was adjusted as Baht 15 million was reallocated to invest in a Solar Rooftop power generation project, a newly introduced funding objective that was not initially disclosed in the prospectus. This adjustment did not exceed 15% of the total IPO proceeds. And Baht 17 million was reallocated to working capital to enhance the Company's financial flexibility. This reallocation was made

within the previously disclosed investment categories, with the total modified amount not exceeding 30% of the IPO proceeds.

Reallocation 2: The resolution of the Board of Directors' Meeting No. 4/2023 held on August 11, 2023, the Company approved a further modification in fund allocation by remaining Baht 0.50 million from Objective No. 5 ("Solar Rooftop power generation project") was reallocated to Objective No. 6 ("Working Capital"). This reallocation was conducted within previously disclosed investment categories, with the total adjusted amount remaining within the 30% threshold of IPO proceeds.

Reallocation 3: The resolution of the Board of Directors' Meeting No. 4/2024 on August 8, 2024, the Company approved a reallocation of the remaining Baht 27.10 million originally allocated for Objective No. 3 ("Market expansion to CLMV countries, Southern China, and India"), as 1) Baht 0.31 million was reallocated to Objective No. 2 ("Research and development of high-growth potential product groups"), 2) Baht 20.33 million was reallocated to Objective No. 4 ("Process improvement and procurement of semi-automated technology systems and machinery") and 3) Baht 5.00 million was reallocated to Objective No. 6 ("Working Capital"). This adjustment was made within previously disclosed categories and remained within the regulatory limit of 30% of the total IPO proceeds.

2. Rationality, rationale, necessity, benefits and worthwhileness which shareholders received from the change of objectives for utilizing of the proceeds

The Company has considered the management approach for funds received from the initial public offering (IPO) for flexibility in increasing opportunities and potential for business competition, as well as for further development in line with the current business plan and to support future business plans, which will increase revenue and profit from the Company's operations, which will be of utmost benefit to the Company and shareholders in the long term

3. Money plan after the change of objectives and schedule for utilizing of the proceeds, as well as the adequacy of the source of funds, measures against inadequate IPO for operation as per the money plan

The Company expects that the Company will be able to use the IPO funds in the plan for using the funds requested to be changed above sufficiently and within the estimated period.

4. Possible effects on the Company's business operation or on any forecast disclosed in the statement of information (if any), caused by the change of objectives and schedule for utilizing of the proceeds

Changes in the purpose of using funds do not affect the Company's business operations or any estimated disclosed in the prospectus.

Documents required prior to attending the Meeting and Documents for Proxy

The registration to attend the 2025 Annual General Meeting of Shareholders **starts from 08:30 hrs. on Tuesday, April 22, 2025.**

1. Self-Attending

1.1 Natural Person

- (1) Registration Form which is signed by the shareholder.
- (2) An official document issued by government authorities e.g. identification card, government officer identification card, driving license or passport, including the evidence of name or last name's change (if any).

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Registration Form which is signed by the shareholder representative (Authorized Director) attending the meeting.
- (2) A copy of the shareholder's Affidavit (not older than one year) certified true copy by the shareholder representative (Authorized Director) who attends the meeting showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder.
- (3) An official document issued by government authorities of the shareholder representative (Authorized Director) as specified in item 1.1 (2)

2. Proxy

2.1 Natural Person

- (1) Registration Form which is signed by the proxy.
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy.
- (3) A copy of an official document issued by government authorities of the shareholder as specified in item 1.1 (2) which is certified true by the shareholder.
- (4) An official document issued by government authorities of the proxy as specified in item 1.1 (2)

2.2 Juristic Person

- (1) Registration Form (Attachment 1) which is signed by the proxy.
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy.
- (3) A copy of the shareholder's Affidavit (not older than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.

- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true by said authorized person.
- (5) An official document issued by government authorities of the proxy as specified in item 1.1 (2)

2.3 Granting Proxy to the Company's Independent Director as listed in Attachment 5.6

- (1) Registration Form.
- (2) The Proxy Form as attached in Notice (Form A or Form B) which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder.
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (3) and 2.1 (4)
- (4) In case the shareholder is a juristic person, documents as specified in items 2.2 (3), 2.2 (4) and 2.2 (5)

3. For Foreign Investor appointing the Custodian in Thailand

- (1) Registration Form which is signed by the proxy.
- (2) The Proxy Form (Form C) which can be downloaded from www.jdfthailand.com and completely filled in and signed by the shareholder and the proxy.
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf.
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person shareholder.

Authorization of Proxy

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No.5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appoint a custodian in Thailand to act as a depositary and administrator of shares.

The Company provides Proxy Form A and Form B as specified by the Department of Business Development, Ministry of Commerce as attached herewith or the shareholders may download them from www.jdfthailand.com

A shareholder who could not attend the Meeting by himself/herself may appoint a proxy according to the following procedures:

1. Complete only one of the Proxy Forms attached herewith. A shareholder who does not appoint the Custodian shall use either Proxy Form A or Form B.
2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
4. In case of juristic person shareholders, if the person who signed in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.
5. Please affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty.
6. In case of granting proxy to one of the Company's independent directors, please submit the completed Proxy Form together with all required documents and return it to Corporate Secretary Office, JD Food Public Company Limited, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn 74000, **within Friday, April 18, 2025**, so that the Company can review the documents prior to the Meeting.
7. In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

PROXY FORM A

General Proxy Form (SIMPLE FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at.....

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

(1) I / We Nationality

With address at..... Road Tambol/Khwaeng

Amphur/Khet.....ProvincePost Code.....

(2) being a shareholder of **JD Food Public Company Limited**holding the total amount of..... shares with the voting rights of..... votes
as follows; ordinary share..... shares with the voting rights of..... votes preferred share..... shares with the voting rights of..... votes

(3) do hereby appoint either one of the following persons:

 1. Name..... **Mr. Sorasit Soontornkes** Age..... **72** Years with address at..... **5/1936**Road - Tambol/Khwaeng **Bang Talat** Amphur/Khet..... **Pak Kret**Province **Nonthaburi** Post Code..... **11120** or 2. Name..... **Mr. Danai Watanachariya** Age..... **67** Years with address at..... **134/11**Road - Tambol/Khwaeng **Wang Thonglang** Amphur/Khet..... **Wang Thonglang**Province **Bangkok** Post Code..... **10310** or 3. Name..... **Mr. Pisit Serewiwattana** Age..... **64** Years with address at..... **14**Road - Tambol/Khwaeng **Bang Sue** Amphur/Khet..... **Bang Sue**Province **Bangkok** Post Code..... **10800** or 4. Name..... Age..... Years with address at.....

Road Tambol/Khwaeng Amphur/Khet.....

Province Post Code..... or

as only one of my / our proxy to attend and vote on my / our behalf at the Share ~~Subscription Meeting~~/ 2025 Annual/ the
Extraordinary General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 10:00 hrs. at the meeting room, 3rd floor,
the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn or at any
adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed..... Shareholder
(.....)

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

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

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

Remarks:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

PROXY FORM B

(SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at.....

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

(1) I / We Nationality

With address at..... Road Tambol/Khwaeng

Amphur/Khet.....ProvincePost Code.....

(2) being a shareholder of **JD Food Public Company Limited**

holding the total amount of..... shares with the voting rights of..... votes

as follows;

ordinary share..... shares with the voting rights of..... votes

preferred share..... shares with the voting rights of..... votes

(3) do hereby appoint either one of the following persons:

1. Name..... **Mr. Sorasit Soontornkes** Age..... **72** Years with address at..... **5/1936**

Road - Tambol/Khwaeng **Bang Talat** Amphur/Khet..... **Pak Kret**

Province **Nonthaburi** Post Code..... **11120** or

2. Name..... **Mr. Danai Watanachariya** Age..... **67** Years with address at..... **134/11**

Road - Tambol/Khwaeng **Wang Thonglang** Amphur/Khet..... **Wang Thonglang**

Province **Bangkok** Post Code..... **10310** or

3. Name..... **Mr. Pisit Serewiwattana** Age..... **64** Years with address at..... **14**

Road - Tambol/Khwaeng **Bang Sue** Amphur/Khet..... **Bang Sue**

Province **Bangkok** Post Code..... **10800** or

4. Name..... Age..... Years with address at.....

Road Tambol/Khwaeng Amphur/Khet.....

Province Post Code..... or

as only one of my / our proxy to attend and vote on my / our behalf at the Share ~~Subscription Meeting~~/ 2025 Annual/ the ~~Extraordinary~~ General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 10:00 hrs. at the meeting room, 3rd floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

Agenda 1: To consider and approve the minutes of the 2024 Annual General Meeting of Shareholders held on April 26, 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 2: To acknowledge the report of the Company's 2024 operational performance

This agenda is for acknowledge and, therefore, does not require voting from shareholders.

Agenda 3: To consider and approve the Company's financial statements for the fiscal year ending December 31, 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 4: To consider and approve the allocation of profit as a legal reserve and the payment of dividends for the year 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - To elect directors as a whole
 - Approve Disapprove Abstain

To elect each director individually

5.1 Mr. Surapon Nitikraipot

- Approve Disapprove Abstain

5.2 Mr. Jirawat Liwprasert

- Approve Disapprove Abstain

5.3 Miss Munthana Lorgrailers

- Approve Disapprove Abstain

5.4 Name of Director.....

- Approve Disapprove Abstain

Agenda 6: To consider and approve the increase in the number of directors and the appointment of a new director.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

To elect new director

6.1 Miss Theerada Hosajakul

- Approve Disapprove Abstain

6.2 Name of Director.....

- Approve Disapprove Abstain

Agenda 7: To consider and approve the 2025 remuneration of the Board of Directors and Sub-Committees of the Company.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

- Approve Disapprove Abstain

Agenda 8: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

- Approve Disapprove Abstain

Agenda 9: To acknowledge changes to the objectives of the capital increase from initial public offering (IPO) to align with the current business strategy.

This agenda is for acknowledge and, therefore, does not require voting from shareholders.

Agenda 10: To consider other matters (if any)

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

- Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed.....Shareh
older

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Signed.....Proxy

(.....)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of JD Food Public Company Limited.

For the Share Subscription Meeting/ 2025 Annual/ the Extraordinary General Meeting of Shareholders to be held on Tuesday, April 22, 2025, at 10.00 a.m. at the meeting room, 3rd floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn or at any adjournment thereof.

[] Agenda No..... : Subject.....

[] (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

[] (b)The Proxy must cast the votes in accordance with my / our following instruction:

[] Approve [] Disapprove [] Abstain

[] Agenda No..... : Subject.....

[] (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

[] (b)The Proxy must cast the votes in accordance with my / our following instruction:

[] Approve [] Disapprove [] Abstain

[] Agenda No..... : Subject.....

[] (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

[] (b)The Proxy must cast the votes in accordance with my / our following instruction:

[] Approve [] Disapprove [] Abstain

[] Agenda 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation. (continued)

[] (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

[] (b)The Proxy must cast the votes in accordance with my / our following instruction:

[] To elect each director individually

Name of Director.....

[] Approve [] Disapprove [] Abstain

Name of Director.....

[] Approve [] Disapprove [] Abstain

[] Agenda 6: To consider and approve the increase in the number of directors and the appointment of a new director. (continued)

[] (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

[] (b)The Proxy must cast the votes in accordance with my / our following instruction:

Name of Director.....

[] Approve [] Disapprove [] Abstain

PROXY FORM C

(For Foreign Shareholder appointing the Custodian in Thailand)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at.....

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

(1) I / We Nationality

With address at..... Road Tambol/Khwaeng

Amphur/Khet.....ProvincePost Code.....

acting as the custodian for.....

being a shareholder of **JD Food Public Company Limited**

holding the total amount of..... shares with the voting rights of..... votes

as follows;

- ordinary share..... shares with the voting rights of..... votes
- preferred share..... shares with the voting rights of..... votes

(2) do hereby appoint either one of the following persons:

1. Name..... **Mr. Sorasit Soontornkes** Age..... **72** Years with address at..... **5/1936**

Road Tambol/Khwaeng..... **Bang Talat** Amphur/Khet..... **Pak Kret**

Province..... **Nonthaburi** Post Code..... **11120** or

2. Name..... **Mr. Danai Watanachariya** Age..... **67** Years with address at..... **134/11**

Road Tambol/Khwaeng..... **Wang Thonglang** Amphur/Khet..... **Wang Thonglang**

Province..... **Bangkok** Post Code..... **10310** or

3. Name..... **Mr. Pisit Serewiwattana** Age..... **64** Years with address at..... **14**

Road Tambol/Khwaeng..... **Bang Sue** Amphur/Khet..... **Bang Sue**

Province..... **Bangkok** Post Code..... **10800** or

4. Name..... Age..... Years with address at.....

Road Tambol/Khwaeng..... Amphur/Khet.....

Province..... Post Code..... or

as only one of my / our proxy to attend and vote on my / our behalf at the Share ~~Subscription Meeting~~ 2025 Annual/ the Extraordinary General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 10:00 hrs. at the meeting room, 3rd floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn or at any adjournment thereof.

(3) I / We authorize my /our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.
- The Proxy is authorized for certain shares as follows:
 - ordinary share.....shares with the voting rights of.....votes.
 - preferred share.....shares with the voting rights of.....votes.
- Total entitled vote.....votes.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

Agenda 1: To consider and approve the minutes of the 2024 Annual General Meeting of Shareholders held on April 26, 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 2: To acknowledge the report of the Company's 2024 operational performance

This agenda is for acknowledge and, therefore, does not require voting from shareholders.

Agenda 3: To consider and approve the Company's financial statements for the fiscal year ending December 31, 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 4: To consider and approve the allocation of profit as a legal reserve and the payment of dividends for the year 2024.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

Agenda 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:
 - To elect directors as a whole
 - Approve Disapprove Abstain

To elect each director individually

5.1 Mr. Surapon Nitikraipot

- Approve Disapprove Abstain

5.2 Mr. Jirawat Liwprasert

- Approve Disapprove Abstain

5.3 Miss Munthana Lorgrailers

Approve Disapprove Abstain

5.4 Name of Director.....

Approve Disapprove Abstain

Agenda 6: To consider and approve the increase in the number of directors and the appointment of a new director.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

To elect new director

6.1 Miss Theerada Hosajakul

Approve Disapprove Abstain

6.2 Name of Director.....

Approve Disapprove Abstain

Agenda 7: To consider and approve the 2025 remuneration of the Board of Directors and Sub-Committees of the Company.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 8: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025.

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 9: To acknowledge changes to the objectives of the capital increase from initial public offering (IPO) to align with the current business strategy.

This agenda is for acknowledge and, therefore, does not require voting from shareholders.

Agenda 10: To consider other matters (if any)

- (a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed.....Shareholder
(.....)

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

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

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

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of **JD Food Public Company Limited.**

For the Share ~~Subscription Meeting/~~ 2025 Annual/ ~~the Extraordinary~~ General Meeting of Shareholders to be held on Tuesday, April 22, 2025, at 10.00 a.m. at the meeting room, 3rd floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn or at any adjournment thereof.

Agenda No..... : Subject.....

(a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No..... : Subject.....

(a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No..... : Subject.....

(a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b)The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda 5: To consider and approve the appointment of the directors to substitute the directors who are retired by rotation. (continued)

(a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b)The Proxy must cast the votes in accordance with my / our following instruction:

To elect each director individually

Name of Director.....

Approve Disapprove Abstain

Name of Director.....

Approve Disapprove Abstain

Agenda 6: To consider and approve the increase in the number of directors and the appointment of a new director. (continued)

(a)The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b)The Proxy must cast the votes in accordance with my / our following instruction:

Name of Director.....

Approve Disapprove Abstain

The Company's Articles of Association Relating to the General Meeting of Shareholders

Shareholder's Meeting

34. The Company's shareholders' meeting shall be held in the location where the Company's head office is located, or at nearby provinces, or via electronic means.
35. The Board of Directors is required to hold a shareholders' meeting at least once a year, in which the meeting will be known as the "Annual General Meeting of Shareholders," and shall be held within four (4) months after the end of the Company's fiscal year.

Additional shareholders' meetings will be known as the "Extraordinary General Meetings."

The Board of Directors may call an extraordinary meeting whenever it deems appropriate, or one or more shareholders holding aggregate shares of not less than ten (10) percent of the total number of shares sold may submit their names in writing to request the Board of Directors to call an extraordinary meeting at any time, and clearly stating the agenda and reasons for requesting the meeting. The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the event that the Board of Directors fails to call for a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting themselves within forty-five (45) days from the date of expiration of the period under the above paragraph, and it shall be deemed as a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation. In this regard, if the number of shareholders attending the meeting does not constitute a quorum according to Item 37, the shareholders who have subscribed to their names or other shareholders who requested the meeting must jointly be responsible for reimbursing the Company for the expenses incurred from holding the meeting.

36. In notifying the meeting of shareholders, whether in person or via electronic means, the Board of Directors shall prepare a meeting invitation by specifying the venue, date, time, and the meeting's agenda, as well as the matters that are to be proposed to the meeting with appropriate details. The invitation should clearly state whether the proposed agenda is for acknowledgment, approval, or consideration, together with the opinions of the Board of Directors on such matters, and be delivered to the shareholders and the public listed company registrar for acknowledgment at least seven (7) days prior to the meeting date. The notice of the meeting shall also be posted in a newspaper at least three (3) days prior to the meeting date for a period of three (3) consecutive days. In this regard, if the meeting will be conducted online via electronic media, the Company can send the meeting invitation by electronic mail instead, which must be delivered and posted in newspapers within the period specified above.
37. In the shareholders' meeting, whether in person or via electronic means, the meeting should consist of at least twenty-five (25) shareholders and proxies (if any) attending the meeting, or not less than half of the total number of shareholders, and the total number of shareholding amounting to not less than one-third (1/3) of the total number of shares sold, in order to be considered as forming a quorum.

In the event of a meeting conducted online via electronic media, the activity must be in accordance with the rules and procedures as prescribed by law.

In the event that in any shareholders' meeting, which was called by the shareholders' request, the number of shareholders attending the meeting is found to be inadequate to constitute a quorum as specified after one (1) hour has passed from the appointed time, the meeting shall be considered as suspended. If the meeting was not convened as a result of the shareholders' request, a new meeting can be rescheduled with a notice sent no less than seven (7) days prior to the meeting date. In the subsequent meeting, a quorum is not required.

39. The shareholders' meeting shall proceed in accordance with the order of the agenda specified in the meeting notice unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

When the meeting has completed the consideration of each agenda, shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting notice.

40. The Chairman of the Board shall be the chairman of the shareholders' meeting. In case the Chairman is absent from the meeting or is unable to perform his/her duties, the meeting will then be presided over by the vice chairman. If there is no vice chairman present, or he/she is also unable to perform their duties, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.

55. The Board of Directors must provide financial and profit & loss statements at the end of the Company's fiscal year, which will be proposed to the annual general meeting of shareholders for approval. The Board of Directors must also arrange for the auditor to complete the audit prior to presenting it to the shareholders' meeting.

56. The Board of Directors must deliver the following documents to the shareholders together with the notice of the annual general meeting.

(1) An audited copy of the financial and profit & loss statements, with the auditor's audit report.

(2) The Board of Directors' annual report along with the related supporting documents.

61. The auditor is tasked with the duty to attend every Company's shareholders' meeting when the financial, profit & loss statements, or issues relating to the Company's accounting, are being considered. This is to ensure that the financial audit issues are being clarified to the shareholders. The Company is also required to submit reports and documents that the shareholders are expected to receive at the shareholders' meeting to the auditor.

Proxy and Voting

38. In the shareholders' meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf. The proxy must be made in writing with the signature of the grantor and use the form prescribed by the publicly listed company registrar and submit it to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting venue before attending the meeting. Details of the proxy must at least include the following items.

(1) Total number of shares the proxy is representing.

- (2) Proxy name
 - (3) The number of meetings in which the proxy was appointed to attend and vote.
41. In the shareholders' meeting, every shareholder is entitled to only one vote per share.
- In the event that a shareholder has a special interest in any matter, he/she will not have the right to vote on that matter, except for voting for the appointment of directors.
42. Unless otherwise specified in these regulations or other cases as required by law, the voting of any resolution or approval of any business matters in the shareholders' meeting must be approved by a majority vote of the shareholders who attend the meeting and vote. In the event of a tie, the meeting's chairman shall be entitled to an additional deciding vote.
- The resolution of the shareholders' meeting in the following cases must receive a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote:
- (1) The sales or transfer of all or part of the Company's business to third parties.
 - (2) The purchase or acceptance of transfer of other publicly listed companies or private companies.
 - (3) The signing, amending, or terminating of a contract relating to the lease of all or parts of the Company's business, assigning third parties to manage the Company's business, or the Company's merger with third parties for the purpose of sharing profit and loss.
 - (4) Amendment to the Memorandum of Association or the Company's regulations.
 - (5) An increase or reduction of capital.
 - (6) Issuance of debentures.
 - (7) Amalgamation or dissolution of the Company.

Directors' Qualifications, Election and Rotation of Directors

17. The shareholders' meeting shall appoint directors by a majority vote of the shareholders attending the meeting, and are required to vote in accordance with the following criteria and procedures:
- (1) The number of votes that a shareholder is entitled to is equal to the number of shares he/she holds.
 - (2) Each shareholder may exercise his/her votes to elect one or more persons to become a director. In the event that several persons are elected as directors, the votes cannot be assigned to any individual in particular.
 - (3) Persons receiving the highest number of votes in descending order will be elected as directors, which should be equal to the number of directors that are supposed to be elected at that particular time. In the event that the subsequently elected individuals have equal votes, which would otherwise cause the number of directors to be exceeded, or should be elected at that particular time, the selection should be determined by drawing lots in order to obtain the number of directors to be elected.

18. At each annual general meeting, the number of retiring directors must be by one-third (1/3) of the total number of directors. If the number of directors cannot be divided into three parts, then the number of retiring directors should be closest to one-third (1/3).

Directors that are to be retired in the first and second year after the registration of that Company shall draw lots to determine who will retire first. For the following years, the directors who have been in office for the longest period will be required to retire. The retiring director may be elected to take office again.

Directors' Remuneration and Bonus

33. Directors' rewards and remuneration will be as determined by the shareholders' meeting.

Directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, in accordance with the regulations or as determined by the shareholders' meeting. The remuneration may be determined as a fixed number or general guideline which will be determined from time to time, or to be in effect until changes are made. Directors are also entitled to receive allowances and other welfare benefits according to the Company's regulations.

The provisions in the preceding paragraph do not affect the rights of the Company's employees and workers, who were elected as directors, who are entitled to receive remuneration and benefits as a Company employee or worker.

The payment of remuneration mentioned under the first and second paragraphs must not contradict or oppose maintaining the qualifications of independent directors as required by the Securities and Exchange Act.

Dividend Payment

47. In the event of interim dividend payments, it is forbidden to declare dividend payments except through the resolution of the shareholders or the Board of Directors' meeting,

Payment of dividends shall be notified in writing to the shareholders and shall be published in a newspaper for three (3) consecutive days. Such dividend payment shall be made within one (1) month from the date of such resolution.

48. The Board of Directors may pay interim dividends to shareholders from time to time if it appears that the Company is sufficiently profitable to be able to do so. When dividends have been paid, it shall be reported to the shareholders' meeting at the next meeting.

50. The Company must allocate part of the annual net profit as a reserve fund of not less than five (5) percent of the annual net profit less the accumulated loss brought forward (if any), until the reserve fund amounts to no less than ten (10) percent of the registered capital.

In addition to the reserve fund, The Board of Directors may propose to the shareholders' meeting to approve the allocation of other reserve funds which may be beneficial to the Company's operations as well.

Once the funds have been approved by the shareholders' meeting, the Company may transfer other reserve funds, legal reserves, and respective share premium reserves, to compensate for the Company's accumulated loss.

**Voting, Counting, and Announcement of the Vote
in the Annual General Meeting of Shareholders**

Voting Criteria

General Agenda:

1. A Voting in each agenda item shall be made openly which one share shall equal to one vote. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian)
2. In case of proxy
 - 2.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded. The proxy will not be required to vote during the meeting.
 - 2.2 In case the shareholder does not specify the determination, or the determination is unclear in any agenda item, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he deems appropriate.

Agenda on Election of Directors:

In accordance with Clause 17 of the Company's Articles of Association, a shareholder or proxy shall have one vote for each share and the procedures for the election of Directors shall be as follows:

1. Each shareholder may exercise his/her votes to elect one or more persons to become a director. In the event that several persons are elected as directors, the votes cannot be assigned to any individual in particular.
2. Persons receiving the highest number of votes in descending order will be elected as directors, which should be equal to the number of directors that are supposed to be elected at that particular time. In the event that the subsequently elected individuals have equal votes, which would otherwise cause the number of directors to be exceeded, or should be elected at that particular time, the selection should be determined by drawing lots in order to obtain the number of directors to be elected.

Voting Procedures in each Agenda Item

The Chairman or the person assigned by the Chairman shall inform the Meeting the details of voting procedures as follows:

1. The chairman of the meeting or the person assigned by the chairman of the meeting shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain and ask such person to mark in the box "disapprove" or "abstain" in the voting ballots and raise his/her hand in order for the officer to collect the voting ballots and count⁷² Notice of 2019 Annual General Meeting of Shareholders the votes. In voting counting, the Company will use the method of deducting the disapproved votes, abstain votes and the invalid voting ballots from all of the votes. The remaining votes will be deemed as the approved votes.
2. A Shareholder or proxy shall make only one vote for approval, disapproval or abstention. (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

3. Before casting the votes in each agenda item, the Chairman of the Meeting or the person assigned by the Chairman of the meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda item as appropriate. by asking attendees who wish to ask questions or express their opinions Please inform the meeting of your first and last name before asking questions or expressing your opinions every time. For questions or comments outside of the agenda under consideration, please ask or comment on other agenda at the end of the meeting, The Company would like to request shareholders to give their opinions or ask in a succinct manner and refrain from asking questions or expressing opinions on duplicate issues in order to provide opportunities for other shareholders to exercise their rights as well. Therefore, the shareholders are requested to cooperate in order to make the meeting go well and to manage the meeting within the specified time.

Resolution of the Meeting

1. General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and cast their votes. Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman or the person assigned by the Chairman shall inform the Meeting before voting in each agenda.
2. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
3. A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the appointment of Directors. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
4. A secret voting may be made upon the request of at least 5 shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

Vote Counting and Announcement of the Result

Prior to the Meeting, the Chairman or the person assigned by the Chairman shall inform the method of vote counting. The counting of votes for each agenda shall be made from the voting of shareholders or proxies present at the meeting with the right to vote. The Chairman would request shareholders or proxies who wish to disapprove with or abstain from voting on each agenda item to indicate their votes by raising their hand and marking on the ballots. The total votes cast in disapprove or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes attending the Meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one marked box on the ballots or there are split votes (except for the case of custodian) or there is no countersign on the ballot where changes of votes are made.

Definition of Independent Directors of the Company

Person who nominated to be appointed as an independent director shall have qualification of Independent Director. Qualifications of Independent Director of the Company related to minimum regulation of Securities and Exchange Commission as follow:

1. Hold no more than 1% of the total voting shares in the Company, the parent company, subsidiaries, and affiliates, including the holding by related parties of that independent director.
2. Shall not use to be or currently be a director, employee, consultant with regular salaries, major shareholder, or controlling person of the Company unless resigning for at least 2 years prior to appointment. This qualifying characteristic does not include cases where the independent director was a government official or consultant for a government agency who was a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or registered under the law, such as a father, mother, spouse, sibling, child, including the spouse of the child of other directors, executives, major shareholders, controlling persons or individuals proposed to be a director, executive or controlling person of the Company or its subsidiary.
4. Shall not use to have or have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person in a manner that may hinder the exercise of his/her independent judgment, including not use to have or have a significant shareholder or having controlling power of those who have a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or a controlling person unless resigning from the aforementioned position for not less than 2 years before appointment.

The business relationship in the first paragraph includes normal commercial transactions for leasing or renting real estate, transactions for assets or services or providing or receiving financial assistance such as borrowing, guaranteeing, providing assets as collateral and other similar behavior, resulting in the Company or contracting party having a debt burden to the other party, from 3% of the Company's net assets or at least 20 million baht, whichever is lower. The aforementioned debt calculation follows the valuation method of connected transactions according to the Securities and Exchange Commission's criteria for connected transactions with flexibility. However, in considering the debt, it must include all debts incurred during the year before the business relationship with the same person.

5. Shall not use to be or currently be an auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person, or partnership of the audit firm where the auditor of the Company, parent company, subsidiaries, affiliates major shareholder or controlling person is under, unless resigning at least 2 years before appointment.
6. Shall be or not be a professional service provider, including providing legal or financial consulting services, which received more than 2 million baht per year from the Company, parent company,

subsidiaries, affiliates major shareholder or controlling person and not be a significant shareholder, controlling person or partnership of such professional service provider, unless resigning at least 2 years before appointment.

7. Shall not be appointed as a director to represent the board, major shareholder or the shareholder who is related to the major shareholder.
8. Shall not conduct similar business and in significant competition to the business of the Company, its subsidiaries or not be a significant partnership in a partnership or director responsible for the management of the operations, employees, staff, advisor receiving regular salaries or hold more than 1% of the total voting shares of other companies operating a similar business and is in significant competition with the Company or its subsidiaries.
9. Shall not have other characteristics that make it impossible to express independent opinions on the Company's operations.

The independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person, on condition that these decisions must be collective decision.

**Profiles of the Independent Directors proposed by the Company to act as
Proxy for the Shareholders
(Excluding Independent Directors to be retired by rotation in the year 2025)**

Name	Age (years)	Position	Address	Special conflict of interest* in the proposed agenda
1. Mr. Sorasit Soontornkes	72	Chairman of the Audit Committee/ Member of the Risk Management Committee	No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang	No special conflict of interest in Agenda 1 – 9
2. Mr. Danai Watanachariya	67	Chairman of the Nomination and Remuneration Committee/ Member of the Audit Committee	Samutsakorn, Samutsakorn 74000	
3. Mr. Pisit Serewiwattana	64	Member of the Risk Management Committee		

Remark: Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2022 Annual Report (56-1 One report)

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in the election of directors due to being a nominee for the re-election.

Privacy Notice

JD FOOD Public Company Limited (“the Company”) recognizes the importance of privacy and the right to ownership of personal data. Therefore, we are committed to maintaining the security of personal data that the Company collects, uses, or discloses according to the purposes. For this purpose, the Company, therefore, has established a personal data protection policy and announced the Company’s Personal data protection policy as follows:

1. Definitions

1. **Personal Data** refers to personal data that enables an individual to be identified, whether directly or indirectly, that the Company collects for use or disclosure, such as name, surname, email address, ID card number and photograph.
2. **Sensitive Data** refers to personal data classified by law, such as race, religion, beliefs, criminal record, health data, biometric data or other similar data.
3. **Personal Data Owner** refers to individuals who own personal data that the Company collects for use or disclosure, depending on the purpose.
4. **Data Protection Officer** refers to individuals that the Company has appointed to perform duties in accordance with Section 42 of the Personal Data Protection Act B.E. 2562 (2019).

2. Limited Personal Data Collection

The Company shall collect personal data as necessary to operate under the Company’s objectives and use legitimate methods based on the consent of the data subject unless it is allowed by law to do so without consent.

In the event that the Company collects sensitive data, the Company shall obtain explicit consent from the data subject prior to data collection unless it is allowed by law to do so without consent.

3. Purpose of Personal Data Collection and Use

The Company shall collect or use personal data for the Company’s operations for the purpose or benefit related to the purpose or to improve the quality of performance to be efficient or to comply with the law. The Company shall not take any action different from the purpose specified in the collection and use unless the Company has informed and asked for consent from the data subject or to comply with the law.

4. Personal Data Disclosure

The Company may disclose personal data to other parties based on the consent of the data subject or under the purposes of personal data collection and use as outlined in this policy or as stipulated by law. In this regard, the Company shall ensure that those parties store personal data legitimately and not use it for purposes other than the scope specified by the Company. In the event that the Company must send personal data abroad, the Company shall verify whether the recipient of the data at the destination has adequate personal data protection standards. In the event that the recipient at the destination does not have sufficient

personal data protection standards, the Company shall always notify the data subject and ask for their consent first.

5. Data Security

The Company shall establish regulations to manage corporate personal data and measures to maintain the security of personal data in order for all parties involved to operate in unison.

The Company shall disclose personal data for the purpose of providing services and implementing the purposes for collecting and processing the data collected as stated above; for example, the Company discloses data to distributors, transportation service providers, data processing service providers, technology service providers, auditors, consultants, government agencies and other parties as necessary and within the scope of the law.

The Company shall determine the recipient of the data to have appropriate measures to protect the data and not use the data for any wrongful purpose.

6. Data Subject Rights

The data subject is entitled to take the following actions under the conditions stipulated by law:

- (1) To request access to and obtain a copy of their own personal data.
- (2) To object or suspend the collection and use of personal data.
- (3) To withdraw consent.
- (4) To rectify personal data.
- (5) To erase personal data and
- (6) To transfer personal data.

7. Linking to Third-Party Websites

The Company website may link to third-party websites because the Company is not the provider of such websites. Therefore, the Company is unable to hold responsible for the security or privacy of data provided to such websites. The data subject should be cautious and review the privacy protection policies of third-party websites.

8. Contact the Data Protection Officer

In case the data subject has questions or wants to exercise the right as the data owner, please contact the Company or the data protection officer.

Address: JD FOOD Public Company Limited, No. 116, 116/1, 116/2 Village No. 3, Bang Thorat
Sub-district, Mueang Samut Sakhon District, Samut Sakhon Province 74000

E-mail: DPOOffice@jdfthailand.com

Telephone: 034 – 440 – 681 – 2

Attendance Form for 2025 Annual General Meeting of Shareholders

Written at.....

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

Attention: Company Secretary, JD Food Public Company Limited (“JDF”)

I/We,.....Nationality.....

Please mark with ✓ in the blank ()

() being a shareholder of JD Food Public Company Limited, attach document as follows:

Identification Card.....

holding the total amount of.....shares.

() being proxy of.....,who is a shareholder of JD Food Public Company Limited, attach document as follows:

Identification Card of proxy.....

holding the total amount of.....shares.

wish to attend the 2025 Annual General Meeting of Shareholders on **Tuesday, April 22, 2025 at 10:00 hrs. at the meeting room, 3rd floor, the Company’s head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn 74000, Thailand.**

Signed.....

Attendee

Remark: Please send the completed form to the Company by April 18, 2024.

(1) E-mail address: ir@jdfthailand.com or

(2) Post: Corporate Secretary Office

JD Food Public Company Limited

No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn,

Samutsakorn 74000, Thailand.

Route to attending the 2025 Annual General Meeting

At the Meeting Room, 3rd floor, the Company's head office building.

- The Company has prepared transportation for the shareholders to attend the meeting.
 1. **Prior to the Meeting**

Pick-up Point: Shell Gas Station, near MRT Blue Line Luk Song and departs at 8:00 hrs.
 2. **After the meeting,**

Pick-up Point: The Parking space in front of the Building of JD Food Public Company Limited and departs at 12:30 hrs.

Drop-off Point: The Mall Bang Kae
- In the case that the shareholders are traveling by themselves, the shareholders are able to park the car at the parking space in front of the Building of JD Food Public Company Limited.