

(translation)
Articles of Association
of
R&B Food Supply Public Company Limited

Chapter 1

General Provisions

Clause 1. These regulations are called the regulations of R&B Food Supply Public Company Limited.

Clause 2. The word "company" in these regulations means R&B Food Supply Public Company Limited, unless otherwise specified in these regulations.

Clause 3. Any other statements not stated in these regulations shall be governed and enforced in accordance with the provisions of the law on public limited companies, and the law on securities and exchange and including other laws that are effective or
Related to the operations of the company

Chapter 2

Share and shareholders

Clause 4. The Company's shares are ordinary shares with the same value per share and are shares with the name of the shareholder specified.

All shares of the Company must be paid for in full with money or assets other than money. The subscriber or purchaser of shares cannot request to set off the debt with the company.

The company's shares are indivisible. If two or more persons subscribe or hold shares together, only one of them must be appointed to exercise their rights as a share subscriber or shareholder, as the case may be.

The company has the right to issue and offer common shares, Preferred shares, debentures, warrants or any other securities as permitted by the law on securities and exchange.

Clause 5. Every share certificate of the company will state the name of the shareholder, and have the signature of at least one (1) director to sign or print the signature and affix the company seal. However, the board of directors can assign the securities registrar according to the law on securities and exchange to sign or print the signature on its behalf .

Clause 6. Signing the share certificate or any other securities certificate of the said director or securities registrar, the director or The securities registrar may personally sign, or use machinery Use a computer or stamped by any other means in accordance with the rules and procedures prescribed by the law on securities and exchange.

The company must keep the shareholder register and evidence related to the entries in the shareholder register, at the company's head office. However, the company may assign the company Thailand Securities Depository Co., Ltd. You can also be the company's securities registrar, and if the company assigns the company Thailand Securities Depository Co., Ltd. Became the company's securities registrar Procedures related to the registration of the company shall be as specified by the securities registrar.

Clause 7. The company will issue share certificates to shareholders within two (2) months from the date the registrar accepts the company's registration. or from the date the company receives payment for the shares in full in the event that the company sells the remaining shares or issues newly issued shares after the company registration.

Clause 8. In the event that any share certificate is damaged or erased in essence Shareholders may request the company to issue new share certificates to shareholders by returning the original share certificates.

In the event that any share certificate is lost or destroyed Shareholders must bring evidence of reporting to the police. or other appropriate evidence to present to the company

In both cases The company will issue new share certificates to shareholders within the period specified by law. The company may charge a fee for issuing new share certificates in place of the original share certificates from those shareholders. However, this must not exceed the legal rate.
specified

Lost share certificate oblivious or damaged, for which a new share certificate has been issued in replacement It is considered that the old share certificate is cancelled.

Clause 9. The company cannot own shares or accept pawning of its own shares . However, Except in the following cases

(1) The company may buy back shares from shareholders who voted against the resolution of the shareholder meeting . which approves Amendments to the Company's regulations regarding the right to vote and the right to receive dividends the shareholders who voted against it saw that they did not receive fairness.

(2) The company may repurchase shares for financial management purposes. In the case where the company has accumulated profits and excess liquidity and the repurchase of shares does not cause the company to face financial problems.

However, the shares held by the company will be counted as a quorum in the shareholder meeting and will not have the right to vote or the right to receive dividends.

The company must sell the shares repurchased according to the preceding paragraph. within the time specified in the ministerial regulations In the event that the company does not sell or does not sell all the repurchased shares within the specified period. The company will reduce the paid-up capital. By cutting off the portion of registered shares that have been sold.

Buying back shares Selling shares and the elimination of repurchased shares To be in accordance with the criteria and methods specified in the ministerial regulations and related laws.

Clause 10. Buying back the company's shares Must receive approval from the shareholder meeting. Except in the case where the company is a listed company on the Stock Exchange of Thailand and the purchase of such shares does not exceed ten (10) percent of the paid-up capital. It is the authority of the company's board of directors to approve the repurchase of such shares.

Chapter 3

Transfer of shares

Clause 11. Company shares are freely transferable without restrictions. Unless the transfer of shares causes persons who are not of Thai nationality at any one time to hold shares totaling more than forty-nine (49) percent of the total number of shares sold.

Clause 12. The transfer of shares is effective when the transferor has endorsed the share certificate by specifying the name of the transferee, and sign the name of the transferor with the transferee and deliver the said share certificate to the transferee

The transfer of shares will be valid against the company when the company has received a request to register the transfer of shares. But it can only be used against outsiders when the company has registered the transfer of such shares in the shareholder register.

When the company considers that the transfer of shares is legal. The company shall register the transfer of such shares within fourteen (14) days . From the date of receiving the request or if the company deems that the transfer of shares is not completely correct The company shall notify the applicant within seven (7) days . From the date of receiving the request

If the company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares is in accordance with the Securities and Exchange Act.

Clause 13. In the case where the transferee of shares wishes to obtain a new share certificate. Make a request to the company in writing with the signature of the transferee of shares, and have at least one (1) witness. Sign to certify that signature and surrender the original share certificate or other evidence to the company. In this matter If the company deems that the transfer of shares is legal The company shall register the transfer of such shares within seven (7) days . from the date of receipt of the request and a new share certificate will be issued within one (1) month from the date of receipt of the request

Chapter 4

Issuance of securities Offering and Transfer of securities

Clause 14. Issuance of securities Offering and transfer of securities to the public or any person Any other To be in accordance with the law on public limited companies, and the law on securities and exchange

Transferring other securities as listed securities on the Stock Exchange of Thailand or secondary markets other than common stocks. To be in accordance with the law on securities and stock exchange.

The term " securities " shall mean securities according to the definition specified in the law on securities and exchange.

Chapter 5
Board of Directors

Clause 15. The company shall have a board of directors to carry out the business of the company. Consisting of at least five (5) directors . Not less than half (1/2) of the total number of directors must reside in Thailand.

Company directors may or may not be shareholders of the company.

Clause 16. The shareholder meeting shall elect company directors according to the criteria. and the following methods

(1) One shareholder has votes equal to one (1) share per one (1) vote.

(2) Each shareholder will use all the votes he has under (1) to elect one or more persons as the shareholder.

The committee is fine. In the case where several persons are elected as directors Votes cannot be divided among anyone, however much.

(Vote to elect company directors NON - CUMULATIVE VOTING only)

(3) The persons who receive the highest number of votes in descending order are elected as directors equal to the number of directors that should be or will be elected at that time. In the event that the persons elected in descending order have the same number of votes, exceeding the number of departments that should be or will be elected at that time. The chairman of the meeting will have the deciding vote.

Clause 17. At every annual general meeting of shareholders. One-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts then issue the amount closest to one-third (1/3).

Directors who have resigned from their positions May be selected to return to the position again.

Directors who must retire from office in the first and second years after the company is registered.

Let the lottery be drawn for later years. Next, the director who has been in office the longest will be the one to leave the position.

Clause 18. In addition to leaving office at the end of the term, Directors will leave their positions when

(1) dead

(2) resign

(3) Lack of qualifications or has prohibited characteristics according to the law on public limited companies. and the law on securities and exchange

(4) The shareholder meeting votes for dismissal in accordance with Section 20.

(5) The court orders dismissal.

Clause 19. Any director wishing to resign from their position must submit a resignation letter to the company. The resignation will be effective from the date the resignation letter reaches the company.

Directors who resign in accordance with the first paragraph may also notify the Registrar of their resignation.

Clause 20. The shareholder meeting may vote to remove any director from his position before the end of his term with a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and

having the right to vote, and have shares totaling not less than half (1/2) of the number of shares held by shareholders who attend the meeting and have voting rights.

Clause 21. In the case where the position of director is vacant for reasons other than retirement at the end of the term. The committee will select a person who has the qualifications, and does not have prohibited characteristics according to the law on public limited companies and the law on securities and exchange. Become a replacement director at the next board meeting, unless that director's term remains for less than two (2) months. The person who becomes the replacement director will hold the position of director only for the remaining term of the director he replaces.

The resolution of the board of directors according to the first paragraph must consist of votes of less than three-quarters (3/4) of the number of remaining directors.

Clause 22. Company directors have the right to receive director remuneration from the company in the form of regular remuneration. Meeting allowance, gratuity bonus reward or benefits in other ways. As the shareholder meeting will consider and vote with a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. The remuneration of directors may be set at a fixed amount or laid down according to specific criteria, and will be determined from time to time, or to be effective forever until the shareholder meeting resolves to change otherwise. In addition, Company directors have the right to receive allowances and other benefits. Any other According to the company's regulations.

The contents of the first paragraph will not affect the rights of directors appointed from the employees or employees of the Company to receive compensation and benefits as employees or employees of the Company.

Clause 23. The board of directors shall elect one director to be the chairman of the board.

In the case where the committee considers it appropriate, one or more directors may be chosen to be vice-chairmen of the board. The Vice Chairman of the Board has duties according to the regulations in the business assigned by the Chairman of the Board.

Clause 24. The chairman of the board of directors calls a meeting of the board of directors, or if two or more directors request a meeting of the board of directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall set the meeting date within fourteen (14) days from the date of receipt of the request.

In the case where there is no chairman of the board, or there is a chairman but he is unable to perform his duties, or refusing to perform duties, in such case, if the company still has the remaining number of directors to form a quorum, the remaining committee members are able to organize committee meetings in order to manage various matters. Any other of the company.

Organizing a meeting of the Board of Directors. In the case where the position of director of the company is vacant until there is less than the number required to form a quorum, the remaining directors can act as part of the company's board of directors. This is regardless of whether the remaining directors hold the position of Chairman of the Board or not. By holding a shareholder meeting to elect directors to fill all vacant positions within one (1) month. From the date the number of committee members is reduced until it is less than the quorum.

In calling a meeting of the committee, whether it be in person or via electronic media. The Chairman of the Board or the person assigned by the Chairman of the Board Send the meeting notice to the directors no less than seven (7) days before the meeting date. Except in urgent cases To preserve the rights or benefits of the company The meeting appointment will be notified by other means. And the meeting date can be set earlier than that. However, If the meeting at that time was an electronic media meeting The company can send the meeting invitation by electronic mail.

Meeting of the Company's Board of Directors to be held on The area where the company's headquarters is located or nearby provinces or on Any other place as specified by the Chairman of the Board or the person assigned by the Chairman of the Board may specify or the Chairman of the Board may specify that a meeting be held via electronic media.

Clause 25. In a committee meeting which is held in person or via electronic media. There must be directors present at the meeting of not less than half (1/2) of the total number of directors to form a quorum.

Meeting of the board of directors or sub-committees of the company Meetings may be arranged via electronic media. By complying with the law.

In the event that the Chairman of the Board is not present at the meeting or unable to perform duties The Vice Chairman of the Board shall act on his behalf. But if the Vice Chairman is not present at the meeting or unable to perform duties The committee members present at the meeting shall select one committee member to be the chairman of the meeting. The decision of the meeting shall be made by a majority vote. One (1) director has one (1) vote. Except that directors who have an interest in any matter do not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

Clause 26. In operating the company Directors must perform their duties in accordance with the law, objective and company regulations as well as the resolutions of the shareholder meeting with honesty and integrity and carefully protect the interests of the company

Clause 27. Directors are prohibited from operating businesses of the same nature, and is in competition with the company's business or becoming a partner in a general partnership, or being a partner with unlimited liability in a limited partnership or being a director of a limited company or any other public limited company that carries on business with the same nature and is in competition with the Company's business Whether doing it for your own benefit or benefit others unless the shareholder meeting is informed before a resolution is passed to appoint that director.

Clause 28. Directors must notify the company without delay. In the case where a director has an interest, whether directly or indirectly. In any contract made by the company or in the case where the number of shares or debentures of the company or its affiliates held by the directors increases or decreases.

Clause 29. The committee must meet at least once every three (3) months. on The province in which the company's headquarters is located or nearby provinces or on Any other places in the Kingdom by setting the date time and the location is at the discretion of the Chairman of the Board.

Clause 30. Directors authorized to sign to bind the company. is Two (2) directors Sign together and affix the company seal.

The board of directors has the authority to determine and change the names of directors who are authorized to sign to bind the company.

Chapter 6

Shareholder's Meeting

Clause 31. The board of directors must organize an annual general meeting of shareholders within four (4) months . From the end of the company's fiscal year.

Shareholder meetings other than the first paragraph shall be called an extraordinary meeting The board of directors may call a shareholder meeting as an extraordinary meeting at any time as it deems appropriate.

One or more shareholders whose shares total not less than ten percent (1/10) of the total number of shares sold. You can sign your name and write a request to the board of directors to call a meeting of shareholders to turn it into an extraordinary meeting at any time. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such case, the board of directors must arrange a shareholder meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the case where the committee Failure to hold a meeting within the period specified in paragraph three. All shareholders who have signed their names or other shareholders who collectively have the required number of shares may call a meeting themselves. Within fifteen (45) days from the expiration of the period under paragraph two. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation.

In the case where it appears that the shareholder meeting was called because of the shareholders under paragraph four, The number of shareholders present at the meeting was not sufficient to form a quorum as specified in Section 32. The shareholders according to paragraph four must be jointly responsible for reimbursement to the Company for the expenses incurred from holding the meeting at that time.

However, The location that will be used for the meeting will be in the province in which the company's head office or branch office is located. or anywhere else in the Kingdom as the committee may determine.

Company shareholder meeting Meetings may be arranged via electronic media. By complying with the law.

Clause 32. In the shareholder meeting There must be no less than twenty-five (25) shareholders and shareholders' proxies (if any) present at the meeting. or not less than half (1/2) of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold to form a quorum.

In the case where it appears that any shareholder meeting When one (1) hour has passed since the appointment time. The number of shareholders attending the meeting was not sufficient to form a quorum as specified in paragraph one. If the shareholder meeting was called because the shareholders requested it The meeting shall be adjourned. If the shareholder meeting was not called because the shareholders requested it, Schedule a new meeting. And in this case, the notice of meeting must be sent to shareholders not less than seven (7) days before the meeting date. In the next meeting, it is not required that a quorum must be present.

Clause 33. The chairman of the board of directors shall be the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties. The Vice Chairman of the Board shall be the chairman of the meeting. If there is no vice-chairman of the board or is not present at the meeting or is unable to perform his duties The meeting shall elect any shareholder who attends the meeting to be the chairman of the said meeting.

Clause 34. Chairman of the shareholder meeting. Has the duty to control the meeting in accordance with the Company's regulations regarding meetings. In this regard, the meeting must be conducted in accordance with the agenda sequence 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 who attended the meeting

When the meeting has finished considering the first paragraph. Shareholders whose shares total not less than one-third (1/3) of the total number of shares sold. You may ask the meeting to consider matters other than those specified in the meeting notice.

In the case where the meeting has finished considering matters according to the order of the agenda according to paragraph one. or consider matters that shareholders The proposal was not completed according to paragraph two. It depends on the case and it is necessary to postpone the consideration. Let the meeting determine the location. day and time of the next meeting and have the committee send a meeting notice specify location day time and agenda The meeting is sent to shareholders not less than seven (7) days before the meeting. The notice of the meeting must also be advertised in the newspaper for three (3) consecutive days and not less than three (3) days before the meeting date.

Clause 35. Every shareholder has the right to attend the shareholder meeting, regardless of what type of shareholder meeting it is.

Clause 36. A shareholder may authorize another person to act as a proxy to attend and vote at the shareholder meeting on his or her behalf. and the proxy must submit the proxy form to the chairman of the committee or the person designated by the chairman of the committee. At the meeting place Before the proxy enters the meeting The proxy must be made in the form specified by the registrar under the law on public limited companies.

Clause 37. In voting at the shareholder meeting It is considered that one (1) share has one (1) vote and any shareholder has a special interest in any matter. That shareholder has no right to vote on that matter. In addition to voting to elect directors And the resolution of the shareholder meeting must consist of the following votes:

(1) In normal cases The majority vote of shareholders who attend the meeting and vote must be taken. If there are equal votes The chairman of the meeting shall cast an additional vote as the deciding vote.

(2) In the following cases A vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required.

(a) Selling or transferring all or important parts of the company's business to another person.

(b) Purchasing or accepting transfer of business of a private company. or another public company owned by the company

(c) doing correct or cancel the contract regarding the rental of all or important parts of the company's business. Assigning any other person to manage the company's business or a merger with another person for the purpose of sharing profits and losses.

(d) Amendments to the memorandum of association or company regulations

(E) Increasing or decreasing the registered capital of the company.

(f) Dissolution of the company

(g) Issuance of corporate bonds

(g) Merger of the company with other companies.

Clause 38. Business that the annual general meeting of shareholders should convene is as follows:

(1) Consider acknowledging the report of the board of directors showing the company's operations during the past year.

(2) Consider and approve the balance sheet. and profit and loss account

(3) Consider and approve the allocation of profits.

(4) Consider electing new directors to replace those who vacate their positions at the end of their term.

(5) Consider determining directors' remuneration.

(6) Consider appointing an auditor and determine the amount of the audit fee, and

(7) Other businesses Any other

Chapter 7

Accounting Finance and Auditing

Clause 39. The company's fiscal year begins on January 1 . and ends on December 31 of every year.

Clause 40. The company must provide for the preparation and maintenance of accounting books. as well as auditing of accounts as specified in the law relevant and must prepare a balance sheet and profit and loss account at least once in a twelve (12) month period. which is the fiscal year of the company

Clause 41. The board of directors must prepare a balance sheet and profit and loss account. on The end date of the company's fiscal year is presented to the shareholders at the annual general meeting. for consideration and approval and the board of directors must arrange for an auditor to complete the audit of the balance sheet and income statement before presenting it to the shareholder meeting.

Clause 42. The committee must send the following documents to the holder. along with the notice calling for the annual general meeting of shareholders

(1) A copy of the balance sheet and profit and loss account that has been audited by the auditor. along with the auditor's audit report and

(2) Annual report of the committee. Complete with various supporting documents Any other to accompany the report

Clause 43. The auditor must not be a director. employee or who holds any position or duty Any other of the company

Clause 44. The auditor has the authority to audit the accounts, document and any other evidence regarding income and expenses as well as assets and liabilities of the company during the company's business hours. In this matter The auditor has the power to question the directors, employee employee Person holding any position in the company and company representatives Including having those people explain the facts or submit documents, or evidence regarding the operations of the company

Clause 45. The auditor has a duty to attend the company's shareholder meeting every time the balance sheet is considered, profit and loss account and problems with the company's accounts in order to explain the audit of the accounts to shareholders, and the company shall deliver all reports and documents of the company that the shareholders will receive at that shareholder meeting to the auditor as well.

Chapter 8

Dividends and Reserves

Clause 46. Do not pay dividends from any type of money other than profits. In the case that the company still has a loss If accumulated, it is prohibited to pay dividends.

Dividends are divided according to the number of shares. Equal per share together Except in the case where the company issues preferred shares and specifies that preferred shares receive different dividends from ordinary shares. Dividends shall be allocated as specified. The payment of dividends must be approved by the shareholder meeting.

The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so and when the interim dividend has been paid Such dividend payment shall be reported to the shareholders' meeting at the next shareholders' meeting.

Payment of dividends must be made within one (1) month, from the date shareholder meeting or the committee meeting votes As the case may be However, Notification in writing shall be sent to shareholders and notice of such dividend payment shall be advertised in a newspaper for not less than three (3) consecutive days.

Clause 47. The company must allocate a portion of the annual net profit as a reserve fund of not less than five (5) percent of the annual net profit. Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten (10) percent of the registered capital .

Chapter 8

Additional Provisions

Clause 48. The Company's seal shall be as affixed herein.