

Date: 24th March 2025

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2025 (via electronic meeting (E-AGM))

To: Shareholders of R&B Food Supply Public Company Limited

Attachment

1. Profile of the candidates proposed to be appointed as directors of the Company and qualifications of the independent directors
2. Profile and Work Experience of the proposed auditors of the year 2025
3. Proxy (Form A, Form B and Form C)
4. Profile of independent directors for shareholders' proxy
5. The Company's Articles of Association in relation to the shareholders' meeting
6. Additional attachments to confirm the right to attend the shareholders' meeting via electronic meeting and proxy.
7. Guidelines for attending of Electronic Meetings by Inventech Connect
8. Privacy Notice for the Annual General Meeting of Shareholders for the year 2025
9. Annual Report 2024 (Form 56-1 One Report) in QR Code

The Board of Directors of R&B Food Supply Public Company Limited (the "**Company**") would like to invite the shareholders to attend the Annual General Meeting of Shareholders for the year 2025 (the "**Meeting**") on Friday, 25th April 2025 at 13.00 hrs. via **electronic meeting (E-AGM)** in accordance with the rules and regulations on electronic meetings, which the Company will broadcast live from the meeting room at the Company's head office, 4th floor of Building 1, No. 9 Pho Kaeo 3, Yaek 17, Khlong Chan Sub-district, Bang Kapi District, Bangkok 10240 to consider the following agendas:

Agenda 1 Subject to be Notified

Agenda 2 Acknowledge the Company's Operating Performance for the Year 2024

Objective and Reason: The Company has summarized the operating results and the significant changes that occurred in the year 2024 as shown in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 1, Heading 4 Management Discussion and Analysis in QR code (**Attachment 9**).

Board of Directors' Opinion: The Board of Directors agreed to propose to the Annual General Meeting of Shareholders for the Year 2025 to acknowledge the Company's Operating Performance for the year 2024 as details shown in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 1, Heading 4 Management Discussion and Analysis in QR code (**Attachment 9**).

Voting to consider this agenda: This agenda is for acknowledgment. Therefore, voting is not required.

Agenda 3 Consider and Approve the Separate Financial Statements and the Consolidated Financial Statements of the Company and its Subsidiaries for the Year 2024, Ended on 31st December 2024, and Acknowledge the Auditor's Report.

Objective and Reason: To comply with the Public Limited Companies Act B.E. 2535 (and as amendments) and the Company's Articles of Association which requires the Board of Directors to prepare a balance sheet and income statement at the end of the fiscal year of the Company which have been audited by the authorized auditor and to propose to the Annual General Meeting of Shareholders for approval. The summary of the consolidated financial statements, compared with the previous years, are as follows:

Summary of the Consolidated Financial Statements of the company compared between 2023 and 2024.

Items	(THB Million)	
	Year 2024	Year 2023
Total assets	5,809.91	5,749.92
Total debts	843.35	913.87
Total shareholders' equity	4,950.21	4,818.86
Total sales and service income	4,406.29	4,429.42
Net profit attributable to shareholders of the Company	512.76	649.03
Net profit per share - attributable to shareholders of the Company (THB / Share)	0.26	0.32

Board of Directors' Opinion: The Board of Directors agreed to propose to the Annual General Meeting of Shareholders for the Year 2025 to consider and approve the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2024, ended on 31st December 2024 which have been audited by the authorized auditor and approved by the audit committee including to acknowledge the auditor's report as details shown in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 3 Financial Statement in the QR Code. **(Attachment 9)**

Voting to consider this agenda: The resolution of this agenda requires the majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 Consider and Approve the Allocation of the Net Profit for the Year 2024 as Legal Reserve and Dividend Payment for the Year 2024.

Objective and Reason: The Company has a policy to pay dividends to shareholders each year at the rate not less than 40% of the net profit remaining after deducting all types of reserves required by law. However, such dividend payment will depend on cash flow, investment plan and legal conditions. The Company takes into account the necessity and appropriateness of other factors in the future and that the dividend payment shall not have a significant impact on the usual operations of the Company. In this regard, shareholders can consider the details of the dividend payment policy and additional dividend payment information of the Company as shown in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 1, Heading 1.6 Dividend Payment Policy in QR code. **(Attachment 9)**

In addition, the Public Limited Companies Act B. E. 2535 (and as amendments) and the Company's Articles of Association stipulated that the Company shall allocate a portion of the annual net profit, as a legal reserve, of not less than 5% of the annual net profit deducted by accumulated loss aggregated (if any) until this legal reserve amounts to not less than 10% of the registered capital and stipulates that dividends shall not be disbursed from any funds other than profits. In cases where the Company still has accumulated losses, it is prohibited from paying dividends.

From operating results in 2024, the Company has a net profit of THB 455,533,941 after deducting legal reserves, whereby the Company has allocated the net profit for the year 2024 from the operating results ending on 31st December 2024, as legal reserves at the amount of THB 3,250,000 which is equivalent to the rate of 0.71% of the annual net profit after deducting accumulated losses, Accordingly, when combined with the total legal reserves allocated by the Company, the Company will have a total legal reserve at the amount of THB 200,000,000, which is equivalent to 10% of the registered capital, in compliance with the legal requirement. The Company has sufficient profits to pay its dividends, which the dividend will be paid from the operating results for the year 2024 in cash at the rate of THB 0.175 per share, which representing the dividend paid from the net profit that is not subject to investment promotion (Non-BOI) at a rate of THB 0.166 per share, and from the net profit that is subject to investment promotion (BOI) at a rate of THB 0.009 per share, totaling a dividend payment of THB 350,000,000 which is equivalent to 76.83% of

the net profits after the deduction of tax and all other forms of reserves as stipulated by the law, paid from the annual net profit of the year 2024. This dividend payment is in accordance with the Company's dividend payment policy. In order to comply with the Public Limited Companies Act B.E. 2535 (and as amendments), the Company specifying the date for determining the lists of shareholders eligible to receive the dividend (Record date) on 7th May 2025, and the dividend payment will be paid on 23rd May 2025.

In this regard, individual shareholders may claim a tax credit on the dividend in accordance with the provisions set forth in the Revenue Code, Section 47 bis, as follows:

1. A dividend of THB 0.166 per share paid from accumulated profits that have been subject to corporate income tax at a rate of 20% shall entitle the shareholder to claim a tax credit at the rate of 20/80 of the dividend.
2. A dividend of THB 0.009 per share paid from accumulated profits that have been exempt from tax pursuant to the investment promotion incentives (BOI), shall not be subject to any withholding tax; accordingly, shareholders shall not be entitled to claim any tax credit.

Details of dividend payments between 2023 and 2024

Dividend payment details	Year 2024	Year 2023
Net profit after deducting legal reserve (THB)	455,533,941	601,930,419
Number of shares (shares)	2,000,000,000	2,000,000,000
Earnings per share (THB/Share)	0.23	0.32
Dividend paid per share (THB/Share)	0.175	0.175
Total dividends paid (THB)	350,000,000	350,000,000
Dividend payout ratio per net profit after deducting legal reserve (percent)	76.83	58.15

Board of Directors' Opinion: The Board of Directors agreed to propose to the Annual General Meeting of Shareholders for the Year 2025 to consider and approve the allocation of net profits from the operating results for the year 2024 ended 31st December 2024 as legal reserve at the amount of THB 3,250,000 which is equivalent to the rate of 0.71% of the annual net profit after deducting accumulated losses, Accordingly, when combined with the total legal reserves allocated by the Company, the Company will have a total reserve amount of THB 200,000,000, which is equivalent to 10 % of the registered capital, in compliance with the legal requirement. The Company has sufficient profits to pay its dividends, which the dividend will be paid from the operating results for the year 2024 in cash at the rate of THB 0.175 per share, which representing the dividend paid from the net profit that is not subject to investment promotion (Non-BOI) at a rate of THB 0.166 per share, and from the net profit that is subject to investment promotion (BOI) at a rate of THB 0.009 per share, totaling a dividend payment of THB 350,000,000 which is equivalent to 76.83% of the net profits after the deduction of tax and all other forms of reserves as stipulated by the law, paid from the annual net profit of the year 2024. The dividend payment is in accordance to the Company's dividend payment policy and the Record Date will be on 7th May 2025 and the dividend payment will be paid on 23rd May 2025.

Voting to consider this agenda: The resolution of this agenda requires the majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 Consider and Approve The Appointment of Directors to Replace of Those Who Retired by Rotation for The Year 2025

Objective and Reason: The Public Limited Companies Act B.E. 2535 (and as amendments) and the Company's Articles of Association stipulated that at each annual general meeting, the directors shall be retired at the rate of one-third. If the number of directors cannot be divided into three parts, it shall be the

closest number to one-third which the director who has been in office for the longest time will be retired but eligible to be re-elected to serve as a director.

The Company currently has 12 directors. In this annual general meeting of shareholders, there are 4 directors of the Company who will be retired by rotation and are proposed to be re-elected to serve as directors for another term, namely:

No.	Name	Position
1.	Mrs. Benjawan Ratanaprayul	Chairman of the Board of Directors, Independent Director
2.	Mrs. Petchara Ratanapoompinyo	Director
3.	Lt. Col. Dr. Janjida Ratanapoompinyo	Director
4.	Mr. Suranart Kittirattanadetch	Director

The Company announced on the Company's website and informed the information via electronic channel to the Stock Exchange of Thailand on 18th September 2024 to invite shareholders to nominate the appropriate and qualified persons to be appointed as directors in accordance with the Company's criteria between 18th September 2024 to 31st December 2024. The Company would like to inform that no shareholder has nominated any person to be appointed as the Company's director.

With this regard, the Board of Directors under the approval of the Nomination Remuneration and Corporate governance Committee is of the opinion to propose 4 retiring directors to reassume their positions for another term as they are qualified and suitable for the Company's business operations, including relevant knowledge, skills, expertise, experience, vision, and credibility and such person also has no prohibited characteristics as prescribed by law.

Board of Directors' Opinion: The Board of Directors (the above 4 directors did not take part in the consideration), under the approval of the Nomination Remuneration and Corporate Governance Committee, has considered the suitability and utmost benefit of the Company and concluded that the persons nominated had undergone a strict, careful, and cautious consideration from the Board of Directors that they are qualified and suitable for the Company's business operations, including relevant knowledge, skills, expertise, experience, vision, and credibility and such person also has no prohibited characteristics as prescribed by law. In addition, the Board of Directors has considered that the person nominated for the position of independent director will be able to express opinions independently and in accordance with the relevant rules. Therefore, the Board of Directors deems it appropriate to propose the Annual General Meeting of Shareholders for the year 2025 to consider appointing the directors who retired by rotation to be re-elected as the Company's directors for another term. This agenda will use the method of individual voting.

Profiles of persons nominated for the appointment as directors of the Company and the qualifications of independent directors which are higher than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand are shown in **Attachment 1**.

Voting to consider this agenda: The resolution of this agenda requires the majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes. (individual voted) in accordance with the criteria and procedures as stipulated in Article 16 of the Company's Articles of Association as follow;

- (1) Each shareholder shall have a number of votes equal to one share per one vote.
- (2) Each shareholder may using their votes under (1) to appoint an individual or several persons to be director. In case of electing more than one person, the votes will not be divided unequally between the elected persons (the election of directors shall be Non-Cumulative Voting only).
- (3) The persons who receive the highest votes in their descending order shall be elected as directors equal to the number of directors to be elected in that election. If the number of nominated persons with an equal number of votes exceeds the number of directors required or required to be elected at such election, the chairman of the meeting shall have a casting vote.

Agenda 6 Consider and Approve the Remuneration of Directors for the Year 2025

Objective and Reason: The Public Limited Companies Act B.E. 2535 (and as amendments) and the Company's Articles of Association stipulated that the directors of the Company are entitled to receive remuneration for their duties from the Company in the form of regular remuneration, meeting allowances, pension, bonuses, rewards or other forms of remuneration as the shareholders' meeting shall consider and resolve with not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting whereas such remuneration could be a fixed amount or regulated as specified by the rules and may determine from time to time or remain effective until the shareholders' meeting has resolution to amend the remuneration. Nevertheless, the directors of the Company are entitled to receive the remuneration and other benefit as regulated by the Company's regulation.

Additionally, the Company has a clear and transparent process for determining the remuneration by allowing the Nomination Remuneration and Corporate Governance Committee to consider and determine the rate of remuneration of the Board of Directors and to submit to the Board of Directors' meeting for approval, as well as seeking approval from the Annual General Meeting of Shareholders. The guidelines for determining the directors' remuneration will consider the appropriateness in determining the directors' remuneration based on the Company's financial condition, the scope of duties and responsibilities of the directors to a level that can motivate and retain knowledgeable and competent directors to perform duties with the Company and can be comparable to the remuneration of directors in the same industry or a similar industry. In this regard, the details of the remuneration of directors appear in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 2, Heading 8.1.2 Guidelines for the Remuneration of Directors in QR code format. **(Attachment 9)**

Board of Directors' Opinion: The Board of Directors have agreed with the Nomination Remuneration and Corporate Governance Committee by considering the suitability of the duties, scope of roles and responsibilities, reasonability and directors' performance of duties including suitability for the type of business and business expansion of the Company, market and industry trends by comparing with the remuneration of other registered companies in the same industry or equivalent in size. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2025 as proposed below:

Director's Remuneration (Unit: THB)		
Components of Compensation	Year 2025 (Proposed Year)	Year 2024
1. Board Director Remuneration		
Monthly Remuneration		
- Chairman of the Board	40,000	40,000
- Non-Executive Directors	25,000	25,000

Director's Remuneration (Unit: THB)		
Components of Compensation	Year 2025 (Proposed Year)	Year 2024
- Executive Directors*	-	-
Meeting Allowance per Time		
- Chairman of the Board	25,000	25,000
- Directors	20,000	20,000
Annual Compensation**		
- Chairman of the Board	Not exceeding 200,000	Not exceeding 200,000
- Directors	Not exceeding 200,000	Not exceeding 200,000
2. Sub-committee Remuneration***		
Monthly Remuneration		
- Chairman of the Board	-	-
- Directors	-	-
Meeting Allowance per Time		
- Chairman of the Board	25,000	25,000
- Directors	20,000	20,000
Annual Compensation		
- Chairman of the Board	-	-
- Directors	-	-
Other compensatory benefits	- There are no additional remunerations-	

Remark

* The executive directors of the Company will not receive monthly remuneration.

** Annual remuneration rate for Company Directors, not exceed than 200,000 Baht per year by Dr. Somchai Ratanapoompinyo or the person assigned by Dr. Somchai Ratanapoompinyo, having the power to allocate this amount to each director.

***Sub-committees of the Company are: 1. Audit Committee 2. Nomination Remuneration and Corporate Governance Committee 3. Risk Management Committee 4. Social Responsibility and Sustainable Development Committee

In this regard, the determination of the remuneration of the Board of directors, Audit Committee and Sub-Committee for the year 2025 in the form of monthly remuneration, meeting allowance, annual remuneration and other compensation, in which the total amount shall not exceed THB 10,000,000. which is the original rate approved by the Annual General Meeting of Shareholders for the Year 2024, In addition, such compensation shall be effective from 1st January 2025 onward, until the Annual General Meeting of Shareholders resolves to change otherwise.

Votes to consider this agenda: The resolution of this agenda requires the vote not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

Agenda 7 Consider and Approve the Appointment of the Auditor and the Audit Fees for the Year 2025

Objective and Reason: To comply with the Public Limited Companies Act B.E. 2535 (and as amendments) and the Company's Articles of Association which requires the general meeting of

shareholders to appoint an auditor and determine the annual audit fees of the Company. Moreover, the Capital Market Supervisory Board requires listed companies have to rotate the auditors. In the event that the same auditor has performed the duty of reviewing or auditing and providing opinions on the Company's financial statements for 7 consecutive fiscal years, the new auditor under the same audit firm as the previous auditor can be appointed. However, the Company may appoint the auditor who has retired from the rotation from the auditor after at least 5 cycles fiscal year from the date of discharging from duty.

Furthermore, the Board of Directors has agreed with the opinion of the Audit Committee which appoint the auditor by considering from the past experiences, standard, efficiency, expertise, independency and the rate of auditor's remuneration.

Board of Directors' Opinion: The Board of Directors under the approval by the Audit Committee, having considered the operation of the auditor in 2024 of PricewaterhouseCoopers ABAS Company Limited and agreed that it is satisfactory as the auditor has good knowledge and understanding of the business as well as having experience and expertise in auditing and providing useful advice to the Company. In addition, PricewaterhouseCoopers ABAS Company Limited has performed as the auditor for all of the Company's subsidiaries in Thailand as well. Therefore, the Board of Directors agreed to propose to the shareholders' meeting for approval as follows:

- 1) Appointing the Company's auditor from PricewaterhouseCoopers ABAS Company Limited as the following list to be the Company's auditors for the fiscal year 2025.

No.	Name	Certified Public Accountant No.	Cumulative Year/s as The company's Auditor
1.	Ms. Sinsiri Tangsombat	7352 or	Signed in the Company's financial statements for 2 years in 2022-2023
2.	Ms. Sakuna Yaemsakul	4906 or	Never signed in the Company's financial statements
3.	Mr. Boonlert Kamolchanokkul	5339	Never signed in the Company's financial statements

By having the power to any one of the above-named auditors, review and express opinions on the Company's financial statements and in the event that the auditors listed above are unable to perform their duties, PricewaterhouseCoopers ABAS Company Limited shall provide the Company other certified public account of the Pricewaterhouse Coopers ABAS Company Limited as a replacement.

The PricewaterhouseCoopers ABAS Company Limited and the auditors listed above have no relationship and interests with the Company/subsidiaries/executives/major shareholders of the Company or the related persons of such person and have sufficient independence to audit and express opinions on the Company's financial statements.

A brief profile of the nominated auditors are shown in **Attachment 2**.

- 2) To determine the audit fee of the company for the year 2025 in the amount of THB 5,137,000 and acknowledge the audit fees for its subsidiaries (in Thailand the Company appoints The PricewaterhouseCoopers ABAS Company Limited as the auditor) in the amount of THB 3,166,000,

including the audit fees of the Company and its subsidiaries (in Thailand that the Company appoints The PricewaterhouseCoopers ABAS Company Limited as the auditor) with a total of, not more than, THB 8,303,000, excluding any other expenses. However, the consolidated audit fees of the subsidiaries may be increased based on the increase in subsidiaries' operations and to determine Non-Audit Fees, including Inventory Destruction fee and Tax Retainer fees, with a total of,

not exceeding, THB 315,000. The aforementioned fees are exclude other expenses of the auditor, which will be reimbursed as actual expenses, such as travel expenses and document fees. If there are additional expenses, the Chief Executive Officer or Chief Financial Officer may consider determining special expenses on a case-by-case basis.

For Thailand and overseas subsidiaries that the Company did not appoint The PricewaterhouseCoopers ABAS Company Limited as the auditor, the Board of Directors will ensure that financial statements can be prepared in time.

For additional information, the remuneration of the Company's auditor for the year 2024 was in the amount of THB 5,137,000 and for its subsidiaries (In Thailand, the Company has appointed PricewaterhouseCoopers ABAS Limited as its auditor.) were in the amount of THB 3,166,000, not exceeding THB 8,303,000 (excluding VAT). The details of the determination of the auditor's remuneration of the Company are shown in the Annual Report of the year 2024 (Form 56-1 One Report) under Part 2, Heading 7.6.3 Auditor's Remuneration in QR code. **(Attachment 9)**, Summary of information comparing the amount of audit fees of the Company and its subsidiaries to previous years are as follows:

1) Audit Fee

Audit Fee (Unit: THB)			
No.	List	Year 2025 (proposed year)	Year 2024
1.	Annual audit fee of the Company	5,137,000	5,137,000
2.	Annual audit fee of the subsidiaries	3,166,000	3,166,000
	Total	Not exceeding 8,303,000	Not exceeding 8,303,000

2) Non-Audit Fees

Non-Audit Fees (Unit: THB)			
No.	List	Year 2025 (proposed year)	Year 2024
1.	Additional remunerations of the Company	Not exceeding 300,000	Not exceeding 300,000
2.	Additional remunerations of the subsidiaries	Not exceeding 15,000	Not exceeding 15,000

Remark : *The Company's subsidiaries in Thailand include:

1. Thai Flavor and Fragrance Company Limited
2. Best Odour Company Limited
3. Premium Foods Company Limited

Votes to consider this agenda: The resolution of this agenda requires the majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 Consider Other Matters (if any)

Information for Shareholders

- (1) The Company has specified the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2025 (Record Date) on 17 March 2025, according to the Securities and Exchange Act (B.E. 2535) (and as amendments), Section 89/26.
- (2) The Company has invited shareholders to propose matters to the Board of Directors to include them as agenda items for the Annual General Meeting of Shareholders for the year 2025 or to propose qualified persons considered to be directors of the Company by informing their proposal to the Company in advance prior to the date of Annual General Meeting, in accordance with the principles of good corporate governance, specifically from 18th September 2024 to 31st December 2024. Such proposal must comply with the Company regulations as announced on the Company website. The Company has also provided the said invitation via the electronic channels of the Stock Exchange of Thailand. Nevertheless, the Company would like to inform that no shareholders proposed the meeting agenda or nominated any person to be appointed as director according to the Company's regulations.
- (3) Shareholders wishing to attend the meeting in person or by a proxy who is not a director of the Company can attend the Annual General Meeting of Shareholders for the year 2025 via electronic meeting by following the Guidelines for attending of Electronic Meeting by Inventech Connect as detailed in **Attachment 7**.

In case of the shareholders decide to appoint proxies, the shareholder can appoint any person as he or she wishes or may choose to appoint **Prof. Dr. Padermsak Jarayabhand or Asst Prof. Suppasin Suriya**, both are the independent directors of the Company, as the proxy of the shareholder. Such independent directors will vote on each agenda as specified by the shareholders in the proxy form. The information of independent directors appears in **Attachment 4**.

In the event that a shareholder appoints another person or the independent director to attend the meeting via electronic meeting and vote on his/her behalf, please fill out and sign the proxy form with details as **Attachment 3**, along with attaching supporting evidence as specified in **Attachment 6**, and please return it in advance within business day from 9:00 hrs. to 16:00 hrs by 24th April 2025 by sending to:

R&B Food Supply Public Company Limited

Company Secretary Department

No. 9 Pho Kaeo 3, Yaek 17, Khlong Chan Sub-district, Bang Kapi District, Bangkok 10240

If any shareholder wishes to ask for more information, they can contact the Company's staff via telephone number 02-946-6813 ext. 599 during business day from 9.00 hrs. to 16:00 hrs. In addition, shareholders can submit questions in advance by sending it to comsec@rbsupply.co.th, within 24th April 2025.

In this regard, shareholders can study the details of the procedures for attending the shareholders' meeting via electronic meeting (E-Meeting) and additional proxies as shown in **Attachment 7**.

Shareholders can download the Invitation to the Annual General Meeting of Shareholders for the Year 2025, along with supporting documents and proxy forms, from the Company's website at <https://investor.rbfoodsupply.co.th/th/document/shareholder-meetings> or via QR Code which appears in the meeting invitation.

Please be informed and attended meeting on the aforesaid date, time, place and procedures accordingly.

Sincerely Yours,



Mrs. Benjawan Ratanaprayul
Chairman of the Board of Directors