



บริษัท เจดีฟู้ด จำกัด (มหาชน)

JD FOOD PUBLIC COMPANY LIMITED

## Invitation to attend the 2024 Annual General Meeting of Shareholders

**JD Food Public Company Limited**

**through Physical Meeting only**

**On Friday, April 2, 2024, 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 2024 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](http://www.jdfthailand.com). For any queries, please forward your questions to the E-mail address: [ir@jdfthailand.com](mailto: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 Bangchak gas station, Rama 2 Road, opposite Central Rama 2. The bus departs at 8:00 hrs.

**For more information, please contact:**

Miss Juthamas Siangpongpan

Company Secretary

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



March 28, 2024

**Subject** Invitation to attend the 2024 Annual General Meeting of Shareholders

**To** Shareholders of JD Food Public Company Limited

**Attachments**

- Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
- Annual Report for the year 2023 (Form 56-1 One Report) (QR Code)
- Profiles of the Nominated Candidates for the Election of New Directors in Replacement of those to be Retired by Rotation
- Profiles of the proposed Auditors for year 2024
- Supporting documents for attending the meeting
  - 5.1 Registration Form, Documents Required prior to attending the Meeting and Supporting documents for proxies.
  - 5.2 Proxy Form A, and Form B, and Form C as specified by Department of Business Development, Ministry of Commerce.
  - 5.3 The Company's Articles of Association Relating to the General Meeting of Shareholders.
  - 5.4 Voting, Counting and Announcement of the Vote in the General Meeting of Shareholders
  - 5.5 Definition of Independent Directors.
  - 5.6 Lists of the Independent Directors proposed by the Company to act as Proxy for the shareholders.
  - 5.7 Privacy Notice.
- Attendance Form for 2024 Annual General Meeting of Shareholders
- Question Form for 2024 Annual General Meeting of Shareholders
- Map of JD Food Public Company Limited

**NOTICE IS HEREBY GIVEN** that, by virtue of the resolution of the Board of Directors of JD Food Public Company Limited (the "Company"), the 2024 Annual General Meeting of Shareholders will be held on **Friday, April 26, 2024 at 10:00 hrs. at the meeting room, 3<sup>rd</sup> floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn.** to consider matters according to the agenda together with the Board of Directors' opinions as follows:

**Address**

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

**Tel.** (034) 440-681-2  
[www.jdfthailand.com](http://www.jdfthailand.com)



**Agenda 1**

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

**Objectives and rationale:**

The Company held the Extraordinary General Meeting of Shareholders No. 1/2023 held on August 11, 2023, with a copy of the said minutes of the meeting recorded correctly and consistent with the resolutions of the shareholders' meeting, which is provided herewith in Attachment No.1.

**Board of Directors' opinion:**

The Board requests the Meeting to acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 was convened and recorded correctly and recommended that the 2024 Annual General Meeting of Shareholders adopt the said minutes.

**Vote required:**

This agenda must be approved by a simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 2**

**To acknowledge the Company's Annual Report for the year 2023**

**Objectives and rationale:**

The summary of the Company's performance and major changes during the year 2023 is shown in the Annual Report for the year 2023, which is provided herewith in Attachment No.2.

**Board of Directors' opinion:**

The Board requests the Meeting to acknowledge the Company's Annual Report for the year 2023 stating the Company's performance and major changes during the year 2023.

**Vote required:**

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

**Agenda 3**

**To consider and approve the Financial Statements for the year ending December 31, 2023**

**Objectives and rationale:**

To be in compliance with relevant law and the Company's Articles of Association stipulating, The Company's shall prepare its financial statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for the shareholders' approval.

**Address**



**Board of Directors' opinion:**

The Board requests the Meeting to consider and approve the Financial Statements for the year ending December 31, 2023, as duly audited and certified by the auditor from EY Company Limited and reviewed by the Audit Committee. The summary of key points compared to the previous year are as follows:

**The statements of financial position and income statements**

Unit: Baht

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

The details thereof are shown in the part of Financial Statements in the 2023 Annual Report, distributed to the shareholders together with this notice, which is provided herewith in Attachment No.2.

**Vote required:**

This agenda must be approved by a simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4**

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

**Objectives and rationale:**

To consider and approve the dividend payment.

The Company has a policy to distribute dividends at the rate of not less than 50% of the net profit after deducting various reserves and the dividend payment must not affect the operation, financial position, liquidity, business expansion, and other factors related to the management of the Company.

In 2023, the Company has a profit for the year (net profit) according to the Financial Statements in the amount of 42,271,178 baht, therefore retained earnings can be allocated to pay dividends to shareholders.

**Address**



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

To be in compliance with relevant law and the Company's Articles of Association stipulating, 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 has to allocate profits as a legal reserve.

**Board of Directors' opinion:**

The Board requests the Meeting to consider and approve as follows;

1) To approve the distribution of dividends for the year 2023 at 0.04 Baht per share, totaling an amount of 24,000,000 Baht, or 34.12% of unappropriated retained earnings remaining after tax and all types of reserves as required by law. The dividends payment from retained earnings.

Comparison of dividend distribution the previous year as follows:

Details of dividend payment	Year 2024 (offered year)	Year 2023
1. Dividend payment from	Retained Earnings	Retained Earnings
2. Net profit for the year on consolidated financial statements	42,271,178 Baht	11,881,674 Baht
3. Unappropriated retained earnings	70,339,305 Baht	42,366,485 Baht
4. Shares	600,000,000 Shares	600,000,000 Shares
5. Dividend payment per share	0.04 Baht/Share	0.02 Baht/Share
6. Total amount of dividends paid	24,000,000 Baht	12,000,000 Baht
7. Proportion of dividends on profit for the year on consolidated financial statements	56.78%	101%
8. Proportion of dividends on profit of unappropriated retained earnings	34.12%	28.32%
9. Determination of dividend payment	May 20, 2024	May 18, 2023

The above dividend distribution shall be payment to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were listed on the record date on May 8, 2024 (The XD, or the date on which a share purchaser will not be entitled to receive the dividend, will be on May 7, 2024). The dividend payment will be made on May 20, 2024. The payment will be made upon approval of the shareholders' meeting.

**Address**



2) To approve the allocation of profit 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.

**Vote required:**

This agenda must be approved by a simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 5**

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

**Objectives and rationale:**

To be in compliance with relevant law and the Company's Articles of Association stipulating, one-third of directors must retire from the office by rotation at the Annual General Meeting of Shareholders. 3 directors to be retired by rotation in this meeting are as follows:

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

From November 1, 2023 to January 31, 2024, the Company provided as opportunity to its shareholders to propose agenda for the meeting and list of qualified candidates for the directorship. There was not any proposal from shareholders.

The Nomination and Remuneration Committee proposed for the Board of Directors' consideration the qualified candidates for directorship in replacement of those to be retired by rotation at the 2024 Annual General Meeting of Shareholders. The candidate has been considered in accordance with the process specified by the Company and the directors also have the qualifications and are free from any prohibited characteristic under the law and related notices. And not holding a position as a director or executives in other businesses that may cause conflicts of interest or is in business competition with the Company. The qualifications of each individual candidate were considered with all due circumspection, including taking into account the diversity of the Board of Directors, and the composition of qualification, knowledge, particular professional skills and the Board Skill Matrix to be in line with the business strategies.

**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

**Address**



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 3 directors as 1) Mr. Pisit Serewiwattana, 2) Miss Ratana Eaiprasertsak, and 3) Mr. Dhirabul Hosajakul qualified candidates are existing qualified directors to be elected as the 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 No. 3.

**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 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 simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes. It will seek approval for the election of directors individually.

**Agenda 6**

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

**Objectives and rationale:**

The law and 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.

**Address**



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 compared to the previous year as follows:

Compensation Details	Comparison	
	Year 2024 (offered year)	Year 2023
<b>1. Board meeting allowance</b> 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
<b>2. Sub-committee meeting allowance (Audit Committee/ Nomination and Remuneration Committee/ Risk Management Committee/ Executive Committee)</b> 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
<b>3. Annual Compensation</b> 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
<b>4. Monthly Compensation</b> Board of Directors Executive Chairman Executive Director	- 65,000 Baht/ Person/ Month 65,000 Baht/ Person/ Month	- 65,000 Baht/ Person/ Month 65,000 Baht/ Person/ Month
<b>5. Compensation Rewards Incentives</b> Board of Directors		

Address





Compensation Details	Comparison	
	Year 2024 (offered year)	Year 2023
	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 requests the Meeting to consider and approve the 2024 remuneration of Board of Directors and Sub-Committees of the Company in accordance with the same criteria and rates approved by the shareholders' meeting in which the Nomination and Remuneration Committee has carefully considered the scope of duties and responsibilities, performance and suitability in various matters as well as being compared to other listed companies in the same industry and of similar size.

**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 cast their votes.

**Agenda 7**

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

**Objectives and rationale:**

The law and the Company's Articles of Association require that the Annual General Meeting of Shareholders appoint an auditor and determine the amount of audit fee of the Company every year. The same auditor may be elected. The Audit Committee has considered the qualifications and work experiences of the auditors and is of the view that EY Company 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) To appoint an auditor of the Company of the year 2024 according to below;

**Address**



- (1) Ms. Kamontip Lertwitworatep Certified Public Account No. 4377,  
An auditor of the Company and she has signed the Company's Financial Statements for a year starting from year 2022 – 2023, or
- (2) Ms. Satida Ratanurak Certified Public Account No. 4753 ,  
An auditor of the Company but she has never signed on the Company's financial statement, or
- (3) Ms. Siriwan Nitdamrong Certified Public Account No. 5906  
An auditor of the Company but she has never signed on the Company's financial statement.

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 2024, which is provided herewith in Attachment No.4.

- 2) To approve the auditor's remuneration for the year 2024 of the Company, total amount of 2,420,000 Baht, details are as follows.

Unit: Baht

Audit Fee	Year 2024 (offered year)	Year 2023
1. Audit of financial statements for the year ended	1,640,000	1,640,000
2. The review of interim financial statements (Total 3 quarters, 220,000 baht per quarter)	660,000	660,000
3. Other information checks in the annual report	120,000	120,000
<b>Total</b>	<b>2,420,000</b>	<b>2,420,000</b>

**Note:**

<sup>1</sup> Fees for checking other information in the annual report (For listed companies) Thai Standard on Auditing (TSA) 720

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 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.

**Address**

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

**Tel.** (034) 440-681-2  
[www.jdfthailand.com](http://www.jdfthailand.com)



**Board of Directors' opinion:**

The Board requests the Meeting to consider and approve as follows:

- 1) Approved the appointment of auditors from EY Company Limited to be the Company's auditor for the fiscal year ended December 31, 2024 as approved by the Audit Committee as follows:
  - (1) Ms. Kamontip Lertwitworatep Certified Public Account No. 4377 or
  - (2) Ms. Satida Ratanurak Certified Public Account No. 4753 or
  - (3) Ms. Siriwan Nitdamrong Certified Public Account No. 5906
  
- 2) Approved the auditor's remuneration for the year 2024 in the amount of 2,420,000 Baht, excluding the auditor's remuneration for auditing promoted projects. and other service fees (Non-Audit Fee) according to the details that the Audit Committee has reviewed appropriately.

**Vote required:**

This agenda must be approved by a simple majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 8 To consider other matters (If any)**

All shareholders are cordially invited to attend 2024 Annual General Meeting of Shareholders on **Friday, April 26, 2024 at 10:00 hrs. at the meeting room, 3<sup>rd</sup> floor, the Company's head office building, No. 116, 116/1, 116/2 Moo. 3 Bangthorat, Muang Samutsakorn, Samutsakorn.** Therefore, the Company scheduled the date to determine the name of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on March 8, 2024 (Record Date). The commencement for registration to attend the meeting will be from 08:30 hrs. In this regard, please study the practices for participating in the shareholders' meeting and the proxy, which is provided herewith in Attachment No. 5.1. The Company will conduct a meeting according to the regulations of the Company including voting, counting and announcement of the vote in the General Meeting of Shareholders, which is provided herewith in Attachment No. 5.3 and 5.4

Shareholders who may not be able to attend the Meeting and wish to grant proxy to the Company's independent directors as definition of independent directors, which is provided herewith in Attachment No. 5.5 to attend the Meeting and vote on their behalf, the shareholders may grant proxy by using Proxy Form A, B or C (Form C is only for foreign investors who authorize their custodians in Thailand to keep and manage their shares), which is provided herewith in Attachment No. 5.2 or download at [www.jdfthailand.com](http://www.jdfthailand.com). **Please choosing to use one of them as specified only and return the document to the Company's office by Monday April 22, 2024.**

**Address**



In addition, shareholders may appoint the Company's independent directors as their proxies to attend the meeting and vote on your behalf by giving a clear vote instruction for each agenda item (please use Form B). The names of the independent directors not due to retire by rotation at the 2024 Annual General Meeting of Shareholders are as follows:

- 1) Mr. Sorasit Soontornkes
- 2) Mr. Danai Watanachariya
- 3) Mr. Jirawat Lewprasert

Lists of the Independent Directors are provided herewith in Attachment No. 5.6

In this regard, shareholders or proxies are encouraged to submit questions in advance to the Annual General Meeting of Shareholders by Monday, April 18, 2024 via channels provided, which is provided herewith in Attachment No.8. Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed during the meeting. The remaining questions and suggestions will be summarized and attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed on the SET Portal and published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders

To be comply with the Personal Data Protection Act B.E. 2562 (2019), the Company has determined the Personal Data Protection Policy as per Attachment No. 5.7. 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 faithfully

(Mr. Surapon Nitikraipot)

Chairman of the Board of Directors

JD Food Public Company Limited

**Address**