



## Invitation to attend the Extraordinary General Meeting of Shareholders

No. 1/2023

**JD Food Public Company Limited**

**The Extraordinary General Meeting through Physical Meeting only**

**On Friday, August 11, 2023 at 15.30 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 Extraordinary General Meeting of Shareholders No. 1/2023, 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 13.30 hrs. and please bring the Barcode-printed Meeting Notice Form to the registration officer on the meeting day.
4. Refrain from giving gifts at the meeting of shareholders.
5. Please refrain from taking photos, videos or voice recordings of the Meeting.

**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](mailto:ir@jdfthailand.com)

June 26, 2023

- Subject** Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2023
- To** Shareholders of JD Food Public Company Limited
- Attachments**
1. Minutes of the 2023 Annual General Meeting of Shareholders
  2. Supporting documents for attending the meeting
    - 2.1 Registration Form, Documents Required prior to attending the Meeting and Supporting documents for proxies
    - 2.2 Proxy Form A, and Form B, and Form C as specified by Department of Business Development, Ministry of Commerce
    - 2.3 The Company's Articles of Association Relating to the Extraordinary General Meeting of Shareholders
    - 2.4 Voting, Counting and Announcement of the Vote in the Extraordinary General Meeting of Shareholders
    - 2.5 Definition of Independent Directors
    - 2.6 Profiles of the Independent Directors proposed by the Company to act as Proxy for the shareholders
    - 2.7 Privacy Notice
  3. Attendance Form for the Extraordinary General Meeting of Shareholders No. 1/2023
  4. Question Form for the Extraordinary General Meeting of Shareholders No. 1/2023
  5. 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 Extraordinary General Meeting of Shareholders No. 1/2023 will be held on **Friday, August 11, 2023 at 15.30 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:

**Agenda 1** **To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 20, 2023**

**Objectives and rationale:**

The Company held the 2023 Annual General Meeting of Shareholders on April 20, 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.

**Address**

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

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

**Board of Directors' opinion:**

The Board requests the Meeting to acknowledge the minutes of the 2023 Annual General Meeting of Shareholders was convened and recorded correctly and recommended that the 2023 Annual General Meeting of Shareholders adopt the said minutes.

**Vote required:**

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

**Agenda 2 To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Company's objectives.**

**Objectives and rationale:**

The Company intends to amend the Company's objectives in order to cover the Company's objectives and be consistent with business operations. And support future business operations. It is an amendment to one original objective and adding two new objectives from the original 31 to 33, with the following details:

Proposed amendments of the original objective.

The original purpose	Proposed Amendments
Clause 6 To be a partner with limited liability of the limited partnership and shareholder of company limited and public company limited.	Clause 6 To be a partner with limited liability of the limited partnership and shareholder of company limited and public company limited <u>or other limited partnerships, or merge, transfer business with other companies or enter into a joint venture agreement with another person. Both domestically and internationally, regardless of whether the partnership or other company has the same objectives as the company or not.</u>

Added 2 new objectives from 31 to 33 objectives.

Clause 32 To do the Restaurant business, restaurant, production, import for sale, distribution, franchise business and food trade business and all kinds condiments, beverages, liquor, desserts, bakery and other consumables, including catering services, organizing exhibitions, displaying products, consulting and related businesses.

Clause 33 To operations providing training, training facilities, cooking class which are including foods, beverages, desserts and other consumables.

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Additionally, the Board of Directors resolved to approve the amendment to Clause 3 of the Memorandum of Association of the Company to conform to changes to the Company's objectives, as follows:

"The Company's entire set of objectives is divided into 33 Clauses, as illustrated in the form BorMorJor. 002 attached hereto."

**Board of Directors' opinion:**

The Board requests the Meeting to consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the Company's objectives.

In addition, for amending the Memorandum of Association to be consistent with the amendment of the above objectives of the Company, the Board of Directors or authorized directors acting on behalf of the Company, or persons assigned by the Board of Directors or authorized directors on behalf of the Company have the authority to register the amendments of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as having the power to take any necessary actions to comply with the registrar's order to complete the registration process.

**Vote required:**

This agenda must be approved No less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

**Agenda 3 To consider other matters (If any)**

All shareholders are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on **Friday, August 11, 2023 at 15.30 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 Extraordinary General Meeting of Shareholders No. 1/2023 on June 19, 2023 (Record Date). The commencement for registration to attend the meeting will be from 13.30 hrs. In this regard, please study the practices for participating in the shareholders' meeting and the proxy, which is provided herewith in Attachment No. 2.1. 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. 2.3 and 2.4

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. 2.5 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. 2.2 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 August 7, 2023.**

**Address**

116,116/1,116/2 หมู่ 3 ตำบลบางโพธิ์ อำเภอมืองสมุทรสาคร จังหวัดสมุทรสาคร 74000  
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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 Profiles of the Independent Directors are provided herewith in Attachment No. 2.6

Shareholders who wish to attend the meeting by themselves or proxies are requested to wear a face mask all the time and test with Antigen Test Kit (ATK) before attending the Shareholders meeting if they may encounter with signs or suspected infection.

In this regard, shareholders or proxies are encouraged to submit questions in advance to the Extraordinary General Meeting of Shareholders by Monday, August 7, 2023 via channels provided, which is provided herewith in Attachment No.4. 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 Extraordinary 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 Extraordinary 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. 2.7. 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

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