

**Document of Annual General Meeting of Shareholders
Year 2016
Patum Rice Mill and Granary Public Company Limited**



**Tuesday of April 26, 2016 at 02.00 p.m.
Jamjuree Ballroom, Floor M, Pathumwan Princess Hotel
444 MBK Center Building Phayathai Road, Wangmai, Pathumwan Bangkok**

Please be advised that no souvenir will be provided or distributed at this shareholders' meeting.

**In order to speed up the registration process,
Please use the proxy form with barcode present to the registrar on the of AGM**

Registration of attendees will commence at 12.30 hrs.

Table of Contents

	Page
Supporting documents for the Annual General Meeting of Shareholders for the Year 2016	
● Invitation letter to attend AGM of Shareholders 2016	3 - 7
● The Minutes of the Annual General Meeting of Shareholders 2015 (supporting document for Agenda 1)	8 - 30
● Annual report for the year 2015 (CD), the statement of financial position and statement of comprehensive income for the year ended December 31, 2015 (supporting document for Agenda 2 and 3)	
● Information on the comparison of annual dividend payment from 2013 to 2015 (supporting document for Agenda 4)	31
● Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5)	32 - 38
● Information on the remuneration and other benefits of various committees and pension record (supporting document for Agenda 6)	39
● Information on the auditors and the audit fees for the fiscal year 2016 (supporting document for Agenda 7)	40 - 41
Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2016	
● The Company's Articles of Association regarding the AGM of Shareholders	42 - 43
● Map of Pathumwan Princess Hotel where the AGM will take place	44
● Documents for the Rights to Attend the Meeting	45
● Profiles of Independent Directors for proxy case	46
● Requisition Form for the Printed Copy of 2015 Annual Report	47
● Proxy Form	



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(Translation)

Ref.MD.018/2016

March 22, 2016

Subject: Invitation to attend 2016 Annual General Shareholders' Meeting

Attention: Dear Shareholders,
Patum Rice Mill and Granary Public Company Limited

Enclose : **1. Supporting documents for the Annual General Meeting of Shareholders for the Year 2016**

- 1.1 The Minutes of the Annual General Meeting of Shareholders 2015 (supporting document for Agenda 1)
- 1.2 Annual report for the Year 2015 (CD), Statement of financial position and Statement of comprehensive income for the year ended December 31, 2015 (supporting document for Agenda 2 and 3)
- 1.3 Information on the comparison of annual dividend payment from 2013 to 2015 (supporting document for Agenda 4)
- 1.4 Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5)
- 1.5 Information on the remuneration and other benefits of various committees (supporting document for Agenda 6)
- 1.6 Information on the auditors and the audit fees for the fiscal year 2016 (supporting document for Agenda 7)

2. Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2016

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Map of Patumwan Princess Hotel where the AGM will take place
- 2.3 Documents for the Rights to Attend the Meeting
- 2.4 Profiles of Independent Directors for proxy case
- 2.5 Requisition Form for the printed copy of 2015 annual report
- 2.6 Proxy Form

At the Meeting no.2/2016 on February 29, 2016, the Board of the Directors of Patum Rice Mill and Granary Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on Tuesday, April 26, 2016 at 2.00 P.M. The meeting will take place at Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders 2015.

Rationale & Background: The Company convened the Annual General Meeting of the Shareholders 2015 on April 9, 2015 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site (www.patumrice.co.th) as per the details shown on page 8-30.

The opinion of the Board of Directors.

The minutes of 2015 annual general meeting of shareholders must be approved by the shareholders.

Agenda 2 To report the Company's operating results from January 1, 2015 – December 31, 2015 and the interim dividend payment.

Rationale & Background: The Company's operating results of the year, January 1, 2015 to December 31, 2015 is sent and disclosed to the Stock Exchange of Thailand and can be found in the Annual Report which is attached together with this invitation.

The opinion of the Board of Directors.

The result of the company's operation from January 1, 2015 to December 31, 2015 and the interim dividend payment should be reported however voting for consensus will not be required for this agenda.

Agenda 3 To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31, 2015.

Rationale & Background: According to the Public Company Act 1992 and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the shareholders' meeting for approval. A statement of financial position and statement of comprehensive income ended December 31, 2015 is included in the company annual report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

The opinion of the Board of Directors.

The meeting should consider and approve the statement of financial position and statement of comprehensive income ended December 31, 2015 as audited by a certified auditor with unqualified opinion.

Agenda 4. To consider and approve the allocation of profit and dividend payment.

Rationale & Background: According to the Public Company Act 1992, Article 115, and the Company Article of Association, the dividend payment must be approved by the General Meeting of Shareholders. The company must allocate at least 5% of the annual net profit to be legal reserve less accumulated loss (if any) until the legal reserve is not less than the legal requirement of 10% of registered capital. For the fiscal year of January 1, 2015 through December, 31, 2015, the company has a net profit of Baht 307,909,393 (three hundred seven million nine hundred nine thousand three hundred ninety-three Baht) and a legal reserve of Baht 90,000,000 as required by law which do not require any further reserve. The net profit from operation is transferred to the inappropriate retained earnings account. The company will consider and approve the payment of dividend to shareholders from this account. See details on page 31.

The opinion of the Board of Directors.

The Board of Directors agreed to propose the AGM 2016 to approve the allocation of the inappropriate retained earnings, in the amount of Baht 714,832,820 (seven hundred fourteen million eight hundred thirty-two thousand eight hundred twenty Baht) as follows:

1. Payment of dividend for the period of July 1, 2015 to December 31, 2015 is Baht 0.28 (twenty eight Stang) per share to shareholders for a total of 600,000,000 (six hundred million) shares. The total amount is Baht 168,000,000 (one hundred sixty-eight million Baht). When adding up

the interim dividend payment of Baht 0.25 (twenty five Stang) per share plus the dividend of July 1, 2015 to December 31, 2015 of Baht 0.28 (twenty eight Stang) then the total dividend payment for each share is equaled to Baht 0.53 (fifty-three Stang) for a total of 600,000,000 (six hundred million) shares. The total amount of dividend payment for 2015 is Baht 318,000,000 (three hundred eighteen million Baht) which is paid from the inappropriate retained earnings that is subjected to 30% income tax deduction. The dividend payment can be executed when the AGM 2016 approved the payment.

2. Dividends will be paid to the shareholders listed in the list of shareholders with the rights to receive dividends as of March 16, 2016 and the book closing date for collecting the names of shareholders according to Securities and Exchange Act section 225 will be on March 17, 2016 and the dividend will be paid on May 12, 2016.

The Company has the policy to pay out dividend to shareholders at the rate of not less than 50% of net profit after tax. For the 2015 operation, the payout ratio is 103.28% which is in line with the policy.

Agenda 5. To appoint directors to succeed those completing their terms.

Rationale & Background: According to article 18 of the company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2016 meeting, there are three directors that will be retired namely Dr. Pornsiri Poonakasem, Independent Director and Chairman of the Audit Committee, Mr. Suvait Theeravachirakul, Vice Chairman of the Executive Committee, Secretary and Member of the Compensation and Nomination Committee and Mr. Kasemsuk Chongmankhong, Director. Profiles of the proposed directors are shown on page 32-38.

From September 28, 2015 to January 29, 2016, the Company has asked the shareholders to propose qualified candidates through its website and through the Stock Exchange of Thailand. However, no shareholder proposed.

The opinion of the Board of Directors.

The Compensation and Nomination Committee and the Board of Directors have considered according to the procedure and proposed to reappoint Dr. Pornsiri Poonakasem, Independent Director and Chairman of the Audit Committee, Mr. Suvait Theeravachirakul, Vice Chairman of the Executive Committee, Secretary and Member of the Compensation and Nomination Committee and Mr. Kasemsuk Chongmankhong, Director to be back as Company's directors because of their outstanding performance and qualification which are suitable and beneficial to the company.

Agenda 6. To consider and approve the directors' remuneration and pension

Rationale & Background: The Compensation and Nomination Committee reviewed the remuneration for the Company's Directors, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size as stated. The actual meeting allowance and position allowance for 2015 was Baht 5,259,326. This amount comprised Baht 2,650,000 for the Board of Directors, Baht 960,000 for the Executive Committee, Baht 1,200,000 for the Audit Committee and Baht 200,000 for the Compensation and Nomination Committee. Other benefit was Baht 249,326. The Compensation and Nomination Committee thus agreed to propose to the shareholders as follows:

1. To approve Baht 5,500,000 (five million five hundred thousand Baht) per year for the directors' remuneration and to approve Baht 500,000 (five hundred thousand Baht) per year for other benefits totaling Baht 6,000,000 (six million Baht) per year for the Board of Directors, Executive Committee, Audit Committee, and the Compensation and Nomination Committee for the year 2016, which is equal to the year 2015.
2. To approve pension for the Board of Directors in the amount of Baht 3,180,000 (three million one hundred eighty thousand Baht) and the Board of Directors will allocate the amount among its members. The pension amount is accounted for 1% of the total dividends paid, Baht 318,000,000 in 2015, starting from January 1, 2015 to December 31, 2015.
(Comparison of directors' remuneration and pension is on page 39)

The opinion of the Board of Directors.

The Board of Directors has considered the opinion of the Compensation and Nomination Committee in setting the directors' remunerations for 2016 and pension that it should be proposed to the AGM for approval.

Agenda 7. To appoint an auditor and determine the audit fee for the year 2016

Rationale & Background: In the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected."

The opinion of the Board of Directors.

The Board of Directors has considered the opinion of the Audit Committee which has taken into account the auditing performance, the auditors' independency, and the audit fee. The Board of Directors proposes to the meeting to consider and approve the appointment of an auditor and determine the audit fee for the year 2016 that is to appoint Ms. Ratana Jara, license no.3734 and/or Mrs. Nonglak Pumnoi, license no. 4172 and/or Ms.Rachada Yongsawadvanich, license no.4951 of EY Office Limited as the company auditor. In case that the appointed auditors cannot perform their duties, EY Office Limited will assign another auditor to perform the job. The proposed auditing fee for year 2016 from January 1, 2016 – December 31, 2016 is Baht 927,000 which is composed of Baht 399,000 for the quarterly review and Baht 528,000 for the annual audit which is equal to last year. See detail on page 40.

None of the auditors whose names are proposed has any relationship with or interest in the Company, its subsidiaries and associated companies, management, majority shareholders or the related persons of such persons.

Agenda 8 Others (if any)

The opinion of the Board of Directors.

The Board of Directors deems it appropriate to provide the shareholders with this agenda so that they can raise questions and/or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to propose any matter for consideration and approval, they are required to follow the regulations stated in the second paragraph of Section 105 of the Public Company Act.

In addition the Company has set the record date on Wednesday, March 16, 2016 to determine the list of shareholders who may participate in the AGM and the shareholders' registration book-closing on Thursday, March 17, 2016, to list shareholders' names on the scriptless system according to Section 225 of the Securities and Exchange Act. B.E.2535 (Amended B.E.2551). Shareholders are invited to attend the meeting of the date, time and place mentioned above.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders on the date and at time and place as mentioned. Those who wish to assign a proxy can do so by bringing the proxy and the necessary documents to the meeting.

Sincerely yours,
By Order of the Board of Directors

-Signed-
Somkiat Makcayathorn
Director and Managing Director

Please prepare the following documents for proxy:

Personal shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The grantor's and the grantee's copies of ID cards certified true with each original signature.

Organization shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The juristic person certificate issued by the Ministry of Commerce, with the original signatures of authorized directors.
3. The copies of ID cards of the authorized directors certified true with their original signatures.



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Minutes of the 2015 Annual General Meeting of Shareholders Patum Rice Mill and Granary Public Company Limited

Date and Time Thursday, 9 April 2015 at 14.15 hours.

Meeting's Venue Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 Phayathai Road, Wangmai, Pathumwan, Bangkok.

Chairman of the Meeting

Mr. Suphadej Poonpipat, Chairman of the Board of Directors who acted as Chairman of the Meeting, welcomed and thanked shareholders for attending the Meeting. The Chairman informed the Meeting of the number of shareholders and proxies in attendance as follows:

- Shareholders attending in person were 119, holding a total of 788,002 shares;
- Shareholders attending by proxy were 91, holding a total of 580,936,548 shares;
- The total number of shareholders attending in person and by proxy was 210, representing a total of 581,724,550 shares.

Since the Company's total shares were 600,000,000 shares, the shareholders and proxies attending the Meeting accounted for 96.9541 %, which was more than 1/3 of the total issued and paid-up shares and therefore constituted a quorum as specified by the Company's Articles of Association. The Chairman then announced the opening of the Meeting and introduced the Board of Directors who attended the Meeting as follows:

- | | |
|---|--|
| 1. Mr. Suphadej Poonpipat | Chairman of the Board of Directors and Chairman of Executive Board |
| 2. Dr. Pornsiri Poonakasem | Chairman of Audit Committee and Independent Director |
| 3. Assoc. Prof. Dr. Sathit Parniangtong | Chairman of Nomination and Remuneration Committee, Director of Audit Committee, and Independent Director |
| 4. Mr. Dej Bulsuk | Independent Director |
| 5. Mr. Serm Henry Phenjati | Director of Nomination and Remuneration Committee, Director of Audit Committee, and Independent Director |

- | | |
|--------------------------------|--|
| 6. Mr. Suvait Theeravachirakul | Vice Chairman of Executive Board, Director and
Secretary of Nomination and Remuneration Committee |
| 7. Mr. Kasemsuk Chongmankhong | Director |
| 8. Mr. Somkiat Makcayathon | Managing Director |

Ms. Dararat Homrossukhon was assigned as the Meeting's Secretary and recorded the Meeting and Mr. Saranpat Polsawat was assigned to represent the shareholders in inspecting the counting of votes.

The Company announced the agenda of the 2015 Annual General Meeting of Shareholders on the Company's website and notified the Stock Exchange of Thailand to allow shareholders to propose additional agenda items and nominate eligible candidates for election to the Board of Directors to be considered for including in the agenda of the General Meeting of Shareholders from 16 October 2014 to 30 January 2015. However, no additional agenda items or eligible candidates were proposed.

Prior to the commencement of the Meeting, Ms. Dararat Homrossukhon explained the meeting procedures and rules governing voting and vote counting as follows:

Meeting Procedures The Meeting shall proceed in the sequence of the agenda given in the Notice of the Meeting. For each agenda item, relevant Directors or Executives shall present information and shareholders shall be given an opportunity to make inquiries and comments before casting votes. Shareholders wishing to make inquiries shall state their first and last names to be included in the meeting's minutes. The Meeting shall proceed to the next agenda item while the votes are being collected and counted. Once the vote counting is completed, the result shall be displayed on the screen in front of the meeting room.

Voting on an Agenda Item After they make inquiries, shareholders shall cast their votes as follows:

(1) Shareholders or proxy-holders who wish to vote to disapprove or abstain from voting shall mark their votes on the ballots together with their signatures and give the ballots to the meeting staff.

(2) Shareholders or proxy-holders who wish to vote to approve shall not mark their votes on the ballots. A shareholder not marking his/her vote shall be considered as approving vote with respect to all shares he/she is entitled to vote.

(3) For the Agenda Item 5: To consider the election of Directors to replace those retiring by rotation, every shareholder or proxy-holder shall mark their vote, whether to approve, disapprove, or abstain, on the ballot and give it to the meeting staff.

The Ballot is a voting card for each agenda. One share is entitled to one vote. There were a total of 8 ballots for 6 agenda items.

Agenda Item 5: To consider the election of Directors to replace those retiring by rotation requires 3 ballots which shall be casted individually for each director.

Counting of Votes Only disapproving and abstain votes shall be counted. These counts shall be subtracted from the total number of votes in attendance, the resulting counts of which shall be considered as approving votes for the agenda. A ballot without signature or a shareholder casting vote that exceeded the

number of shares he/she was entitled to vote shall be considered void and that shareholder shall be deemed to abstain from voting on that agenda item. For a ballot with votes less than the number of shares a shareholder was entitled to vote, a difference between the total number of votes that shareholder was entitled to and the actual number of votes casted shall be considered as approving votes.

Ms. Dararat Homrossukhon then asked the Chairman of the Meeting to proceed with the Meeting in the sequence of the agenda items contained in the Notice of Invitation to the General Meeting of Shareholders sent to all shareholders in advance.

Agenda Item 1: To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders

Chairman of the Meeting asked the Meeting to review and certify the Minutes of the 2014 Annual General Meeting of Shareholders that was held on 30 April 2014. The Minutes contained 25 pages and was presented on pages 8 to 32 of the meeting document that has been sent to shareholders.

The Chairman asked the Meeting to consider the Minutes in its entirety and to notify him if anyone would like to revise any content in the Minutes.

The Meeting finished the consideration of the Minutes and no shareholders wished to make a revision.

The Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed on the ballots and then raised the ballots to be collected by the meeting staff.

There were 16 more shareholders and proxy-holders who have joined the Meeting, holding a total of 55,788 shares. The total number of shareholders and proxy-holders in attendance was now 226 representing a total of 581,780,388 shares.

Resolution: The result of voting on the Agenda Item 1: To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders was as follows:

Approve	581,773,328 votes or	99.9987%
Disapprove	0 votes or	0%
Abstain	7,010 votes or	0.0012%

The total votes on this Agenda Item were 581,780,338 votes or 100.0000%

Conclusion: The Meeting approved the certification of the Minutes of the 2014 Annual General Meeting of Shareholders with 99.9987% of the total number of votes in attendance.

Agenda Item 2: To acknowledge the Board of Directors' Annual Report on operating performance between 1 January 2014 and 31 December 2014 and interim dividend payment

The Chairman assigned Mr. Somkiat Makcayathon, Managing Director, to report the operating performance between 1 January 2014 and 31 December 2014 and interim dividend payment to shareholders.

Mr. Somkiat Makcayathon, Managing Director, introduced the Company's executives who attended the Meeting as follows:

1. Mr. Somboon Thitinunsomboon Senior Director, Raw Materials
2. Mr. Kunchit Dilokwanich Senior Administrative Director

3.	Ms. Pimonrat	Jitpawanasakul	Director, Sales and Marketing
4.	Ms. Rattana	Pakkruk	Vice Administrative Director
5.	Mrs. Preeyanuch	Nuntachod	Financial Manager
6.	Mr. Thanyawat	Wallyasewee	General Manager, Sima Pac Co., Ltd.
7.	Mr. Thanayod	Tantivejsak	General Manager, MBK Food & Entertainment Co., Ltd.
8.	Mr. Thanutham	Thongkrom	Deputy General Manager, MBK Suki Number One Co., Ltd.

Mr. Somkiat Makcayathon, Managing Director, asked the meeting staff to show the slide presentation for the report which included the following details:

The Company operated 7 types of business including:

1. Production process
2. Rice product
3. Packaging
4. Property rental
5. Food court
6. Japanese restaurant franchise
7. Restaurant

Restaurant In 2014, the Company opened Sukiyaki Number One restaurant located on the 1st floor of the Nine Rama 9 and planned to open at least 2 more branches in 2015. The restaurant was decorated in a contemporary style with Chinese elements that give a sense of comfort and warmth as if being in an ancient Chinese home.

In 2015, the Company opened Super BBQ restaurant located on the 2nd floor of the Nine Rama 9. It was a grill style restaurant that used original Emperor's recipe from Mongol featuring rich and flavorful marinade and tasty sauce.

Japanese Restaurant Franchise The Company has operated 2 Japanese restaurant franchises including Fujio Shokudo and Tsurumaru Udon Honpo.

The Company opened the first Fujio Shokudo restaurant in 2014 located on the 6th floor of the MBK Center. It is a restaurant with homemade-style cuisine that emphasizes freshness to create the taste of the Japanese home kitchen.

Tsurumaru Udon Honpo restaurant has 4 branches, the first of which was opened on the 6th floor of the MBK Center and 3 more branches were opened Seacon Square Srinagarindra, HaHa Mall Srinagarindra, and The Plus Mall in Chonburi. Tsurumaru Udon Honpo is an Osaka udon style restaurant that features freshly restaurant-made noodles and various side dishes.

Food Court The Company has operated 2 food courts including the Fifth Food Avenue which offers a variety of international food and MBK Food Island General Food Court.

The Fifth Food Avenue International Food Court is located on the 5th floor of the MBK Center. It is a place where Thailand's leading restaurants gathers to offer quality service and delicious food. In 2014, the

Fifth Food Avenue received Eat Safe Eat Smart Certificate from the Ministry of Industry and GMP in Mass Catering and is currently participating in the Clean Food Good Taste Project initiated by the Department of Health, Ministry of Public Health.

The MBK Food Island General Food Court is located on the 6th floor of the MBK Center. The food court features a variety of restaurants that are recognized by gourmands or popular among consumers. In 2014, MBK Food Island was renovated to provide a better look and convenience and ensure cleanliness, safety, and sanitary condition.

Packaging The Company is the manufacturer and distributor of plastic products including rice bags, Shrink Films, Film Peckish, Stand Bags, HDPE Films, and roll bags. The factory is located in Amphoe Sikhio, Nakhon Ratchasima Province.

Property Rental In 2014, the Company made an improvement to its warehouses in Pathumthani and allocated warehouse space for rent.

Production Process The Company has expanded manufacture base in order to increase its production capacity to meet the increased market demand and strengthen production cost management by enhancing control of production standards across production bases. In 2014, the Company expanded its business into small product markets focusing on 100% jasmine rice 2 kg.

Rice Product The Company sells its rice products through four different channels, including:

- **Traditional Trade** includes wholesales and retails;
- **Modern Trade** consists of retail chains and convenient stores such as Tesco, Big C, and 7-Eleven. In 2014, the Company expanded it distribution channels to include Lawson, Family Mart, and MM Mega.
- **Catering** is a food service provided at a location such as a school, university, hospital, restaurant, or factory.
- **Export is divided into the following 4 zones:**
 - Europe and the Americas
 - Asia and the Middle East
 - Africa
 - Australia, New Zealand, and the Pacific Islands

The Company has collaborated with the Thai Rice Exporters Association and government sector to expand the market into Indonesia, China, and the Philippines.

Revenue Structure by Business Channels

Agenda Item 2: The Company's Operating Performance		
Channel	2014 Revenue (Million Baht)	2013 Revenue (Million Baht)
Traditional Trade	495.41	493.12
Modern Trade	565.28	657.50

Catering	77.86	79.62
Export	466.43	641.94
Packaging	44.21	62.43
General Food Court	160.97	112.33
International Food Court	128.78	146.57
Japanese Restaurant Franchise	23.64	-
Sukiyaki Restaurant	4.13	-

Agenda Item 2: The Company's Operating Performance				
Channel	Gross Margin (Thousand Baht)		Margin after channel's operation expenses (Thousand Baht)	
	2013	2014	2013	2014
Traditional Trade	7,688	29,151	3,497	23,686
Modern Trade	40,016	78,505	35,005	73,310
Catering	3,292	7,781	2,518	6,966
Export	18,648	15,696	13,822	11,960

Agenda Item 2: The Company's Operating Performance				
Channel	EBITDA (Thousand Baht)		EBIT (Thousand Baht)	
	2013	2014	2013	2014
Packaging	(2,596)	(5,890)	(5,135)	(11,848)
General Food Court	12,922	9,348	12,085	8,758
International Food Court	16,350	8,410	16,023	6,569
Japanese Restaurant Franchise	-	(25,313)	-	(27,792)
Sukiyaki Restaurant	-	199	-	75

Traditional Trade in 2014 was slightly better compared to the previous year because of the increase in white rice price.

Modern Trade in 2014 was considerably affected by high competition. There were also periods when fewer customers purchased from modern trade.

Export decreased from the previous year because of changes in the type of rice and decrease in rice price.

Revenue from packaging decreased because major customers faced some problems and stopped ordering the products. This situation is currently beginning to improve.

General food courts generated more revenue in 2014 than the previous year because the food courts had been opened for 9 months in 2013. However, the business was rather slow when compared month by month due to loss of customers during the months of protest.

Revenue from international food courts decreased due to decrease in the number of foreign tourists as a result of political situation in Thailand.

The Company ran 5 Japanese restaurants which generated 23 million Baht.

Sukiyaki restaurants brought in 4 million Baht.

Quality Assurance Awards

- Random inspection by the Department of Internal Trade, Ministry of Commerce, showed that rice quality met the standard set out by the Department.

- The Company received the special standard certificate from the Department of Internal Trade which makes it the first and only company in Thailand that has been awarded such certificate for 5 years in a row.

Public Relations and Sales Promotion Activities

- Awarded travel packages to sales representatives who met quotas in traditional trade. The packages included trips to Borobudur and Bali in Indonesia, Chongqing and Changsha in China, Music Festival in Singapore, Trang, Sukhothai, and Nakhon Phanom Provinces.

- Activities with traditional trade stores (BB Super Thakham and Mittare Wholesale Phutthamonthon Sai 3).

- Activities with modern trade customers, including Big C Rice Festival and product launch activities at Villa Market Rama 9 and Sammakorn.

- Participated in ThaiFex - World of Food Asia 2014.

- Activities with Green Wave 106.5 FM Green Fan Club (blood donation event at the Thai Red Cross Society, Bangkok Earth Day, Thai boxing event at Asiatique, and Family Country at Suan Phueng).

- Booth activities at MBK Center Vegetarian Food Fest 2014, Health Cuisine & Beauty at Impact Muang Thong Thani, Paradise Park Shopping Center, Sun Tower, Blue Flag Fair at the Ministry of Commerce, Seacon Square Srinagarindra, Thailand Culinary World Challenge 2014, and Thailand Industry EXPO at Impact Muang Thong Thani.

Government Events

- Participated with the Department of Physical Education in National Children's Day Event at National Stadium, Bangkok.

- Participated in King Ananda Mahidol Memorial Day Event at Kasetsart University, Bang Khen Campus.

Public Benefit Activities

- Provided lunch support for children at Phayathai Babies' Home.

- Supported student activities at the Faculties of Veterinary Medicine and Fisheries, Kasetsart University Bang Khen Campus.
- Collaborated with the Rama Foundation to build Chakri Naruebodindra Medical Institute in Samut Prakan.

Interim Dividend Payment

The Company made interim dividend payments on 31 October 2014 at the rate of 0.25 Baht per share for the period between 1 January and 30 June 2014.

The Chairman asked the Meeting if anyone had questions or comments. No shareholders or proxy-holders asked questions, the Meeting thus proceeded to the next Agenda Item.

Agenda Item 3: To consider and approve Financial Statement (balance sheet) and Statement of Comprehensive Income (profit and loss account) for the Fiscal Year ended 31 December 2014

The Chairman assigned Mr. Somkiat Makcayathon, Managing Director, to explain to the Meeting the Financial Statement (balance sheet) and Statement of Comprehensive Income (profit and loss account) for the Fiscal Year ended 31 December 2014 which appeared on pages 28 to 37 of the 2014 Annual Report that the Company sent to all shareholders with the Notice of Invitation to the Meeting. The Chairman asked the Meeting to consider and approve the Financial Statement (balance sheet) and Statement of Comprehensive Income (profit and loss account) for the Fiscal Year ended 31 December 2014 which were audited by Mrs. Nonglak Pumnoi, Auditor license No. 4172 from EY Office Co., Ltd. and certified by the Audit Committee and Board of Directors. The financial statement could be summarized as follows:

Net Profit

In FY 2014, the Company's net profit amounted to approximately 328.24 million Baht.

Statement of Comprehensive Income

- The Company's revenue was 2,297 million Baht, decreased from the previous year by 221 million Baht or 8.8%.
- Net profit attributable to major shareholders amounted to 328.24 million Baht, increased from the previous year by 34.20 million Baht or 11.63%.
- Net profit per share was 0.55 Baht, increased by 0.06 Baht or 12.24%.

Sales Revenue, Cost of Goods Sold, and Gross Profit

- Revenue from sales amounted to 1,945.21 million Baht, decreased from the previous year by 243.12 million Baht or 11.1%.
 - Cost of goods sold was 1,650 million Baht, decreased by 300 million Baht or 15.38%.
 - Gross profit was 295.21 million Baht, increased by 56.88 million Baht or 23.87%.
- Revenue from sales decreased from the previous year by 243 million Baht.
- Rice sales decreased by 281 million Baht.
 - Food sales and food courts increased by 38 million Baht.

Cost of goods sold decreased by 300 million Baht.

- Cost of jasmine rice decreased by 4,929 Baht per ton or 16% from 2013.
- Cost of white rice decreased by 4,934 Baht per ton or 27% from 2013.

Other Revenues

Revenues from other sources amounted to 42.31 million Baht, increased by 1.24 million Baht or 3.02% and included:

- Profit from disposal of assets	0.03	million Baht
- Rents	9.46	million Baht
- Labor quality wage	11.40	million Baht
- Compensation for rice export	5.56	million Baht
- Transportation/scrap sales	7.69	million Baht
- Food courts	8.17	million Baht

Selling, General, and Administrative Expenses

The total expenses amounted to 320.68 million Baht, increased by 59.14 million Baht or 22.61% and consisted of:

- Selling expenses were 212.13 million Baht, increased by 48.53 million Baht or 29.66%, 24 million Baht of which was used in transportation of rice for export and 24 million Baht was Japanese restaurants' expenses.
- Administrative expenses were 95.05 million Baht, increased by 15.83 million Baht or 19.98%. The increase was due to expenses of service by MBK Solution Co., Ltd. which amounted to 4 million Baht and administrative expenses of Japanese restaurants amounting to 12 million Baht.
- General expenses were 13.50 million Baht, decreased by 5.22 million Baht or 27.88%.

Financial Statement (Balance Sheet)

- The Company's total assets were 8,520 million Baht, which increased by approximately 108 million Baht or 1.28%.
- Total liabilities were 1,908 million Baht, decreased by 177 million Baht or 8.49%.
- Shareholders' equity was 6,612 million Baht, increased by 285 million Baht or 4.50%.

Important Changes in Company's Assets

1. The Company's assets increased by approximately 108 million Baht or 1%.

Important changes in assets were as follows:

- 1.1 The Company had 47 million Baht in cash and bank deposit accounts, decreased by 99 million Baht or 68% due to debt repayment.
- 1.2 The amount of account receivables and other debtors was approximately 271 million Baht, increased by 36 million Baht or 15% due to the export of rice in December.
- 1.3 Merchandise inventory amounted to approximately 169 million Baht, decreased by 105 million Baht or 38% because the Company began to employ more external producers.

- 1.4 Other current assets amounted to approximately 57 million Baht, decreased by 43 million Baht or 43% because 54 million Baht was used as advance payment for raw materials to the Public Warehouse Organization.
- 1.5 Fund invested in holding company was 7,289 million Baht, increased by 300 million Baht or 4% which was invested in 499.25 million MBK shares, raising the share value by 0.06 Baht per share. Stock price as of 31/12/2557 was 14.60 Baht per share and as of 31/12/2556 was 14 Baht per share.
- 1.6 Investment property amounted to approximately 41 million Baht, decreased by 1 million Baht or 2% due to normal depreciation.
- 1.7 Land, buildings, and equipment amounted to approximately 325 million Baht, increased by 28 million Baht or 9% due to investment in restaurants by subsidiary companies.
- 1.8 Advance rent payments amounted to approximately 238 million Baht, decreased by 13 million Baht or 5%.
- 1.9 Non-current assets amounted to approximately 16 million Baht, increased by 6 million Baht or 60% which derived from security deposits for decorative accessories in food courts.

Important Changes in Company's Liabilities

2. The Company's total liabilities decreased by 177 million Baht or 8%.

Important changes in liabilities were as follows:

- 2.1 Short-term bank loan amounted to 513 million Baht, decreased by 263 million Baht or 34% due to loan repayment.
- 2.2 Loan from relevant parties amounted to 4 million Baht, decreased by 3 million Baht or 43%. The loan was provided by the shareholder of Sima Pac Co., Ltd. and partial repayment has been made.
- 2.3 Account payable and other creditors amounted to approximately 103 million Baht, increased by 28 million Baht or 37% due to additional purchase of rice raw materials in December.
- 2.4 Income tax payable was approximately 2 million Baht, decreased by 1 million Baht or 33%. The tax was from the operations of MBK Food Entertainment Co., Ltd. and Patum Rice Mill and Granary Public Co., Ltd.
- 2.5 Current liabilities amounted to 13 million Baht, increased by 8 million Baht or 160% due to unearned revenue from MBK Food Island Co., Ltd.
- 2.6 Deferred tax liability was 1,250 million Baht, increased by 60 million Baht or 5%. The tax was at the rate of 20% of the profit made from investment in MBK, which was 20% of 300 million Baht.

- 2.7 Non-current liabilities amounted to approximately 3 million Baht, decreased by 5 million Baht or 5%. This amount was security deposits of renters at food court of MBK Food Entertainment Co., Ltd.

Important Changes in Shareholders' Equity

3. Shareholders' equity increased by 285 million Baht or 5%.

Important changes in shareholders' equity were as follows:

3.1 Retained Earnings

- Unallocated retained earnings amounted to approximately 612 million Baht, increased by 43 million Baht or 7.56%

3.2 Other Components of Shareholders' Equity

- Profit from available-for-sale securities amounted to 5,083 million Baht, increased by 240 million baht or 4.96%.

3.3 Minor shareholders' equity amounted to approximately 66 million Baht, increased by 2 million Baht or 3.13%.

- Increase due to additional investment in MBK Food System Co., Ltd. amounted to 16 million Baht.
- Increase due to profit from MBK Food Entertainment Co., Ltd. amounted to 2 million Baht.
- Decrease due to loss in MBK Food System Co., Ltd. amounted to 10 million Baht.
- Decrease due to loss in Sima Pac Co., Ltd. amounted to 6 million Baht.

The Chairman asked the Meeting if anyone had questions or comments regarding the report Mr. Somkiat Makcayathon, Managing Director, had just presented.

Mr. Rittichai Yibcharoenporn, a shareholder, made the following inquiry and comment:

1. I did not receive a hard-copy of this year's Annual Report. Next year, I would like the Company to send a hard copy of the Annual Report together with the English version of Balance Sheet prior to the meeting.

2. Was decrease in rice sales revenue but gross profit increased due to decrease in rice cost? How much the cost has been decreased today and what did the future trend look like? The Company's operation results seemed to indicate that loss on rice sales would lead to the Company's budget deficit since the food business was still not making profits. What did the Company's Executives think of the rice price and could profits be increased?

The Chairman answered as follows:

The Board of Directors has set a new policy that the Company would stop selling any products that did not generate profit margins. The Company did not need only sales volume but every product must always make margins. The gross profit was about 20%. We would stop using any distribution channels that

did not make profits. The Company would employ external producers to produce certain products. The Company's brand would remain premium that differed from other brands of the same products.

Mr. Somkiat Makcayathon provided further answer that:

The government's rice stock was currently rather large but large amount of rice has also been released. Most were white rice with low unit price. With new rice that continued to be produced, rice price was unlikely to increase in the near future. The price should remain constant which was the price at competitive level. The government also focused on G2G deals to boost rice exports to countries like China and the Philippine. Cost of raw materials has remained constant although the price dropped periodically. Jasmine rice price was likely to increase at the end of season.

3. In 2014, the Company's revenue from selling rice was 1,945 million Baht. How much of this was from commodity rice and how much was from premium rice?

4. The Managing Director thought that rice price would not decrease and even with the price dropping there would be a push from buyers making the price constant at current level. However, I thought that the price was likely to drop because rice farmers used to receive 15,000 Baht from the government so they continued to produce more rice into the market.

The Chairman answered that:

Forecasting rice price should take into account the whole picture both domestically and internationally. The Managing Director had considerable experience and served as rice advisor for the government and association. His forecast should be accurate.

Ms. Pimonrat Jitpawanasakul answered that:

All Company's products for target groups were premium products. Commodity products were products for export which amounted to 466 million Baht.

Mr. Somkiat Makcayathon provided further answer that:

The products could divide into 25% commodity and 75% premium.

Mr. Supoj Euachailertsakul, a shareholder, made the following inquiry and comment:

- I thanked the executive for looking ahead and working to constantly increase the Company's profits.

1. I have rarely seen the Company's booths in office buildings today. I thought that the Company should carry out booth activities in office buildings especially in Sathon area because they were where buyers with purchasing power worked and also to promote the Company's products. The booths should carry every product.

2. How could ready-to-eat rice have added value?

3. What was the margin set up for restaurant business and food courts? What was the breakeven point and what were the responses from customers?

Ms. Pimonrat Jitpawanasakul answered that:

The Company had regularly carried out booth activities in the previous year. We went to many places such as Sun Tower Building and buildings in Silom area. Most of the products were products that were easy to carry home such as rice berry and small bags of rice. Any suggestion on places for booth activities would be welcomed.

The Chairman answered that:

Ready-to-eat rice required high expenses to sell in the market, which was not worth it when considering profit margin and sales volume. The operation was thus decelerated at the moment. For restaurant business, Mr. Thanayod would be answering.

Mr. Thanayod Tantivejsak answered that:

The revenue from the food court on the 5th floor was 11.5 million Baht. The business was heavily affected by the protest during the first 6 months of the year. We had better margin in the latter half of the year after the protest was over. The food court on the 6th floor in Q1 was also affected by the protest but made 14 million Baht after the protest was over. Sales volume has continued to increase after the food court's renovation.

Mr. Somkiat Makcayathon provided further answer that:

After martial law lifted, more tourists were likely to come to the food court on the 5th floor. The average earning per person was about 250 Baht and average margin was 25-35%.

After the renovation, income from the food court on the 6th floor increased. The latest month's income was 18 million Baht. We set the minimum income at 20 million Baht per month with average income per person of 110 Baht and 25-35% margin.

Japanese restaurants have been opened for about 1 year. The cost for interior decoration was rather high and we were currently trying to keep the expenses under control. Margin was at 30-35% after operation expenses. We have discussed with the Japanese investor that Ebitda must be positive.

The Chairman gave further answer that:

Japanese restaurants would need time to adapt to Thai people. We would have to wait and see. Suki-yaki restaurants have made considerable profits and received good responses. We planned to open more branches at the MBK Center and Glas Haus Ratchada. PRG was trying to look for new products like restaurant, food court, dry food, and fresh food but rice remained our main product.

Mr. Supoj Euachailertsakul, a shareholder, asked that:

Was Suki Number One a Thai brand?

The Chairman answered that:

It was Mr. Suvait's brand which he gave to the Company and hoped that the Company would continue to build the brand's reputation.

Mr. Suvait Theeravachirakul provided further answer as follows:

The suki restaurant was originally owned by my family but has long been out of business. I knew that PRG was interested in restaurant business and the Chairman wanted to open a sukiyaki restaurant, so I gave them the recipe which was the original recipe from 20 years ago.

Mr. Supoj Euachailertsakul asked the Meeting to applaud Mr. Suvait for giving the Family's recipe to the Company.

Mrs. Kiratika Panglad, a proxy-holder representing Thai Investors Association and Shareholders' Rights Protection Volunteers made the following inquiry and comment:

1. The Company used premium rice as a pilot to present and sell the product. However, our lifestyle in modern society was changing to focus more on being healthy and low price products. The price of the Company's products would be higher than the market price and I would like the Company to take this into account in future business operation.

2. On page 32 of the supporting document for the Meeting of Shareholders, the Company stressed the importance of good corporate governance, which also appeared in the Minutes of Meeting and Annual Report. I would like to praise the Company's Executives and employees for adhering to principles of good governance. The Company has decided to announce its intention to fight against corruption and fraud but no such announcement has been made. Could the Chairman explain to the Meeting to provide assurance to the shareholders?

The Chairman answered that:

The Thanachart Group which was a holding company has worked on the good governance matter and has already obtained a certification. MBK, a parent company of PRG, has been in the process of obtaining certification which was expected to receive this year. It would take time to develop a policy and train the employees. However, the Company has already operated in accordance with the principles of good governance, with the Independent Directors and Audit Directors as required by the principles.

Mr. Prapad Visansetsathon, a shareholder, asked that:

What kind of product or goods was Rice Plant that appeared in the Financial Statement with revenue of 618 million Baht?

Mr. Somkiat Makcayathon answered that:

It was actually a distribution channel for exports and catering. It was a packing of rice into large bags which has been habitually reported as Rice Plant. We would make a distinction of distribution channels clearer in the future.

When no more shareholders or proxy-holders made inquiries, the Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots to be collected by the meeting staff.

There were 56 more shareholders and proxy-holders who have joined the Meeting, holding a total of 277,518 shares. The total number of shareholders and proxy-holders in attendance was now 282 representing a total of 582,057,906 shares.

Resolution: The result of voting on the Agenda Item 3: To consider and approve Financial Statement (balance sheet) and Statement of Comprehensive Income (profit and loss account) for the Fiscal Year ended 31 December 2014 was as follows:

Approve	582,050,896 votes or	99.9987%
Disapprove	0 votes or	0%
Abstain	7,010 votes or	0.0012%

The total votes on this Agenda Item were 582,057,906 votes or 100.0000%

Conclusion: The Meeting approved the Financial Statement (balance sheet) and Statement of Comprehensive Income (profit and loss account) for the Fiscal Year ended 31 December 2014 with 99.9987% of the total number of votes in attendance.

Agenda Item 4: To consider and approve the appropriation of profit, dividend payment, and Directors' pension

The Chairman reported the Company's operation results for FY 2014. The Company's net profit after tax amounted to three hundred thirty four million eight hundred twelve thousand three hundred and fifteen Baht (334,812,315 Baht) or fifty six satang per share (0.56 Baht).

The Board of Directors asked the Meeting to consider and approve the following:

1. It was not necessary for the Company to further allocate the FY 2014 net profit for a reserve fund because the Company's reserve fund as of 31 December 2014 already amounted to ninety million Baht (90,000,000) which made up ten percent (10%) of the Company's registered capital as required by laws.
2. Net profit of FY from 1 January 2014 to 31 December 2014 was included in the unallocated retained earnings account in order to pay dividend payment to shareholders at the rate of 0.50 Baht per share. Since interim dividend payment was made on 31 October 2014 at the rate of 0.25 Baht per share, this dividend payment shall be paid at the rate of 0.25 Baht per share for a total of 600,000,000 shares totaling 150,000,000 Baht. The payment shall be made from unallocated retained earnings of business entitled to corporate income tax at 30% of net profit, which resulted in a dividend payout ratio of 89.60%. The Company's unallocated retained earnings shall be used to pay dividend payment in accordance with the Company's dividend payment policy at the rate of not less than 50% of net profit after tax. Details of appropriation of profit and dividend payment were as follows:

(1) Unallocated retained earnings carried over from the prior year as of 1 January 2014	653,270,529 Baht
(2) Total profit and loss for FY 2014	334,812,315 Baht
(3) Total unallocated retained earnings	988,082,844 Baht
(4) Dividend deduction	
- Paid on 15 May 2014 for period from 1 July 2013 to 31 December 2013	(135,000,000) Baht
- Paid on 31 October 2014 for period from 1 January 2014 to 30 June 2014	(150,000,000) Baht
(5) Remaining balance of unallocated retained earnings as of 31 December 2014	703,082,844 Baht
(6) If dividend payment were made for period from 1 July 2014 to 31 December 2014	(150,000,000) Baht
(7) Unallocated retained earnings to carry over	553,082,844 Baht

3. The Board of Directors determined eligible shareholders listed in the register of shareholders on Thursday 12 March 2015. The closing date of register book to suspend share transfer in order to collect shareholders' names in accordance with Section 225 of the Securities and Exchange Act was Friday 13 March 2015 มีนาคม 2558. Dividend payment was paid on Tuesday 28 April 2015.

4. The Board of Directors agreed to propose to the Meeting to approve pension payment for Directors in the amount of three million Baht (3,000,000 Baht) or 1% of FY 2014 dividend payment. As with 2013, the Board of Directors shall be responsible for allocating the pension among the Directors.

The Chairman asked the Meeting if anyone had questions or comments.

No shareholders or proxy-holders made any inquiries or comments. The Chairman then asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots to be collected by the meeting staff.

The same number of shareholders and proxy-holders was present during this Agenda which was 282 representing a total of 582,057,906 shares.

Resolution: The result of voting on the Agenda Item 4: To consider and approve the appropriation of profit, dividend payment, and Directors' pension was as follows:

Approve	582,031,896	votes	or	99.9955%
Disapprove	0	votes	or	0.0000%
Abstain	26,010	votes	or	0.0044%

The total votes on this Agenda Item were 582,057,906 votes or 100.0000%.

Conclusion: The Meeting approved the appropriation of profit, dividend payment, and

Directors' pension with 99.9955% of the total number of votes in attendance.

Agenda Item 5: To consider the election of Directors to replace those retiring by rotation

The Chairman asked Mr. Suvait Theeravachirakul, Vice Chairman of Executive Board, Director and Secretary of Nomination and Remuneration Committee, to provide details on this Agenda Item to the Meeting.

Mr. Suvait Theeravachirakul informed the Meeting that the Company's Board of Directors currently consisted of 8 Directors, including:

1. Mr. Suphadej Poonpipat
2. Dr. Pornsiri Poonakasem
3. Dr. Sathit Parniangtong
4. Mr. Dej Bulsuk
5. Mr. Serm Henry Phenjati
6. Mr. Suvait Theeravachirakul
7. Mr. Kasemsuk Chongmankhong
8. Mr. Somkiat Makcayathon

The election of Directors to replace those retiring by rotation shall comply with the Article 18 of the Company's Articles of Association which stated that one-third of the Directors shall retire by rotation. If the number of Directors could not be divided by three, the number of Directors to be retired shall be closest to but not exceed one-third. This year, 3 Directors who were in the position the longest shall retire. After the Board's consideration, the Directors to retire by rotation were:

- | | |
|----------------------------|---|
| 1. Dr. Sathit Parniangtong | Chairman of Nomination and Remuneration Committee,
Director of Audit Committee, and Independent Director |
| 2. Mr. Serm Henry Phenjati | Director of Nomination and Remuneration Committee,
Director of Audit Committee, and Independent Director |
| 3. Mr. Somkiat Makcayathon | Managing Director |

The Nomination and Remuneration Committee and Board of Directors have considered and agreed to propose to the Meeting to re-elect all 3 Directors retiring by rotation back to the Board because they were knowledgeable, capable, and experienced individuals, from whom the Company would benefit. The profiles of these Directors had been sent to shareholders with the Notice of Invitation to the Meeting. The appointment of Directors shall be voted individually. Every shareholder or proxy-holder shall mark their vote, whether to approve the appointment of Director, disapprove, or abstain, on the ballot.

Mrs. Kiratika Panglad, a proxy-holder representing Thai Investors Association and Shareholders' Rights Protection Volunteers asked:

Please clarify on page 35 of the Meeting's supporting document, have Dr. Sathit Parniangtong and Mr. Serm Henry Phenjati served as Independent Directors for 5 and 2 years respectively?

Mr. Suvait Theeravachirakul answered that:

Dr. Sathit Parniangtong has served as Independent Director for 5 years and Mr. Serm Henry Phenjati has been in the position for 2 years.

If no shareholders or proxy-holders proposed other nominees to be elected for the Directors, the Meeting shall vote to appoint the Directors individually as follows:

1. Dr. Sathit Parniangtong

Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.1: To appoint Dr. Sathit Parniangtong and raised the ballots to be collected by the meeting staff.

2. Mr. Serm Henry Phenjati

Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.2: To appoint Mr. Serm Henry Phenjati and raised the ballots to be collected by the meeting staff.

3. Mr. Somkiat Makcayathon

Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting and signed the ballots for Agenda Item 5.3: To appoint Mr. Somkiat Makcayathon and raised the ballots to be collected by the meeting staff.

One more shareholder and proxy-holder has joined the Meeting during this Agenda, holding a total of 30,000 shares. The total number of shareholders and proxy-holders in attendance was now 283 representing a total of 582,061,906 shares.

Resolution: The result of voting on the Agenda Item 5: To consider the election of Directors to replace those retiring by rotation were as follows:

Agenda Item 5.1: Dr. Sathit Parniangtong

Approve	582,054,896	votes	or	99.9987%
Disapprove	0	votes	or	0.0000%
Abstain	7,010	votes	or	0.0012%

The total votes on this Agenda Item were 582,061,906 votes or 100.00%.

Agenda Item 5.2: Mr. Serm Henry Phenjati

Approve	582,054,896	votes	or	99.9987%
Disapprove	0	votes	or	0.0000%
Abstain	7,010	votes	or	0.0012%

The total votes on this Agenda Item were 582,061,906 votes or 100.00%.

Agenda Item 5.3: Mr. Somkiat Makcayathon

Approve	582,054,896	votes	or	99.9987%
Disapprove	0	votes	or	0.0000%
Abstain	7,010	votes	or	0.0012%

The total votes on this Agenda Item were 582,061,906 votes or 100.00%.

Agenda Item 6: To consider and approve the remuneration of Directors

The Chairman asked Dr. Sathit Parniangtong, Chairman of Nomination and Remuneration Committee, to explain the remuneration of Directors.

Dr. Sathit Parniangtong informed the Meeting that the 2014 General Meeting of Shareholders has approved the remuneration of the Board of Directors, Executive Board, Audit Committee, and Nomination and Remuneration Committee in the amount of not exceeding 6,000,000 million Baht (six million Baht) per year. The actual remuneration that was paid in 2014 was a total of 4,858,644 Baht.

The actual remuneration paid in 2014 was as follows:

Board of Directors	- Directors' allowance	1,300,000	Baht
	- Meeting's allowance	1,252,500	Baht
	- Other benefits	235,144	Baht
Executive Board	- Meeting's allowance	896,000	Baht
Audit Committee	- Directors' allowance	560,000	Baht
	- Meeting's allowance	535,000	Baht
Nomination and Remuneration Committee		<u>80,000</u>	Baht
	Total	<u>4,858,644</u>	Baht

This year, the Board of Directors and Nomination and Remuneration Committee agreed to propose to the Meeting to approve the remuneration in the amount of 6,000,000 Baht, 5,500,000 Baht of which were Directors' and Meeting's allowances and 500,000 Baht were benefits.

The Board of Directors and Nomination and Remuneration Committee thought that the remuneration amount of 6 million Baht was appropriate to the current situation and thus asked the Meeting to approve remuneration in the forms of Directors' allowances, Meeting's allowances, and other benefits for 2014 for all 4 Committees in the amount not exceeding 6,000,000 Baht (six million Baht) per year.

The Chairman asked the Meeting if anyone had questions or comments.

No shareholders or proxy-holders had questions or comments. The Chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots to be collected by the meeting staff.

The same number of shareholders and proxy-holders was present during this Agenda which was 283 representing a total of 582,061,906 shares.

Resolution: The result of voting on the Agenda Item 6: To consider and approve the remuneration of Directors was as follows:

Approve	582,035,896	votes	or	99.9955%
Disapprove	0	votes	or	0.0000%
Abstain	26,010	votes	or	0.0044%

The total votes on this Agenda Item were 582,061,906 votes or 100.00%.

Conclusion: The Meeting approved the remuneration of Directors as proposed by the Board of Directors with 99.9955% of the total number of votes in attendance.

Agenda Item 7: To consider and approve the appointment of Auditors and to determine the Company's audit fee for the year 2015

The Chairman asked Dr. Pornsiri Poonakasem, Chairman of Audit Committee, to report the appointment of Auditors and determination of the Company's audit fee. Dr. Pornsiri Poonakasem informed the Meeting that the 2014 General Meeting of Shareholders has approved the appointment of Mrs. Nonglak Pumnoi, Auditor License No.4172 or other auditors of EY Office Co., Ltd. as the Company's Auditor with an audit fee in the amount of 927,000 Baht (nine hundred twenty seven thousand Baht). The fee consisted of a fee for auditing financial statements of 3 quarters in the amount of 399,000 Baht (three hundred ninety nine thousand Baht) and a fee for audit of annual account in the amount of 528,000 Baht (five hundred twenty eight thousand Baht).

This year, the Audit Committee and Board of Directors have jointly considered and agreed that the current Auditor which was EY Office Co., Ltd. was trustworthy and had no relation and material interests with the Company/Subsidiaries/Affiliates/Executives/major shareholders or any person related to such individuals, therefore suitable to be appointed as the Company's Auditor for the year 2015.

The Audit Committee and Board of Directors therefore proposed Mrs. Nonglak Pumnoi, Auditor License No.4172 and/or Ms. Ratana Jala, Auditor License No.3734 and/or Ms.Rachada Yongsawadvanich, Auditor License No. 4951 from EY Office Co., Ltd. to be appointed as the Company's Auditor from 1 January 2015 to 31 December 2015.

One of these individual shall carry out auditing and provide opinion on the Company's financial statement. When these aforementioned auditors were unable to perform their duties, EY Office Co., Ltd. shall provide substitute auditors for the Company.

The Audit Committee and Board of Directors determined the Company's audit fee for the year 2015 to be in the amount of nine hundred twenty seven thousand Baht (927,000 Baht), consisting of a three hundred ninety nine thousand Baht (399,000 Baht) fee for audits of financial statements for 3 quarters and a five hundred twenty eight thousand Baht fee (528,000 Baht) for audit of annual account.

This audit fee amount was the same amount as the previous year. The Audit Committee and Board of Directors agreed that it was an appropriate audit fee amount and thus proposed to the Meeting for approval.

EY Office Co., Ltd. was also employed as the Auditor for the year 2015 for 9 Subsidiaries and Affiliates of the Company, with a fee for audits of 3 quarters' financial statements in the amount of 150,000 Baht and a fee for audit of annual account in the amount of 620,000 Baht, totaling 770,000 Baht.

The Chairman asked the Meeting if anyone had questions or comments.

No shareholders or proxy-holders had questions or comments. The Chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and signed the ballots and then raised the ballots to be collected by the meeting staff.

The same number of shareholders and proxy-holders was present during this Agenda which was 283 representing a total of 582,061,906 shares.

Resolution: The result of voting on the Agenda Item 7: To consider and approve the appointment of Auditors and to determine the Company's audit fee for the year 2015 was as follows:

Approve	582,035,896	votes	or	99.9955%
Disapprove	0	votes	or	0.0000%
Abstain	26,010	votes	or	0.0044%

The total votes on this Agenda Item were 582,061,906 votes or 100.00%.

Conclusion: The Meeting approved the appointment of Auditors and determination of the Company's audit fee for the year 2015 as proposed by the Board of Directors with 99.9955% of the total number of votes in attendance.

Agenda Item 8: To consider other matters (if any)

The Chairman asked the Meeting if any shareholders or proxy-holders had comments or suggestions or questions on any matters.

Mrs. Kiratika Panglad, a proxy-holder representing Thai Investors Association and Shareholders' Rights Protection Volunteers provided the following suggestion and observation:

When gifts were handed out at a meeting of shareholders, it seemed that shareholders registered for attendance but did not actually attend the meeting. This was regrettable and I would like to announce my intention on behalf of the Thai Investors Association and Shareholders' Rights Protection Volunteers to return the gift to the Company as a symbolic gesture to remind that the Company held the meeting of shareholders to provide an opportunity for shareholders to be informed on the Company's operation results for the shareholders' benefits and to exercise the rights of shareholders. You could see that the number of

shareholders in attendance was rather low when compared to the number of shareholders registered. I would therefore like to return the gift to the Company's Secretary.

The Chairman thanked Mrs. Kiratika for her opinion and stated that the parent company's new policy on the next meeting would not include gift handing out to shareholders but focus on encouraging shareholders to attend the meeting to be informed on the Company's operation results and express their opinions to improve the Company. The Chairman asked the relevant unit to update the content on the Company's website in order to provide up-to-date information and convenient and equal access to all shareholders. This would be held as a guideline for the entire corporate group.

Mr. Prapad Visansetsathon, a shareholder, asked that:

The government's rice pledging policy negatively affected the image of Thai rice. How has this affected the Company's products? What quality standards did the Company have to ensure customers' confidence? Did the rice that we taste today meet the Company's specifications?

The Chairman answered that:

Quality was the Company's main policy. All 18 brands must have constant quality and the price differed among the brands. The Company had many certifications that other companies did not have.

Mr. Somkiat Makcayathon answered that:

The rice that shareholders tasted today was Pathumthani fragrant rice. The Company was the first company to sell this rice. In the past few years, however, many companies have used Pathumthani fragrant rice to produce jasmine rice. Pathumthani fragrant rice and jasmine rice were in fact 2 completely different kinds of rice. When freshly cooked, the two types of rice were difficult to distinguish. The Company thus wanted shareholders to try Pathumthani fragrant rice.

Impact to the Company's image has been considerably low. When the Company was negatively affected, we would promptly explain to consumers. We have always made information available to consumers through radio. The Company has constantly updated its product quality standards.

The Company had received BRC Product Standard Certification Grade A from Europe. In Thailand, no more than 2 companies have held certification of this grade. The Company has also been awarded GMP and HACCP. The Company has currently been working to meet the standard set by Walmart, to which the Company has already sold products.

Ms. Pimonrat Jitpawanasakul answered that:

Image of the Company's brands has remained acceptable to international customers because our products passed every quality inspection. The Company's products for domestic and international markets all complied with the same standard.

When no shareholders or proxy-holders had further comment, suggestion, or question, the Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 16.15 hours.

Signature Chairman of the Meeting

(Mr. Suphadej Poonpipat)

Chairman of the Board of Director

Signature Recorder of the Meeting

(Ms. Dararat Homrossukhon)

Meeting's Secretary

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Agenda 4 To consider and approve the allocation of profit and dividend payment

Comparison of annual dividend payments for the period from 2013 to 2015

		For the year ended 31 December		
		2013	2014	2015
- Net Profit	(Million Baht)	294	328	325
- Earnings per share	(Baht)	4.90	0.55	0.54
- Interim dividend per share for the first half of the year (January1 - June 30)		2.25	0.25	*0.25
- Interim dividend per share for the second half of the year (July 1 - December 31)		2.25	0.25	**0.28
- Total dividend per share	(Baht)	4.50	0.50	0.53
- Total dividend payments	(Million Baht)	270	300	318

* The Interim dividend for the first half-year operation from January 1, 2015 to June 30,2015 which is already paid on October 26,2015

** Dividend per share which is being proposed to the shareholders attending the Annual General Meeting for the year 2016 for approval. The Company will close the share register book on March 17, 2016 in order to determine the shareholder's entitlement to the dividend. The dividend is scheduled to be paid on May 12, 2016.

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Agenda 5 To appoint directors to succeed those completing their terms

1. According to article 18 of the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2016 meeting, there are three directors that will be retired namely, Dr. Pornsiri Poonakasem, Independent Director and Chairman of the Audit Committee, Mr. Suvait Theeravachirakul, Vice Chairman of the Executive Committee, Member and Secretary of the Compensation and Nomination Committee and Mr. Kasemsuk Chongmankhong, Director.
2. In 2015 from 1 January, 2015 to 31 December, 2015 the Board of Directors held 12 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Dr. Pornsiri Poonakasem	Independent Director and Chairman of the Audit Committee	12	9
2. Mr. Suvait Theeravachirakul	Vice Chairman of the Executive Committee, Member and Secretary of the Compensation and Nomination Committee	12	12
3. Mr. Kasemsuk Chongmankhong	Director	12	9

3. Criteria and method of selecting the directors of the Company.
Candidates must have at least a Bachelor degree and must be selected by the Compensation and Nomination Committee.
4. Definition and qualifications of Independent Directors.
Patum Rice Mill and Granary Public Company Limited has defined the definition of the Independent directors which comply with the minimum rules of SEC and SET. Each independent director shall comply with the following rules.
 - 4.1 Holding shares not more than 1 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such Independent Director.
 - 4.2 Is not now and never has been an executive Director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
 - 4.3 Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.
 - 4.4 Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any Independent Director is not now and never have been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
 - 4.5 Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company,

- subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
- 4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.
 - 4.7 Not being a Director appointed as a representative of any Director of the Company, any major shareholder or a shareholder related to the major shareholders.
 - 4.8 Not operating any business that is of the same status and in competition with the Company or subsidiary company. Nor being a significant partner of a partnership or an executive Director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.
 - 4.9 Not having any business or being and Executive director nor having related benefit that may obstruct the independent opinion. As well, an Independent Director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Tenure of the Independent Director

The Independent Directors shall not hold office for a period longer than 9 years starting from the year 2016 onwards.

The Board of Directors, and the Compensation and Nomination Committee have considered and agreed that the retirement of the directors namely Dr. Pornsiri Poonakasem, Mr. Suvait Theeravachirakul and Mr. Kasemsuk Chongmankhong which have full qualification according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. After the consideration, the Board of Directors has agreed with the Compensation and Nomination Committee resolution and resolved that Dr. Pornsiri Poonakasem, Mr. Suvait Theeravachirakul and Mr. Kasemsuk Chongmankhong should be reappointed to be the directors. The appointment of Mr. Suvait Theeravachirakul and Mr. Kasemsuk Chongmankhong who operated the same business to the company's as representatives of the company will not cause any damages to the Company.

The profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in the supporting documents.

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Biographies of the retired directors proposed to be reappointed



Dr. Pornsiri Poonakasem

Chairman of the Audit Committee and Independent Director

Age: 64 years
Date appointed as director: October 24, 2006
Tenure as director: 9 years
Expertise: Accounting
Type of director nominated: Independent Director

Education:

- Ph.D (Accounting), University of Florida-Gainesville, Florida, U.S.A.
- M.A.S. (Accounting), University of Illinois-Urbana-Urbana-Champaign, Illinois, U.S.A.
(Royal Thai Government scholarship)
- Bachelor of Accountancy (Second Class Honor), Chulalongkorn University

Director Training: Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), 2008
- Director Certification Program (DCP), Class 132/2010
- Advanced Audit Committee Program (AAP), Class 17/2014

Experience:

Listed Companies (Current: 1 Company)

- Oct.06-Present Chairman of the Audit Committee and Independent Director
Patum Rice Mill and Granary Public Company Limited
- 1996 - 1998 Vice President, Finance, Loxley Public Company Limited
- 1994 - 1996 President, Accounting and Auditing, Sin Bualuang Public Company Limited

Other Non-Listed Companies/Entities (Current: 5 Entities)

- 2015 - Present Member of the Audit Committee, National Science Technology and
Innovation Policy Office
- 2014 - Present Member of the Accounting System Committee, Federation of Accounting
Professions under the Royal Patronage of His Majesty the King
- 2014 - Present Member of the Audit Committee, Rajamangala University of Technology
Tawan-ok
- 2010 - Present Member of the Accounting Testing Subcommittee, Federation of
Accounting Professions under the Royal Patronage of His Majesty the King
- 2006 - Present Director, M.S. (Internal Auditing), University of the Thai Chamber of
Commerce
- 2004 - 2006 Dean, Faculty of Accountancy, Dhurakij Pundit University
- 2003 - 2004 Vice President for Administration, Walailak University

2001 - 2003 Executives Director of Finance and Executives Director of Investment Center, National Science and Technology Development Agency (NSTDA)

1998 - 2001 Vice President for Administration, Rangsit University

1980 - 1994 Professor, Faculty of Commerce and Accountancy, Chulalongkorn University

1975 - 1980 State Audit Officer, Office of the Auditor General of Thailand

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on October 13, 2015)

Family relationship with management: -None-

Meeting attendance in 2015:

- Board of Directors' Meeting	12/12 times
- Audit Committee's Meeting	12/12 times

Holding stake in PRG's major shareholders/subsidiary/associated that may cause a conflict of interest in the current or previous 2 years.

- Being an executive Director, employee, staff, advisor who receives salary: -No-
- Being a professional service provider (such as an auditor, a legal advisor): -No-
- Having any significant business relationship that may undermines independence in carrying out the duties: - None-

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Biographies of the retired directors proposed to be reappointed



Mr. Suvait Theeravachirakul

Vice Chairman of the Executive Committee,
Member and Secretary of the Compensation and Nomination Committee

Age 57 years
Date appointed as director: November 28, 2003
Tenure as director: 12 years
Expertise: Management
Type of director nominated: Director

Education

- Master of Business Administration, Wagner College, New York, U.S.A.
- Chief Executive Program, Class 10, Capital Market Academy (CMA)
- Anti-Corruption Strategic Management course for Senior Executives, Class 5, Sanya Dharmasakti Anti-Corruption Institute

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Director Certification Program (DCP) Class 9/2001
- Audit Committee Program (ACP) Class 15/2006
- Successful Formulation & Execution of Strategy (SFE) 2010

Experience:

Listed Companies (Current: 5 Companies)

- 2009 - Present Vice Chairman of the Executive Committee,
Member and Secretary of the Compensation and Nomination Committee
Patum Rice Mill and Granary Public Company Limited
- 2003 - Present Member of the Executive Committee
Patum Rice Mill and Granary Public Company Limited
- 2009 - Present President, MBK Public Company Limited
- 2002 - Present Director and CEO, MBK Public Company Limited
- 2002 - Present Member of the Executive Committee, MBK Public Company Limited
- 2007 - Present Independent Director and Member of the Audit Committee,
IFS Capital (Thailand) Public Company Limited
- 2005 - Present Independent Director, Member of the Audit Committee,
and Member of Risk Management Committee
Thai Rung Union Car Public Company Limited
- 2000 - Present Member of the Executive Committee,
Royal Orchid Hotel (Thailand) Public Company Limited

Non-Listed Companies (Current: 71 Companies)

2013 - Present Chairman of the Board of Directors, MBK Food System Company Limited
Director, Innofood (Thailand) Company Limited
2012 - Present Chairman of the Board of Directors, MBK Restaurant Group Co., Ltd.
2009 - Present Director, Sima Pac Company Limited
2006 - Present Chairman of the Board of Directors, MBK Food Island Company Limited
2005 - Present Director, PRG Granary Company Limited
Director, Ratchasrima Rice Company Limited
1997 - Present Chairman of the Board of Directors, MBK Food and Entertainment Co., Ltd.
Present Chairman of the Board of Directors and Director
- The Subsidiaries and Associates of MBK Public Company
Other companies/entities which may cause a conflict of interest: None

PRG shareholding: 0.00037% (As at book closing date on October 13, 2015)

Family relationship (with directors/management): Brother-in-law of Mr. Somkiat Makcayathorn.

Meeting attendance in 2015:

- Board of Directors' Meeting	12/12
- Executive Committee's Meeting	12/12
- Compensation and Nomination Committee's Meeting	2/2

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Biographies of the retired directors proposed to be reappointed



Mr. Kasemsuk Chongmankhong

Director

Age 57 years
Date appointed as director: October 24, 2006
Tenure as director: 9 years
Expertise: Management
Type of director nominated: Director

Education

- Master of Accounting, Thammasat University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Director Certification Program (DCP) ปี 2004
- Anti-Corruption for Executive Program (ACEP) Class 2/2012

Experience:

Listed Companies (Current: 2 Companies)

2006 - Present Director, Patum Rice Mill and Granary Public Company Limited
2003 - Present Senior Executive Vice President, Finance and Administration,
MBK Public Company Limited

Non-Listed Companies (Current: 65 Companies)

2014 - Present Director, MBK Food System Company Limited
2013 - Present Director, Innofood (Thailand) Company Limited
2012 - Present Director, MBK Restaurant Group Company Limited
2009 - Present Director, Ratchasrima Rice Company Limited
2006 - Present Director, Sima Pac Company Limited
Director, MBK Food Island Company Limited
Director, PRG Granary Company Limited
2003 - Present Director, MBK Food and Entertainment Company Limited
Present Director of the Subsidiaries and Associates of MBK Public Company

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on October 13, 2015)

Family relationship (with directors/management): -None-

Meeting attendance in 2015:

- Board of Directors' Meeting 12/12 times

Supporting Document
Annual General Meeting of Shareholders for the year 2016

Agenda 6. To consider and approve the directors remuneration and pension

The remuneration paid to directors from 1 January 2015 to 31 December 2015.

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Other Benefits (Baht)	Total (Baht)
Board of Directors	1,350,000	1,300,000	249,326	2,899,326
Executive Committee	-	960,000	-	960,000
Audit Committee	600,000	600,000	-	1,200,000
Compensation and Nomination Committee	-	200,000	-	200,000
Total	1,950,000	3,060,000	249,326	5,259,326

The total position allowances and meeting allowances is amount to Baht 5,010,000. The other benefits are Baht 249,326.

**The remuneration paid to directors from 1 January 2016 to 31 December 2016
which is being proposed to the shareholders
for approval at the Annual General Meeting for the Year 2016**

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Other Benefits (Baht)	Total (Baht)
Board of Directors	1,350,000	1,350,000	500,000	3,200,000
Executive Committee	-	1,200,000	-	1,200,000
Audit Committee	700,000	700,000	-	1,400,000
Compensation and Nomination Committee	-	200,000	-	200,000
Total	2,050,000	3,450,000	500,000	6,000,000

Remark: The proposed remuneration of the Company's Board of Directors and proposed the remuneration of other committees are always considered and approved by the Compensation and Nomination Committee.

Payment Records of Directors' Pension for the Year 2013 – 2015

		For the year ended 31 December		
		2013	2014	2015
Total dividend payments	(million Baht)	270	300	318
Directors' pension	(Baht)	2,700,000	3,000,000	3,180,000
Percentage of directors' remuneration to total dividend paid		1%	1%	1%

Supporting Document
Annual General Meeting of Shareholders for the Year 2016

Agenda 7 To appoint an auditor and determine the audit fee for the year 2016

- **To appoint the auditors from EY Office Limited as the company's auditors, namely:**

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Mrs. Nonglak Pumnoi	4172	7 years (Fiscal year ended June 30, 2007 - 2011 and for the fiscal year ended December 31, 2014-2015)
2	Ms. Ratana Jala	3734	3 years (Fiscal year ended December 31, 2012 – 2013 and for the six-month period ended December 31, 2011)
3	Ms.Rachada Yongsawadvanich	4951	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31, 2016. They are also the auditors of the subsidiaries and associated companies.

- **Audit Fees**

For the fiscal year 2016, EY Office Limited (formerly known as Ernst & Young Office Limited) proposes the audit fees of 927,000 baht (nine hundred twenty seven thousand Baht). The two-year comparison of audit fees is as follows.

Audit Fees	Fiscal year ended December 31, 2015	Fiscal year ended December 31, 2016
1 st Quarter	133,000	133,000
2 st Quarter	133,000	133,000
3 st Quarter	133,000	133,000
Annual Audit	528,000	528,000
Total	927,000	927,000

- **Relationship with the Company**

The proposed auditors do not have any relationship or conflict of interests with the company, its subsidiaries, its executives, its major shareholders, or persons related to the above parties.

- **Being the auditors of the Company's subsidiaries and associated companies**

The company appoints EY Office Limited as auditors for its subsidiaries and associated companies because these companies belong to Patum Rice Mill and Granary Public Company Limited. For the fiscal year 2016, the audit fee is 685,000 Baht (six hundred eighty five thousand Baht) decrease by 85,000 Baht. The two-year comparison of audit fees is as follows.

Audit Fees	Fiscal year ended December 31, 2015	Fiscal year ended December 31, 2016
1 st Quarter	50,000	35,000
2 st Quarter	50,000	35,000
3 st Quarter	50,000	35,000
Annual Audit	620,000	580,000
Total	770,000	685,000
No. of companies	8	8

In 2015 and 2016 there are equally 8 subsidiaries and associated companies. However in 2016 there will be three companies that will not have to pay for the interim audit. (The audit fees of 2016 may change depending on the number of subsidiaries, associated companies and the actual amount of work).

For the past fiscal year, the Company, its subsidiaries, or its associated companies did not use any other services besides auditing of EY Office Limited which the proposed auditors belonged or any persons or any businesses that are related to the auditors or the firm which the auditors belonged.

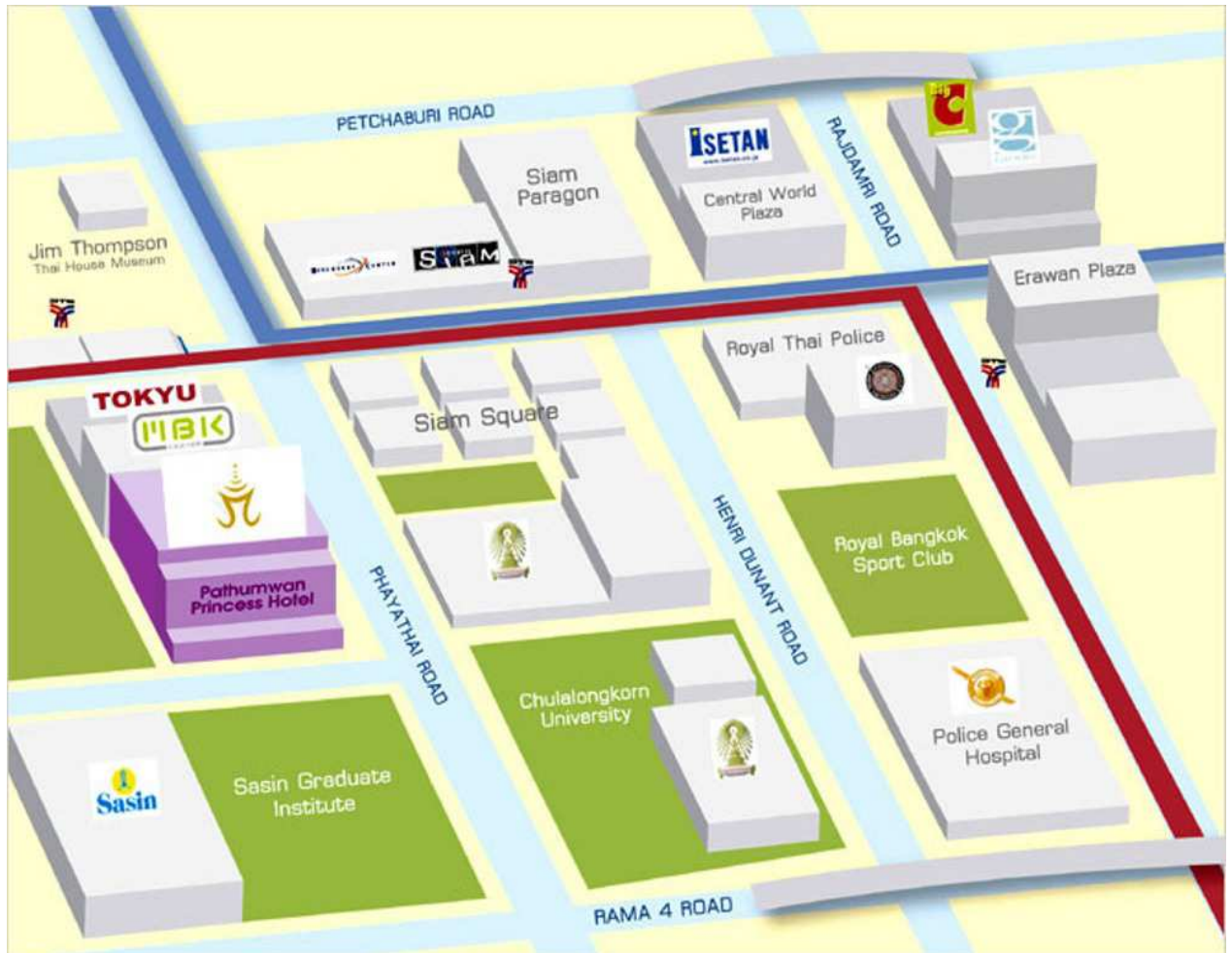
Clauses relating to shareholder meetings in the Articles of Association of Patum Rice Mill and Granary Public Company Limited

Chapter 6 Shareholder Meetings

- Clause 32** The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. Shareholder meetings other than the one referred to above shall be called extraordinary general meetings.
- The board of directors may call an extraordinary general meeting of shareholders any time the board deems it appropriate to do so. Shareholder holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholder.
- Clause 33** The annual ordinary general meeting of shareholders should at least deal with the business as follows:
- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year,
 - (2) Approval of the balance sheet and the income statement,
 - (3) Approval of the appropriation of the profit,
 - (4) Election of directors replacing the ones who retire by rotation,
 - (5) Appointment of an auditor and determination of the audit fees.
- Clause 34** In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions (if any) of the board of directors in the said matters, and the said notice together with the related documents shall be delivered to the shareholders and the Registrar at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for at least three consecutive days and at least three days prior to the date of the meeting.
- Clause 35** Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.

- Clause 36** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.
- At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the previous paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.
- Clause 37** The chairman of the board of directors shall be the chairman of shareholder meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
- Clause 38** The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
- Clause 39** At shareholder meeting, a final decision shall be reached or a resolution shall be passed by voting. Regardless of how the votes are cast, one share always equals to one vote.
- In case of a tie vote, the chairman of the meeting shall cast a deciding vote although he or she is not a shareholder.
- Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

MAP OF PATHUMWAN PRINCESS HOTEL



Pathumwan Princess Hotel

444 MBK Center Building Phayathai Road, Wangmai, Pathumwan Bangkok 10330 Thailand
Telephone +66 (0) 2216-3700

Documents for the Rights to Attend the Meeting

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:

- 1.1 Attendance in person: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.
- 1.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and
 - (C) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person:

- 2.1 Attendance by an authorized representative of the shareholder:
 - (A) An original of such authorized representative's ID card as referred to in 1.1; and
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
 - (C) An original of the proxy's ID card as referred to in 1.1




3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

Documents Verification and Registration starting at 12.30 hours and proceeding until the Meeting of April 26, 2016 is adjourned. The attached proxy form is the form detailing how the shareholders want their proxies to vote on each agenda (Form B).

Profiles of Independent Directors for Appointment of Proxy

	<p>1. Name : Dr. Pomsiri Poonakasem</p> <p>Position in the Company : Chairman of the Audit Committee and Independent Director</p> <p>Age : 64 years</p> <p>Address : 208/5 Moo.18 Prachachern Road, Lardyoa, Jatujak, Bangkok 10900</p> <p>Conflict of Interest in the Agenda : Agenda 5.To appoint directors to succeed those completing their terms. Agenda 6.To consider and approve the directors' remuneration and pension.</p>
	<p>2. Name : Associate Professor Dr.Sathit Parniangtong</p> <p>Position in the Company : Chairman of Nomination and Remuneration Committee,Member of the Audit Committee and Independent Director</p> <p>Age : 63 years</p> <p>Address : 9/5 Moo.2 Tarang ,Bangkhen, Bangkok 10220</p> <p>Conflict of Interest in the Agenda : Agenda 6.To consider and approve the directors' remuneration and pension.</p>
	<p>3. Name : Mr. Dej Bulsuk</p> <p>Position in the Company : Independent Director</p> <p>Age : 66 years</p> <p>Address : 46 Soi Sukhumvit 85, Bangchak, Phrakonong ,Bangkok 10260</p> <p>Conflict of Interest in the Agenda : Agenda 6.To consider and approve the directors' remuneration and pension.</p>
	<p>4. Name : Mr. Serm Henry Phenjati</p> <p>Position in the Company : Independent Director</p> <p>Age : 58 years</p> <p>Address : 1 Kao Road, Watchirapayaban, Dusit Bangkok 10300</p> <p>Conflict of Interest in the Agenda : Agenda 6.To consider and approve the directors' remuneration and pension.</p>

แบบฟอร์มขอรับรายงานประจำปี 2558 เป็นรูปเล่ม
Requisition Form for the Printed Copy of 2015 Annual Report

(กรุณากรอกรายละเอียดด้านล่าง และส่งอีเมลมายัง sudang.e@patumrice.co.th)

(Please fill in the form and email to sudang.e@patumrice.co.th)

เรียน เลขานุการบริษัท

Dear Company Secretary

ข้าพเจ้า

I, (name)

ที่อยู่

Address

เมือง/จังหวัด

City/Province

ประเทศ

Country

รหัสไปรษณีย์

Postal Code

เป็นผู้ถือหุ้นของ PRG และมีความประสงค์ขอรับรายงานประจำปี 2558 ในแบบรูปเล่ม

Being a shareholder of PRG and would like to receive a printed copy of the 2015 Annual Report.

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ปทุมไรซ์มิล แอนด์ แกรนารี จำกัด (มหาชน) ("บริษัทฯ")

Being a shareholder of Patum Rice Mill and Granary Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม

Holding a total of

หุ้นสามัญ

Ordinary share

หุ้นบุริมสิทธิ

Preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

shares and having the right to vote equal to _____ votes

shares and having the right to vote equal to _____ votes

shares and having the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้

Hereby appoint

1. ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน หรือ
Name age years, residing at No. Road or
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Subdistrice Amphur/District Province Postal Code

2. ดร.พรศิริ ปุณเกษม อายุ 64 ปี กรรมการอิสระ อยู่บ้านเลขที่ 208/5 หมู่ที่ 18 ถนนประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ 10900 หรือ/or
Dr.Pornsiri Poonakasem, 64 years, Independent Director, Residing at no.208/5 Moo.18 Prachachern Road, Lardyao, Jutujak, Bangkok 10900

3. รศ.ดร.สาธิต พะเนียงทอง อายุ 63 ปี กรรมการอิสระ อยู่บ้านเลขที่ 9/5 หมู่ที่ 2 แขวงท่าแร้ง เขตบางเขน กรุงเทพฯ 10220 หรือ/or
Associate Professor Dr.Sathit Parniangtong, 63 years, Independent Director, Residing at no. 9/5 Moo.2, Tarang, Bangkhen, Bangkok 10220

4. นายเดช บุลสุข อายุ 66 ปี กรรมการอิสระ อยู่บ้านเลขที่ 46 ซอยสุขุมวิท 85 แขวงบางจาก เขตพระโขนง 10260 หรือ/or
Mr.Dej Bulsuk, 66 years, Independent Director, Residing at no.46 Soi Sukhumvit 85, Bangchak, Phrakanong, Bangkok 10260

5. นายเสริม เฮนรี่ เฟียชชาติ อายุ 58 ปี กรรมการอิสระ อยู่บ้านเลขที่ 1 ถนนขาว แขวงวชิรพยาบาล เขตดุสิต กรุงเทพฯ 10300 หรือ/or
Mr.Serm Henry Phenjati, 58 years, independent Director, Residing at no.1 Kao Road, Watchirapayaban, Dusit, Bangkok 10300

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 14.00 น. ณ ห้องจามจุรี บอลรูม ชั้น เอ็ม โรงแรมปทุมวันปริ๊นเซส อาคาร เอ็ม บี เค เซ็นเตอร์ เลขที่ 444 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders on Tuesday of April 26, 2016 at 2.00 p.m.at Jamjuree Ball Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Patumwan, Bangkok or at any adjournment thereof to any other date, time and place.

ผู้ที่มาประชุมด้วยตนเองโปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Shareholder to attend the meeting in person shall bring and present this proxy to the registrar on the meeting date.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2558

Agenda No. 1 To certify the minutes of the Annual General Meeting of the Shareholders 2015.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Not approve

Abstain

วาระที่ 2 รายงานผลการดำเนินงานประจำปีของบริษัทฯ ตั้งแต่ 1 มกราคม 2558 – 31 ธันวาคม 2558 และการจ่ายเงินปันผลระหว่างกาลเพื่อทราบ

Agenda No. 2 To report the Company's operating results from January 1, 2015 – December 31, 2015 and the interim dividend payment.

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและบัญชีกำไรขาดทุนเบ็ดเสร็จ สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2558

Agenda No. 3 To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31, 2015.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Not approve

Abstain

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไร และจ่ายเงินปันผล

Agenda No. 4 To consider and approve the allocation of profit and dividend payment

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Not approve

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda No. 5 To appoint directors to succeed those completing their terms.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Not approve

Abstain

การเลือกตั้งกรรมการเป็นรายบุคคล

Reappointing individual director.

1. ดร.พรสิริ ปุณเกษม / Dr.Pomsiri Poonakasem

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

2. นายสุเวทย์ ธีรวิชิตกุล / Mr. Suvait Theeravachirakul

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

3. นายเกษมสุข จงมั่นคง / Mr. Kasemsuk Chongmankhong

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนคณะกรรมการของบริษัท และบำเหน็จกรรมการ

Agenda No. 6 To consider and approve the directors' remuneration and pension

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชีของบริษัทฯ สำหรับปี 2559

Agenda No. 7 To appoint an auditor and determine the audit fee for the year 2016

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

วาระที่ 8 เรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 Other (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote by the proxy in any agenda that disagrees with this proxy statement will not be considered as legitimate and will not be counted as my vote

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือ ระบุไว้ไม่ชัดเจน หรือ ในกรณีที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึง กรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมี สิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not or do not clearly state any decision to vote on any agenda or the meeting has considered other agenda not listed above including any changes or additional information affected the meeting, I hereby grant my proxy to consider and resolve in lieu of me in all respects and deemed appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงชื่อ (.....) ผู้มอบฉันทะ
Signature (.....) The Grantor

ลงชื่อ (.....) ผู้รับมอบฉันทะ
Signature (.....) The Proxy

ลงชื่อ (.....) ผู้รับมอบฉันทะ
Signature (.....) The Proxy

ลงชื่อ (.....) ผู้รับมอบฉันทะ
Signature (.....) The Proxy

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.ตามแนบ

Note:

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ปทุมไรซ์มิล แอนด์ แกรนารี จำกัด (มหาชน)

Granting of power to a proxy as a shareholder of Patum Rice Mill and Granary Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันอังคารที่ 26 เมษายน 2559 เวลา 14.00 น. ณ ห้องจามจุรี บอลรูม ชั้น เอ็ม โรงแรมปทุมวันปริ้นเซส อาคาร เอ็ม บี เค เซ็นเตอร์ เลขที่ 444 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the share the General Shareholder's Meeting for year 2016 on Tuesday of April 26, 2016 at 2.00 p.m. at Jamjuree Ball Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or on the date and place as may be postponed or changed.

วาระที่ เรื่อง

Agenda No., Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

วาระที่ เรื่อง

Agenda No., Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

Agenda No. 5 To appoint directors to succeed those completing their terms. (continue)

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย

Approve

ไม่เห็นด้วย

Not approve

งดออกเสียง

Abstain