



(Translation)

5 July 2017

Re: Invitation to the Extra-ordinary General Meeting of Shareholders No.1/2017

To: Shareholders

Enclosure: 1. Copy of the Minutes of the Annual General Meeting of Shareholders 2017

2. Detail of opinion of independent financial advisor and Information Memorandum on asset acquisition

3. Documents or Evidence indicating the shareholders or representatives of the shareholders who are entitled to attend the meeting

4. Proxy Form

5. Map of the meeting venue

The Extra-ordinary General Meeting of Shareholders No.1/2017 of Bangkok Ranch Public Company Limited will be held on Thursday, July 27th, 2017 at 15.30 hrs. at Suanluang 1-3 Room, 1st Floor, The Novotel Bangna Bangkok Hotel, located at 333 Srinakarin Road, Nongbon, Pravet, Bangkok 10250, Thailand to consider the agenda items as follows:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017

Facts and Reasons: The Annual General Meeting of Shareholders 2017 was held on April 25th, 2017 and the Minutes of such meeting was completely recorded, the details of which was correctly recorded as appeared in Enclosure 1

Opinion of the Board of Directors: The Minutes of 2017 Annual General Meeting of Shareholders that was held on April 25th, 2017 was completely and correctly recorded. Therefore, the Board of Directors propose to the Meeting of Shareholders to approve the Minutes.

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Remark: This agenda shall be approved by majority vote of shareholders attending the meeting and having right to vote.

Agenda 2 To consider and approve the acquisition of property from related party

Facts and Reasons: According to Duck-To Holding B.V., a subsidiary of Bangkok Ranch Public Company Limited, will sign the asset purchase agreement to acquire land and buildings with Lisuda Vastgoed B.V., Currently, Duck-To Holding B.V. is renting the property from Lisuda Vastgoed B.V. for the slaughterhouse and duck-meat processing and processed food products businesses. Lisuda is a wholly-owned company by Mr. Gertjan Tomassen, who is an indirect shareholder of the Company, the Vice Chairman and Managing Director of Europe of the Company and the Management of DTH, a subsidiary of the Company. The maximum transaction size, using the consideration paid method, is 3.27% of the total assets, based on the consolidated financial statements of the Company for the fiscal year ended 31 March 2017. When combining all asset acquisition transactions during the past 6 months, the combined transaction size is equal to 14.56% of the total assets, based on the consideration paid method. In addition, the enter into the transaction to acquire the assets is considered as a connected transaction under the Connected Transaction Notification. The transaction size is equal to 15.27% of the net tangible asset (NTA) of the Company (NTA as of 31 March 2017 is equal to THB 1,801 million)

The shareholder who has no right to vote in this agenda is Mr. Gertjan Tomassen and Flying Eagle Holding Limited, a company indirectly wholly-owned by Mr. Gertjan Tomassen.

Opinion of the Board of Directors: The Board of Directors has passed the resolution to propose the acquisition of a piece of the property which consists of the slaughterhouse and duck-meat processing and processed food products located

in ERMELO and UDEN Netherlands from Lisuda Vastgoed B.V. Company Limited (“Lisuda”) for shareholder approval. Lisuda is deemed to be a related party to the company. The Property with the area of 24,652 square meters, is to be bought at the price not exceeding EUR 6,811,000 plus taxes which is not exceed 6.00% of the transaction. The Company has the condition that the settlement price must not be higher than the average of appraisal value obtained from two independent appraisers on the SEC’s approved list plus taxes which is not exceed 6.00% of the transaction. In case that the average of appraisal price is lower than EUR 6,811,000. The Company will adjust the settlement price accordingly. Source of fund for this transaction will be from bank loans. The Board of Directors has agreed to propose the transaction for the Shareholders to approve at the Extra-ordinary General Shareholders Meeting and nominate independent financial advisor to comment on the transaction. The detail of opinion of independent financial advisor appeared in the Enclosure 2.

Remarks: This agenda shall be approved by vote not less than three-fourths of the total votes of shareholders attending the meeting and have right to vote.

Agenda 3 To consider other business (if any)

The shareholders are cordially invited to attend the Extra-ordinary General Meeting of Shareholders No.1/2017 as per the date, time and place above-mentioned. All shareholders and proxies, please bring documents or evidence indicating the shareholders or representatives of the shareholders who are entitled to attend the meeting as appeared in the Enclosure 3. Any shareholders intending to appoint a proxy for attending the meeting shall complete either Proxy Form A, Proxy Form B or Proxy Form C (Proxy Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares). Shareholder shall

complete only one of the specific Proxy Form as per the details in the Enclosure 4 and submit it to the Company prior to the meeting.

In addition, the Company determined the date of closing the share register book for gathering the names of shareholders on June 8, 2017

Please be informed according.

Sincerely yours,

Bangkok Ranch Public Company Limited



(Mr. Joseph Suchaovanich)

Vice President and
Managing Director of Asia and Asia Pacific