



**Minutes of the  
Annual General Meeting of Shareholders of 2021**

**of**

**Asian Phytoceuticals Public Company Limited**

**Meeting Venue**

Meeting room, Asian Phytoceuticals Public Company Limited  
Ratchadapisek Branch.

89 AIA Capital Center Tower, 30<sup>th</sup> Floor, Ratchadapisek Road,  
Dindaeng Sub-District, Dindaeng District, Bangkok

**Date and Time of the Meeting**

Monday, April 19, 2021 at 14.00 hrs.



**Minutes of the Annual General Meeting of Shareholders of 2021  
of  
Asian Phytoceuticals Public Company Limited**

**Date, Time and Place**

The Meeting was held on April 19, 2021, at 14.00 hrs., at the Meeting Room, Asian Phytoceuticals Public Company Limited, No. 89 AIA Capital Center Tower, 30<sup>th</sup> Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok.

**Attendance**

**Board of Directors**

- |  |  |
|--|--|
| 1. Mrs. Maleeratna Plumchitchom        | Chairperson of the Board of Directors,<br>Chairperson of the Audit Committee and<br>Independent Director |
| 2. Assoc. Prof. Dr. Varakorn Samakoses | Director, Audit Committee, and<br>Independent Director   |
| 3. Prof. Dr. Pichaet Wiriyaichitra     | Director, Chairman of Executive<br>Committee and Chief Executive Officer                                 |

**Directors attending the Meeting via the electronic media**

- |                                      |  |
|--------------------------------------|--|
| 1. Prof. Dr. Praipol Koomsup         | Director, Audit Committee, and<br>Independent Director |
| 2. Dr. Jingjai Hanchanlash           | Director and Executive Committee                       |
| 3. Assoc. Prof. Arunee Wiriyaichitra | Director, Executive Committee and<br>Company Secretary |

All 6 directors attended the Meeting, representing 100 percent of the Board of Directors. The Company has 2 sub-committees which are the Executive Committee and the Audit Committee.

**Executives**

- |                          |  |
|--------------------------|--|
| 1. Mr. Sakda Sreesangkom | Chief Operating Officer  |
| 2. Mrs. Apinya Ulumpanon | Assistant to Chief Executive Officer for<br>Accounting and Finance |

**Legal Consultant**

- |                                |                          |
|--------------------------------|--------------------------|
| 1. Ms. Wiyadathawin Luenchavee | AWP & Alliance Co., Ltd. |
|--------------------------------|--------------------------|

**Auditor**

- |                         |                      |
|-------------------------|----------------------|
| 1. Ms. Sunantra Khamsuk | AST Master Co., Ltd. |
|-------------------------|----------------------|

**Secretary of the Meeting**

- |                                      |                          |
|--------------------------------------|--------------------------|
| 1. Assoc. Prof. Arunee Wiriyaichitra | Secretary of the Meeting |
|--------------------------------------|--------------------------|

Ms. Wiyadathawin Luenchavee, a legal advisor of AWP & Alliance Co., Ltd. is an independent mediator, to facilitate the AGM to be legitimate and to follow the Articles of Association of the Company, including being a witness to verify the vote in this meeting.

The Chairperson informed the meeting that due to the new wave of COVID-19 virus that has spreaded widely in Bangkok and other provinces and tends to increase continuously, the Company has to hold the meeting slightly different. Some directors have to attend the meeting via electronic media due to being unable to travel across the province. However, all directors have attended the meeting and will answer questions to the participants throughout the meeting.

The Company has implemented measures to prevent the spread of COVID-19 in accordance with the measures and orders of relevant agencies. The Company has informed shareholders in advance of the procedures of this meeting in the “Things to know at the 2021 Annual General Meeting of Shareholders” sent to shareholders. We ask for cooperation for the attendees to strictly abide by.

The Company would like to add that

- The Company will conduct the concise meeting in order to limit the meeting time.
- To ask questions in the meeting room; please write on the paper provided and hand it over to the Company staff. The Company will answer questions in the meeting room only on the agenda with voting only, other questions will be answered in another agenda at the end of the meeting or if there are many questions and cannot be answered in the meeting; the Company will record questions and answers in the minutes.
- Please be refrained from eating and drinking in the meeting area. For drinking water, the Company has provided services outside the meeting room.

The Chairperson then delegated the duties to Assoc. Prof. Arunee Wiriyachitra, the Company Secretary to clarify voting procedures, vote counting and way to conduct the meeting. The Company Secretary informed the shareholders of the details in terms of meeting as follows:

#### 1. Quorum requirements under the law and the Company’s Articles of Association

According to the Public Limited Company Act B.E 2535:

Section 103: In a shareholders meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than 25 persons or not less than one half of the total number of the shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

The Company’s Articles of Association concerning the quorum of a meeting stipulates that:

Clause 39: To form a quorum of a shareholders’ meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than 25 persons or not less than

one-thirds of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-thirds of the total number of shares sold.

2. Voting procedure in shareholders meeting pursuant to the Company's Articles of Association stipulates that:

Clause 42: For voting in the shareholders meeting, each shareholder holding 1 share is entitled to 1 vote. Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of Board.

For any resolution, the Company's Articles of Association stipulates that:

Clause 42 (1): In an ordinary event, the resolution shall be determined by the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the Chairperson of the meeting shall have an additional vote as a casting vote.

For the election of Board, the Company's Articles of Association stipulates that:

Clause 21: The shareholders meeting may elect the Board in accordance with the rules and procedures below:

- (1) Each shareholder is entitled 1 vote per 1 share held.
- (2) In the election of Board, each individual director will be elected individually. In each resolution, the shareholders may exercise all the votes he or she has under item (1) above but the shareholders may not allot his or her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as director in that order, until all of the Board positions are filled. In case of a tied vote for candidates in descending order causing the number of director to be exceeded, the Chairperson of the meeting shall have an additional vote as a casting vote.

3. Voting procedure for the shareholders meeting

To facilitate expediency of the shareholders meeting, the votes are openly cast; the votes shall be casted through the ballot which the Company has distributed to the shareholders at the place of registration. Moreover, in casting the votes, each shareholder shall have one vote per one share held.

For voting in each agenda, if the shareholder has completely casted their vote as "not in favor" or "abstaining" in the ballot, please raise their hand so that the officer of the Company can collect the aforementioned ballot and process the voting result. All shareholders who voted to approve should mark the voting card but were not required to raise their hands. All the approval voting cards were to be collected when the meeting adjourned. If there are no shareholders vote as "not in favor" or "abstaining", it will be assumed that the shareholders cast their votes as be "in favor of" by a unanimously resolved of all shareholders attending and entitled to vote in such agenda.

Where a shareholder has issued their proxy with stipulation on how to vote in each agenda (Proxy form B), the Company has already recorded such “in favor”, “not in favor” or “abstain” vote in the computer for voting in each agenda.

For this meeting, each agenda except Agenda 2 and 6 shall be approved by a majority vote of the shareholders attending and casting vote. For Agenda 2, it is for acknowledgement and not required to vote; Agenda 6 shall be approved by two-thirds of the shareholders attending. For the directors who are shareholders of the Company and have a vested interest in remuneration of the meeting allowance of the directors, i.e., Dr. Jingjai Hanchanlash shall not be entitled to vote in this agenda.

Any shareholder of the Company may vote in all agenda proposed by the Board of Directors. Furthermore, executives, directors or other shareholders of the Company who has a vested interest in any matter shall not be entitled to vote on such matter except for voting on the election of Board.

#### 4. Agenda of the Annual General Meeting of Shareholders of 2021

The Company Secretary informed the Meeting about the agendas for the Annual General Meeting of Shareholders of 2021, for which there were 8 agendas as enclosed with the invitation letter, in the form of QR Code sent to the shareholders. It is assumed that the shareholders were able to study the information prior to attending the meeting.

The Chairperson to inform the Meeting that the Company had fixed March 8, 2021 as the Record Date to determine the shareholders eligible to attend the Annual General Meeting of Shareholders. Upon such cutoff, it was found that the Company had 3,602 shareholders. It was then announced that there were 14 shareholders present at the meeting either in persons, represented 407,847,342 shares and 29 shareholders by proxy, represented 31,376,379 shares. A total of 43 attendees, representing the number of shares 439,223,721 shares from the total number of shares 600,000,000 subscribed shares, or 73.20% of all subscribed shares which constituted a quorum pursuant to the Company's Articles of Association. The Chairperson then declared the Annual General Meeting of Shareholders of 2021 open and proposed that the Meeting considered matters as set forth in the agenda.

#### **Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders of 2020**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to propose the Meeting to certify the minutes of the Annual General Meeting of Shareholders of 2020 held on August 4, 2020. Wherein the Company has disseminated the aforementioned documents via its website (www.apco.co.th) since August 17, 2020, and the Company has not received any requires to amend the aforementioned minutes whatsoever in accordance with the details in the copy of the said meeting minutes provided to all shareholders together with the invitation to the meeting in the form of QR Code.

The Company Secretary then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, the Company Secretary respectively requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders of 2020. The Meeting considered the same and resolved as follows:

**Resolution:** The minutes of the Annual General Meeting of Shareholders of 2020 held on August 4, 2020 was approved as proposed by the Chairperson by unanimous vote of the shareholders attending and casting vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 449,006,870 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	449,006,870	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,006,870</b>	<b>100.0000</b>

**Agenda 2** To acknowledge the overall performance of the business operations of the previous year

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to propose the Meeting to consider the Board of Directors' Annual Report together with relevant details as stipulated by law which its detail is as appeared in the 2020 Annual Report that was sent to all shareholders together with the invitation to the meeting in the form of QR Code and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report the overall performance of the business operations of the year 2020 as follows:

Particulars (Unit : Baht)	Financial Statements 2020	Financial Statements 2019	Increase / (Decrease) (Percent)
Total Assets	696,324,973	627,399,623	10.99
Total Liabilities	101,314,122	50,567,333	100.35
Shareholders' Equity of the Company	595,010,851	576,832,290	3.15
Sales and other income	253,135,016	248,345,103	1.93
Finance income	13,914,458	5,987,306	132.40
Earnings Before Interest and Income Tax	88,972,419	71,567,062	24.32
Net Profits	71,881,232	57,115,000	25.85
Earnings per Share	0.1198	0.0952	25.84
Weighted Average Number of Shares (Shares)	600,000,000	600,000,000	

The Assistant to Chief Executive Officer for Accounting and Finance further informed the meeting that the operating results for the year 2020 ended December 31, 2020, the Company had sales and other income of 253.14 million baht, an increase from the year 2019 of 4.79 million baht or 1.93% and had financial income which was derived from the profit from the sale of financial assets, dividends received from investments in stocks personal fund interest, bank interest income and unrealized gain (loss) from changes in fair value totaled 13.91 million baht, an increase from the previous year of 132.40 percent, with net profit in the year 2020 amounted to 71.88 million baht, an increase of 14.77 million baht or 25.85 percent from the previous year.

For operating in accordance with good corporate governance principles in the past year. The Company continues to focus on strictly adhering to the anti-corruption policy, and in 2020 the Company received no complaints about corruption and the Company renewed its declaration of intention to become a Thai Private Sector Collective Action Coalition Against Corruption ("CAC") in April 2021.

The Company Secretary then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, the Meeting then acknowledged the overall performance of the business operations of the previous year.

**Agenda 3 To consider and approve the financial statements of the Company for the fiscal year ended December 31, 2020**

The Chairperson assigned Assoc. Prof. Arunee Wiriyaichitra, the Company Secretary, to propose to the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2020 which has been audited and certified by the auditor and received approval from the Audit Committee and certified by the Board of Directors' Meeting No.1/2021 held on February 22, 2021 and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report with the following details:

(Unit: Baht)

Particulars (Unit : Baht)	Financial Statements in which equity method is applied		Increase / (Decrease) %	Separate Financial Statements		Increase / (Decrease) %
	2020	2019		2020	2019	
Total Assets	696,777,637	629,758,203	10.64	696,324,973	627,399,623	10.99
Total Liabilities	101,314,122	50,567,333	100.35	101,314,122	50,567,333	100.35
Shareholders' Equity of the Company	595,463,515	579,190,870	2.81	595,010,851	576,832,290	3.15
Sales and other income	253,135,016	248,345,103	1.93	253,135,016	248,345,103	1.93
Finance income	12,019,216	5,987,306	100.74	13,914,458	5,987,306	132.40
Earnings Before Interest and Income Tax	87,066,503	72,356,217	20.33	88,972,419	71,567,062	24.32
Net Profits	69,975,316	57,904,155	20.85	71,881,232	57,115,000	25.85
Earnings per Share	0.1166	0.0965	20.83	0.1198	0.0952	25.84
Weighted Average Number of Share(s)	600,000,000	600,000,000		600,000,000	600,000,000	

Details are as appeared in the statements of financial statements of the Company for the fiscal year ended December 31, 2020 which was provided to the shareholders together with the invitation of meeting in the form of QR Code.

The Company Secretary then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, The Company Secretary respectively requested the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2020. The Meeting considered the same and resolved as follows:

**Resolution:** The financial statements of the Company for the fiscal year ended December 31, 2020 that was audited and certified by the auditor and received approval from the Audit Committee and certified by the Board of Directors' Meeting was approved as proposed by the Chairperson by unanimous vote of the shareholders attending and casting vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 53 persons, representing 449,006,870 shares or 74.83% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote totaling 449,006,870 shares. The voting result of this agenda was as follows:

<b>Shareholders</b>	<b>Amount (Votes)</b>	<b>Percentage</b>
(1) In Favor	449,006,870	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,006,870</b>	<b>100.0000</b>

**Agenda 4 To consider and approve the dividend payment from business operation result of 2020**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to inform the Meeting that the Company's performance for the period ending December 31, 2020, the Company has yielded net profits in the consolidated financial statements of Baht 69,975,316 (Sixty-nine million, nine hundred and seventy-five thousand, three hundred and sixteen baht only) and in the separate financial statements of Baht 71,881,232 (Seventy-one million, eight hundred and eighty-one thousand, two hundred and thirty-two baht only).

The Company has dividend payment policy to pay shareholders in the rate not less than 40 percent of Net Profit after the deduction of corporate income tax and legal reserve. The Company has already allocated its annual net profit as the legal reserve of ten percent of the registered capital as required by law. Therefore, there is no need to allocate net profit for the year 2020 as an additional reserve for the Company.



The Board of Directors has considered paying dividend from the net profit and retained earnings for 100.17 percent of the net profit from the separate financial statements, it is higher than the Company's dividend payment policy in amount of Baht 72,000,000 (Seventy-two million baht only) at the rate of Baht 0.12 per share.

The dividend will be paid to shareholders that are entitled to receive dividends, whose name appeared in the Shareholders Register Book (Record Date), on April 27, 2021 and the date of dividend payment shall be on May 10, 2021.

Compare with the dividend payment rate of the year 2020 and the previous year as follows:

Particulars	Business Operation Result	
	2020 (Proposal) (Baht)	2019 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	71,881,232	57,115,000
2. Dividend Payment Per Share (Baht/Share)	0.12	0.0950
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	100.17	99.80

The Company Secretary then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, the Company Secretary respectively requested the Meeting to approve profits appropriation as legal reserve and dividend payment from business operation result of 2020. The Meeting considered the same and resolved as follows:

**Resolution:** the dividend payment from the business operation result of 2020 of the net profit at the rate of Baht 0.12 per share in total amount of Baht 72,000,000 (Seventy-two million baht only).

Further, it is appropriate to pay dividends to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on 27 April 2021. The date of dividend payment shall be 10 May 2021 was approved as proposed by unanimous vote of the shareholders attending and casting vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 54 persons, representing 449,012,183 shares or 74.84% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 449,012,183 shares. The casting vote result of this agenda was as follows:

<b>Shareholders</b>	<b>Amount (Votes)</b>	<b>Percentage</b>
(1) In Favor	449,012,183	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,012,183</b>	<b>100.0000</b>

**Agenda 5 To consider and approve the election of directors to replace the directors who retire by rotation**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to inform the meeting that the Company has a total of 6 directors. In the Annual General Meeting of Shareholders of 2021, there are two directors of the Company who have to retire by rotation which is one-third of all of the directors as follows:

1. Ms. Maleeratna Plumchitchom Chairperson of the Board and Independent Director
2. Prof. Dr. Praipol Koomsup Director and Independent Director

and invited the 2 directors who retire by rotation to leave the meeting room for the transparency of the election process in this agenda.

The Company Secretary further explained to the meeting that in electing new directors to replace directors who retire by rotation, the directors who retire by rotation are eligible to be re-elected to resume their position. In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the shareholders to propose directors nominees in advance of the Meeting, through an announcement on the Company's website and announcements from the SET since September 28, 2020 to December 31, 2020. For this meeting, there are no directors nominees proposed by any shareholder.

The Board of Directors, excluding the directors who have a conflict of interest in this matter, had considered carefully and thoroughly, taking into consideration qualifications of the directors and criteria for the recruitment of the Board. Such a review revealed that the two directors had carefully performed their duties; always concentrated on their duties, including providing advice and opinion to the Company and shareholders. It is appropriate, therefore, to elect them as directors of the Company for another term.

The Company Secretary then asked the Meeting whether there were any further inquiries and when there were no further inquiries, the Company Secretary respectively asked the Meeting to approve the election of directors to replace the directors who retire by rotation. The Meeting considered the same and resolved as follows:

**Resolution:** The appointment of Ms. Maleeratna Plumchitchom and Prof. Dr. Praipol Koomsup was approved as proposed by the Chairperson by a majority vote of the shareholders attending and casting vote.

The Company Secretary informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 55 persons, representing 449,013,183 shares or 74.84% of all subscribed shares.

The individually casting vote result of this agenda was as follows:

- 1) Ms. Maleeratna Plumchitchom  
There were shareholders attending and casting vote, totaling 449,013,183 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	449,012,943	99.9999
(2) Not in Favor	240	0.0001
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,013,183</b>	<b>100.0000</b>

- 2) Prof. Dr. Praipol Koomsup  
There were shareholders attending and casting vote, totaling 449,013,183 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	449,012,943	99.9999
(2) Not in Favor	240	0.0001
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,013,183</b>	<b>100.0000</b>

#### **Agenda 6 To consider and approve the director's remuneration of 2021**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to inform the Meeting that the Board of Directors Meeting No.1/2021 held on February 22, 2021 has carefully considered the expansions of the business and growth of the Company's profits, and deemed it appropriate to specify the remuneration for the directors for year 2021 with details as follows:

- (1) The remuneration of meeting allowance for the directors of year 2021 is the same rate of year 2020 as follows:

<b>The Remuneration of Meeting Allowance</b>	<b>2021 (Proposal) (Baht per Person)</b>	<b>2020 (Previous Year) (Baht per Person)</b>
<b><u>Meeting Allowance for Directors</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Board	20,000	20,000
- Director	15,000	15,000
<b><u>Meeting Allowance for Audit Committee</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Audit Committee	20,000	20,000
- Audit Committee	15,000	15,000
<b><u>Meeting allowance for Executive Committee</u></b>	Rate per single attendance	Rate per single attendance
- Executive Committee	12,000	12,000

However, those committee who received compensation in the form of salary or allowances are not paid.

(2) The bonus of the Independent Directors for the year 2020 which is the bonus from the revenue from sales of 2020 is at the rate of 0.125 percent (Equal to last year) in amount of Baht 309,658. The said bonus shall be averaged by the number of the Independent Directors.

(3) Other remuneration of directors - None -

The remuneration of meeting allowance for directors, sub-committees and the bonus for Independent Directors, total amount not exceeding Baht 1.8 million (-One million eight hundred thousand baht only-).

The Company Secretary then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, the Company Secretary respectively requested the Meeting to approve the director's remuneration. The Meeting considered the same and resolved as follows:

**Resolution:** The remuneration for directors, sub-committees and the bonus of the Independent Directors of 2021 was approved as proposed by unanimous vote of the shareholders attending the meeting.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 56 persons, representing 449,213,183 shares, or 74.87% of all subscribed shares.

The voting result of this agenda was as follows:

- (1) The meeting allowance of the directors of year 2021.

For this agenda, there were shareholders attending the meeting totaling 449,213,183 shares.

<b>Shareholders</b>	<b>Amount (Votes)</b>	<b>Percentage</b>
(1) In Favor	444,000,996	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>444,000,996</b>	<b>100.0000</b>

Dr. Jingjai Hanchanlash as the interested party in the agenda of the directors' meeting remuneration is not entitled to vote in this agenda.

- (2) The bonus for the years 2021 of the Independent Directors.

For this agenda, there were shareholders attending the meeting totaling 449,213,183 shares.

<b>Shareholders</b>	<b>Amount (Votes)</b>	<b>Percentage</b>
(1) In Favor	449,213,183	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,213,183</b>	<b>100.0000</b>

**Agenda 7 To consider and approve the appointment of the Company's auditors and determination of the auditors' remuneration of 2021**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to explain that according to the Public Company Limited Act B.E. 2535 (1992), it is stipulated that the Annual General Shareholders Meeting shall annually appoint the auditors and fix their remuneration. Therefore, in order to comply with the qualification of a listed Company on the Stock Exchange of Thailand, the Company has to appoint auditors which the Office of the Securities and Exchange Commission approves of. The Audit Committee, therefore, proposes the appointment of the auditors as the auditors of Asian Phytoceuticals Public Company Limited from the list below:

	<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Year of auditing</u>
1.	Miss Nongram Laohaareedilok	4334	2014 – 2016, 2019 - 2020 and/or
2.	Mrs. Pornthip Lertthanongsak	7633	- and/or
3.	Miss Sunantra Khamsuk	8207	- and/or

from AST Master Co., Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2021. AST Master Co.,Ltd. is a reliable Company and the auditors of this Company have been performing auditing functions with a good performance and have no relationship or conflict of interests with the Company, affiliates, management, major shareholders including their related persons, which would affect the independence of their performing. The Company will arrange for the auditor rotation. If any person acting as an auditor is in charge of auditing or reviewing the financial statements of the Company for 7 fiscal years, regardless of whether they are consecutively or not according to the notification of the Capital Market Supervisory Board.

For the auditors' remuneration of 2021, the quotation for audit service for the Company including the proposed quarterly reviewed of audit fee Baht 1,200,000 (One Million Two Hundred Thousand Baht Only), the same rate as year 2020. The comparison of auditors' remuneration of the proposal year and 2020 is as follow:

Particulars	Amount (Baht)	
	2021 (Proposed)	2020 (Previous Year)
1. Audit Fee and Quarterly Reviewed of Audit Fee		
- Audit Fee	830,000	830,000
- Quarterly Reviewed of Audit Fee	330,000	330,000
- Audit Fee of Joint Venture Company	40,000	40,000
2. Non-Audit Fee	-	-
<b>Grand Total</b>	<b>1,200,000</b>	<b>1,200,000</b>

The Company Secretary further informed the Meeting that four auditors, Miss Nongram Laohaareedilok, Mrs. Pornthip Lertthanongsak, Miss Sunantra Khamsuk and Miss Chamaporn Rodloytook, do not have relationships or stakes in the Company, the subsidiary, the executives, the major shareholders or the connected person of such persons whatsoever and then asked the Meeting whether there were any further inquiries.

When there were no further inquiries, the Company Secretary respectively requested the Meeting to consider and approve the appointment of the Company's auditors and determination of the auditors' remuneration of 2021. The Meeting considered the same and resolved as follows:

**Resolution:** The appointment of Miss Nongram Laohaareedilok, Certified Public Accountant No. 4334 and /or Mrs. Pornthip Lertthanongsak, Certified Public Accountant No. 7633 and /or Miss Sunantra Khamsuk, Certified Public Accountant No. 8207 and /or Miss Chamaporn Rodloytook, Certified Public Accountant No. 9211 from AST Master Co.,Ltd., who are auditors which the Office of the Securities and Exchange Commission approves, as auditors of the Company for the year 2021 and the fixing of the remuneration for the auditors for the year 2021 in the amount of 1,200,000 Baht (One Million Two Hundred Thousand Baht only) was approved as proposed by the Chairperson with unanimous of the votes of the shareholders attending and casting votes.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 56 persons, representing 449,213,183 shares, or 74.87% of all subscribed shares.

The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 449,213,183 shares.

<b>Shareholders</b>	<b>Amount (Votes)</b>	<b>Percentage</b>
(1) In Favor	449,213,183	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>449,213,183</b>	<b>100.0000</b>

**Agenda 8 Other matters (if any)**

When there were no further inquiries, the Chairperson then declared the Meeting adjourned at 14.42 hrs.

-Signature-

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(Ms. Maleeratna Plumchitchom)  
Director and Chairperson of the Meeting

-Signature-

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( Assoc. Prof. Arunee Wiriyachitra )  
Director, Company Secretary,  
and Secretary of the Meeting