



**Invitation to
the Annual General Meeting of Shareholders
of 2021**

of

Asian Phytochemicals Public Company Limited

Meeting Venue

Meeting room

Asian Phytochemicals Public Company Limited
Ratchadapisek Branch.

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

Date and Time of the Meeting

Monday, April 19, 2021 at 14.00 hrs.

(Registration will begin at 12.00 hrs.)

Things to know at the 2021 Annual General Meeting of Shareholders

of

Asian Phytoceuticals Public Company Limited

1. Regarding the outbreak of Coronavirus Disease 2019, the Company is deeply concerned about the health and safety of shareholders and attendees including all participants in joining the meeting. Therefore, **the Company encourages shareholders to appoint the Company's Independent Directors to attend the meeting and vote on your behalf.** Please complete and duly execute the proxy and deliver the said proxy and related document or evidence to Company Secretary Department, Asian Phytoceuticals Public Company Limited, 84/3 Moo 4, Northern Region Industrial Estate (West), Tambon Banklang, Amphur Muang, Lamphun Province, 51000 **before April 10, 2021**
2. **Shareholders who do not attend the meeting can watch the live broadcast** by clicking the link from the Company's website <https://www.apco.co.th> during 13.45-14.15 hrs. After the said time, please type the link to view directly at www.apco.co.th/agm2021. If there are any problems with the traffic, please call 026464843-4.
3. The Company will conduct strict screening. Those identified as having high-risk will **not be allowed to enter the meeting area. All attendees must wear facemask at all time while attending the meeting.**
4. The Company will arrange seats in the meeting room to reduce congestion of attendees, therefore, the room can accommodate only approximately 70 attendees. Once the seats are fully occupied, please appoint an Independent Director of the Company to attend the meeting and vote on your behalf.
5. If the situation has changed or there are additional requirements from government agencies regarding the arrangement of the shareholders' meeting, the Company will notify you on the Company's website www.apco.co.th
6. Shareholders can download the full invitation to the 2021 Annual General Meeting of Shareholders, Form 56-1 One Report 2020 and the Sustainability Report 2020 via QR Code in the Notice of Meeting or via www.apco.co.th.
7. Shareholders who wish to request the report in the hard copy format (1 Form 56-1 One Report 2020 and 1 Sustainability Report 2020), please specify whether Thai or English is needed and please inform personally in advance to the Company via www.apco.co.th or e-mail: jp@apco.co.th or call: 053-581374 ext. 0 within April 7, 2021. Shareholders who have notified their intention can personally pick the report up at the registration point on the meeting date.

**To prevent the outbreak of the Coronavirus Disease 2019,
no distribution of souvenirs and snacks**

March 22, 2021

Re: Invitation to the Annual General Meeting of Shareholders of 2021

To: Shareholders of the Company

Attached:

1. Copy of Minutes of the Annual General Meeting of Shareholders of 2020 (**Attachment 1**)
2. Details of the nominees proposed to be elected as Directors and Definition of Independent Directors (**Attachment 2**)
3. Proxy Form A, B, and C (**Attachment 3**)
4. Profiles of nominated Independent Directors selected by the Company to be the proxy for shareholders to be used to consider whether to appoint such Independent Directors as his/her proxy (**Attachment 4**)
5. List of documents and evidence to be presented on date of the Meeting (**Attachment 5**)
6. Relevant Articles of Association of the Company regarding the Shareholders Meeting (**Attachment 6**)
7. Map to the venue of the Shareholders Meeting (**Attachment 7**)

Note: The Company will deliver the documents to the shareholders by mail as follows:

- 1) Notice of Meeting with barcode for registration to attend the meeting (**Please bring it on the meeting date**) and the QR Code to download the Invitation to the Annual General Meeting of Shareholders of 2021, Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) which included the financial statements for the fiscal year ending December 31, 2020 and the Sustainability Report 2020
- 2) Brief agenda and opinion of the Board of Directors
- 3) Proxy Form B (**Attachment 3**)
For the Proxy Form A (General Form) and Form C (In case of shareholders are foreign investors and appointed custodians in Thailand), please download via www.apco.co.th
- 4) Things to know at the Annual General Meeting of Shareholders of 2021

The Board of Directors meeting of Asian Phytoceuticals Public Company Limited (the “**Company**”) resolved to convene the Annual General Meeting of the Shareholders of 2021 (“**AGM**”) on Monday, April 19, 2021. The registration time will commence at 12.00 hrs. and the Meeting at 14.00 hrs., at the Meeting Room of Asian Phytoceuticals Public Company Limited, Ratchadapisek Branch, located at 89 AIA Capital Center Tower, 30th Floor, Ratchadaphisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok.

But in compliance with the Principle of Good Corporate Governance, the Company has posted on its website www.apco.co.th, in advance, the Notice of the AGM together with all attached documents on March 15, 2021 in order to provide sufficient time for the shareholders to consider the meeting materials before viewing them on QR Code. Furthermore, the Board of Directors provided opportunities for minority shareholders to propose for the Board’s consideration agenda items in advance of the AGM by announcing the criteria of such proposal on the Company’s website since September 28, 2020 to December 31, 2020. For the 2021 AGM, there is no suggested agenda item proposed by minority shareholders. Therefore, the Board of Directors sets forth the agenda as follows:

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

Information for Consideration The Annual General Meeting of Shareholders of 2020 was held on August 4, 2020. A copy of minutes of the aforesaid meeting is attached herewith (**Attachment 1**). The Company posted the minutes on its website www.apco.co.th since August 17, 2020, and the Company has not received any request to amend the draft minutes.

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders should certify the Annual General Meeting of Shareholders of 2020 which was held on August 4, 2020.

Voting This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

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

Information for Consideration The Board of Directors' report and the overall performance of the business operations for the year 2020 appears in the Annual Report for the year 2020 which can be downloaded via QR Code in the Notice of Meeting.

Opinion of the Board of Directors The Board of Directors is of the opinion that the overall performance of the business operations for the year 2020 should be reported to the Shareholders Meeting for acknowledgement.

Voting This agenda is for acknowledgment. The resolution is not required for this Agenda.

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

Information for Consideration 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 as per details in the financial statements of the Company for the fiscal year ended December 31, 2020 which can be downloaded via QR Code in the Notice of Meeting. The summary is as follows:

(Unit: Baht)

Particulars	Financial Statements in which equity method is applied		Separate Financial Statements	
	2020	2019	2020	2019
Total Assets	696,777,637	629,758,203	696,324,973	627,399,623
Total Liabilities	101,314,122	50,567,333	101,314,122	50,567,333
Shareholders' Equity of the Company	595,463,515	579,190,870	595,010,851	576,832,290
Total Revenue	265,154,232	254,332,409	267,049,474	254,332,409
Earnings Before Interest and Income Tax	87,066,503	72,356,217	88,972,419	71,567,062
Net Profits	69,975,316	57,904,155	71,881,232	57,115,000
Earnings per Share	0.1166	0.10	0.0098	0.10
Weighted Average Number of Share(s)	600,000,000	600,000,000	600,000,000	600,000,000

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders Meeting should be proposed 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 the approval from the Audit Committee.

Voting This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

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

Information for Consideration Regarding the overall performance of the business operations 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 which is higher than the Company's dividend payment policy in amount of Baht 72,000,000 (Seventy-two million baht only) to all the Company's shareholders at the rate of Baht 0.12 per share

Opinion of the Board of Directors The Board of Directors is of the opinion that Shareholders Meeting should be proposed to approve the dividend payment from the 2020 net profit and retained earnings in total amount of Baht 72,000,000 (Seventy-two million baht only) to all the Company's shareholders at the rate of Baht 0.12 per share.

Further, the Board of Directors deems that it is appropriate to pay dividends from the business operation result 2020 to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on April 27, 2021. The date of dividend payment shall be May 10, 2021, and can be compared with the rate of dividend payments in the previous year as follows:

Particulars	Business Operation Result	
	2020 (Proposed) (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 recipient can claim tax credit equivalent to 20/80 of the dividend.

Voting This agenda is for acknowledgment. The resolution is not required for this Agenda.

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

Information for Consideration The Company has a total of 6 Directors. In the annual general meeting of the shareholders 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 |

In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the shareholders to propose director 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. When the time ends, there are no director nominees proposed by any shareholder.

Currently, the Company has not appointed a nomination committee. However, the Company’s Board of Directors excluding the Directors who have interest in this matter have screened individual directors carefully in accordance with the criteria of qualifications, knowledge, competence and experience in various fields including the performance in the previous position. Such a review revealed that all 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 details of the nominees proposed to be reelected as Directors who are due to retire by rotation and the specifications of the Independent Directors of the Company have been sent to the shareholders with this invitation letter, the details found in **(Attachment 2)**.

Opinion of the Board of Directors The Board of Directors is of the opinion that Shareholders Meeting should be proposed to approve the re-election of the two retiring Directors for another directorship term.

Voting This agenda requires affirmative resolution of majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

Agenda 6 To consider and approve the Director’s remuneration of 2021

Information for Consideration The Company is a small listed company, so it has not yet appointed the Remuneration Committee. However, the determination of remuneration of the Directors was carefully considered by the Board of Directors Meeting, which determines from the business extension, profit growth of the Company and responsibilities and it is agreed that the remuneration for the Board of Directors for the year 2021 will be the same rate of year 2020 as follows:

1. Proposal of the remuneration for the meeting allowance for the year 2021

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

* Those committee who received compensation in the form of salary or allowances are not paid.

2. Proposal for the remuneration of Independent Directors in the form of bonus for the year 2021 which is the bonus from the revenue from sales of 2020 at the rate of 0.125 percent (Equal to last year). 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 and bonus for Independent Directors, total amount not exceeding Baht 1.8 million (-One million eight hundred thousand baht only-).

Opinion of the Board of Directors The Board of Directors is of the opinion that the shareholders should consider and approve the remuneration of the Directors, Sub-committees, and bonus of the Independent Directors for the year 2021.

Voting This agenda requires affirmative resolution of not less than two-thirds of the total number of votes of Shareholders attending the Meeting. However, any Director who is also a Shareholder of the Company and has special interest on meeting allowance and bonus for Independent Directors, such Director has no right to vote.

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

Information for Consideration In order to comply with the qualification of a listed company in the Stock Exchange, the Company has to appoint auditors which the Office of the Securities and Exchange Commission approves of. The Audit Committee, therefore, selected the auditor for the year 2021 and proposed to the Board of Directors for consideration to propose to the shareholders' meeting to consider the appointment of

<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
4. Miss Chamaporn Rodloytook	9211	-	

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.

For the auditors' remuneration of 2021, the quotation for audit service for the group of companies including the proposed quarterly reviewed of audit fee is Baht 1,200,000 (One million and two hundred thousand baht only) is the same rate of year 2020.

Opinion of the Board of Directors The Board of Directors concurs with the Audit Committee's recommendation and is of the opinion that Shareholders should appoint

<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
4. Miss Chamaporn Rodloytook	9211	-	

from AST Master Co.,Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2021 and approve the auditors' remuneration of 2021 in amount of Baht

1,200,000 (One million and two hundred thousand baht only) is the same rate of year 2020. The comparison of auditors' remuneration of the proposal year and 2020 are as follows:

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	-	-
Grand Total	1,200,000	1,200,000

Voting This agenda requires affirmative resolution of majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

Agenda 8 Other matters (if any)

Opinion of the Board of Directors This agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

The Record Date to collect the names of shareholders who have the right to attend the shareholders' meeting will be on March 8, 2021.

The Company is deeply concerned about the health and safety of shareholders and attendees including all participants in joining the meeting regarding the outbreak of Coronavirus Disease 2019, therefore, it encourage shareholders to appoint the Company's Independent Director to attend and assign the Independent Director as appeared in (**Attachment 4**) as a proxy holder and vote on your behalf. Please complete and duly execute the Proxy (**Attachment 3**). The Company recommends that you use the Proxy Form B because one is able to express the votes clearly. Please submit the form together with the required documents or evidence as appeared in (**Attachment 5**) to Company Secretary Department, Asian Phytochemicals Public Company Limited, 84/3 Moo 4, Northern Region Industrial Estate (West), Tambon Banklang, Amphur Muang, Lamphun Province, 51000 **before April 10, 2021**.

We shall convene the meeting in accordance with the Company's Articles of Association as the details appear in (**Attachment 6**) under the Public Company Limited Act B.E. 1992 including other relevant laws.

The Company has prepared the Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) and the Sustainability Report 2020 in the form of QR Code, which has been delivered to shareholders in the Notice of Meeting. Shareholder wishes to receive the report in the hard copy format (1 Annual Registration Statement / Annual Report 2020 (Form 56-1 One Report) and 1 Sustainability Report 2020), please specify whether Thai or English is needed. **Please inform your wish in advance by yourself to the Company via www.apco.co.th or e-mail: jp@apco.co.th or call: 053-581374 ext. 0 within July 7, 2021. Shareholders who have notified their intention can personally pick the report up at the registration point on the meeting date.**

Those wishing to attend the meeting, please kindly read "Thing to know at the 2021 Annual General Meeting of Shareholders" before attending the meeting as per date, time and venue

stated above. Attached hereto is details appeared in (**Attachment 7**). The registration will begin at 12.00 hrs.

Please be informed accordingly. If you have any questions, please contact the Company Secretary Department Call: 053-581374 during office hours.

Yours sincerely,

_____-Signature-_____
(Ms. Maleeratna Plumchitchom)
Chairperson



**Minutes of the
Annual General Meeting of Shareholders of 2020**

of

Asian Phytoceuticals Public Company Limited

Meeting Venue

Meeting room, Asian Phytoceuticals Public Company Limited
Ratchadapisek Branch.

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

Date and Time of the Meeting

Tuesday, August 4, 2020 at 14.30 hrs.



**Minutes of the Annual General Meeting of Shareholders of 2020
of
Asian Phytoceuticals Public Company Limited**

Date, Time and Place

The Meeting was held on August 4, 2020, at 14.30 hrs., at the Meeting Room, Asian Phytoceuticals Public Company Limited, No. 89 AIA Capital Center Tower, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok.

Attending Committee

- | | |
|--|--|
| 1. Mrs. Maleeratna Plumchitchom | Chairperson of the Board of Directors,
Chairperson of the Audit Committee and
Independent Director |
| 2. Assoc. Prof. Dr. Varakorn Samakoses | Board, Audit Committee, and Independent
Director |
| 3. Prof. Dr. Praipol Koomsup | Board, Audit Committee, and Independent
Director |
| 4. Prof. Dr. Pichaet Wiriyaichitra | Board, Chairman of Executive Committee
and Chief Executive Officer |
| 5. Dr. Jingjai Hanchanlash | Board and Executive Committee |
| 6. Assoc. Prof. Arunee Wiriyaichitra | Board, Executive Committee and Company
Secretary |

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

Legal Consultant

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

Auditor

- | | |
|-------------------------------|----------------------|
| 1. Ms. Nongram Laohaareedilok | AST Master Co., Ltd. |
| 2. Ms. Sunanta Kumsuk | AST Master Co., Ltd. |

Secretary of the Meeting

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

Ms. Wiyadathawin Luenchavee, a legal advisor of Apisith & 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 previously the 2020 Annual General Meeting of Shareholders would be held on Monday, April 20, 2020 but with the outbreak of COVID-19, it has been postponed. Although the current situation has already been improved, it is still under surveillance. This meeting is organized according to various measures that the government agencies announce periodically. The Company has informed shareholders in advance of the procedures of this meeting in the “Things to know at the 2020 Annual General Meeting of Shareholders” sent to shareholders.

Moreover, the Company would like to add that

- The Company will conduct the concise meeting in order to limit the meeting time.
- The Company does not provide microphones for questions and answers in the meeting room. To ask questions in the meeting room, please raise hands.
- Please be refrained from eating in the meeting area. For drinking water, the Company has provided services outside the meeting room.

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra to inform the Meeting that the Company had fixed June 8, 2020 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 3,768 shareholders. It was then announced that there were 30 shareholders present at the meeting either in persons, represented 417,193,868 shares and 19 shareholders by proxy, represented 5,566,923 shares. A total of 49 attendees, representing the number of shares 422,760,791 shares from the total number of shares 600,000,000 subscribed shares, or 70.46% of all subscribed shares. It was further announced that the quorum for the meeting was constituted according to the Company’s Articles of Association and to inform the shareholders of the details of the 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 Boards.

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 Boards, the Company's Articles of Association stipulates that:

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

- (1) Each shareholder is entitled 1 vote per 1 share held.
- (2) In the election of Boards, each individual Board 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 Boards 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 Boards 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. 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, 4 and 6 shall be approved by a majority vote of the shareholders attending and casting vote. For Agenda 2 and 4, it is for acknowledgement and not required to vote; Agenda 6 shall be approved by two-thirds of the shareholders attending. For the Boards who are shareholders of the Company and have a vested interest in remuneration of the meeting allowance of the Board, 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, Boards 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 Boards.

4. Agenda of the Annual General Meeting of Shareholders of 2020

The Chairperson informed the Meeting about the agendas for the Annual General Meeting of Shareholders of 2020, 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 then declared the Annual General Meeting of Shareholders of 2020 open, to be duly convened and considered the following agendas:

Agenda 1 **To consider the verification of the minutes of the Annual General Meeting of Shareholders of 2019**

The Chairperson proposed the Meeting to consider the verification of the minutes of the Annual General Meeting of Shareholders of 2019 held on April 19, 2019. Wherein the Company has disseminated the aforementioned documents via its website (www.apco.co.th) since May 2, 2019, 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 Chairperson then asked the Meeting whether there were any further inquiries

When there were no further inquiries, the Chairperson respectively requested the Meeting to consider the verification of the minutes of the Annual General Meeting of Shareholders of 2019. The Meeting considered the same and resolved as follows:

Resolution: The minutes of the Annual General Meeting of Shareholders of 2019 held on April 19, 2019 was approved as proposed by the Chairperson by a 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 422,760,791 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,760,791	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,760,791	100.0000

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

The Chairperson proposed 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 2019 Annual Report that was sent to all shareholders together with the invitation to the meeting in the form of QR Code. The Chairperson assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report the overall performance of the business operations of the year 2019 as follows:

Particulars (Unit : Baht)	Financial Statements 2019	Financial Statements 2018	Increase / (Decrease) (Percent)
Total Assets	627,399,623	664,151,709	(5.53)
Total Liabilities	50,567,333	51,557,928	(1.92)
Shareholders' Equity of the Company	576,832,290	612,593,781	(5.84)
Total Revenue	254,332,409	376,451,769	(32.44)
Earnings Before Interest and Income Tax	71,567,062	116,762,013	(38.71)
Net Profits	57,115,000	93,851,479	(39.14)
Earnings per Share	0.10	0.16	(37.50)
Weighted Average Number of Shares (Shares)	600,000,000	600,000,000	

The Assistant to CEO for Accounting and Finance informed the Meeting that operating results for the year 2019 ending December 31, 2019, was 254.33 million baht, a decrease of 32.44 percent from the year 2018 due to the adjusted sales expenses in the financial statements for the year 2019 in accordance with Thai Financial Reporting Standard No.15 "Revenue from Contracts with Customers (IFRS15)" by showing the net amount in sales revenue. This results in a drop in sales revenue and gross profit by 21.78 million baht. However, this standard has no effect on the Company's profit or loss. The Company has a net profit in the year 2019 of 57.12 million baht, a decrease of 36.73 million baht from the previous year or 39.14 percent, which varies with sales.

For the operation during the past year, the Company has followed an anti-corruption policy as a clear guideline for business operations and has informed the Boards,

Executives Committees, Employees or all groups of stakeholders of the said policy, as well as announced its intention to become a Thai Private Sector Collective Action Coalition Against Corruption ("CAC") and members of Partnership Against Corruption for Thailand (PACT Network) with Thaipat Institute.

The Chairperson then asked the Meeting whether there were any further inquiries

The representative of the Thai Investors Association, asked for the Company's plan about the high liquidity of cash and investment money.

Assistant to Chief Executive Officer for Accounting and Finance, explained that this year the Company has a policy to invest in debt and equity instruments in order to increase the benefit.

The representative of the Thai Investors Association, further inquired whether the investment would be managed by the Company staff and has the Company set a target for the rate of return?

Chief Operating Officer, explained that the investment was managed by Phatra Asset Management Company Limited. Most of the money is invested in debt instruments of at least A- (Single A Minus) credit rating. For the yield target, the Company has not set the limit. The Company emphasizes on investment safety. However, the rate of return is higher than the deposit rate.

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, 2019**

The Chairperson proposed to the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2019 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.1/2020 held on February 26, 2020. The Chairperson 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) %
	2019	2018		2019	2018	
Total Assets	629,758,203	665,721,134	(5.40)	627,399,623	664,151,709	(5.53)
Total Liabilities	50,567,333	51,557,928	(1.92)	50,567,333	51,557,928	(1.92)
Shareholders' Equity of the Company	579,190,870	614,163,206	(5.69)	576,832,290	612,593,781	(5.84)

Total Revenue	254,332,409	376,451,769	(32.44)	254,332,409	376,451,769	(32.44)
Earnings Before Interest and Income Tax	72,356,217	117,656,105	(38.50)	71,567,062	116,762,013	(38.71)
Net Profits	57,904,155	94,745,571	(38.88)	57,115,000	93,851,479	(39.14)
Earnings per Share	0.10	0.16	(37.50)	0.10	0.16	(37.50)
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, 2019 which was provided to the shareholders together with the invitation of meeting in the form of QR-Code.

The Chairperson then asked the Meeting whether there were any further inquiries

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 50 persons, representing 422,767,291 shares or 70.46% of all subscribed shares.

When there were no further inquiries, the Chairperson respectively requested the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2019. The Meeting considered the same and resolved as follows:

Resolution: The financial statements of the Company for the fiscal year ended December 31, 2019 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 a 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 422,767,291 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,767,291	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,767,291	100.0000

Agenda 4 To acknowledge the interim dividend payment

The Chairperson inform the Meeting that the Company's performance for the period ending December 31, 2019, the Company has yielded net profits in the consolidated financial statements of Baht 57,904,155 (Fifty-seven million, nine hundred and four thousand,

one hundred and fifty-five baht only) and in the separate financial statements of Baht 57,115,000 (Fifty-seven million, one hundred and fifteen thousand 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 2019 as an additional reserve for the Company.

Because the approval for the payment of dividends in the 2020 Annual General Meeting of Shareholders on Monday April 20, 2020 has been postponed indefinitely due to the outbreak of COVID-19, Therefore, in order to reduce the impact of the indefinite postponement of the Annual General Meeting of Shareholders, the Board of Directors' Meeting No. 2/2020 held on April 13, 2020 resolved to pay interim dividends in lieu of annual dividends in accordance with the guidelines for listed companies by the Department of Business Development, the Ministry of Commerce, the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand, with a resolution to pay interim dividends for the 2019 operating results from the net profit of 99.80 percent from the separate financial statements which is higher than the Company's dividend payment policy in amount of Baht 57,000,000 (Fifty-seven million baht only) to all the Company's shareholders at the rate of Baht 0.0950 per share. The Company has already paid the interim dividends to shareholders on May 11, 2020 and the Board would not propose any further dividend payment for the year 2019.

Compare with the dividend payment rate of the year 2019 and the previous year as follows:

Particulars	Business Operation Result	
	2019 (Proposal) (Baht)	2018 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	57,115,000	93,851,479
2. Dividend Payment Per Share (Baht/Share)	0.0950	0.1549
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	99.80	99.03

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

When there were no further inquiries, the Meeting then acknowledged the interim dividend payment.

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

The Chairperson informed the meeting that the Company has a total of 6 directors. In the Annual General Meeting of Shareholders of 2020, there are two Boards of the Company who have to retire by rotation which is one-third of all of the Boards as follows:

- | | |
|-------------------------------------|--------------------------------|
| 1. Assoc.Prof.Dr.Varakorn Samakoses | Board and Independent Director |
| 2. Assoc.Prof.Arune Wiriyaachitra | Board |

and the three Independent Directors who have been in office for 3 consecutive terms or 9 years and have to retire under the principles of good corporate governance as follows:

1. Ms. Maleeratna Plumchitchom
2. Assoc.Prof.Dr. Varakorn Samakoses
3. Prof.Dr. Praipol Koomsup

The Chairperson assigned Dr.Jingjai Hanchanlash as the temporary Chairman for this agenda and invited the 4 Boards who retire by rotation to leave the meeting room for the transparency of the election process in this agenda.

Afterwards, Dr.Jingjai Hanchanlash 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 Board nominees in advance of the Meeting, through an announcement on the Company's website and announcements from the SET since September 24, 2019 to December 31, 2019. For this meeting, there are no Board nominees proposed by any shareholder.

The Company's Board of Directors excluding the directors who have interest in this matter have carefully considered to reviewed the candidates, taking into consideration qualifications of the Boards and criteria for the recruitment of the Boards. Such a review revealed that the two Boards 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 Boards of the Company for another term.

For all three Independent Directors who have been in office for 3 consecutive terms or 9 years and have to retire under the principles of good corporate governance also have all the qualifications according to the definition of the Company's Independent Directors who can express opinions independently in accordance with relevant criteria as well as being knowledgeable persons, have experience in the areas that the Company requires, have an understanding of the business of the Company and perform duties as good Independent Directors. As the Company is in the process of changing the management structure to support the expansion of its business operations, the Company needs a director who has a good understanding of the Company's business. Therefore, it is appropriate to extend the term of the Company's three Independent Directors for another term.

The Chairman informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 52 persons, representing 422,901,982 shares or 70.48% of all subscribed shares.

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

Resolution: The appointment of Assoc.Prof.Dr. Varakorn Samakoses and Assoc.Prof.Arune Wiriyaichitra was approved as proposed by the Chairman by a majority vote of the shareholders attending and casting vote and the appointment of Ms. Maleeratna Plumchitchom, Assoc.Prof.Dr.Varakorn Samakoses and Prof.Dr.Praipol Koomsup was approved as proposed by the Chairman by a majority vote of the shareholders attending and casting vote. The individually casting vote result of this agenda was as follows:

- 1) Assoc.Prof.Dr. Varakorn Samakoses
There were shareholders attending and casting vote, totaling 422,901,982 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,901,742	99.9999
(2) Not in Favor	240	0.0001
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,901,982	100.0000

- 2) Assoc.Prof.Arune Wiriyaichitra
There were shareholders attending and casting vote, totaling 422,901,982 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	330,697,838	78.1973
(2) Not in Favor	-	0.0000
(3) Abstain	92,204,144	21.8027
(4) Void Ballots	-	0.0000
Total	422,901,982	100.0000

Assoc.Prof.Arune Wiriyaichitra as the interested party is abstained from voting.

- 3) Ms. Maleeratna Plumchitchom
There were shareholders attending and casting vote, totaling 422,902,127 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,901,887	99.9999
(2) Not in Favor	240	0.0001
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,902,127	100.0000

- 4) Prof.Dr. Praipol Koomsup
There were shareholders attending and casting vote, totaling 422,902,127 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,901,887	99.9999
(2) Not in Favor	240	0.0001
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,902,127	100.0000

Agenda 6 To consider and approve the Board's remuneration of 2020

The Chairperson inform the Meeting that the Board of Directors Meeting No.1/2020 held on February 26, 2020 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 Boards for 2020 with details as follows

(1) The remuneration of meeting allowance for the Boards of Directors of year 2020 is the same rate of year 2019 as follows:

The Remuneration of Meeting Allowance for Board of Directors	2020 (Proposal) (Baht per Person)	2019 (Previous Year) (Baht per Person)
<u>Meeting Allowance for Board of Directors</u>	Rate per single attendance	Rate per single attendance
- Chairperson of the Board of Directors	20,000	20,000
- Board	15,000	15,000
<u>Meeting Allowance for Audit Committee</u>	Rate per single attendance	Rate per single attendance
- Chairperson of the Audit Committee	20,000	20,000
- Audit Committee	15,000	15,000
<u>Meeting allowance for Executive Committee *</u>	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 2019 is at the rate of 0.125 percent (Equal to last year) in amount of Baht 309,568. 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 Boards and bonus for independent directors, total amount not exceeding Baht 1.8 million (-One million eight hundred thousand baht only-)

The Chairperson then asked the Meeting whether there were any further inquiries

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 53 persons, representing 422,902,127 shares, or 70.48% of all subscribed shares.

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

Resolution: The remuneration for the Board of directors, audit committee, executive committee and the bonus of the Independent Directors of 2020 was approved as proposed by the Chairperson by vote which is not less than two-thirds of the total votes of the shareholders attending the meeting, whereby Dr. Jingjai Hanchanlash as the interested party in the agenda of the directors' meeting remuneration is not entitled to vote in this agenda. The voting result of this agenda was as follows:

(1) The meeting allowance of the Boards of year 2020

For this agenda, there were shareholders attending the meeting totaling 422,902,127 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	417,689,940	98.7675
(2) Not in Favor	-	0.0000
(3) Abstain	5,212,187	1.2325
(4) Void Ballots	-	0.0000
Total	422,902,127	100.0000

(2) The bonus for the years 2020 of the Independent Directors

For this agenda, there were shareholders attending the meeting totaling 422,902,127 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,902,127	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,902,127	100.0000

Agenda 7 To consider and approve the appointment of the Company’s auditors and determination of the auditors’ remuneration of 2020

The Chairperson explained 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>
5. Miss Nongram Laohaareedilok	4334	2014 – 2016, 2019 and/or
6. Mrs. Pornthip Lertthanongsak	7633	- and/or
7. Miss Chamaporn Rodloytook	9211	-

from AST Master Co., Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2020. 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 2020, 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 2019. The comparison of auditors’ remuneration of the proposal year and 2019 is as follow:

Particulars	Amount (Baht)	
	2020 (Proposed)	2019 (Previous Year)
3. 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
4. Non-Audit Fee	-	-
Grand Total	1,200,000	1,200,000

The Chairperson further informed the Meeting that three auditors, Miss Nongram Laohaareedilok, Mrs. Pornthip Lertthanongsak 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.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 53 persons, representing 422,902,127 shares, or 70.48% of all subscribed shares.

The Chairperson then asked the Meeting whether there were any further inquiries

When there were no further inquiries, the Chairperson respectively requested the Meeting to consider and approve the appointment of the Company's auditors and determination of the auditors' remuneration of 2020. 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 Lerthanongsak, Certified Public Accountant No. 7633 and /or and 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 2020 and the fixing of the remuneration for the auditors for the year 2020 in the amount of 1,200,000 Baht (One Million Two Hundred Thousand Baht only) was approved as proposed by the Chairperson with a unanimous of the votes of the shareholders attending and casting votes. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 422,902,127 shares

Shareholders	Amount (Votes)	Percentage
(1) In Favor	422,902,127	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	422,902,127	100.0000

Agenda 8 Other matters (if any)

There was no one who proposed any other matter for deliberation.

When there were no further inquiries, the Chairperson respectively concluded the meeting at 15.24 hrs.

-Signature-


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

-Signature-

(Assoc. Prof. Arunee Wiriyaichitra)
Board, Company Secretary,
and Secretary of the Meeting

Details of the Nominees Proposed to be Elected as Directors


1. Ms. Maleeratna Plumchitchom to be appointed to position of Chairperson of Independent Director

	Age	75 years	
	Education	<ul style="list-style-type: none"> - Master's Degree, Business Administration, Michigan State University - Bachelor's Degree, Accounting, Chulalongkorn University (Honored) 	
Board Seminars Attended and Others	<ul style="list-style-type: none"> - Diploma of DCP, Batch 45/2004, Thai Institute of Directors Association (IOD) - Diploma, National Defence College of Thailand, The Joint State-Private Sector Course, Class 11 - Diploma of Senior Executive Program, Capital Market Academy, Class 6/2008 - Diploma of Power of the Land Program, Chulalongkorn University, Class 2/2013 - Diploma of Advanced Security Management Program, The Association National Defence College of Thailand, Class 3/2012 - Diploma of Chief Executive Course for Urban Development Management (Mahanakorn), Urban Green Development Institute Bangkok 		
Shareholdings in the Company	-None-		
Board Experience	9 years 11 Months (Since April 30, 2011)		
Position in other companies or other businesses	<p><u>Other company which is a listed company:</u> -None-</p> <p><u>Other company which is not a listed company:</u> 2 Companies</p> <ol style="list-style-type: none"> 1. Board, Thara 12 Co.,Ltd 2. Chairperson of the Board, Nara 12 Co., Ltd. 		
Positions or other businesses that may create a conflict of interest	- None-		
Professional Experience (previous 5 years)	Time Period	Position	
	2011 - Present	Chairperson of Asian Phytoceuticals Public Company Limited	
	2011 – Present	Chairperson of Audit Committee of Asian Phytoceuticals Public Company Limited	
	2018 - Present	Board of Thara 12 Co.,Ltd.	
	2018 – 2019	Board of Knowledge Plus Institute	
	2017 – Present	Chairperson of Nara 12 Co., Ltd.	
2007 – 2018	Board of Synnex (Thailand) Public Company Limited.		
Attendance at meetings 2020	Attended the Board of Directors' Meeting: 5 times of the total of 5 times Attended the Audit Committee Meeting: 4 times of the total of 4 times		
Criteria to Nomination of Board	The nomination of the Company's board <u>does not consider by the Nomination Committee</u> because the Company is a small listed company, which has <u>not yet appoint</u> the Nomination Committee. However, the Company's Board of Directors jointly reviewed the candidates, taking into consideration qualifications of the boards and criteria for the recruitment of boards. Such a review revealed that Ms. Maleeratna Plumchitchom is qualified and appropriate to be elected as Chairperson of the Board and Independent Director for another term.		

*1. Ms. Maleeratna Plumchitchom to be appointed to position of Independent Director (Continued)***Information for consideration for the appointment of Independent Director**

Family relationship with the management, major shareholders of the Company or its subsidiaries	None
Relationship with the Company or its subsidiaries that may give rise to a conflict of interest in the present or previous 2 years:	
<ul style="list-style-type: none"> • Hold any of the following position in the Company that pay a monthly salary: board involved in management, employee, laborer, or consultant; • Provide professional services for the Company or its subsidiaries • Business relationships that may have a material effect on the ability to perform duties independence; • Conduct any business that is in the same industry, or a directly competitive industry, with the business of the Company. 	<p style="text-align: center;">No</p> <p style="text-align: center;">No</p> <p style="text-align: center;">None</p> <p style="text-align: center;">None</p>

2. Prof.Dr.Praipol Koomsup to be appointed to position of Independent Director

	Age	73 years
	Education	<ul style="list-style-type: none"> - Doctor of Philosophy in Economics, Yale University, US. - MSc. in Economics, Thammasat University - BSc. in Economics, University of Western Australia, Australia
Board Seminars Attended	<ul style="list-style-type: none"> - Diploma of DCP, Batch 91/2007, Institute of Directors Associate of Thailand (IOD) - Diploma of DAP, Batch 52/2006, Institute of Directors Associate of Thailand (IOD) 	
Shareholdings in the Company	-None-	
Board Experience	9 years 11 Months (Since April 30, 2011)	
Position in other companies or other businesses	<p><u>Other company which is a listed company:</u> -None-</p> <p><u>Other company which is not a listed company:</u> -None-</p>	
Positions or other businesses that may create a conflict of interest	- None-	
Professional Experience (previous 5 years)	Time Period	Position
	2011– Present	Audit Committee/ Independent Director of Asian Phytoceuticals Public Company Limited
	2019– 2020	Advisor to the Minister of Energy
	2014 – 2015	Member of National Reform Council
	2014 – 2015	Assistant to Minister of Energy
	2014– 2015	Executive Board, Thai Oil Public Co., Ltd.
2014– Present	Fund Committee, Energy Policy and Planning Office	
Attendance at meetings 2020	Attended the Board of Directors' Meeting: 5 times of the total of 5 times Attended the Audit Committee Meeting: 4 times of the total of 4 times	
Criteria to Nomination of Board	<p>The nomination of the Company's board <u>does not consider</u> by the <u>Nomination Committee</u> because the Company is a small listed company, which has <u>not yet appoint</u> the Nomination Committee. However, the Company's Board of Directors jointly reviewed the candidates, taking into consideration qualifications of the boards and criteria for the recruitment of boards. Such a review revealed that Prof.Dr.Praipol Koomsup is qualified and appropriate to be elected Board and Independent Director for another term.</p>	

2. Prof.Dr.Praipol Koomsup to be appointed to position of Independent Director (Continued)

Information for consideration for the appointment of Independent Director

Family relationship with the management, major shareholders of the Company or its subsidiaries	None
Relationship with the Company or its subsidiaries that may give rise to a conflict of interest in the present or previous 2 years:	
<ul style="list-style-type: none"> • Hold any of the following position in the Company that pay a monthly salary: board involved in management, employee, laborer, or consultant; 	No
<ul style="list-style-type: none"> • Provide professional services for the Company or its subsidiaries 	No
<ul style="list-style-type: none"> • Business relationships that may have a material effect on the ability to perform duties independence; 	None
<ul style="list-style-type: none"> • Conduct any business that is in the same industry, or a directly competitive industry, with the business of the Company. 	None

Definition of Independent Directors of Asian Phytoceuticals Public Company Limited

The Company has defined the qualification of Independent Directors in the standard equivalent to the minimum requirement of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows:

(1) Holds not more than 1% of the total number of voting shares of the Company, its parent company, its subsidiaries, its associated companies, its majority shareholders or its controlling persons, including shares held by connected persons of the Independent Director;

(2) Is not or has not ever been an executive committee, employee, staff member, advisor who receives a regular salary or controlling persons of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, its majority shareholders or its controlling persons unless such an Independent Director has not been a person referred to above for at least two years prior, provided always that such restriction or prohibition shall not apply to an Independent Director who has been a governmental officer or an advisor of government authority, which is the majority shareholder of the Company or the persons having controlling power of the Company;

(3) Is not a person related by blood or legal registration, such as father, mother, spouse, siblings and children, including spouse of the children, executives members, majority shareholders, controlling persons, or persons to be nominated a executives member or a controlling person of the Company or its subsidiaries;

(4) Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or a majority shareholder, or with the controlling persons of the Company in which his/her independent discretion might be affected, and not be and have not been a substantial shareholder¹ or a controlling person of the person who has business relationship with the Company, or the parent company, subsidiary, associated company, majority shareholders, or the person who having power to control the Company unless such an Independent Director has not been a person referred to above for at least 2 years prior;

The term ‘business relationship’ aforementioned according to paragraph one includes any ordinary course of business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or providing loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences;

(5) Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, a majority shareholder or a controlling person of the Company, and not being a substantial shareholder, a controlling person or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a majority shareholder or a controlling person of the Company unless the foregoing relationship has ended for more than 2 years;

¹ Substantial Shareholder means a shareholder who hold shares more than 10% of the total number of voting shares of the Company including the number of shares held by any related person

(6) Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, its subsidiaries, its associated companies, a majority shareholder or a controlling person of the Company, and is not a substantial shareholder, a controlling person or a partner of the professional advisor which is the juristic person unless the foregoing relationship has ended for more than 2 years;

(7) Does not represent a nominee of the Company's boards, its majority shareholders or a shareholder who is related to the Company's majority shareholder;

(8) Has not undertaken commercial transactions of the same nature as and competing with that of the Company or its subsidiaries, has not been a significant partner of the partnership or has not been a managing director, an employee, a staff member, an advisor who receives salary or holds more than 1% of total voting shares of the other company which operates on the same nature as and competing with the Company or its subsidiaries;

(9) Has no characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

PROXY Form A

(General Form which is simple and uncomplicated)

Stamp Duties Baht 20

Shareholders' Registration No. _____

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
 Address _____ Road _____ Sub-district _____
 District _____ Province _____ Zip Code _____

(2) Being a shareholder of Asian Phytoceuticals Public Company
 Limited holding the total amount of _____ shares and equivalent to _____ voting rights as follows
 Ordinary share _____ shares equivalent to _____ voting rights
 Preference share _____ shares equivalent to _____ voting rights

(3) Hereby appoint

(1) **Ms. Maleeratna Plumchitchom** Age 75 Years Address 40/1
 Soi Narathiwat Sub-district Thungwatdon District Sathorn
 Province Bangkok Zip code 10120 or

(2) **Asst.Prof.Dr. Varakorn Samakoses** Age 73 Years Address 41
 Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
 Province Bangkok Zip code 10310 or

(3) **Prof.Dr. Praipol Koomsup** Age 73 Years Address 80/6
 Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
 Province Bangkok Zip code 10310

(4) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders of the year 2021 to be held on April 19, 2021 at 14.00 hrs. at the meeting room, No. 89, AIA Capital Center Tower, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok or on the date and at the place as may be postponed or changed.

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

Signature _____ Proxy Grantor
 (_____)

Signature _____ Proxy Holder
 (_____)

Signature _____ Proxy Holder
 (_____)

Signature _____ Proxy Holder
 (_____)

Remarks:

A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

PROXY Form B

(Providing the fixed particulars of granting proxy)

Stamp
Duties
Baht
20

Shareholders' Registration No. _____

Written at _____
Date _____ Month _____ Year _____(1) I/We _____ Nationality _____
Address _____ Road _____ Sub-district _____
District _____ Province _____ Zip Code _____(2) Being a shareholder of Asian Phytoceuticals Public Company
Limited holding the total amount of _____ shares and equivalent to _____ voting rights as follows
Ordinary share _____ shares equivalent to _____ voting rights
Preference share _____ shares equivalent to _____ voting rights

(3) Hereby appoint

 (1) **Ms. Maleeratna Plumchitchom** Age 75 Years Address 40/1
Soi Narathiwatratthanakharin12 Sub-district Thungwatdon District Sathorn
Province Bangkok Zip code 10120 or (2) **Asst.Prof.Dr. Varakorn Samakoses** Age 73 Years Address 41
Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
Province Bangkok Zip code 10310 or (3) **Prof.Dr. Praipol Koomsup** Age 73 Years Address 80/6
Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
Province Bangkok Zip code 10310 (4) _____ Age _____ Years Address _____
Road _____ Sub-district _____ District _____
Province _____ Zip code _____anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders of the year 2021 to be held on April 19, 2021 at 14.00 hrs. at the meeting room, No. 89, AIA Capital Center, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok or on the date and at the place as may be postponed or changed.

(4) I/We therefore would like to vote for each agenda item as follows:

Agenda 1: To consider the verification of the Minutes of the Annual General Meeting of Shareholders of 2020

-
- (A) The proxy holder shall vote independently as to his/her consideration.
-
-
- (B) The proxy holder shall vote according to the shareholders' requirement as follows.
-
-
- In Favor
-
- Not in Favor
-
- Abstain

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

(This agenda is for acknowledgment. The resolution is not required for this Agenda.)

Agenda 3: To consider and approve the Financial Statements of the Company for the Fiscal Year Ended December 31, 2020

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
 In Favor Not in Favor Abstain

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
 In Favor Not in Favor Abstain

Agenda 5: To consider and approve the election of Directors to replace the Directors who retire by rotation

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
 Appoint an individual candidate
1. Candidate Name **Ms.Maleeratna Plumchitchom**
 In Favor Not in Favor Abstain
 2. Candidate Name **Prof.Dr.Praipol Koomsup**
 In Favor Not in Favor Abstain

Agenda 6: To consider and approve the Director's remuneration of 2021

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
1. Meeting Allowance for the Company's Boards
 In Favor Not in Favor Abstain
 2. Bonus for the Independent Directors
 In Favor Not in Favor Abstain

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
 In Favor Not in Favor Abstain

Agenda 8: Other matters (if any)

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
 In Favor Not in Favor Abstain

(5) Voting of proxy holder in any agenda which is not in accordance with this Proxy Form shall be considered as invalid and not count as my vote as a shareholder.

(6) In case I have not declared my voting intention in any agenda or my determination is not clear or if the meeting considers or passes resolutions in any matters apart from those agendas specified above, including if there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for a vote of the proxy holder which is not in accordance with this Proxy Form.

Signature.....Proxy Grantor
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Remarks:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In an agenda regarding the appointment of boards, the ballot is for an individual candidate.
3. In case there is any further agenda apart from that specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

Attachment to Proxy Form B

The Proxy of the shareholder of Asian Phytoceuticals Public Company Limited

In the Annual General Meeting of Shareholders of the year 2021 to be held on April 19, 2021 at 14.00 hrs. at the meeting room, No. 89, AIA Capital Center, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok or on the date and at the place as may be postponed or changed or on the date and at the place as may be postponed or changed.

 Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder's requirement as follows.

In Favor Not in Favor Abstain

Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder's requirement as follows.

In Favor Not in Favor Abstain

Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder's requirement as follows.

In Favor Not in Favor Abstain

Agenda:..... To approve the appointment of new boards (Continued)

Candidate Name

In Favor Not in Favor Abstain

Candidate Name

In Favor Not in Favor Abstain

Candidate Name

In Favor Not in Favor Abstain

Candidate Name

In Favor Not in Favor Abstain

Candidate Name

In Favor Not in Favor Abstain

Candidate Name

In Favor Not in Favor Abstain

PROXY Form C
(Only for Foreign shareholders and appointing a Thai custodian)

Stamp Duties
Baht 20

Shareholders' Registration No. _____

Written at _____
Date _____ Month _____ Year _____

(1) I/We _____

Address _____ Road _____ Sub-district _____
District _____ Province _____ Zip Code _____

As the Custodian for _____ who is the shareholder of
Asian Phytoceuticals Public Company Limited holding the total
amount of _____ shares and equivalent to _____ voting rights as follows

Ordinary share _____ shares equivalent to _____ voting rights

Preference share _____ shares equivalent to _____ voting rights

(2) Hereby appoint

(1) **Ms. Maleeratna Plumchitchom** Age 75 Years Address 40/1
Soi Narathiwatratchanakharin 12 Sub-district Thungwatdon District Sathorn
Province Bangkok Zip code 10120 or

(2) **Asst.Prof.Dr. Varakorn Samakoses** Age 73 Years Address 41
Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
Province Bangkok Zip code 10310 or

(3) **Prof.Dr. Praipol Koomsup** Age 73 Years Address 80/6
Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
Province Bangkok Zip code 10310

(4) _____ Age _____ Years Address _____
Road _____ Sub-district _____ District _____
Province _____ Zip code _____

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders' of the year 2021 to be held on April 19, 2021 at 14.00 hrs. at the meeting room, No. 89, AIA Capital Center, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok or on the date and at the place as may be postponed or changed.

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- Grant proxy the total amount of shares holding and entitled to vote.
 Grant partial shares of
 Ordinary share _____ shares, entitled to voting right _____ votes
 Preference share _____ shares, entitled to voting right _____ votes
Total voting rights _____ votes

(4) I/We therefore would like to vote for each agenda item as follows:

Agenda 1: To consider the verification of the Minutes of the Annual General Meeting of Shareholders of 2020

- (A) The proxy holder shall vote independently as to his/her consideration.
 (B) The proxy holder shall vote according to the shareholders' requirement as follows.
 In Favor Not in Favor Abstain

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

(This agenda is for acknowledgment. The resolution is not required for this Agenda.)

Agenda 3: To consider and approve the Financial Statements of the Company for the Fiscal Year Ended December 31, 2020

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- In Favor Not in Favor Abstain

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- In Favor Not in Favor Abstain

Agenda 5: To consider and approve the election of Directors to replace the Directors who retire by rotation

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Appoint an individual candidate
1. Candidate Name **Ms.Maleeratna Plumchitchom**
- In Favor Not in Favor Abstain
2. Candidate Name **Prof.Dr.Praipol Koomsup**
- In Favor Not in Favor Abstain

Agenda 6: To consider and approve the Director's remuneration of 2021

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
1. Meeting Allowance for the Company's Boards
- In Favor Not in Favor Abstain
2. Bonus for the Independent Directors
- In Favor Not in Favor Abstain

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

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- In Favor Not in Favor Abstain

Agenda 8: Other matters (if any)

- (A) The proxy holder shall vote independently as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder’s requirement as follows.
 - In Favor Not in Favor Abstain

(5) Voting of proxy holder in any agenda which is not in accordance with this Proxy Form shall be considered as invalid and not count as my voting as a shareholder.

(6) If I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including if there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

Signature.....Proxy Grantor
 (.....)
 Signature.....Proxy Holder
 (.....)
 Signature.....Proxy Holder
 (.....)
 Signature.....Proxy Holder
 (.....)

Remarks:

1. Only foreign shareholders as registered in the registration book who have appointed a Custodian in Thailand can use Proxy Form C.
2. Evidence to be enclosed with the proxy form are:
 - (1) Power of Attorney of shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the endorser in the Proxy Form has been permitted to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In an agenda regarding the appointment of boards, the ballot is for an individual candidate.
5. In case there is any further agenda apart from that specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

Attachment to Proxy Form C

The Proxy of the shareholder of Asian Phytoceuticals Public Company Limited
 In the Annual General Meeting of Shareholders of the year 2021 to be held on April 19, 2021 at 14.00 hrs.
 at the meeting room, No. 89, AIA Capital Center, 30th Floor, Ratchadapisek Road, Dindaeng Sub-District,
Dindaeng District, Bangkok or on the date and at the place as may be postponed or changed.

Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder’s requirement as follows.

In Favor.....votes Not In Favor.....votes Abstain.....votes

Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder’s requirement as follows.

In Favor.....votes Not In Favor.....votes Abstain.....votes

Agenda:..... Subject:.....

(A) The proxy holder shall vote independently as to his/her consideration.

(B) The proxy holder shall vote according to the shareholder’s requirement as follows.

In Favor.....votes Not In Favor.....votes Abstain.....votes

Agenda:..... To approve the appointment of new boards (Continued)

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Candidate Name

In Favor.....votes Not In Favor.....votes Abstain.....votes

Profiles of nominated Independent Directors selected by the Company to be the proxy for shareholders to be used to consider whether to appoint such Independent Directors as his/her proxy



1. Ms. Maleeratna Plumchitchom

Position: Independent Director

Age: 75 years

Residing at: No. 40/1 Soi Narathiwatratchanakharin12, Thungwatdon Sub-District, Sathorn District, Bangkok.

(The Board has special interest on Agenda 5 Re: To Consider and approve the election of Directors to replace the Directors who retire by Rotation and Agenda 6 Re: To consider and approve the Director's remuneration of 2021)



2. Associate Prof. Dr. Varakorn Samakoses

Position: Independent Director

Age: 73 years

Residing at: No. 41 Soi Ladprao 64 Yak 9, Ladprao Road, Wangtonglang Sub-District, Wangtonglang District, Bangkok.

(The Board has special interest on Agenda 6 Re: To consider and approve the Director's remuneration of 2021)



3. Professor Dr. Praipol Koomsup

Position: Independent Director

Age: 73 years

Residing at: 80/6 Soi Navasri 12, Ramkhamheang 21 Road, Plubpla Sub-District, Wangtonglang District, Bangkok

(The Board has special interest on Agenda 5 Re: To Consider and approve the election of Directors to replace the Directors who retire by Rotation and Agenda 6 Re: To consider and approve the Director's remuneration of 2021)

Documents and Evidence Required on the Meeting Date

1. Shareholders attending the Meeting in person

1.1 Ordinary Shareholder

(1) Original of Identification Card or Other Official Identification Card which issue by Government with photograph of shareholder or passport (for non-Thai nationals) must be presented for registration. The said card must not yet expire.

1.2 Juristic Person

(1) Juristic person's representative presents documents of the representative as specified in item No. 1.1 (1)

(2) A copy of the Shareholder's Affidavit (which issued by the Department of Business Development, Ministry of Commerce not later than 6 months) showing that the Authorized Director has the power to act on behalf of the Juristic Person, who is the shareholder and certified true copy by the Juristic Person's representative (Authorized Director) and affixed the Company's seal.

2. Shareholders attending the Meeting by appointing a Proxy Holder

- Company recommends that shareholders use Proxy Form B and pre-cast their votes in each agenda item.

- Stamp duty stamps of 20 baht and crossed out the date on which the proxy is made to be accurate and effective according to the law. The Company has stamp duty to facilitate the proxies.

2.1 In case Proxy Grantor is Ordinary Shareholder

(1) The Proxy Forms (Attachment 3) completely and clearly filled in and signed by the Proxy Grantor and the Proxy Holder.

(2) A copy of documents as specified in item No. 1.1 (1) of the shareholder on which the shareholder duly signed and certified true copy. The signature appear in the Proxy must be identical with the signature in the certified documents.

(3) Proxy Holder presents the documents as specified in item No. 1.1 (1) of the Proxy Holder at the registration counter.

2.2 In case proxy grantor is Juristic Person

(1) The Proxy Forms (Attachment 3) completely and clearly filled in and signed by the Juristic Person's representative (Authorized Director) as the Proxy Grantor and the Proxy Holder.

(2) A copy of the Shareholder's Affidavit (which issued by the Department of Business Development, Ministry of Commerce not later than 6 months) showing that the Authorized Director has the power to act on behalf of the Juristic Person, who is the shareholder and certified true copy and affixed company's seal by the Juristic Person's representative (Authorized Director)

(3) The documents as specified in item No. 1.1 (1) of the Juristic Person's representative (Authorized Director) who is the Proxy Grantor on which the Proxy Grantor duly signed and certified true copy.

(4) Proxy Holder presents the documents of the Proxy Holder as specified in item No. 1.1 (1) at the registration counter.

2.3 In case proxy grantor is a Custodian in Thailand (Please use Proxy Form C)

(1) The documents as specified in item No. 2.2 (1) – (4) certified true copy by the Juristic Person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.

(2) A copy of the Power of Attorney (POA) of foreign shareholder authorizing the Custodian to sign the Proxy Form on its behalf. POA must be certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.

(3) A copy of the POA of the Custodian authorizing the Authorized Director or the executive or the authorized employees of the Custodian to attend the meeting as well as to authorize any person to be its sub-attorney (if any). Copy of POA must be certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.

(4) A copy of the letter of confirmation or a copy of the business license of Custodian which is certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.

Remarks In case the original documents are not made in Thai or English, the English translation shall be required and must be certified by the shareholders or the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian. In case any documents are produced or executed outside Thailand, such documents must be notarized by a notary public.

3. Appointment of the Company's Independent Directors as Proxy Holders

A shareholder may appoint any of the following Independent Directors of the Company as the Proxy Holder and the Company recommends that the shareholder uses Proxy Form B to clearly pre-cast the votes in each agenda:

- | | | |
|---|----------|----------------------|
| 1. Ms. Maleeratna Plumchitchom | Position | Independent Director |
| 2. Associate Prof. Dr. Varakorn Samakoses | Position | Independent Director |
| 3. Professor Dr. Praipol Koomsup | Position | Independent Director |

Remarks: For your convenience, please deliver the original proxy together with the relevant documents for examination to Company Secretary Department, before April 10, 2021.

4. Other

In case the meeting participant changes his/her title, name or surname, please present a copy of the evidence to verify that change and such evidence shall be certified by the related persons.

Article of Association of the Company Concerning the Shareholders Meeting

CHAPTER 2 SHARES AND ISSUEANCE OF SHARES

Clause 6 Regarding share payment, the subscribers or purchasers of shares shall not set off against the Company except in case where the Company restructures its debts by issuing new shares for debt repayment upon the Securitization Project with the resolution of the Meeting of Shareholders supported by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The issuance of new shares for debt payment and the Securitization Project under the previous paragraph shall be in accordance with the rules and procedures as prescribed in the related laws.

CHAPTER 3 TRANSFER OF SHARES

Clause 19 The Company may cease to accept registration of transfers of shares for a period of 21 days prior to each date of Meeting of Shareholders, by notifying the shareholders in advance at the head office and at every branch office of the Company not less than 14 days prior to the commencement date of cessation of the registration of transfers of shares.

CHAPTER 4 BOARD OF DIRECTORS

Clause 21 The boards of the Company shall be elected by the Meeting of Shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote equal to one share.
- (2) To select the boards, each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as board or boards. If several persons are to be elected as boards, the shareholder may not allot his or her votes to any person in any number.
- (3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as boards in that order, until all of the board positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of boards to be exceeded, the remaining appointments shall be made by the chairman of the board.

Clause 22 At every annual ordinary meeting, one-third of the current boards shall vacate. If the number of boards is not a multiple of three, the number of boards closest to one-third shall vacate.

The boards vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the board who has held office

longest shall vacate. A board who vacates office under this section may be re-elected.

Clause 23 The boards are entitled to have a right to receive remunerations from the Company in the form of gratuity, meeting allowance, pension, bonus or any

kind of benefit with the approval of the Meeting of Shareholders. Such remunerations can be fixed, or as specified from time to time as guided by a general principals, or permanently effective until changes occur. Also, the boards are entitled to have a right to receive allowances and welfare in accordance with the regulations of the Company.

The provisions of the first paragraph shall not apply to the rights of staff or an employee of the Company elected as boards to receive remunerations or benefits as staff or an employee of the Company.

Clause 27 The meeting of shareholders may pass a resolution removing any board from office prior to vacancy, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Clause 34 The Board of Directors may authorize one or several persons to perform any acts or to carry on the Company operations under supervision of the Board of Directors or to authorize such one or several persons to have power as the Board of Directors deem appropriate and within the period of time the Board of Directors deem appropriate. The Board of Directors may cancel, revoke, change or amend such powers.

CHAPTER 5 SHAREHOLDER MEETINGS

Clause 36 The Board of Directors shall call a meeting of shareholders which is an Annual General Meeting of Shareholders within 4 months of the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to in paragraph one shall be called Extraordinary General Meetings.

The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Boards considers it expedient to do so, or Shareholders holding shares aggregately not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an Extra Ordinary General Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such written request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one month as from the date the request in writing from the shareholders is received.

Clause 37 In calling a meeting of shareholders, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient 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 of the

Board of Directors in the said matters (if any), and shall be delivered to the shareholders and the Registrar for their information not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than 3 days prior to the date of the meeting.

The Board of Directors or boards who were assigned shall set the place, date and time of a meeting of shareholders. The venue of the meeting shall be in the domicile of the head office or the branch of the Company, in a nearby Province of the head office or the branch of the Company or in a nearby Province or other location which the Board of Directors deems appropriated.

Clause 38 In a meeting of shareholders, Shareholders are entitled to attend and vote at the Meeting of Shareholders but they may also authorize other persons who have become sui juris as proxies to attend and vote at any meeting on their behalf. In this regard, the proxy appointment shall be made in writing, signed and dated by the Proxy Grantor and Proxy Holder according to the form specified by the public company limited registrar.

The Proxy Form must be submitted to the Chairman of the Boards or the persons who were assigned by the Chairman at the Meeting before the Proxy Holder joins the Meeting.

Clause 39 In a Meeting of Shareholders, there shall be shareholders and proxies (if any) in attendance at the meeting amounting to not less than 25 persons and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum; or shareholders and proxies in attendance at the meeting shall not be less than one half of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, where 1 hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such Meeting of Shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such Meeting of Shareholders 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 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 42 In voting at the Meeting of Shareholders, 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 Boards.

A resolution of the meeting of shareholders shall be made by the following votes:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In the case of an equal number of votes, the chairman of the meeting shall have an additional vote as a casting vote;

(2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
- (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company
- (d) the entrustment of the management of the business of the Company to any other person
- (e) the merger of the business with other persons with the purpose of profit and loss sharing
- (f) the amendment of the memorandum or the articles of association of the Company
- (g) the increase or reduction of capital of the Company or the issuance of debentures
- (h) the amalgamation or dissolution of the Company

Clause 43 The following actions shall occur at the Annual General Meeting of Shareholders:

- (1) To acknowledge the Board of Directors' report and the overall performance of the business operations of the previous year;
- (2) To consider and approve the Balance Sheet and the Profits and Loss Statement of the Company;
- (3) To consider and approve profits allocation from the overall performance of the business operations and payment of dividends;
- (4) To appoint new boards to replace boards who retire by rotation;
- (5) To consider and approve the appointment of the auditor and to fix the remuneration;
- (6) Others.

CHAPTER 7 DIVIDEND PAYMENT AND RESERVE

Clause 49 Dividend announcement cannot be made except by the resolution of the Shareholders' Meeting or of the Board of Directors' Meeting in case of the interim dividend payment.

The payment of dividends shall be made in writing notifying the shareholders and such notice shall also be published in a newspaper and paid within one (1) month as from the date of the resolution of the Shareholders' Meeting or of the Board of Directors' Meeting, as the case may be.

Clause 50 The Board of Directors may from time to time pay the interim dividend to the shareholders if the Board of Directors deems that the profits of the Company justify such payment. After the dividend payment,

the Board of Directors shall report to the shareholders at the next Shareholders' Meeting.

**CHAPTER 10
BOOKS, ACCOUNTS AND AUDIT**

Clause 55 The Company shall arrange for the preparation and keeping of accounts as well as the auditing thereof in accordance with the law, and shall make a balance sheet and profit and loss statements at least once every twelve (12) months of the accounting period of the Company.

The Company's books and accounts shall be in Thai language and be in accordance with generally accepted accounting principles in Thailand and related laws.

Clause 56 The Board of Directors shall prepare the Balance sheet and the Profit and Loss statement as of the last day of the fiscal year of the Company for submission to the Shareholders' Meeting for approval at the Annual General Shareholders' Meeting for consideration and approval of the Balance sheet and the Profit and Loss statement. The Board of Directors shall have the balance sheet and the Profit and Loss statement examined by an auditor prior to submission to the Shareholders' Meeting.

Clause 57 The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an Annual General Shareholders' Meeting:

(1) Copies of the Balance sheet and the Profit and Loss statement which have been examined by the auditor, together with the audit report of the auditor;

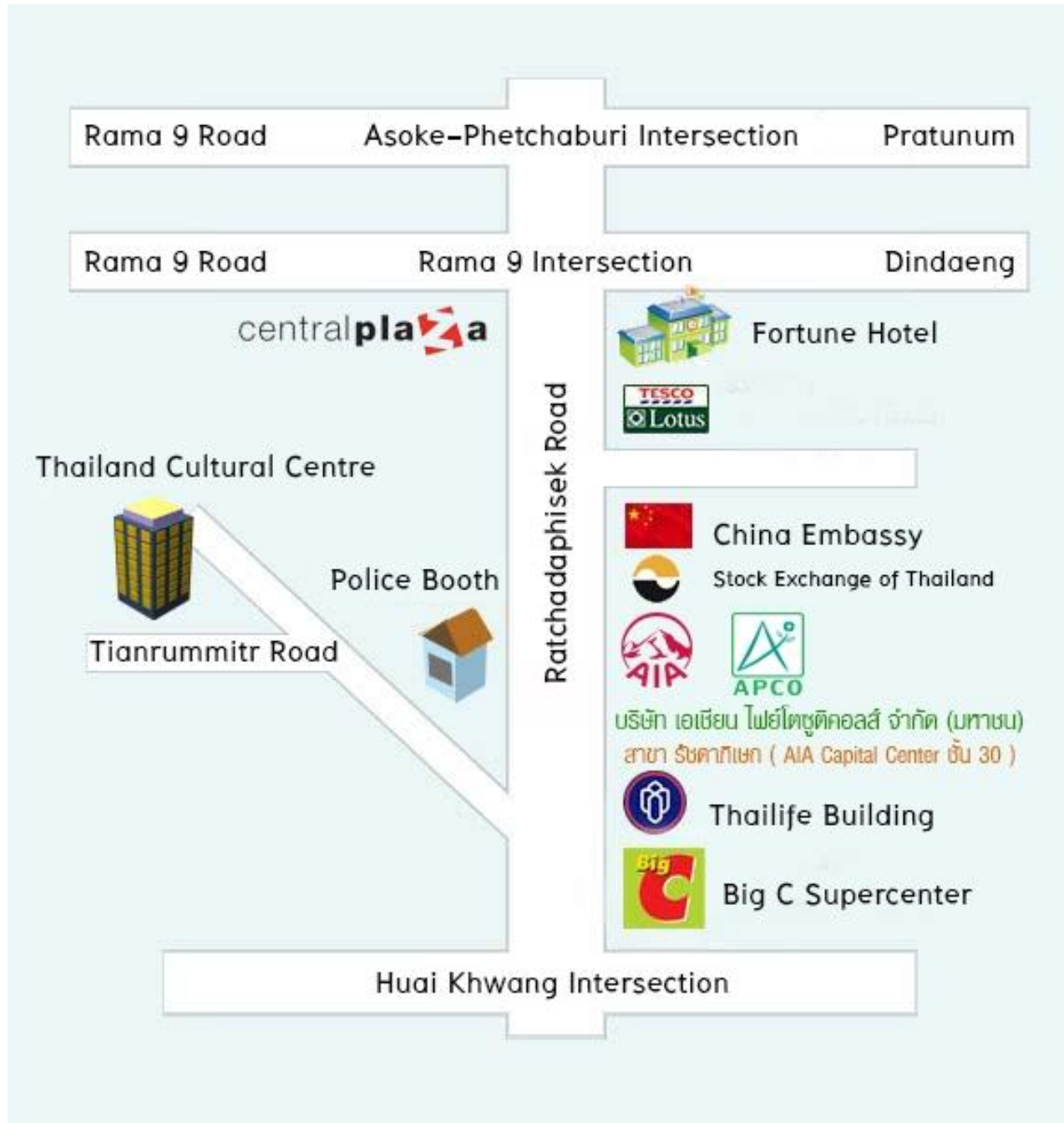
(2) The annual report of the Board of Directors and the documents showing particulars.

Clause 58 The auditor has duty to attend the meeting of shareholders at which the Balance sheet, the Profit and Loss account, and the problems pertaining to accounting of the Company are considered in order to make clarifications in respect of audit to the shareholders, and the Company shall make available to the auditor all reports and documents receivable by the shareholders in such meeting of shareholders to the auditor.

The auditor shall not be a board, staff, employee, or person holding any position in the Company.

Map to the Venue of the Shareholders Meeting

At the meeting room of Asian Phytoceuticals Public Company Limited, Ratchadaphisek Branch.
No. 89 AIA Capital Center Tower, 30th Floor,
Ratchadaphisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok.



Remark:

Because of the AIA Capital Center Tower has limited car parks, in order to avoid of any difficulty on car park issue, Please travel by MRT (exit at Thai Cultural Center of Thailand, in exit 3) or by other public transportation.