



**Minutes of the
Annual General Meeting of Shareholders of 2023**

of

Asian Phytochemicals Public Company Limited

Meeting Venue

Le Lotus 1, 2nd Floor, Swissotel Bangkok Ratchada

204 Ratchadaphisek Rd., Huay Kwang, Bangkok.

Date and Time of the Meeting

Wednesday, April 26, 2023 at 14.00 hrs.



**Minutes of the Annual General Meeting of Shareholders of 2023
of
Asian Phytochemicals Public Company Limited**

Date, Time and Place

The Meeting was held on April 26, 2023, at 14.00 hrs., at Le Lotus 1, 2nd Floor, Swissotel Bangkok Ratchada, No. 204 Ratchadaphisek Rd., Huay Kwang, Bangkok.

Attendance

Board of Directors

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

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

Executive

- | | |
|--------------------------|--|
| 1. Mrs. Apinya Ulumpanon | Assistant to Chief Executive Officer for
Accounting and Finance |
|--------------------------|--|

Legal Consultant

- | | |
|-----------------------------------|--------------------------------------|
| 1. Ms. Jarinrada Pitchayathamwong | JTJB International Lawyers Co., Ltd. |
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Auditor

- | | |
|-----------------------|----------------------|
| 1. Ms. Sunanta Kumsuk | AST Master Co., Ltd. |
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Secretary of the Meeting

- | | |
|-------------------------------------|--------------------------|
| 1. Assoc. Prof. Arunee Wiriyachitra | Secretary of the Meeting |
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Ms. Jarinrada Pitchayathamwong, a legal advisor of JTJB International Lawyers 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 then delegated the duties to Assoc. Prof. Arunee Wiriyachitra, the Company Secretary to clarify voting procedures, vote counting and way to conduct the Meeting. The Company Secretary informed the shareholders of the details in terms of meeting as follows:

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

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

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

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

Clause 39: To form a quorum of a shareholders' meeting, there shall be shareholders and proxies (if any) attending at the Meeting amounting to not less than 25 persons or not less than one-thirds of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-thirds of the total number of shares sold.

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

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

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

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

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

causing the number of director to be exceeded, the Chairperson of the Meeting shall have an additional vote as a casting vote.

3. Voting procedure for the shareholders meeting

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

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

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

For this Meeting, each agenda except Agenda 2, 7, 9 and 10 shall be approved by a majority vote of the shareholders attending the meeting and have the right to vote. For Agenda 2, it is for acknowledgement and not required to vote; Agenda 7 shall be approved by not less than two-thirds of the total number of votes of Shareholders attending the Meeting. For the directors who are shareholders of the Company and have a vested interest in remuneration of the Meeting allowance of the directors, i.e., Dr. Jingjai Hanchanlash shall not be entitled to vote in this agenda and Agenda 9 and 10 shall be approved by not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

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

The Chairperson informed the Meeting that the Company had fixed March 13, 2023 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 3,826 shareholders. It was then announced that there were 52 shareholders present at the Meeting either in persons, represented 420,619,663 shares and 16 shareholders by proxy, represented **22,880,155** shares. A total of 68 attendees, representing the number of shares 443,499,818 shares from the total number of shares 600,000,000 subscribed shares, or 73.92% of all subscribed shares which constituted a quorum pursuant to the Company's Articles of Association. The Chairperson then declared the Annual General Meeting of Shareholders of 2023 open and proposed that the Meeting considered matters as set forth in the agenda.

Agenda 1 **To consider and certify the Minutes of the Annual General Meeting of Shareholders of 2022**

The Chairperson proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of 2022 held on April 18, 2022, in which the Company had sent a copy of the said minutes to all shareholders for their consideration and approval along with the invitation to the Meeting in the form of QR Code. The Company has also disseminated the aforementioned documents via its website (www.apco.co.th) since April 26, 2022, and the Company has not received any requirements to amend the aforementioned minutes whatsoever.

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 certify the minutes of the Annual General Meeting of Shareholders of 2022. The Meeting considered the same and resolved as follows:

Resolution: The minutes of the Annual General Meeting of Shareholders of 2022 held on April 18, 2022 was approved as proposed by majority votes of the shareholders attending the meeting and have the right to vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 444,049,818 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	444,049,600	100.0000
(2) Not in Favor	218	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	444,049,818	100.0000

Agenda 2 **To acknowledge the Company’s performance 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 2022 Annual Report that was sent to all shareholders together with the invitation to the Meeting in the form of QR Code and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report the overall performance of the business operations of the year 2022 as follows:

Particulars (Unit : Baht)	Separate Financial Statements 2022	Separate Financial Statements 2021	Increase / (Decrease) (Percent)
Total Assets	677,731,588	681,167,754	(0.50)
Total Liabilities	69,481,843	85,537,936	(18.77)
Total Shareholders' Equity	608,249,745	595,629,818	2.12
Sales	248,052,434	223,351,527	11.06
Total income	263,181,161	240,798,324	9.30
Profit before tax expenses	99,978,905	86,377,428	15.75
Profit for the year	80,554,170	69,786,579	15.43
Earnings per Share	0.1343	0.1163	15.48

For anti-corruption actions, the Company strictly adheres to the anti-corruption policy including instilling employees at all levels to be aware of the prevention of corruption continually.

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

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

Agenda 3 To consider and approve the Company's financial statements for the fiscal year ended December 31, 2022

The Chairperson proposed to the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2022 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.1/2023 held on February 26, 2023 and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report with the following details:

(Unit: Baht)

Particulars (Unit : Baht)	Consolidated Financial Statements		Increase / (Decrease) %	Separate Financial Statements		Increase / (Decrease) %
	2022	Financial Statements in which equity method is applied 2021		2022	2021	
Total Assets	680,147,636	680,532,881	(0.06)	677,731,588	681,167,754	(0.50)
Total Liabilities	69,641,489	85,537,936	(18.58)	69,481,843	85,537,936	(18.77)
Total Shareholders' Equity	610,506,147	594,994,945	2.61	608,249,745	595,629,818	2.12
Sales	250,381,378	223,351,527	12.10	248,052,434	223,351,527	11.06

Total income	265,473,731	238,910,947	11.12	263,181,161	240,798,324	9.30
Profit before tax expenses	100,474,730	85,489,851	17.53	99,978,905	86,377,428	15.75
Profit for the year	81,195,435	68,699,042	18.19	80,554,170	69,786,579	15.43
Profit attributable to: Equity holders of the parent	80,915,783	68,699,042	17.78	80,554,170	69,786,579	15.43
Earnings per Share	0.1349	0.1145	17.82	0.1343	0.1163	15.48

Details are as appeared in the statements of financial statements of the Company for the fiscal year ended December 31, 2022 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.

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, 2022. The Meeting considered the same and resolved as follows:

Resolution: The financial statements of the Company for the fiscal year ended December 31, 2022 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 majority votes of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 70 persons, representing 444,113,426 shares or 74.02% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote totaling 444,113,426 shares. The voting result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	444,112,347	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	444,113,426	100.0000

Agenda 4 To consider and approve the dividend payment from operation result of 2022

The Chairperson informed the Meeting that the Company's performance for the period ending December 31, 2022, the Company has yielded net profits in the consolidated financial statements of Baht 81,195,435 (Eighty-one million, one hundred and ninety-five thousand and four hundred and thirty-five bath only) and in the separate financial statements of Baht 80,554,170 (Eighty million, five hundred and fifty four thousand, one hundred and seventy 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 2022 as an additional reserve for the Company.

The Board of Directors has considered paying dividend from the net profit and retained earnings for 115.45 percent of the net profit from the separate financial statements, it is higher than the Company's dividend payment policy in amount of Baht 93,000,000 (Ninety-three million baht only) at the rate of Baht 0.155 per share.

The dividend will be paid to shareholders that are entitled to receive dividends, whose name appeared in the Shareholders Register Book (Record Date), on May 8, 2023 and the date of dividend payment shall be on May 22, 2023.

Compare with the dividend payment rate of the year 2022 and the previous year as follows:

Particulars	Business Operation Result	
	2022 (Proposal) (Baht)	2021 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	80,554,170	69,786,579
2. Dividend Payment Per Share (Baht/Share)	0.155	0.1234
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	115.45	106.09

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 approve profits appropriation as legal reserve and dividend payment from business operation result of 2022. The Meeting considered the same and resolved as follows:

Resolution: the dividend payment from the business operation result of 2022 of the net profit and retained earnings at the rate of Baht 0.155 per share in total amount of Baht 93,000,000 (Ninety-three million baht only).

Further, it is appropriate to pay dividends to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on May 8, 2023. The date of dividend payment shall be on May 22, 2023 was approved as proposed by majority votes of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 70 persons, representing 444,113,426 shares or 74.02% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 444,113,426 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	444,112,347	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	444,113,426	100.0000

Agenda 5 **To consider and approve the election of directors to replace those 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 2023, 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. Assoc.Prof.Dr. Varakorn Samakoses | Director and Independent Director |
| 2. Assoc.Prof. Arunee Wiriyachitra | Director |

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

The Chairperson further explained to the Meeting that in electing new directors to replace directors who retire by rotation, the directors who retire by rotation are eligible to be re-elected to resume their position. In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the shareholders to propose directors nominees in advance of the Meeting, through an announcement on the Company's website and announcements from the SET since September 28, 2022 to December 31, 2022. For this Meeting, there are no directors nominees proposed by any shareholder.

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

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

Resolution: The appointment of Assoc.Prof.Dr. Varakorn Samakoses and Assoc.Prof. Arunee Wiriyachitra was approved as proposed by majority votes of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 71 persons, representing 444,183,426 shares or 74.03% of all subscribed shares.

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 444,183,426 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	444,182,107	99.9997
(2) Not in Favor	458	0.0001
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	444,183,426	100.0000

- 2) Assoc.Prof. Arunee Wiriyachitra
There were shareholders attending and casting vote, totaling 445,433,026 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,431,947	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,433,026	100.0000

Agenda 6 To consider and approve the increasing number of company's director and appointment of a new director

The Chairperson informed the Meeting that for the benefit of the Company's operations, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the increase of the number of directors and the appointment of Dr. Montien. Sirisoonthornlak as a new director, which will result in the number of directors of the Company increasing from the current 6 persons to 7 persons.

The details of the nominees proposed for appointment as a new director have been sent to the shareholders in QR Code format in the full version of the invitation letter.

The Chairperson then asked the Meeting whether there were any further inquiries and when there were no further inquiries, the Chairperson respectively asked the Meeting to approve the appointment of a new director. The Meeting considered the same and resolved as follows:

Resolution: The appointment of Dr. Montien. Sirisoonthornlak , which will result in an increase in the number of directors of the Company from the current 6 persons to 7 persons was approved as proposed by majority votes of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 72 persons, representing 445,433,026 shares or 74.24% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 445,433,026 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,431,842	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,432,921	100.0000

Dr. Montien. Sirisoonthornlak as the interested party in this agenda, abstain from voting on this agenda.

Agenda 7 To consider and approve the Director’s remuneration of 2023

The Chairperson informed the Meeting that the Board of Directors’ meeting No.1/2023 held on February 26, 2023 has carefully considered the expansions of the business and growth of the Company’s profits, and deemed it appropriate to specify the remuneration for the directors for year 2023 with details as follows:

(1) The remuneration of meeting allowance for the directors of year 2023 as follows:

The Remuneration of Meeting Allowance	2023 (Proposal) (Baht per Person)	2022 (Previous Year) (Baht per Person)	Increase
<u>Meeting Allowance for Directors</u>	Rate per single attendance	Rate per single attendance	
- Chairperson of the Board	25,000	20,000	5,000
- Director	20,000	15,000	5,000
<u>Meeting Allowance for Audit Committee</u>	Rate per single attendance	Rate per single attendance	
- Chairperson of the Audit Committee	25,000	20,000	5,000
- Audit Committee	20,000	15,000	5,000
<u>Meeting allowance for Executive</u>	Rate per single	Rate per single	

The Remuneration of Meeting Allowance	2023 (Proposal) (Baht per Person)	2022 (Previous Year) (Baht per Person)	Increase
<u>Committee</u>	attendance	attendance	
- Executive Committee	15,000	12,000	3,000

However, those directors who received remuneration in the form of salaries are not paid.

(2) The bonus of the Independent Directors for the year 2023 which is the bonus from the revenue from sales of 2022 is at the rate of 0.125 percent (Equal to last year) in amount of Baht 312,977. The said bonus shall be averaged by the number of the Independent Directors.

(3) Other remuneration of directors - None -

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

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

Mr. Somkiat Tangwongpimook, representatives from the Thai Investors Association, asked the company about all directors' remuneration that is expected to be used in 2023 and asked for the total director's remuneration for the past year.

The Chairman answered questions about the directors' remuneration that in the year 2023, the estimated remuneration of all directors including the remuneration of new directors is about 1,150,000 - 1,300,000 baht depending on the number of meetings. As for the remuneration of directors in the past year, total amount is 804,189 baht.

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

Resolution: The remuneration for directors, sub-committees and the bonus of the Independent Directors of 2023 was approved as proposed by a vote of not less than two-thirds of the total number of votes of Shareholders attending the Meeting.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 72 persons, representing 445,433,026 shares, or 74.24% of all subscribed shares.

The voting result of this agenda was as follows:

(1) The meeting allowance of the directors of year 2023.

For this agenda, there were shareholders attending the Meeting totaling 445,433,026 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	440,199,549	99.9952
(2) Not in Favor	20,429	0.0046
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	440,220,839	100.0000

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

(2) The bonus for the years 2023 of the Independent Directors.

For this agenda, there were shareholders attending the Meeting totaling 445,433,026 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,411,736	99.9952
(2) Not in Favor	20,429	0.0046
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,433,026	100.0000

Agenda 8 To consider and approve the appointment of auditors and determine the remuneration for the year 2023

The Chairperson explained that in accordance with the Public Company Limited Act B.E. 2535 and the Article of Association of the Company, it is stipulated that the Annual General Shareholders Meeting shall annually appoint the auditors which the Office of the Securities and Exchange Commission approves of and fix their remuneration. Therefore, the Audit Committee, therefore, proposes the appointment of the auditors for the year 2023 as the auditors of Asian Phytoceuticals Public Company Limited from the list below:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Year of auditing</u>
1. Miss Nongram Laohaareedilok	4334	2014 – 2016, 2019 - 2020 and/or
2. Mrs. Pornthip Lertthanongsak	7633	- and/or
3. Miss Sunanta Kumsuk	8207	2021 - 2022 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 2023. 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 2023, the quotation for audit service for the Company including the proposed quarterly reviewed of audit fee Baht 1,300,000 (One million, three hundred thousand baht only), an increase from the year 2022 in the amount of 100,000 baht (One hundred thousand baht). The comparison of auditors' remuneration of the proposal year and 2022 is as follow:

Particulars	Amount (Baht)	
	2023 (Proposed)	2022 (Previous Year)
1. Audit fee and Quarterly reviewed fee		
- Audit fee	930,000	830,000
- Quarterly review of financial statements	330,000	330,000
- Fee for reviewing consolidated financial statements	40,000	40,000
2. Non-Audit Fee	-	-
Grand Total	1,300,000	1,200,000

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

When there were no further inquiries, the Company Secretary respectively requested the Meeting to consider and approve the appointment of the Company's auditors and determination of the auditors' remuneration of 2023. The Meeting considered the same and resolved as follows:

Resolution: The appointment of Miss Nongram Laohaareedilok, Certified Public Accountant No. 4334 and /or Mrs. Pornthip Lertthanongsak, Certified Public Accountant No. 7633 and /or Miss Sunanta Kumsuk, Certified Public Accountant No. 8207 and /or Miss Chamaporn Rodloytook, Certified Public Accountant No. 9211 from AST Master Co.,Ltd., who are auditors which the Office of the Securities and Exchange Commission approves, as auditors of the Company for the year 2023 and the fixing of the remuneration for the auditors for the year 2023 in the amount of 1,300,000 Baht (One million, three hundred thousand baht only) was approved as proposed by majority votes of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 73 persons, representing 445,433,206 shares, or 74.24% of all subscribed shares.

The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 445,433,026 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,431,947	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,433,026	100.0000

Agenda 9 **To consider and approve the additional objectives and the amendment to Article 3 of the Company's Memorandum of Association**

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to inform the Meeting that the Board of Directors proposed that the shareholders' meeting consider and approve the amendment of the objectives and amended Article 3 of the Company's Memorandum of Association by adding one more objective (Article 45.) to cover the production of food for animals. Details are as follows:

Clause 45 Production and manufacturing operations, purchase, sale, order, import, export, as a distributor, wholesaler, retailer, direct sale of animal feed products (when permitted by relevant authorities)

The Company's objective will have a total of 45 items and the Memorandum of Association No. 3 (Objective) is as follows:

" Section 3. Objective of the company has 45 items, as detailed in the attached Form 002 ".

Therefore, the person authorized by the Board of Directors for the registration and the amendment at the Department of Business Development, Ministry of Commerce has the power of amendment wordings or taken any actions in order to comply with the order of the registrar.

The Chairperson then asked the Meeting whether there were any further inquiries and when there were no further inquiries, the Chairperson respectively asked the Meeting to approve the amendment of the objectives and amended Article 3 of the Company's Memorandum of Association. The Meeting considered the same and resolved as follows:

Resolution: The amendment of the objectives by add one objective (Clause 45) and amendment to Clause 3 Memorandum of Association (Objectives) was approved as proposed 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 Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 73 persons, representing 445,433,026 shares or 74.24% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 445,433,026 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,431,947	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,433,026	100.0000

Agenda 10 To consider and approve the amendment of the Articles of Association

The Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to inform the Meeting that the Board of Directors Meeting has proposed the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association Clause 30, 36, 37 and 38 to use electronic means in the meetings, sending of letters, proxies in shareholders' meetings according to the Public Limited Company Act (No.4) B.E. 2565 as follows:

Current Articles of Association	Proposed Amendments
<p>Clause 30. The Board of Directors shall hold a meeting <u>at least every 3 months</u> at the locality where the Company's head office is located or nearby provinces or at any other places as determined by the Chairperson or the person assigned by the Chairperson.</p> <p>In convening a meeting of the Board of Directors, the Chairperson or Vice Chairman or the person assigned by the Chairperson is required to submit a meeting notice to the directors <u>not less than seven days</u> in advance of the meeting. Except in case of urgent necessity to preserve the rights or benefits of the Company, the meeting may be called <u>by other methods</u> and the meeting date may be set earlier by the Chairperson, Vice Chairman or the person assigned by the Chairperson of the Board of Directors to determine the date, time and place of the Board of Directors' meeting.</p> <p>In the case of two or more directors requesting a meeting of the Board of Directors to the Chairperson, the Vice Chairman or a</p>	<p>Clause 30. The Board of Directors shall hold a meeting <u>at least once every 3 months</u> at the locality where the Company's head office is located or nearby provinces or at any other places as determined by the Chairperson or the person assigned by the Chairperson.</p> <p><u>The meeting of the Board of Directors under paragraph one may be conducted via electronic means in compliance with the relevant laws regarding electronic meeting.</u></p> <p>In convening a meeting of the Board of Directors, a meeting notice shall be sent to the directors <u>not less than three days</u> in advance of the meeting. Except in case of urgent necessity to preserve the rights or benefits of the Company, the meeting may be called <u>by electronic or by other methods</u> and the meeting date may be set earlier by the Chairperson, Vice Chairman or the person assigned by the Chairperson of the Board of Directors to determine the date, time and place of the Board of Directors' meeting</p> <p><u>When there is a reasonable cause or to</u></p>

<p>director assigned by the Chairperson determines the date of the meeting within 14 days from the date of request</p>	<p><u>protect the rights or benefits of the company. two or more directors may jointly request the Chairperson of the Board to call a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In such case, the Chairperson shall call and schedule the meeting within fourteen days from the date of receiving the request.</u></p> <p><u>In the event that the Chairperson does not take action in accordance with the provision in paragraph four, requesting members may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen days from the date of expiration of the period under paragraph four.</u></p>
<p>Clause 36. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the end of the company's fiscal year.</p> <p>The meeting of shareholders other than that in the first paragraph shall be called the extraordinary meetings.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or one or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible</p>	<p>Clause 36. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the end of the company's fiscal year.</p> <p>The meeting of shareholders other than that in the first paragraph shall be called the extraordinary meetings.</p> <p><u>The shareholders' meeting may be conducted via electronic means in compliance with the relevant laws regarding electronic meeting.</u></p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or one or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period</p>

<p>for necessary expenses as may be incurred in the course of arranging such meeting and the company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by law, the shareholders under paragraph four shall jointly compensate the company for the expenses incurred in arrangements for holding such meeting.</p>	<p>under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of arranging such meeting and the company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by law, the shareholders under paragraph five shall jointly compensate the company for the expenses incurred in arrangements for holding such meeting.</p> <p><u>In the event that the shareholders call the meeting by themselves under paragraph five, the shareholders calling the meeting may send a meeting notice via electronic means to shareholders who have declared their intention or given consent to the company or the Board of Directors as specified.</u></p>
<p>Clause 37. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board's opinions on such matters (if any) and send to the shareholders not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.</p> <p>The Board of Directors or the assigned director shall determine the date, time and place of the meeting of shareholders. The place to be used as the meeting of shareholders must be in the locality where the head office is located or branch office or provinces close to the location of the head office and branch offices or other provinces or other places as the Board deems appropriate.</p>	<p>Clause 37. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board's opinions on such matters (if any) and send to the shareholders not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.</p> <p>The Board of Directors or the assigned director shall determine the date, time and place of the meeting of shareholders. The place to be used as the meeting of shareholders must be in the locality where the head office is located or branch office or provinces close to the location of the head office and branch offices or other provinces or other places as the Board deems appropriate.</p> <p><u>In this regard, the advertisement of the notice of the meeting or the delivery of the letter or document to the shareholders of the Company who have declared their intention or given</u></p>

	consent to send the letter or document via electronic means may be conducted via electronic means by the Company or the Board of Directors.
<p>Clause 38. In the shareholders' meeting, Shareholders have the right to attend and vote at the meeting. However, a shareholder may appoint a person who has reached the age of majority to attend the meeting and vote on his/her behalf. The proxy must be made in the form of a proxy with the date and signature of the shareholder granting the proxy and the proxy holder and must be in the form prescribed by the Registrar</p> <p>This proxy form must be delivered to the Chairperson of the Board or the person designated by the Chairperson at the place of the meeting before the proxy attends the meeting.</p>	<p>Clause 38. In the shareholders' meeting, Shareholders have the right to attend and vote at the meeting. However, a shareholder may appoint a person who has reached the age of majority to attend the meeting and vote on his/her behalf. The proxy must be made in the form of a proxy with the date and signature of the shareholder granting the proxy and the proxy holder and must be in the form prescribed by the Registrar</p> <p>This proxy form must be delivered to the Chairperson of the Board or the person designated by the Chairperson at the place of the meeting before the proxy attends the meeting.</p> <p>The appointment of a proxy may be carried out via electronic means, provided that the methods used are secure and can be trusted that the appointment has been duly made by a shareholder giving a proxy, and in compliance with the criteria stipulated by the Registrar.</p>

In relation to this change, the person authorized by the Board of Directors for the registration and the amendment at the Department of Business Development, Ministry of Commerce has the power of amendment wordings or taken any actions in order to comply with the order of the registrar.

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 amendment of the Company's Articles of Association. The Meeting considered the same and resolved as follows:

Resolution: The amendment of the Company's Articles of Association Clause 30, 36, 37 and 38 was approved as proposed 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 Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 73 persons, representing 445,433,026 shares or 74.24% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 445,433,026 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	445,431,947	99.9998
(2) Not in Favor	218	0.0000
(3) Abstain	861	0.0002
(4) Void Ballots	-	0.0000
Total	445,433,026	100.0000

Agenda 11 Other matters (if any)

When there were no further inquiries, the Chairperson then thanked the attendees and declared the Meeting adjourned at 15.05 hrs.

-Signature-

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

-Signature-

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