



**Invitation to
the 2023 Annual General Meeting of Shareholders
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.

(Registration will begin at 12.00 hrs.)

No distribution of souvenirs,

**Refrain from distributing hard copy reports to be part of
reducing global warming impacts from business operations.**

March 24, 2023

Re: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of the Company

- Attached:
1. Copy of Minutes of the Annual General Meeting of Shareholders of 2022 (**Attachment 1**)
 2. Details of directors retiring by rotation for re-election and definition of Independent Directors (**Attachment 2**)
 3. Details of the nominees as a new director (**Attachment 3**)
 4. Proxy Form A, B, and C (**Attachment 4**)
 5. 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 5**)
 6. List of documents and evidence to be presented on date of the Meeting (**Attachment 6**)
 7. Relevant Articles of Association of the Company regarding the Shareholders Meeting (**Attachment 7**)
 8. Map to the venue of the Shareholders Meeting (**Attachment 8**)

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 2023 Annual General Meeting of Shareholders, Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) which included the financial statements for the fiscal year ending December 31, 2022.
- 2) Brief agenda and opinion of the Board of Directors
- 3) Proxy Form B (**Attachment 4**)
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 > Investor Relations > Shareholder Meetings > Notice of Annual General Meeting of Shareholders 2023

The Board of Directors meeting of Asian Phytoceuticals Public Company Limited (the “**Company**”) resolved to convene the Annual General Meeting of the Shareholders of 2023 (“**AGM**”) on Wednesday, April 26, 2023. The registration time will commence at 12.00 hrs. and the Meeting at 14.00 hrs., at Le Lotus 1, 2nd Floor, Swissotel Bangkok Ratchada, No. 204 Ratchadaphisek Rd., Huay Kwang, 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, 2023 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, 2022 to December 31, 2022. For the 2023 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 and certify the Minutes of the 2022 Annual General Meeting of Shareholders

Information for Consideration The 2022 Annual General Meeting of Shareholders was held on April 18, 2022. 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 April 26, 2022, 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 2022 Annual General Meeting of Shareholders which was held on April 18, 2022.

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 Company’s performance of the previous year

Information for Consideration The Board of Directors’ report and the overall performance of the business operations for the year 2022 appears in Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) 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 2022 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 Company’s financial statements for the fiscal year ended December 31, 2022

Information for Consideration The Company’s financial statements 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 as per details in the financial statements of the Company for the fiscal year ended December 31, 2022 in Annual Registration Statement /Annual Report 2022 (Form 56-1 One Report) Page: 105-155 which can be downloaded via QR Code in the Notice of Meeting. The summary is as follows:

(Unit: Baht)

Particulars	Consolidated Financial Statements		Separate Financial Statements	
	2022	2021	2022	2021
Total Assets	680,147,636	680,532,881	677,731,588	681,167,754
Total Liabilities	69,641,489	85,537,936	69,481,843	85,537,936
Shareholders’ Equity of the Company	610,506,147	594,994,945	608,249,745	595,629,818
Total Revenue	265,473,731	239,195,680	263,181,161	240,798,324
Profit Before Tax Expenses	100,474,730	85,489,851	99,978,905	86,377,428
Profit for the Year	81,195,435	68,699,042	80,554,170	69,786,579
Profit Attributable to Equity Holders of the Parent	80,915,783	68,699,042	80,554,170	69,786,579
Basic Earnings per Share	0.1349	0.1145	0.1343	0.1163
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, 2022 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 operation results of 2022

Information for Consideration Regarding the overall performance of the business operations 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 which is higher than the Company's dividend payment policy in amount of Baht 93,000,000 (Ninety-three million baht only) to all the Company's shareholders at the rate of Baht 0.155 per share

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders Meeting should be proposed to approve the dividend payment from the 2022 net profit and retained earnings in total amount of Baht 93,000,000 (Ninety-three million baht only) to all the Company's shareholders at the rate of Baht 0.155 per share.

Further, the Board of Directors deems that it is appropriate to pay dividends from the operation result 2022 to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on May 8, 2023. The date of dividend payment shall be May 22, 2023, and can be compared with the rate of dividend payments in the previous year as follows:

Particulars	Business Operation Result	
	2022 (Proposed) (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 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 those who retire by rotation

Information for Consideration The Company has a total of 6 Directors. In the annual general meeting of the shareholders 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 Wiryachitra 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, 2022 to December 31, 2022. 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. For directors who hold office for more than 3 consecutive terms and are nominated for election as independent directors are those who can express their opinions independently and has qualifications in accordance with the laws related to the requirements of independent directors and is fully qualified in accordance with the requirements of the Capital Market Supervisory Board and the Company's good corporate governance policy in performing duties as independent directors. Therefore, it is appropriate to appoint him as a director of the Company for another term.

The details of the nominees proposed to be re-elected as Directors who are due to retire by rotation 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 the two directors were considered in accordance with the process specified by the company and have qualifications in accordance with relevant regulations suitable for the business of the company, the 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 increasing number of company's director and appointment of a new director

Information for Consideration For the suitability of the Company's operations, the Board of Directors is of the opinion that the Shareholders Meeting should be proposed to approve the increase of the number of directors and the appointment of 1 new director, which will result in the number of directors of the Company from the current 6 persons to 7 persons as follows:

1. Mr. Montien Sirisoonthornlak Director

The Board of Directors considered and opined that Mr. Montien Siri Soonthornlak no prohibited characteristics Public Companies Limited Act and the Securities and

Exchange Act B.E. 2535 (as amended) as well as relevant notifications and is fully qualified to be a director.

The details of the nominees proposed for appointment as a new director have been sent to the shareholders with this invitation letter, the details found in (**Attachment 3**).

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders Meeting should be proposed to approve the appointment of Mr. Montien Sirisoonthornlak as a director, which will result in an increase in the number of directors of the Company from the current 6 persons to 7 persons as proposed.

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 7 To consider and approve the Director's remuneration of 2023

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 was deemed appropriate to adjust the remuneration for the Board of Directors for the year 2023 increased from the year 2022 as per the following details:

1. Proposal of the remuneration for the meeting allowance for the year 2023

The remuneration of meeting allowance for Directors	2023 (Proposed) (Baht per Person)	2022 (Previous Year) (Baht per Person)
<u>Meeting allowance for Directors</u>	Rate per single attendance	Rate per single attendance
- Chairperson of the Board	25,000	20,000
- Director	20,000	15,000
<u>Meeting allowance for Audit Committee</u>	Rate per single attendance	Rate per single attendance
- Chairperson of the Audit Committee	25,000	20,000
- Audit Committee	20,000	15,000
<u>Meeting allowance for Executive Committee</u>	Rate per single attendance	Rate per single attendance
- Executive Committee	15,000	12,000

* Those directors who received remuneration in the form of salaries are not paid.

2. Proposal for the remuneration of Independent Directors in the form of bonus for the year 2023 which is the bonus from the revenue from sales of 2022 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 2023.

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

Information for Consideration In accordance with the Public Company Limited Act B.E. 2535 and the Article of Association of the Company, the appointment of auditors and auditor's remuneration shall be annually approved by the Meeting of shareholders. The Audit Committee, therefore, selected the auditor for the year 2023 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 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, subsidiary, affiliates, management, major shareholders including their related persons, which would affect the independence of their performing.

For the auditors' remuneration of 2023, the quotation for audit fee, fee for reviewing quarterly financial statements including fee for reviewing consolidated financial statements is Baht 1,300,000 (One million and three hundred thousand baht only), an increase from the year 2022 in the amount of 100,000 baht (one hundred thousand baht only). The subsidiary that do not use the same auditing firm, the Board of Directors will ensure that financial statements can be prepared in a timely manner.

Opinion of the Board of Directors The Board of Directors concurs with the Audit Committee's recommendation and is of the opinion that the 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 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 and approve the auditors' remuneration of 2023 in amount of Baht 1,300,000 (One million and three hundred thousand baht only). The comparison of auditors' remuneration of the proposal year and 2022 are as follows:

Particulars	Amount (Baht)	
	2023 (Proposed)	2022 (Previous Year)
1. Audit Fee and Quarterly Reviewed of Audit Fee		
- Audit Fee	930,000	830,000
- Fee for reviewing quarterly financial statements	330,000	330,000
- Fee for reviewing consolidated financial statements	40,000	40,000
2. Non-Audit Fee	-	-
Total	1,300,000	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 9 To consider and approve the additional objectives and the amendment to Article 3 of the Company’s Memorandum of Association

Information for Consideration The Board of Directors resolved to propose to the shareholders meeting to approve the additional objective and amendment to Article 3 of the Company’s Memorandum of Association by adding one more objective (Clause 45) to cover the production of animal feed 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.

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders Meeting should be proposed to approve the amendment of the objectives by adding one more objective (Clause 45) and amendment to Clause 3 Memorandum of Association (Objectives)

Voting This agenda requires affirmative resolution with the vote of not less than three-fourths of the total votes of the Shareholders attending the Meeting and having the rights to vote.

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

Information for Consideration The Board of Directors Meeting resolved to propose to the shareholders meeting to approve the amendment to 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
Clause 30. The Board of Directors shall hold a meeting <u>at least every 3 months</u> at the locality	Clause 30. The Board of Directors shall hold a meeting <u>at least once every 3 months</u> at the

<p>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 director assigned by the Chairperson determines the date of the meeting within 14 days from the date of request</p>	<p>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 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</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</p>

<p>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 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>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 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</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</p>

<p>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>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 consent to send the letter or document via electronic means may be conducted via electronic means by the Company or the Board of Directors.</u></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>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><u>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.</u></p>

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.

Opinion of the Board of Directors The Board of Directors is of the opinion that the Shareholders Meeting should be proposed to approve the amendment to Clause 30, 36, 37 and 38 of the Company's Articles of Association with the details as proposed by the Chairman.

Voting This agenda must be approved by the Meeting of Shareholders supported by votes not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 11 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 13, 2023.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy as details appear in **Attachment 4**. The duly completed and executed proxy, affixed with the stamp duty (20 Baht), must be deposited with the Company's officer at the registration counter in front of the Meeting room prior to attending the meeting provided that the proxy holder shall bring the documents of identification to verify his right to attend the meeting. The details of evidence of identification are as appeared in **Attachment 6**.

In case you are unable to attend the Meeting by yourself but wish to appoint the Company's Independent Director to vote on your behalf, please complete and duly execute the Proxy to assign the Independent Director as appeared in **Attachment 5** as a proxy holder. The Company recommends that you use the Proxy Form B, because one is able to expressly pre-cast the votes. The completed and executed proxy should be submitted together with the required documents or evidence to Company Secretary Department, Asian Phytoceuticals Public Company Limited, 84/3 Moo 4, Northern Region Industrial Estate (West), Tambol Banklang, Amphur Muang, Lamphun Province, 51000. We would appreciate if your proxy and required documents reach us **before April 25, 2023**.

We shall convene the meeting in accordance with the Company's Articles of Association as the details appear in **Attachment 7** under the Public Company Limited Act B.E. 1992 including other relevant laws.

You are cordially invited to attend this meeting as per date, time and venue stated above. Attached hereto is details appeared in **Attachment 8**. The registration will begin at 12.00 hrs.

The Company requests the cooperation from those who will attend the meeting to wear a mask at all times and if any shareholder is suspected of being infected with the following symptoms: having a cough, runny nose, sneezing, rapid breathing, the Company will ask for ATK to be checked before attending the meeting.

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 2022**

of

Asian Phytochemicals Public Company Limited

Meeting Venue

Ballroom 1, 3rd floor,

The Emerald Hotel

99/1 Rachadapisek Road, Din Daeng, Bangkok

Date and Time of the Meeting

Monday, April 18, 2022 at 14.00 hrs.



**Minutes of the Annual General Meeting of Shareholders of 2022
of
Asian Phytoceuticals Public Company Limited**

Date, Time and Place

The Meeting was held on April 18, 2022, at 14.00 hrs., at Ballroom 1, 3rd floor, The Emerald Hotel, 99/1 Rachadapisek Road, Din Daeng, 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 <i>Chief Executive Officer</i> |
| 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 Executive Committee and the Audit Committee.

Executive

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

Legal Consultant

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

Auditor

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

Secretary of the Meeting

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

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

The Chairperson informed the Meeting that due to the current situation of the epidemic COVID-19 virus, this Meeting has followed the measures to prevent the spread of COVID-19 in accordance with the government's measures. The Company has informed shareholders in advance of the procedures of this Meeting in the “Things to know at the 2022 Annual General Meeting of Shareholders” sent to shareholders. We ask for cooperation for the attendees to strictly abide by.

The Company would like to add that

- The Company will conduct the concise meeting in order to limit the meeting time.
- The Company does not provide a microphone for asking questions in the meeting room. If there are questions, please write on the paper provided specifying name, surname, and noting whether they were a shareholder or a proxy and hand it over to the Company staff. The Company will answer questions in the meeting room only on the agenda with voting only, other questions will be answered in another agenda at the end of the Meeting or if there are many questions and cannot be answered in the Meeting; the Company will record questions and answers in the minutes.
- Please be refrained from eating and/or snacks at all times at the meeting place.

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

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

4. Agenda of the Annual General Meeting of Shareholders of 2022

The Company Secretary informed the Meeting about the agendas for the Annual General Meeting of Shareholders of 2022, 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 informed the Meeting that the Company had fixed March 14, 2022 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 3,980 shareholders. It was then announced that there were 25 shareholders present at the Meeting either in persons, represented 395,759,635 shares and 18 shareholders by proxy, represented 16,524,608 shares. A total of 43 attendees, representing the number of shares 412,284,243 shares from the total number of shares 600,000,000 subscribed shares, or 68.71% 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 2022 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 2021**

The Chairperson proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of 2021 held on April 19, 2021, 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 28, 2021, 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 2021. The Meeting considered the same and resolved as follows:

Resolution: The minutes of the Annual General Meeting of Shareholders of 2021 held on April 19, 2021 was approved as proposed by the Chairperson by unanimous vote of the shareholders attending and casting vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 412,284,243 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	412,284,243	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	412,284,243	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 2021 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 2021 as follows:

Particulars (Unit : Baht)	Financial Statements 2021	Financial Statements 2020	Increase / (Decrease) (Percent)
Total Assets	681,167,754	696,324,973	(2.18)
Total Liabilities	85,537,936	101,314,122	(15.57)
Shareholders' Equity of the Company	595,629,818	595,010,851	0.10
Sales and other income	226,376,693	253,135,016	(10.57)
Finance income	14,421,631	13,914,458	3.64
Earnings Before Interest and Income Tax	86,377,428	88,972,419	(2.92)
Net Profits	69,786,579	71,881,232	(2.91)
Earnings per Share	0.1163	0.1198	(2.92)
Weighted Average Number of Shares (Shares)	600,000,000	600,000,000	

The Assistant to Chief Executive Officer for Accounting and Finance further informed the Meeting that the operating results for the year 2021 ended December 31, 2021, the Company had sales and other income of 226.38 million baht, a decrease of 26.76 million baht from the year 2020 or 10.57%, and had financial income from interest of 7.62 million baht, 2.69 million baht, profit from the sale of financial assets of 2.48 million baht, unrealized gain (loss) from the change in fair value of 0.02 million baht, and dividends from associates of 1.60 million baht, a total of 14.42 million baht, an increase of 3.64% from the previous year, with net profit in the year 2021 of 69.79 million baht, a decrease of 2.09 million baht or 2.91% from the previous year.

For anti-corruption actions, the Company has always given importance to compliance with the good corporate governance policy. One of the Company's important policies is anti-corruption, which is announced and communicated to directors, executives and all employees uphold the principles of continuous operation. The Company has provided channels for receiving complaints covering the entire organization. In the past year, there were no complaints about corruption.

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, 2021**

The Chairperson proposed to the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2021 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.1/2022 held on February 28, 2022 and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report with the following details:

(Unit: Baht)

Particulars (Unit : Baht)	Financial Statements in which equity method is applied		Increase / (Decrease) %	Separate Financial Statements		Increase / (Decrease) %
	2021	2020		2021	2020	
Total Assets	680,532,881	696,777,637	(2.33)	681,167,754	696,324,973	(2.18)
Total Liabilities	85,537,936	101,314,122	(15.57)	85,537,936	101,314,122	(15.57)
Shareholders' Equity of the Company	594,994,945	595,463,515	(0.08)	595,629,818	595,010,851	0.10
Sales and other income	226,376,693	253,135,016	(10.57)	226,376,693	253,135,016	(10.57)
Finance income	12,818,988	12,019,216	6.65	14,421,631	13,914,458	3.64
Earnings Before Interest and Income Tax	85,489,851	87,066,503	(1.81)	86,377,428	88,972,419	(2.92)
Net Profits	68,699,042	69,975,316	(1.82)	69,786,579	71,881,232	(2.91)
Earnings per Share	0.1145	0.1166	(1.80)	0.1163	0.1198	(2.92)
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, 2021 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, 2021. The Meeting considered the same and resolved as follows:

Resolution: The financial statements of the Company for the fiscal year ended December 31, 2021 that was audited and certified by the auditor and received approval from the Audit Committee and certified by the Board of Directors' meeting was approved as proposed by the Chairperson by unanimous vote of the shareholders attending and casting vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 46 persons, representing 425,627,683 shares or 70.94% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote totaling 425,627,683 shares. The voting result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,627,683	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	425,627,683	100.0000

Agenda 4 To consider and approve the dividend payment from operation result of 2021

The Chairperson informed the Meeting that the Company's performance for the period ending December 31, 2021, the Company has yielded net profits in the consolidated financial statements of Baht 68,699,042 (Sixty-eight million, six hundred and ninety-nine thousand and forty-two baht only) and in the separate financial statements of Baht 69,786,579 (Sixty-nine million, seven hundred and eighty six thousand, five hundred and seventy-nine 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 2021 as an additional reserve for the Company.

The Board of Directors has considered paying dividend from the net profit and retained earnings for 106.09 percent of the net profit from the separate financial statements, it is higher than the Company's dividend payment policy in amount of Baht 74,040,000 (Seventy-four million, forty thousand baht only) at the rate of Baht 0.1234 per share.

The dividend will be paid to shareholders that are entitled to receive dividends, whose name appeared in the Shareholders Register Book (Record Date), on April 27, 2022 and the date of dividend payment shall be on May 9, 2022.

Compare with the dividend payment rate of the year 2021 and the previous year as follows:

Particulars	Business Operation Result	
	2021 (Proposal) (Baht)	2020 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	69,786,579	71,881,232
2. Dividend Payment Per Share (Baht/Share)	0.1234	0.1200
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	106.09	100.17

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 2021. The Meeting considered the same and resolved as follows:

Resolution: the dividend payment from the business operation result of 2021 of the net profit at the rate of Baht 0.1234 per share in total amount of Baht 74,040,000 (Seventy-four million, forty thousand baht only).

Further, it is appropriate to pay dividends to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on 27 April 2022. The date of

dividend payment shall be 9 May 2022 was approved as proposed by unanimous vote of the shareholders attending and casting vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 46 persons, representing 425,627,683 shares or 70.94% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 425,627,683 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,627,683	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	425,627,683	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 2022, 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. Prof. Dr. Pichaet Wiriyachitra Director
2. Dr. Jingjai Hanchanlash 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 29, 2021 to December 31, 2021. 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 Prof. Dr. Pichaet Wiriyachitra and Dr. Jingjai Hanchanlash was approved as proposed by the Chairperson by unanimous vote of the shareholders attending and casting vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 425,629,891 shares or 70.94% of all subscribed shares.

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

- 1) Prof. Dr. Pichaet Wiriyachitra
There were shareholders attending and casting vote, totaling 425,629,891 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,629,891	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	425,629,891	100.0000

- 2) Dr. Jingjai Hanchanlash
There were shareholders attending and casting vote, totaling 425,634,662 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,634,662	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	425,634,662	100.0000

Agenda 6 To consider and approve the Director's remuneration of 2022

The Chairperson informed the Meeting that the Board of Directors' meeting No.1/2022 held on February 28, 2022 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 2022 with details as follows:

- (1) The remuneration of meeting allowance for the directors of year 2022 is the same rate of year 2021 as follows:

The Remuneration of Meeting Allowance	2022 (Proposal) (Baht per Person)	2021 (Previous Year) (Baht per Person)
<u>Meeting Allowance for Directors</u>	Rate per single attendance	Rate per single attendance

The Remuneration of Meeting Allowance	2022 (Proposal) (Baht per Person)	2021 (Previous Year) (Baht per Person)
- 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

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

(2) The bonus of the Independent Directors for the year 2022 which is the bonus from the revenue from sales of 2021 is at the rate of 0.125 percent (Equal to last year) in amount of Baht 279,189. 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.

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 2022 was approved as proposed by unanimous vote of the shareholders attending the Meeting.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 49 persons, representing 425,634,662 shares, or 70.94% of all subscribed shares.

The voting result of this agenda was as follows:

(1) The meeting allowance of the directors of year 2022.

For this agenda, there were shareholders attending the Meeting totaling 425,634,662 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	420,422,475	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	420,422,475	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 2022 of the Independent Directors.

For this agenda, there were shareholders attending the Meeting totaling 425,634,662 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,634,662	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
Total	425,634,662	100.0000

Agenda 7 To consider and approve the appointment of auditors and determine the remuneration for the year 2022

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 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 - 2020 and/or
6. Mrs. Pornthip Lertthanongsak	7633	- and/or
7. Miss Sunanta Kumsuk	8207	2021 and/or
8. Miss Chamaporn Rodloytook	9211	-

from AST Master Co., Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2022. 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 2022, 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 2021. The comparison of auditors' remuneration of the proposal year and 2021 is as follow:

Particulars	Amount (Baht)	
	2022 (Proposed)	2021 (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 Company Secretary 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 2022. 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 2022 and the fixing of the remuneration for the auditors for the year 2022 in the amount of 1,200,000 Baht (One Million Two Hundred Thousand Baht only) was approved as proposed by the Chairperson with unanimous of the votes of the shareholders attending and casting votes.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 49 persons, representing 425,634,662 shares, or 70.94% of all subscribed shares.

The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 425,634,662 shares.

Shareholders	Amount (Votes)	Percentage
(1) In Favor	425,634,662	100.0000
(2) Not in Favor	-	0.0000
(3) Abstain	-	0.0000

(4) Void Ballots	-	0.0000
Total	425,634,662	100.0000

Agenda 8 Other matters (if any)

Miss Suwannee Chiensirikraiwt questioned how the Company planned to manage the high inventory turnover rate.

Prof.Dr. Pichaet Wiriyaichitra answered that the Company needed to make large orders for raw materials, packing materials and factory consumable materials to get the lowest cost for each order and this has led to the high inventory turnover rate.

When there were no further inquiries, the Chairperson then thanked the attendees and declared the Meeting adjourned at 14.43 hrs.

-Signature-

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

-Signature-

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

Details of Directors Retiring by Rotation for Re-Election

1. Associate Professor Dr. Varakorn Samakoses to be appointed to position of Director and Independent Director

	Age	75 years	
	Education	<ul style="list-style-type: none"> - Doctor of Philosophy in Economics, University of Kansas, US - MSc. in Economics, University of Kansas, US - BSc. in Economics, University of Western Australia, Australia 	
Director's Training Program		- Diploma of DCP, Batch 14/2002, Institute of Directors Associate of Thailand (IOD)	
Shareholdings in the Company		-None-	
Years of directorship		12 years (Since April 30, 2011)	
Position in other companies or other businesses		Other listed company: -None- Other non-listed company: -None-	
Positions or other businesses that may create a conflict of interest		- None-	
Working Experiences (previous 5 years)	Time Period	Position	
	2011 - Present	Audit Committee/ Independent Director of Asian Phytochemicals Public Company Limited	
	2018 – Present	Vice-Chairman of The National Strategy on Developing and Strengthening Human	
	2017 – Present	Board of The National Economics and Social Development Council (NESDC)	
	2017 – Present 2016 – Present	Advisor of Thai Health Promotion Foundation (ThaiHealth) Board of The Public Sector Development Commission (OPDC)	
Attendance at meetings 2022		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 Directors		The nomination of the Company's director <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 directors and criteria for the recruitment of directors. Such a review revealed that Assoc.Prof.Dr. Varakorn Samakoses appropriate qualifications in accordance with the relevant laws and requirements relating to independent directors and appropriate to be re-elected as a director and independent director of the Company for another term.	

1. Associate Professor Dr. Varakorn Samakoses to be appointed to position of Director and 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

2. Associate Professor Arunee Wiriyachitra to be appointed to position of Director

	<i>Age</i>	76 years
	<i>Education</i>	<ul style="list-style-type: none"> - Honorary Doctorate Degree in English Language Studies, Thammasat University. - Honorary Doctorate Degree in English for Communication, Ubon Ratchathani University. - Master's Degree, Bilingual Ed. University of Connecticut, United States - Bachelor's Degree, Linguistics, Thammasat University
<i>Director's Training Program</i>		Certificate of DAP, Batch 43/2005 from Thai Institute of Directors (IOD)
<i>Shareholdings in the Company</i>		92,204,144 Shares Equal to 15.37 % of total shares which have the right to vote as at December 31, 2022
<i>Years of directorship</i>		12 years (Since April 30, 2011)
<i>Position in other companies or other businesses</i>		<p>Other listed company: -None-</p> <p>Other non-listed company: 2 Company</p> <ol style="list-style-type: none"> 1. Managing Director of Arunpittaya Co., Ltd. 2. Director of Killer T Cell for pets Co., Ltd.
<i>Positions or other businesses that may create a conflict of interest</i>		- None-
<i>Working Experiences (previous 5 years)</i>	Time Period	Position
	2005 - Present	Director of Asian Phytoceuticals PCL.
	2022 - Present	Director of Killer T Cell for pets Co., Ltd.
	2015	Sub-committee of Law Reform commission of Thailand.
	2012 - Present	Corporate Sustainability President of Asian Phytoceuticals PCL.
	2012 – Present	Vice President: Association for Developing Human Potential and Giftiness.
	2011 – 2015	Executive Director of National of Educational Testing Service.
2010 – 2015	Director of The office for National Education Standards and Quality Assessment	
2000 - Present	Managing Director of Arunpittaya Co., Ltd.	
<i>Attendance at meetings 2022</i>		Attended the Board of Directors' Meeting 5 times of the total of 5 times
<i>Criteria to Nomination of Directors</i>		The nomination of the Company's director <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 directors and criteria for the recruitment of directors. Such a review revealed that Associate Professor Arunee Wiriyachitra is qualified and appropriate to be elected as Director for another term.

**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.

Details of the Nominees as a New Director

1. Mr. Montien Sirisoonthornlak to be appointed to position of Director

	Age	61 years	
	Education	<ul style="list-style-type: none"> - Doctor of Medicine Program, Chiang Mai University - Specialist in Orthopedic Surgery, Ramathibodi Hospital - Master of Public and Private Management (M.P.P.M), National Institute of Development Administration. 	
Director's Training Program		-None-	
Shareholdings in the Company		105 Shares Equal to 0.0000175 % of total shares which have the right to vote as at December 31, 2022	
Position in other companies or other businesses		Other listed company: -None- Other non-listed company: 1 Company 1. Managing Director, Bim Health Center Co., Ltd.	
Positions or other businesses that may create a conflict of interest		Managing Director, Bim Health Center Co., Ltd.	
Working Experiences	Time Period	Position	
	2017 – Present	Department of Orthopedic Surgery, Samitivej Sriracha Hospital.	
	2017 – Present	Managing Director, Bim Health Center Co., Ltd.	
	2006 – 2016	Department of Orthopedic Surgery, Phyathai Sriracha Hospital.	
1993 – 2005	Department of Orthopedic Surgery, Chonburi Hospital.		
Relationship with Executives or Major Shareholders of the Company or Subsidiaries		-None-	
Illegal Record in Past 10 years		-None-	
Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board:		-Yes-	

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

(2) **Ms. Maleeratna Plumchitchom** Age 77 Years Address 40/1
 Soi Narathiwatrachanakharin12 Sub-district Thungwatdon District Sathorn
 Province Bangkok Zip code 10120 or

(3) **Asst.Prof.Dr. Varakorn Samakoses** Age 75 Years Address 41
 Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
 Province Bangkok Zip code 10310 or

(4) **Prof.Dr. Praipol Koomsup** Age 75 Years Address 80/6
 Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
 Province Bangkok Zip code 10310

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders of the year 2023 to be 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, 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) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____

 (2) **Ms. Maleeratna Plumchitchom** Age 77 Years Address 40/1
 Soi Narathiwatrachanakharin12 Sub-district Thungwatdon District Sathorn
 Province Bangkok Zip code 10120 or

 (3) **Asst.Prof.Dr. Varakorn Samakoses** Age 75 Years Address 41
 Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
 Province Bangkok Zip code 10310 or

 (4) **Prof.Dr. Praipol Koomsup** Age 75 Years Address 80/6
 Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
 Province Bangkok Zip code 10310

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders of the year 2023 to be 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. 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 and certify the Minutes of the Annual General Meeting of Shareholders of 2022

- (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 Company's performance of the previous year

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

Agenda 3: To consider and approve the Company's financial statements for the Fiscal Year Ended December 31, 2022

- (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 operation result of 2022

- (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 those 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 **Assoc.Prof.Dr. Varakorn Samakoses**
 In Favor Not in Favor Abstain
 2. Candidate Name **Assoc.Prof. Arunee Wiriyachitra**
 In Favor Not in Favor Abstain

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

- (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 **Mr. Montien Sirisoonthornlak**
 In Favor Not in Favor Abstain

Agenda 7: To consider and approve the director's remuneration of 2023

- (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 8: To consider and approve the appointment of auditors and determine the remuneration for the year 2023

- (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 9: To consider and approve the additional objectives and the amendment to Article 3 of the Company’s Memorandum of Association

- (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 10: To consider and approve the amendment of the Articles of Association

- (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 2023 to be 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. 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) _____ Age _____ Years Address _____
Road _____ Sub-district _____ District _____
Province _____ Zip code _____

(2) **Ms. Maleeratna Plumchitchom** Age 77 Years Address 40/1
Soi Narathiwatratchanakharin 12 Sub-district Thungwatdon District Sathorn
Province Bangkok Zip code 10120 or

(3) **Asst.Prof.Dr. Varakorn Samakoses** Age 75 Years Address 41
Soi Ladprao 64 Yak 9 Road Ladprao Sub-district Wangtonglang District Wangtonglang
Province Bangkok Zip code 10310 or

(4) **Prof.Dr. Praipol Koomsup** Age 75 Years Address 80/6
Soi Navasri 12 Road Ramkhamheang 21 Sub-district Plubpla District Wangtonglang
Province Bangkok Zip code 10310

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders' of the year 2023 to be 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, 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 and certify the Minutes of the Annual General Meeting of Shareholders of 2022

- (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 Company's performance of the previous year

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

Agenda 3: To consider and approve the Company's financial statements for the Fiscal Year Ended December 31, 2022

- (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 operation result of 2022

- (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 those 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 **Assoc.Prof.Dr. Varakorn Samakoses**
- In Favor Not in Favor Abstain
2. Candidate Name **Assoc.Prof. Arunee Wiriyachitra**
- In Favor Not in Favor Abstain

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

- (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 **Mr. Montien Sirisoonthornlak**
- In Favor Not in Favor Abstain

Agenda 7: To consider and approve the director's remuneration of 2023

- (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 8: To consider and approve the appointment of auditors and the determine the remuneration for the year 2023

- (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 9: To consider and approve the additional objectives and the amendment to Article 3 of the Company’s Memorandum of Association

- (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 10: To consider and approve the amendment of the Articles of Association

- (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 2023 to be 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 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: 77 years

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

Conflict of Interest in this Meeting:

Agenda 6: To consider and approve the Director's remuneration of 2023



2. Associate Prof. Dr. Varakorn Samakoses

Position: Independent Director

Age: 75 years

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

Conflict of Interest in this Meeting:

Agenda 5: To Consider and approve the election of director those who retire by Rotation

Agenda 6: To consider and approve the Director's remuneration of 2023



3. Professor Dr. Praipol Koomsup

Position: Independent Director

Age: 75 years

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

Conflict of Interest in this Meeting:

Agenda 6: To consider and approve the Director's remuneration of 2023

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 4) 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 4) 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 25, 2023.

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 convene for an annual ordinary meeting of shareholders within four (4) months from the end of the financial year of the Company.

Shareholder's meeting other than as specified in the first paragraph shall be called extraordinary general meetings.

The Board of Directors may convene an extraordinary general meeting of shareholders at any time as the Board of Directors deems appropriate. A shareholder or shareholders, holding the total shares of not less than ten (10) percent of the total number of sold shares, may subscribe their names in a letter requesting the Board of Directors to convene an extraordinary general meeting of shareholders at any time, and the matter and the reason of the convening for the meeting must be clearly specified in such letter. In such case, the Board of Directors must hold the meeting, as requested by the shareholder(s), within forty-five (45) days from the date of receiving the letter from the shareholder(s).

In the event that the Board of Directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within forty-five (45) days from the specified period in the third paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and

the Company must be responsible for the expenses incurred from the holding the meeting as necessary and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the fourth paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed of this Articles of Association, the shareholder(s) in the fourth paragraph must be jointly and severally responsible for the expenses incurred from the holding the meeting to the Company.

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.

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.

**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:

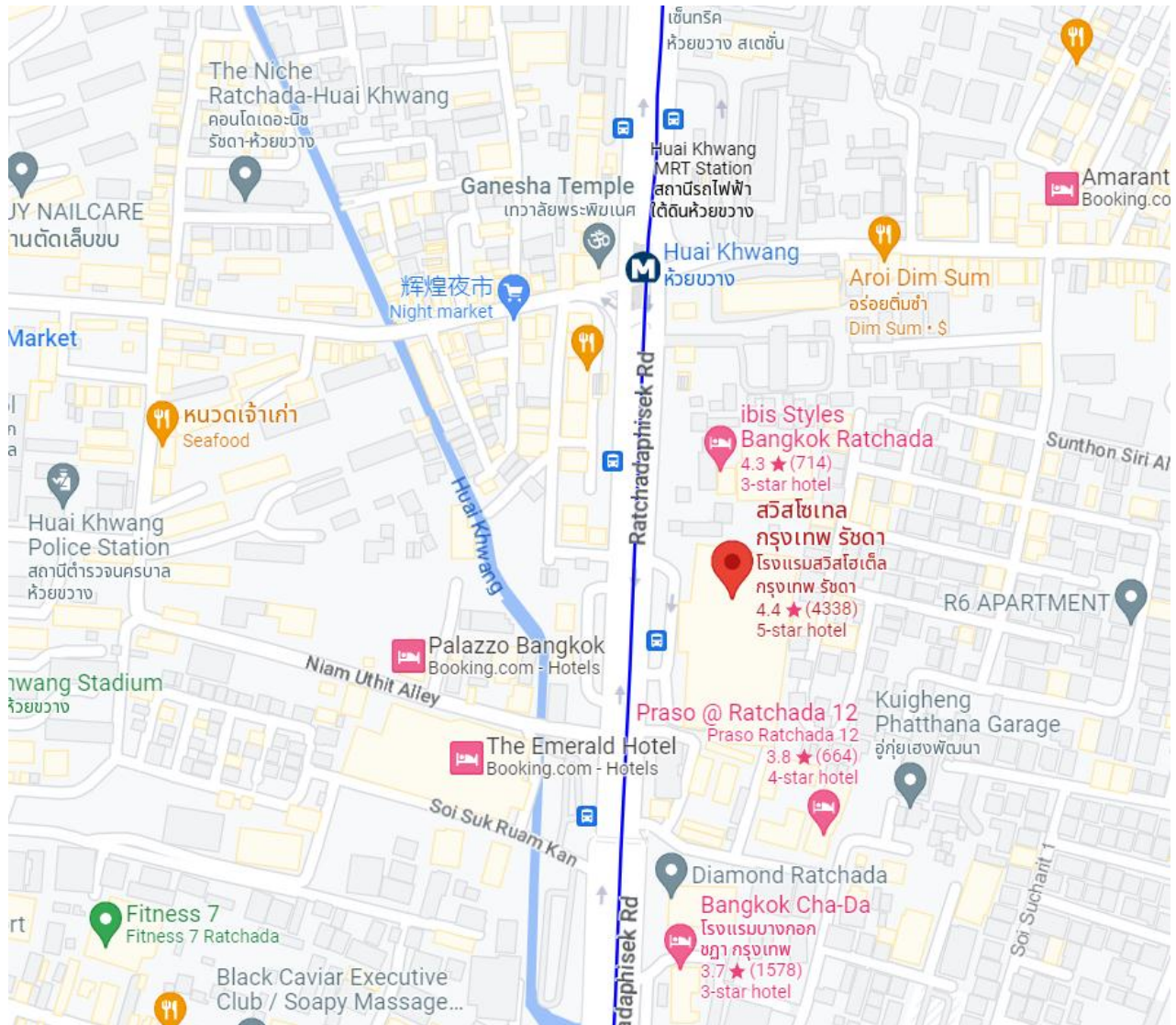
(1) Copies of the Balance sheet and the Profit and Loss statement which have been examined by the auditor, together with the audit report of the auditor;

(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

Map to the Venue of the Shareholders Meeting

**Le Lotus 1, 2nd Floor,
Swissotel Bangkok Ratchada**
No.204 Ratchadaphisek Rd., Huai Kwang, Bangkok.



Remark:

If travel by MRT, get off at Huai Khwang Station, Exit 2.