



**Invitation to  
the 2025 Annual General Meeting of Shareholders  
of**

**Asian Phytochemicals Public Company Limited.**

**via Electronic Means (E-AGM) only**

**Monday 21, 2025 at 14.00 hrs.**

Shareholders are required to submit a request to attend the meeting (e-Request)  
from Wednesday, April 9, 2025 at 8.30 hrs.  
until the end of Meeting.

The registration system (e-Register) will be opened  
on Monday, April 21, 2025 from 12.00 noon until the end of Meeting.

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

March 28, 2025

Re: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of the Company

- Attached:
1. Copy of Minutes of the Annual General Meeting of Shareholders of 2024 (**Attachment 1**)
  2. Details of directors retiring by rotation for re-election and definition of Independent Directors (**Attachment 2**)
  3. Proxy Form A, B, and C (**Attachment 3**)
  4. Profiles of nominated Independent Directors selected by the Company to be the proxy for shareholders to be used to consider whether to appoint such Independent Directors as his/her proxy (**Attachment 4**)
  5. Required documents on the submission of E-Request for attending the 2025 Annual General Meeting of Shareholders and the Granting of Proxies (**Attachment 5**)
  6. Relevant Articles of Association of the Company regarding the Shareholders Meeting (**Attachment 6**)
  7. The Procedures and Methods of use for attending the 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM) (**Attachment 7**)

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

- 1) *Notice of Meeting, which shows the QR Code to download the Invitation to the 2025 Annual General Meeting of Shareholders, Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) which included the financial statements for the fiscal year ending December 31, 2024.*
- 2) *Brief agenda and opinion of the Board of Directors.*
- 3) *Proxy Form B (**Attachment 3**).*  
*For the Proxy Form A (General Form) and Form C (In case of shareholders are foreign investors and appointed custodians in Thailand), please download via [www.apco.co.th](http://www.apco.co.th) > Why Invest with us > Shareholder Meetings > Notice of Annual General Meeting of Shareholders 2025 or can be requested for a proxy form in printed format via e-mail : [jp@apco.co.th](mailto:jp@apco.co.th).*
- 4) *The Procedures and Methods of use for attending the 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM) (**Attachment 7**).*

The Board of Directors meeting of Asian Phytochemicals Public Company Limited (the “**Company**”) resolved to convene the Annual General Meeting of the Shareholders of 2025 (“**AGM**”) on Monday, April 21, 2025 via Electronic Means (E-AGM) only in accordance with the rules and procedures prescribed by law relating to electronic meeting.

But in compliance with the Principle of Good Corporate Governance, the Company has posted on its website [www.apco.co.th](http://www.apco.co.th), in advance, the Notice of the AGM together with all attached documents on March 19, 2025 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 27, 2024 to December 31, 2024. For the 2025 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 2024 Annual General Meeting of Shareholders**

**Information for Consideration** The 2024 Annual General Meeting of Shareholders was held on April 22, 2024. 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](http://www.apco.co.th) since May 2, 2024, 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 2024 Annual General Meeting of Shareholders which was held on April 22, 2024.

**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 2024 appears in Annual Registration Statement / Annual Report 2024 (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 2024 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, 2024**

**Information for Consideration** The Company’s financial statements for the fiscal year ended December 31, 2024 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, 2024 in Annual Registration Statement /Annual Report 2024 (Form 56-1 One Report) Page: 109-157 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	
	2024	2023	2024	2023
Total Assets	636,017,163	704,724,471	631,575,702	701,127,559
Total Liabilities	76,299,389	92,335,409	75,717,321	91,857,540
Total Shareholders’ Equity	559,717,774	612,389,062	555,858,381	609,270,019
Total Revenue	228,957,954	309,542,293	226,896,630	307,162,903
Profit Before Tax	67,978,360	133,184,816	66,204,495	130,614,648
Profit for the Year	55,767,211	108,735,211	54,171,857	106,792,565
Profit Attributable to Equity Holders of the Parent	54,710,895	107,491,429	54,171,857	106,792,565
Basic Earnings per Share	0.091	0.1792	0.090	0.1780
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, 2024 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 2024**

**Information for Consideration** Regarding the overall performance of the business operations for the period ending December 31, 2024 the Company has yielded net profits in the consolidated financial statements of Baht 54,710,895 (Fifty-four million seven hundred and ten thousand eight hundred and ninety-five baht only) and in the separate financial statements of Baht 54,171,857 (Fifty-four million one hundred and seventy-one thousand eight hundred and fifty-seven 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 2024 as an additional reserve for the Company.

The Board of Directors has considered paying dividend from the net profit and retained earnings for 101.90 percent of the net profit from the separate financial statements which is higher than the Company's dividend payment policy in amount of Baht 55,200,000 (Fifty-five million two hundred thousand baht only) to all the Company's shareholders at the rate of Baht 0.092 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 2024 net profit and retained earnings in total amount of Baht 55,200,000 (Fifty-five million two hundred thousand baht only) to all the Company's shareholders at the rate of Baht 0.092 per share.

Further, the Board of Directors deems that it is appropriate to pay dividends from the operation result 2024 to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on April 29, 2025. The date of dividend payment shall be May 13, 2025, and can be compared with the rate of dividend payments in the previous year as follows:

Particulars	Business Operation Result	
	2024 (Proposed) (Baht)	2023 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	54,171,857	106,792,565
2. Dividend Payment Per Share (Baht/Share)	0.092*	0.18*
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	101.90	101.06

\* Individual shareholders can claim a tax credit equal to 20/80 of the dividend received.

**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 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 7 Directors. In the annual general meeting of the shareholders 2025, 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 |

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 27, 2024 to December 31, 2024. 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 a conflict of 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. They do not have any prohibited characteristics as prescribed by related laws and regulations, the Company's Articles of Association, the Corporate Governance and the composition of the Board of 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 Director's remuneration of 2025**

**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 maintain the remuneration for the Board of Directors for the year 2025 as follows:

- Proposal of the remuneration for the meeting allowance for the year 2025 at the same rate as the year 2024 as follows:

<b>The remuneration of meeting allowance for Directors</b>	<b>2025 (Proposed) (Baht per Person)</b>	<b>2024 (Previous Year) (Baht per Person)</b>
<b><u>Meeting allowance for Directors</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Board	25,000	25,000
- Director	20,000	20,000
<b><u>Meeting allowance for Audit Committee</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Audit Committee	25,000	25,000
- Audit Committee	20,000	20,000
<b><u>Meeting allowance for Executive Committee</u></b>	Rate per single attendance	Rate per single attendance
- Executive Committee	15,000	15,000

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

- Proposal for the remuneration for Directors in the form of bonus for the year 2025 at the same rate as the year 2024 as follows:

	<b>2025 (Proposed)</b>	<b>2024 (Previous Year)</b>
Bonus rate (Percentage of sales revenue from the previous year)	0.175	0.175
Directors who will be allocated	Directors who do not receive compensation in the form of salary	Directors who do not receive compensation in the form of salary

- Other remuneration of Directors:

	<b>2025 (Proposed)</b>	<b>2024 (Previous Year)</b>
Other remuneration	-None-	-None-

- The remuneration of meeting allowance for Directors and Director's bonus, total amount not exceeding Baht 1.5 million (-One million five 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 Director's bonus for the year 2025.

**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 Director's bonus, such Director has no right to vote.

## **Agenda 7 To consider and approve the appointment of auditors and determine the remuneration for the year 2025**

**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 2025 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. Miss Chamaporn Rodloytook	9211	- and/or
3. Miss Pakamon Laohaareedilok	11499	-

from AST Master Co., Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2025. 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 2025, 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), at the same rate as year 2024. 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. Miss Chamaporn Rodloytook	9211	- and/or
3. Miss Pakamon Laohaareedilok	11499	-

from AST Master Co., Ltd. who are approved auditors by the SEC to be the auditors of the Company of 2025 and approve the auditors' remuneration of 2025 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 2024 are as follows:

<b>Particulars</b>	<b>Amount (Baht)</b>	
	<b>2025 (Proposed)</b>	<b>2024 (Previous Year)</b>
1. Audit Fee and Quarterly Reviewed of Audit Fee		
- Audit Fee	930,000	930,000
- Fee for reviewing quarterly financial statements	330,000	330,000
- Fee for reviewing consolidated financial statements	40,000	40,000
2. Non-Audit Fee	-	-
<b>Total</b>	<b>1,300,000</b>	<b>1,300,000</b>

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

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The Record Date to collect the names of shareholders who have the right to attend the shareholders' meeting will be on March 13, 2025.

To expedite and facilitate shareholders' registration to attend the meeting via electronic means, shareholders wishing to attend the meeting by themselves via electronic means or to appoint any person other than the Independent Directors as their proxies to attend the meeting via electronic means are requested to review the list of required documents and identification for the submission of E-Request for attending the 2025 Annual General Meeting of Shareholders and the granting of proxies in

Attachment 5 and the procedures and methods of using the system to attend the 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM) in Attachment 7. The shareholder may register for submitting meeting request forms or appoint a proxy via electronic means from April 9, 2025 at 8:30 a.m. onwards until the end of the meeting on April 21, 2025.

Shareholders wishing to appoint any of the Independent Directors, whose names and details are listed in Attachment 2, as their proxies may appoint a proxy via electronic means by following the procedures and methods of using the system for attending the 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM), as outlined in Attachment 7, along with attaching the identification documents specified in Attachment 5; alternatively, they may send a completed proxy form available in Attachment 3 (the Company recommends the use of Proxy Form B, which contains clear voting choices) along with the identification documents specified in Attachment 5 to the Company by April 18, 2025 at 17.00 hrs.

The Company will conduct the Meeting in compliance with its Articles of Association as set out in Attachment 6.

The Company invites shareholders to attend the meeting via electronic means on the date and time mentioned above. On the day of the meeting, the Company will open the registration system for attending the meeting starting at 12:00 noon.

Yours sincerely,

\_\_\_\_\_  
-Signature-  
(Ms. Maleeratna Plumchitchom)  
Chairperson





**Minutes of the  
Annual General Meeting of Shareholders of 2024**

**of**

**Asian Phytochemicals Public Company Limited**

**Monday, April 22, 2024 at 14.00 hrs.**

via Electronic Means (E-AGM) only



**Minutes of the Annual General Meeting of Shareholders of 2024  
of  
Asian Phytoceuticals Public Company Limited**

**Date, Time and Place**

The Meeting was held on April 22, 2024, at 14.00 hrs. via electronic means (E-AGM) only in accordance with the rules and procedures prescribed by law relating to electronic meeting.

**Attendance**

**Board of Directors**

- |  |  |
|--|--|
| 1. Mrs. Maleeratna Plumchitchom        | Chairperson of the Board of Directors,<br>Chairperson of the Audit Committee and<br>Independent Director |
| 2. Assoc. Prof. Dr. Varakorn Samakoses | Director, Audit Committee, and<br>Independent Director   |
| 3. Prof. Dr. Praipol Koomsup           | Director, Audit Committee, and<br>Independent Director   |
| 4. Prof. Dr. Pichaet Wiriyachitra      | Director, Chairman of Executive Committee<br>and Chief Executive Officer                                 |
| 5. Dr. Jingjai Hanchanlash             | Director and Executive Committee   |
| 6. Mr. Montien Sirisoonthornlak        | Director   |
| 7. Assoc. Prof. Arunee Wiriyachitra    | Director, Executive Committee and<br>Company Secretary   |

All 7 directors attended the Meeting, representing 100 percent of the Board of Directors. The Company has 2 sub-committees which are the Audit Committee and the Executive Committee.

**Executive**

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

**Legal Consultant**

- |                         |                                      |
|-------------------------|--------------------------------------|
| 1. Mr. Krittin Pollagan | JTJB International Lawyers Co., Ltd. |
|-------------------------|--------------------------------------|

**Auditor**

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

**Secretary of the Meeting**

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

Mr. Krittin Pollagan, a legal advisor of JTJB International Lawyers Co., Ltd. is an independent mediator, to facilitate the AGM to be legitimate and to follow the Articles of Association of the Company, including being a witness to verify the vote in this Meeting.

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

- For voting in the shareholders meeting, shareholders will have votes equal to the number of shares they hold and/or receive as a proxy, which is considered 1 share equal to 1 vote.
- One shareholder has the right to vote to approve, disapprove, or abstain from voting. Shareholders who are custodians can split their votes.
- For Agenda 5, regarding the appointment of directors to replace those who retire by rotation, an individual election method will be used to comply with the principles of good corporate governance.
- Prior to reaching a resolution for each agenda, shareholders and proxies are given an opportunity to make inquiries or comments relevant to the agenda via message. Please select the agenda you want to ask questions or express opinions about. Then press the “Question” button, type the message you want to ask and press the “Send Question” button. However, if there are a large number of questions sent into the system or if the question is not related to the agenda being considered, the Company reserves the right to consider and select questions as appropriate. The Company will collect your other questions and answer them in the shareholder meeting report.
- During the voting process, the shareholders will select the agenda which they wish to vote and then press the “Vote” button. The system will display three voting options: "Approve", "Disapprove", and "Abstain". To change your vote, press the "Cancel Vote" button and cast a new vote.

If a shareholder has not voted within the specified time, the Company will assume that the shareholder agree with the respective agenda. In this regard, votes can be modified until the Company announces the closure of voting for each agenda. The Company provides a one-minute voting in each agenda.

In the case where the meeting attendee receives a proxy from many shareholders using the same email and telephone number to confirm your identity in the proxy, the system will combine the names of those granting proxies in the same user account. Except using different email addresses and phone numbers to verify your identity, the system will not include the names of the proxies. But it will be used as a separate user account. To access other accounts, press to select the menu “User Account” and press the “Change Account” button to access the accounts of other proxies by changing accounts, the system will not remove votes from the meeting base.

In the event that the shareholders leave the Meeting before voting on any agenda is closed, their votes will not be counted as a quorum for the said agenda, nor will be counted for the remaining agendas. However, leaving the quorum for any agenda will not prevent the shareholders or proxies from returning to the Meeting and voting on subsequent agendas.

- In counting the votes for each agenda, the Company will deduct the votes cast against or in abstention of an agenda from the total number of votes, and the remaining number will be treated as the votes of approval.
- For this Meeting, each agenda except Agenda 2 and 6 shall be approved by a majority vote of the shareholders attending and casting vote.
  - 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 shall not be entitled to vote in this agenda.
- In the event that shareholders encounter problems accessing the meeting or the voting system, please study and follow the instructions provided in the meeting invitation letter or select the “Help” menu in the system. Shareholders can contact Inventech's Call Center staff from the phone number or LINE Official that appears on the screen.
- If a system failure occurs during the shareholder’s meeting, the shareholders will receive an email notification containing a backup link to return to the meeting via the backup system.

Then the chairperson informed the meeting that there were 15 shareholders present at the Meeting either in persons, represented 408,251,646 shares and 28 shareholders by proxy, represented 11,904,572 shares. A total of 43 attendees, representing the number of shares 420,156,218 shares from the total number of shares 600,000,000 subscribed shares, or 70.026% 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 2024 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 2023**

The Chairperson proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of 2023 held on April 26, 2023, in which the Company has also disseminated the aforementioned documents via its website (www.apco.co.th) since May 2, 2023, including 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 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 2023. The Meeting considered the same and resolved as follows:

**Resolution:** The minutes of the Annual General Meeting of Shareholders of 2023 held on April 26, 2023 was approved as proposed by majority vote of the shareholders attending the meeting and have the right to vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 440,186,718 shares.

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,185,718	99.9998
(2) Disapprove	-	0.0000
(3) Abstain	1,000	0.0002
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,718</b>	<b>100.0000</b>

**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 2023 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 2023 as follows:

Particulars (Unit : Baht)	Separate Financial Statements 2023	Separate Financial Statements 2022	Increase / (Decrease) (Percent)
Total Assets	701,127,559	677,731,588	3.45
Total Liabilities	91,857,540	69,481,843	32.20
Total Shareholders' Equity	609,270,019	608,249,745	0.17
Sales	287,658,720	248,052,434	15.97
Finance income	18,414,275	13,044,407	41.17
Other income	1,089,908	2,084,320	(47.17)
Profit from operating activities	113,761,650	87,500,729	30.01
Profit for the year	106,792,565	80,554,170	32.57
Earnings per Share	0.1780	0.1343	32.54

For anti-corruption operations in 2023, the company has organized training activities to create understanding and instill awareness among employees at all levels of anti-corruption prevention and the company has proceeded to renew its announcement of intent to join the Thai Private Sector Collective Action Against Corruption earlier this month.

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, 2023

The Chairperson proposed to the Meeting to approve the financial statements of the Company for the fiscal year ended December 31, 2023 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.1/2024 held on February 28, 2024 and assigned Khun Apinya Ulumpanon, Assistant to CEO for Accounting and Finance to report with the following details:

(Unit: Baht)

Particulars (Unit : Baht)	Consolidated Financial Statements		Increase / (Decrease) %	Separate Financial Statements		Increase / (Decrease) %
	2023	2022		2023	2022	
Total Assets	704,724,471	680,147,636	3.61	701,127,559	677,731,588	3.45
Total Liabilities	92,335,409	69,641,489	32.59	91,857,540	69,481,843	32.20
Total Shareholders' Equity	612,389,062	610,506,147	0.31	609,270,019	608,249,745	0.17
Sales	292,761,706	250,381,378	16.93	287,658,720	248,052,434	15.97
Finance income	15,690,672	12,400,394	26.53	18,414,275	13,044,407	41.17
Profit from operating activities	116,890,793	88,032,930	32.78	113,761,650	87,500,729	30.01
Profit for the year	108,735,211	81,195,435	33.92	106,792,565	80,554,170	32.57
Profit attributable to: Equity holders of the parent	107,491,429	80,915,783	32.84	106,792,565	80,554,170	32.57
Earnings per Share	0.1792	0.1349	32.84	0.1780	0.1343	32.54

Details are as appeared in the statements of financial statements of the Company for the fiscal year ended December 31, 2023 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.

- Mr. Nakhonchai Ketyoi, a shareholder, inquired that from the consolidated financial statement table, it can be seen that total liabilities increased by 22.69 million baht. It was found that this was a liability under the building lease contract for use in business operations, with a lease term of 3 years. I would like to ask whether it was rent of additional space or the extension of the lease agreement currently in use. How many square meters is the total area? How many baht per square meter is the rental rate?

Mrs. Apinya Ulumpanon, Assistant Chief Executive Officer of Accounting and Finance, explained that it was a renewal of the lease agreement for the building currently in use. The contract has a term of 3 years, which must be recorded as a liability, the rental area is 1,346.06 sq. m. and the rental rate is 825 baht/sq. m./month.

- Mr. Nakhonchai Ketyoi, a shareholder, asked that normally APCO's revenue peaks in Q4 reason? Why in the past Q4-66 the revenue decreased less than Q3-66?

Prof. Dr. Pichaet Wiriyaichitra, Chief Executive Officer, explained that in the 4th quarter of 2023, the government has no policy to reduce taxes from product purchases. It is an important reason that the purchase amount decreases.

- Mr. Nakhonchai Ketyoi, a shareholder, inquired that from Wattanacheeva product data of MYLIFE100, MYLIFE100A in 2023, sales increased 96% from 2022. What is the target income for 2024? What problems or obstacles are currently encountered?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that the company has set the highest target, but at this time it must be acknowledged that now there are many anti-aging products and there is a price cut. As a result, sales cannot grow continuously.

- Mr. Nakhonchai Ketyoi, a shareholder, inquired about the progress of the Youth Lock product that has been sent to Singapore for sale in the amount of 10,000 bottles. On opportunity day Q2-2023, the CEO informed that there will be another order and delivery before the end of 2023, I would like to ask whether it has been delivered or not and what is the trend?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that as previously stated, distributors are trying to increase distribution channels to Vietnam. But due to the regulations of Vietnam, including the distributor's lack of understanding of the product, they cancel the importation into Vietnam but there is still a goal to import and sell to Malaysia, Indonesia and the Philippines.

- Mr. Preecha Sapkitjakan, a shareholder, inquired that he would like to know the progress of negotiations with a new health partner.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that details in this matter are scheduled to be discussed with shareholders on April 26, 2024 at 4.30 p.m. because there are quite a lot of details both about China and maybe Africa.

- Mr. Preecha Sapkitjakan, a shareholder, asked how many APP members are there currently and how many people are targeted by the end of 2024.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that the original target was 20,000 people, but now there are still 15,000 people because nowadays, people are more afraid of dying than of old age.

- Mr. Preecha Sapkitjakan, a shareholder, inquired whether the company in Singapore had ordered a large number of APCO products. What is the progress?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, informed that it was the same question asked about the Youth Lock product.

- Mr. Preecha Sapkitjakan, a shareholder, asked about the Chinese allies who had previously ordered APCO's products since the pre-covid period, what progress has been made?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that the Chinese partner and the company have been working together for more than 4-5 years, but have encountered problems with Covid and are now trying to start over. I believe the progress should be coming soon.

- Mr. Preecha Sapkitjakan, a shareholder, asked about companies in Thailand that market HIV in China. What is the progress now?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that at this time it is still being done but there is still no progress as it should be. But there has been progress from other countries. We invite shareholders to listen to the details on April 26, 2024 at 4:30 p.m.

- Mr. Preecha Sapkitjakan, a shareholder, inquired about APCO's plans for expanding the international market.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that he would like to invite shareholders to listen to the details on April 26, 2024 at 4:30 p.m., which will be a friendly discussion and there is time to clean up the details.

- Mr. Preecha Sapkitjakan, a shareholder, asked what are the proportion of total sales the company want to earn from overseas in the next 3-5 years.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that the company wants as much income as possible but forecasting for 3-5 years is difficult.

- Mr. Preecha Sapkitjakan, a shareholder, inquired whether the company had ever gone to market APCO products in Africa and the Middle East.

Prof. Dr. Pichet Wiriyachitra, Chief Executive Officer, explained that he would like to invite shareholders to listen to the details on April 26, 2024 at 4:30 p.m.

- Mr. Sitthisak Puyog, a shareholder, would like to inquire about the current distribution channels for products because it was found that most of them were direct sales. When recommended to people who should buy, they are often rejected because they don't like the direct sales channel.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that the company has canceled the direct sales channel 4-5 years ago. Currently, sales are through online channels and distributors.

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, 2023. The Meeting considered the same and resolved as follows:

**Resolution:** The financial statements of the Company for the fiscal year ended December 31, 2023 that was audited and certified by the auditor and received approval from the Audit Committee and certified by the Board of Directors' meeting was approved as proposed by majority vote of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 440,186,832 shares or 73.36% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote totaling 440,186,832 shares. The voting result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,185,832	99.9998
(2) Disapprove	-	0.0000
(3) Abstain	1,000	0.0002
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,832</b>	<b>100.0000</b>



**Agenda 4** To consider and approve the dividend payment from operation result of 2023

The Chairperson informed the Meeting that the Company's performance for the period ending December 31, 2023, the Company has yielded net profits in the consolidated financial statements of Baht 108,735,211 (One hundred and eight million seven hundred and thirty five thousand two hundred and eleven baht only) and in the separate financial statements of Baht 106,792,565 (One hundred six million seven hundred and ninety two thousand five hundred sixty-five 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 2023 as an additional reserve for the Company.

The Board of Directors has considered paying dividend from the net profit and retained earnings for 101.13 percent of the net profit from the separate financial statements, it is higher than the Company's dividend payment policy in amount of Baht 108,000,000 (One hundred and eight million baht only) at the rate of Baht 0.18 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 30, 2024 and the date of dividend payment shall be on May 13, 2024.

Compare with the dividend payment rate of the year 2023 operating results and the previous year as follows:

Particulars	Business Operation Result	
	2023 (Proposal) (Baht)	2022 (Previous Year) (Baht)
1. Net Profits (Baht) (Separate Financial Statements)	106,792,565	80,554,170
2. Dividend Payment Per Share (Baht/Share)	0.18	0.155
Number of Shares (Shares)	600,000,000	600,000,000
3. Rate of Dividend Payment Per Net Profit (Percentage)	101.13	115.45

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 2023. The Meeting considered the same and resolved as follows:

**Resolution:** the dividend payment from the business operation result of 2023 of the net profit and retained earnings at the rate of Baht 0.18 per share in total amount of Baht 108,000,000 (One hundred and eight million baht only).

Further, it is appropriate to pay dividends to entitled Shareholders whose names appeared in the Shareholders Register Book (Record Date) on April 30, 2024. The date of

dividend payment shall be on May 13, 2024 was approved as proposed by unanimous vote of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 440,186,832 shares or 73.36% of all subscribed shares.

For this agenda, there were shareholders attending and casting vote, totaling 440,186,832 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,186,832	100.0000
(2) Disapprove	-	0.0000
(3) Abstain	-	0.0000
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,832</b>	<b>100.0000</b>

**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 7 directors. In the Annual General Meeting of Shareholders of 2024, there are two directors of the Company who have to retire by rotation which is one-third of all of the directors as follows:

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

Both directors left the meeting room for the transparency of the election process in this agenda, the Chairperson assigned Assoc. Prof. Arunee Wiriyachitra, the Company Secretary, to conduct the meeting in Agenda 5 and Agenda 6.

The Company Secretary further explained to the Meeting that in electing new directors to replace directors who retire by rotation, the directors who retire by rotation are eligible to be re-elected to resume their position. In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the shareholders to propose directors nominees in advance of the Meeting, through an announcement on the Company's website and announcements from the SET since September 27, 2023 to December 31, 2023. 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 Company Secretary then asked the Meeting whether there were any further inquiries and when there were no further inquiries, the Company Secretary respectively asked the Meeting to approve the election of directors to replace the directors who retire by rotation. The Meeting considered the same and resolved as follows:

**Resolution:** The appointment of Ms. Maleeratna Plumchitchom and Prof.Dr. Praipol Koomsup was approved as proposed by majority vote of the shareholders attending the meeting and have the right to vote.

The Company Secretary informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 440,186,832 shares or 73.36% of all subscribed shares.

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

- 1) Ms. Maleeratna Plumchitchom  
There were shareholders attending and casting vote, totaling 440,186,832 shares.

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,185,592	99.9997
(2) Disapprove	-	0.0000
(3) Abstain	1,240	0.0003
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,832</b>	<b>100.0000</b>

- 2) Prof.Dr. Praipol Koomsup  
There were shareholders attending and casting vote, totaling 440,186,832 shares.

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,185,592	99.9997
(2) Disapprove	-	0.0000
(3) Abstain	1,240	0.0003
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,832</b>	<b>100.0000</b>

**Agenda 6 To consider and approve the Director's remuneration of 2024**

The Company Secretary informed the Meeting that the Board of Directors' meeting No.1/2024 held on February 28, 2024 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 2024 with details as follows:

- (1) The remuneration of meeting allowance for the directors of year 2024 is the same rate of year 2023 as follows:

<b>The Remuneration of Meeting Allowance</b>	<b>2024 (Proposal) (Baht per Person)</b>	<b>2023 (Previous Year) (Baht per Person)</b>
<b><u>Meeting Allowance for Directors</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Board	25,000	25,000
- Director	20,000	20,000
<b><u>Meeting Allowance for Audit Committee</u></b>	Rate per single attendance	Rate per single attendance
- Chairperson of the Audit Committee	25,000	25,000
- Audit Committee	20,000	20,000
<b><u>Meeting allowance for Executive Committee</u></b>	Rate per single attendance	Rate per single attendance
- Executive Committee	15,000	15,000

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

(2) The remuneration for Directors in the form of bonus for the year 2024 changed from the year 2023 as per the following details:

	<b>2024 (Proposed)</b>	<b>2023 (Previous Year)</b>
Bonus rate (Percentage of sales revenue from the previous year)	0.175	0.125
Directors who will be allocated (Averaged by the number of the Directors)	Directors who do not receive compensation in the form of salary.	Independent directors.

(3) Other remuneration of directors - None -

The remuneration of meeting allowance for directors, sub-committees and Director's bonus for the year 2024, total amount not exceeding Baht 1.5 million (-One million five hundred thousand baht only-).

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

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

**Resolution:** The remuneration for directors, sub-committees and Director's bonus for the year 2024 was approved as proposed by a vote of not less than two-thirds of the total number of votes of Shareholders attending the Meeting.

The Company Secretary informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 440,186,832 shares, or 73.36% of all subscribed shares.

For this agenda, there were shareholders attending the Meeting totaling 434,974,540 shares. The casting vote result of this agenda was as follows:

Shareholders	Amount (Votes)	Percentage
(1) Approve	434,973,426	99.9997
(2) Disapprove	-	0.0000
(3) Abstain	1,114	0.0003
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>434,974,540</b>	<b>100.0000</b>

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

**Agenda 7 To consider and approve the appointment of auditors and determine the remuneration for the year 2024**

The Chairperson explained that in accordance with the Public Company Limited Act B.E. 2535 and the Article of Association of the Company, it is stipulated that the Annual General Shareholders Meeting shall annually appoint the auditors which the Office of the Securities and Exchange Commission approves of and fix their remuneration. Therefore, the Audit Committee, therefore, proposes the appointment of the auditors for the year 2024 as the auditors of Asian Phytochemicals Public Company Limited from the list below:

<u>Name of Auditor</u>	<u>CPA Registration No.</u>	<u>Year of auditing</u>
1. Miss Nongram Laohaareedilok	4334	2014 – 2016, 2019 - 2020 and/or
2. Mrs. Pornthip Lertthanongsak	7633	- and/or
3. Miss Sunanta Kumsuk	8207	2021 - 2023 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 2024. 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 2024, the quotation for audit service for the Company including the proposed quarterly reviewed of audit fee Baht 1,300,000 (One million, three hundred thousand baht only), the same rate as year 2023. The comparison of auditors' remuneration of the proposal year and 2023 is as follow:

Particulars	Amount (Baht)	
	2024 (Proposed)	2023 (Previous Year)
1. Audit fee and Quarterly reviewed fee		
- Audit fee	930,000	930,000
- Quarterly review of financial statements	330,000	330,000
- Fee for reviewing consolidated financial statements	40,000	40,000
2. Non-Audit Fee	-	-
<b>Grand Total</b>	<b>1,300,000</b>	<b>1,300,000</b>

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

- Mr. Sitthisak Puyog, a shareholder, asked how many board meetings are held per year?

Mrs. Apinya Ulumpanon, Assistant Chief Executive Officer of Accounting and Finance, explained that there were a total of 4 meetings in one year.

- Mr. Sittisak Puyog, a shareholder, asked whether there had been a price comparison with at least 3 other auditors.

The Chairperson of the Board explained that it had already been considered and there was a common opinion that the appointed auditor was reasonable.

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 2024. 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 2024 and the fixing of the remuneration for the auditors for the year 2024 in the amount of 1,300,000 Baht (One million, three hundred thousand baht only) was approved as proposed by majority vote of the shareholders attending the meeting and have the right to vote.

The Chairperson informed the Meeting that the total number of shareholders in attendance either in person or by proxy is 48 persons, representing 440,186,832 shares, or 73.36% of all subscribed shares.

The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote, totaling 440,186,832 shares.

Shareholders	Amount (Votes)	Percentage
(1) Approve	440,082,732	99.9764
(2) Disapprove	1,000	0.0002
(3) Abstain	103,100	0.0234
(4) Void Ballots	-	0.0000
<b>Total</b>	<b>440,186,832</b>	<b>100.0000</b>

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

- Ms. Maliwan Thepsupornkul, a shareholder, asked whether the company would rely on sales only within the country.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, answered that the company definitely does not rely on sales only within the country.

- Mr. Nakhonchai Ketyoi, a shareholder, asked about the progress of the Bye Bye HIV project, how many people are HIV patients from China who have come to receive care with KTCEL products and how many orders have been made for KTCEL products to infected people in foundations and associations in China?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that this matter is still being processed. However, shareholders are invited to listen to the details on April 26, 2024 at 4:30 p.m.

- Mr. Preecha Sapkitjakan, shareholder, would like to know the progress of animal products and trends this year.

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that Canvirol products are for cats with AIDS and dogs and cats with cancer. It is now available for sale in major veterinary clinics throughout Thailand and are trying to sell it abroad along with doing research.

- Thai Investors Association, by Ms. Ornjira Chaiyapornphatthana, representative express that the Thai Investors Association has a policy to present to listed companies in the Stock Exchange of Thailand to organize a general/extraordinary meeting of shareholders via on-site meeting and online simultaneously or called Hybrid in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors, which is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC Nor. (W) 2/2024 Subject: Requesting cooperation regarding holding a general meeting of shareholders dated January 10, 2024. So, we would like to present to the company to consider the matter of a hybrid meeting in accordance with the policies of the Thai Investors Association above.

The Chairperson of the Board thanks for the suggestion and would take it for further consideration.

- Ms. Maliwan Thepsupornkul, a shareholder, asked whether the executives had set up a special team to increase foreign sales or not?

Prof. Dr. Pichaet Wiriyachitra, Chief Executive Officer, explained that no special team had been set up. There is only continuous direct negotiation with distributors in each country.

When there were no further inquiries, the Chairperson on behalf of the Board of Directors thanked all shareholders and declared the Meeting adjourned at 15.01 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. Professor Dr. Pichaet Wiriyachitra to be appointed to position of Director

	<b>Age</b>	80 years	
	<b>Education</b>	<ul style="list-style-type: none"> <li>- Honorary Doctorate Degree in Science (Chemistry), Prince of Songkla University.</li> <li>- Post-Doctoral Fellow, Chemistry/Natural Products, University of Connecticut, USA.</li> <li>- Post-Doctoral Fellow, Chemistry/Natural Products, University of Pennsylvania, USA.</li> <li>- Doctoral Degree, Organic Chemistry, University of Tasmania, Australia.</li> <li>- Bachelor's Degree (Honored), Science, University of Western, Australia.</li> </ul>	
<b>Director's Training Program</b>		- Director Accreditation Program (DAP), Class 43/2005, Thai Institute of Directors Association (IOD).	
<b>Shareholdings in the Company</b>		290,188,800 Shares Equal to 48.36% of total shares which have the right to vote as at March 31, 2025.	
<b>Years of directorship</b>		14 years (Since 30 April 2011 – April 2025)	
<b>Position in other companies or other businesses</b>		<p><b><u>Other company which is a listed company:</u></b> - None-</p> <p><b><u>Other company which is not a listed company:</u></b> 2 Companies</p> <ol style="list-style-type: none"> <li>1. Director, Arunpittaya Company Limited.</li> <li>2. Director, Killer T Cell for Pets Company Limited.</li> </ol>	
<b>Positions or other businesses that may create a conflict of interest</b>		- None-	
<b>Professional Experience (previous 5 years)</b>		<b>Time Period</b>	<b>Position</b>
		1988 - Present	Director, Chief Executive Officer, Asian Phytoceuticals Public Company Limited.
		2022 - Present 2000 - Present	Director, Killer T Cell for Pets Company Limited. Director, Arunpittaya Company Limited.
<b>Attendance at meetings 2024</b>		Attended the Board of Directors' Meeting: 4 times of the total of 5 times	
<b>Criteria to Nomination of Directors</b>		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, excluding the Directors who have a conflict of interest, jointly reviewed the candidate according to the Company's specified process, taking into consideration qualifications of the directors and criteria for the recruitment of directors. Such a review revealed that <b>Professor Dr. Pichaet Wiriyachitra</b> have qualifications in accordance with relevant regulations suitable for the business of the company and appropriate to be elected as director for another term.	

## 2. Dr. Jingjai Hanchanlash to be appointed to position of Director

	<b>Age</b>	82 years	
	<b>Education</b>	<ul style="list-style-type: none"> <li>- Doctoral Degree, Public Law, CAEN, France.</li> <li>- Diploma, Project Analysis Connecticut, USA.</li> <li>- Diploma, Management Western Ontario, Canada.</li> </ul>	
<b>Director's Training Program</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP), Class 1/2003, Thai Institute of Directors Association (IOD).</li> <li>- Audit Committee Program (ACP), Class 19/2007, Thai Institute of Directors Association (IOD).</li> </ul>		
<b>Shareholdings in the Company</b>	5,212,187 Shares Equal to 0.87% of total shares which have the right to vote as at December 31, 2024.		
<b>Years of directorship</b>	14 years (Since 30 April 2011 – April 2025)		
<b>Position in other companies or other businesses</b>	<p><b><u>Other company which is a listed company:</u></b> 3 Companies</p> <ol style="list-style-type: none"> <li>1. Vice-Chairman, Muang Thai Insurance Public Co., Ltd.</li> <li>2. Independent Director, Laguna Resorts and Hotel Public Co., Ltd.</li> <li>3. Independent Director, Thai Wah Food Products Public Co., Ltd.</li> </ol> <p><b><u>Other company which is not a listed company:</u></b> 1 Company</p> <ol style="list-style-type: none"> <li>1. Chairman of the Executive Committee, Rutnin-Gimbel LASIK Centre.</li> </ol>		
<b>Positions or other businesses that may create a conflict of interest</b>	- None-		
<b>Professional Experience (previous 5 years)</b>	<b>Time Period</b>	<b>Position</b>	
	2005 – Present	Director and Executive Committee, Asian Phytoceuticals Public Co., Ltd.	
	2022 – Present	Risk Management Committee, National Institute of Science Technology.	
	2020 – Present	Advisor, Loxley Public Co.,Ltd.	
	2017 – Present	Vice-Chairman, Muang Thai Insurance Public Co.,Ltd.	
	2017 – Present	Advisor, Thai Chamber of Commerce University Council.	
	2017 – Present	Director, Thai Environmental Institute Foundation.	
	2016 – Present	Executive Committee, The Centre for European Studies.	
	2016 – Present	Chairman, Thai-Canadian Economic Cooperation Foundation.	
	2014 – Present	Promotion Committee, Princess Galyani Vadhana Institute of Music.	
	2004 – Present	President, The French Association.	
2004 – 2022	Honorary Consuls, Honorary Consulate of Jamaica in Thailand.		
2001 – Present	Independent Director, Laguna Resorts and Hotel PCL.		
2000 – Present	Independent Director, Thai Wah Food Products PCL.		
1999 – Present	Chairman of the Executive Committee, Rutnin-Gimbel LASIK Centre.		
1999 – Present	Advisor, French-Thai Business Council ( FTBC).		

	1999 – Present 1996 – Present	Director, The Development Cooperation Foundation. Director, Mekong Region Law Center.
<b>Attendance at meetings 2024</b>	Attended the Board of Directors' Meeting: 5 time of the total of 5 times	
<b>Criteria to Nomination of Director</b>	<p>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, excluding the Directors who have a conflict of interest, jointly reviewed the candidate according to the Company's specified process, taking into consideration qualifications of the directors and criteria for the recruitment of directors. Such a review revealed that <b>Dr. Jingjai Hanchanlash</b> have qualifications in accordance with relevant regulations suitable for the business of the company and appropriate to be elected as director for another term.</p>	

**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 shareholder<sup>1</sup> 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;

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

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

**PROXY Form A**

(General Form which is simple and uncomplicated)

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 79 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 77 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 77 Years Address 80/6  
Soi Navasri 12 Road Ramkhamheang 21 Sub-district Phubpla District Wangtonglang  
Province Bangkok Zip code 10310

anyone of the above as my/our proxy to attend and vote at the Annual General Meeting of Shareholders of the year 2025 to be held on April 21, 2025 at 14.00 hrs. via Electronic Means (E-AGM) only in accordance with the rules and procedures prescribed by law relating to electronic meeting or such other date, time and type as the meeting may be adjourned.

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

Signature \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)

Signature \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signature \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

Signature \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**Remarks:**

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



**PROXY Form B**  
(Providing the fixed particulars of granting proxy)

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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 79 Years Address 40/1  
Soi Narathiwatratchanakharin12 Sub-district Thungwatdon District Sathorn  
Province Bangkok Zip code 10120 or

(3) **Asst.Prof.Dr. Varakorn Samakoses** Age 77 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 77 Years Address 80/6  
Soi Navasri 12 Road Ramkhamheang 21 Sub-district Phubpla District Wangtonglang  
Province Bangkok Zip code 10310

anyone of the above as my/our proxy to attend and vote at the Annual General Meeting of Shareholders of the year 2025 to be held on April 21, 2025 at 14.00 hrs. via Electronic Means (E-AGM) only in accordance with the rules and procedures prescribed by law relating to electronic meeting or such other date, time and type as the meeting may be adjourned.

(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 2024**

- (A) The proxy shall vote independently as to his/her consideration.  
 (B) The proxy shall vote according to the shareholders' requirement as follows.  
 Approve  Disapprove  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, 2024**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

**Agenda 4: To consider and approve the dividend payment from operation result of 2024**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

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

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.  
 Appoint an individual candidate
1. Candidate Name **Prof. Dr. Pichaet Wiriyachitra**  
 Approve  Disapprove  Abstain
  2. Candidate Name **Dr. Jingjai Hanchanlash**  
 Approve  Disapprove  Abstain

**Agenda 6: To consider and approve the director's remuneration of 2025**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

**Agenda 7: To consider and approve the appointment of auditors and determine the remuneration for the year 2025**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

(5) Voting of proxy 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 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 at the meeting except for a vote of the proxy which is not in accordance with this Proxy Form.



Signature.....Shareholder  
(.....)

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

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

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

**Remarks:**

1. A shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy in order to split votes.
2. In an agenda regarding the appointment of boards, the ballot is for an individual candidate.



### PROXY Form C

(Only for Foreign shareholders and appointing a Thai custodian)

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 79 Years Address 40/1  
 Soi \_\_\_\_\_ **Narathiwatratchanakharin12** \_\_\_\_\_ Sub-district \_\_\_\_\_ **Thungwatdon** District \_\_\_\_\_ **Sathorn** \_\_\_\_\_  
 Province \_\_\_\_\_ **Bangkok** \_\_\_\_\_ Zip code \_\_\_\_\_ 10120 \_\_\_\_\_ or  
 (3) **Asst.Prof.Dr. Varakorn Samakoses** Age 77 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 77 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 to attend and vote at the Annual General Meeting of Shareholders' of the year 2025 to be held on April 21, 2025 at 14.00 hrs. via Electronic Means (E-AGM) only in accordance with the rules and procedures prescribed by law relating to electronic meeting or such other date, time and type as the meeting may be adjourned.

(3) I/We would like to grant proxy 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 2024

(A) The proxy shall vote independently as to his/her consideration.  
 (B) The proxy shall vote according to the shareholders' requirement as follows.  
 Approve  Disapprove  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, 2024**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.
- Approve    Disapprove    Abstain

**Agenda 4: To consider and approve the dividend payment from operation result of 2024**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.
- Approve    Disapprove    Abstain

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

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.
- Appoint an individual candidate
1. Candidate Name **Prof. Dr. Pichaet Wiriyachitra**
- Approve    Disapprove    Abstain
2. Candidate Name **Dr. Jingjai Hanchanlash**
- Approve    Disapprove    Abstain

**Agenda 6: To consider and approve the director's remuneration of 2025**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.
- Approve    Disapprove    Abstain

**Agenda 7: To consider and approve the appointment of auditors and the determine the remuneration for the year 2025**

- (A) The proxy shall vote independently as to his/her consideration.
- (B) The proxy shall vote according to the shareholder's requirement as follows.
- Approve    Disapprove    Abstain

(5) Voting of proxy 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 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 at the meeting except for vote of the proxy which is not in accordance with this Proxy Form.

Signature.....Shareholder  
(.....)  
Signature.....Proxy  
(.....)  
Signature.....Proxy  
(.....)  
Signature.....Proxy  
(.....)

**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 to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy in order to split votes.
4. In an agenda regarding the appointment of boards, the ballot is for an individual candidate.

**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:* 79 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 2025



**2. Associate Prof. Dr. Varakorn Samakoses**

*Position:* Independent Director

*Age:* 77 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 6: To consider and approve the Director's remuneration of 2025



**3. Professor Dr. Praipol Koomsup**

*Position:* Independent Director

*Age:* 77 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 2025

## **Required documents on the submission of E-Request for attending the 2025 Annual General Meeting of Shareholders and the Granting of Proxies**

Shareholders must attach supporting documents for submitting a request to attend the meeting or appoint a proxy via the Inventech Connect System as follows: (Refer how to use and grant a proxy for a meeting via electronic media (E - AGM) according to Attachment 7)

### **1. Shareholder attending the meeting himself/herself**

#### **1.1 Natural person**

- (1) Copy of the identification card or other official identification card which issue by government with photograph of shareholder or passport (for non-Thai nationals), which has not yet expired with signature certified true copy.

#### **1.2 Juristic Person**

- (1) Copy of documents according to 1.1 (1) of the juristic person's representative (Authorized Director) with signature certified true copy by the juristic person's representative.
- (2) Copy of the affidavit of juristic person (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**

- 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.

#### **2.1 In the case that the shareholder is a Natural person**

- (1) The Proxy Forms (Attachment 3) completely and clearly filled in and signed by the shareholder and the proxy.
- (2) Copy of identification document of the shareholder, as specified in item 1.1(1), and certified true and correct by the shareholder.
- (3) Copy of identification document of the proxy, as specified in item 1.1(1), and certified true and correct by the proxy.

#### **2.2 In the case that the shareholder is a Juristic person**

- (1) The Proxy Forms (Attachment 3) completely and clearly filled in and signed by the juristic person's representative (Authorized Director) as the shareholder and the proxy.
- (2) Copy of the Affidavit of juristic person (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) Copy of identification document of the juristic person's representative, as specified in item 1.1(1), and certified true and correct by the juristic person's representative.
- (4) Copy of identification document of the proxy, as specified in item 1.1(1), and certified true and correct by the proxy.

### 2.3 In the case that the shareholder 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 or the executive or the authorized employees of the custodian.
- (2) 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 or the executive or the authorized employees of the custodian.
- (3) 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 or the executive or the authorized employees of the custodian.
- (4) 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 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

In case of appointing the Independent Directors as proxy, the shareholder can grant a proxy via the Inventech Connect system or sending a well-completed proxy form together with the identification documents to the Company Secretary Department, Asian Phytoceuticals Public Company Limited, 84/3 Moo 4, Northern Region Industrial Estate (West), Tambol Banklang, Amphur Muang, Lamphun Province, 51000 by April 18, 2025 at 17.00 hrs.

A shareholder may appoint any of the following Independent Directors of the Company as the proxy:

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

The Company recommends the use of Proxy Form B, which contains clear voting choices.

### 4. Other

In case the meeting participant changes his/her title, name or surname, please attach a copy of the evidence to verify that change and such evidence shall be signed to certify a true copy.

## 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 arrange for an annual ordinary meeting of shareholders within 4 months from the end of the company's fiscal year.

The meeting of shareholders other than that in the first paragraph shall be called the extraordinary meetings.

The shareholders' meeting may be conducted via electronic means in compliance with the relevant laws regarding electronic meeting.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or one or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

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.

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.

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.

Clause 37. In calling a shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the Board's opinions on such matters (if any) and send to the shareholders not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

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.

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.

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

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.

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.

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

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

Clause 42. In voting at the Meeting of Shareholders, each shareholder holding 1 share is entitled to 1 vote. Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of Boards.

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

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In the case of an equal number of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
  - (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company
  - (d) the entrustment of the management of the business of the Company to any other person
  - (e) the merger of the business with other persons with the purpose of profit and loss sharing
  - (f) the amendment of the memorandum or the articles of association of the Company
  - (g) the increase or reduction of capital of the Company or the issuance of debentures
  - (h) the amalgamation or dissolution of the Company

- Clause 43 The following actions shall occur at the Annual General Meeting of Shareholders:
- (1) To acknowledge the Board of Directors' report and the overall performance of the business operations of the previous year;
  - (2) To consider and approve the Balance Sheet and the Profits and Loss Statement of the Company;
  - (3) To consider and approve profits allocation from the overall performance of the business operations and payment of dividends;
  - (4) To appoint new boards to replace boards who retire by rotation;
  - (5) To consider and approve the appointment of the auditor and to fix the remuneration;
  - (6) Others.

**CHAPTER 8  
DIVIDEND PAYMENT AND RESERVE**

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

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

- Clause 50 The Board of Directors may from time to time pay the interim dividend to the shareholders if the Board of Directors deems that the profits of the Company justify such payment. After the dividend payment, the Board of Directors shall report to the shareholders at the next Shareholders' Meeting.

**CHAPTER 10  
BOOKS, ACCOUNTS AND AUDIT**

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

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

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

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

- (1) Copies of the Balance sheet and the Profit and Loss statement which have been examined by the auditor, together with the audit report of the auditor;
- (2) The annual report of the Board of Directors and the documents showing particulars.

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


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

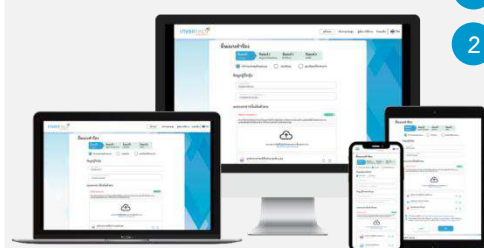
## The Procedures and Methods of use for attending the 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM)

### Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

#### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/APCO296872R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting

- 2 Choose type request for request form to 4 step

Step 1 Fill in the information shown on the registration

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

**\*\* Merge user accounts, please using the same email and phone number \*\***

- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 9 April 2025 at 8:30 a.m. and shall be closed on 21 April 2025 until the end of the meeting.

3. The electronic conference system will be available on 21 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

#### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by **April 18, 2025** at 5.00 p.m.

Asian Phytochemicals Public Company Limited.

Company Secretary Department

84/3 Moo 4, Northern Region Industrial Estate (West), Tambol Banklang, Amphur Muang, Lamphun Province, 51000

#### If you have any problems with the software, please contact Inventech Call Center



02-460-9228



@inventechconnect



The system available during 9 – 21 April 2025 at 08.30 a.m. – 05.30 p.m.

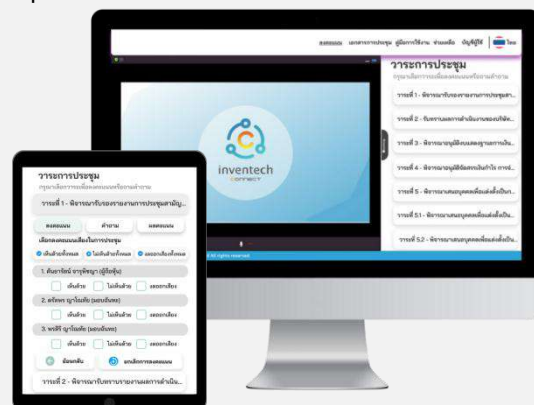
(Specifically excludes holidays and public holidays)



Report a problem  
@inventechconnect

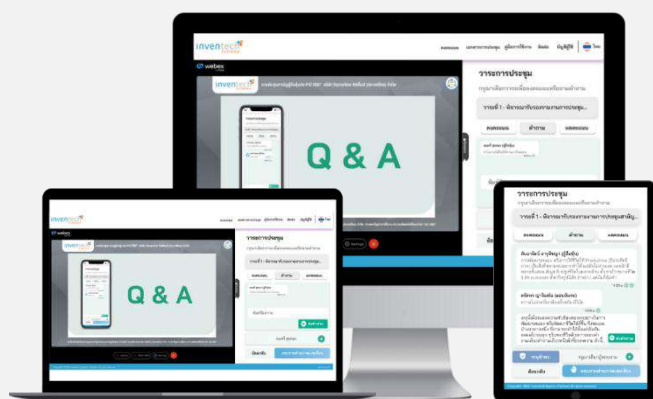
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Step to ask questions via Inventech Connect



- Select which agenda
  - Click on “Question” button
- 1 Ask a question
    - Type the question then click “Send”
  - 2 Ask the question via video
    - Click on “Conference”
    - Click on “OK” for confirm your queue
    - Please wait for the queue for you then you can open the microphone and camera

## How to use Inventech Connect



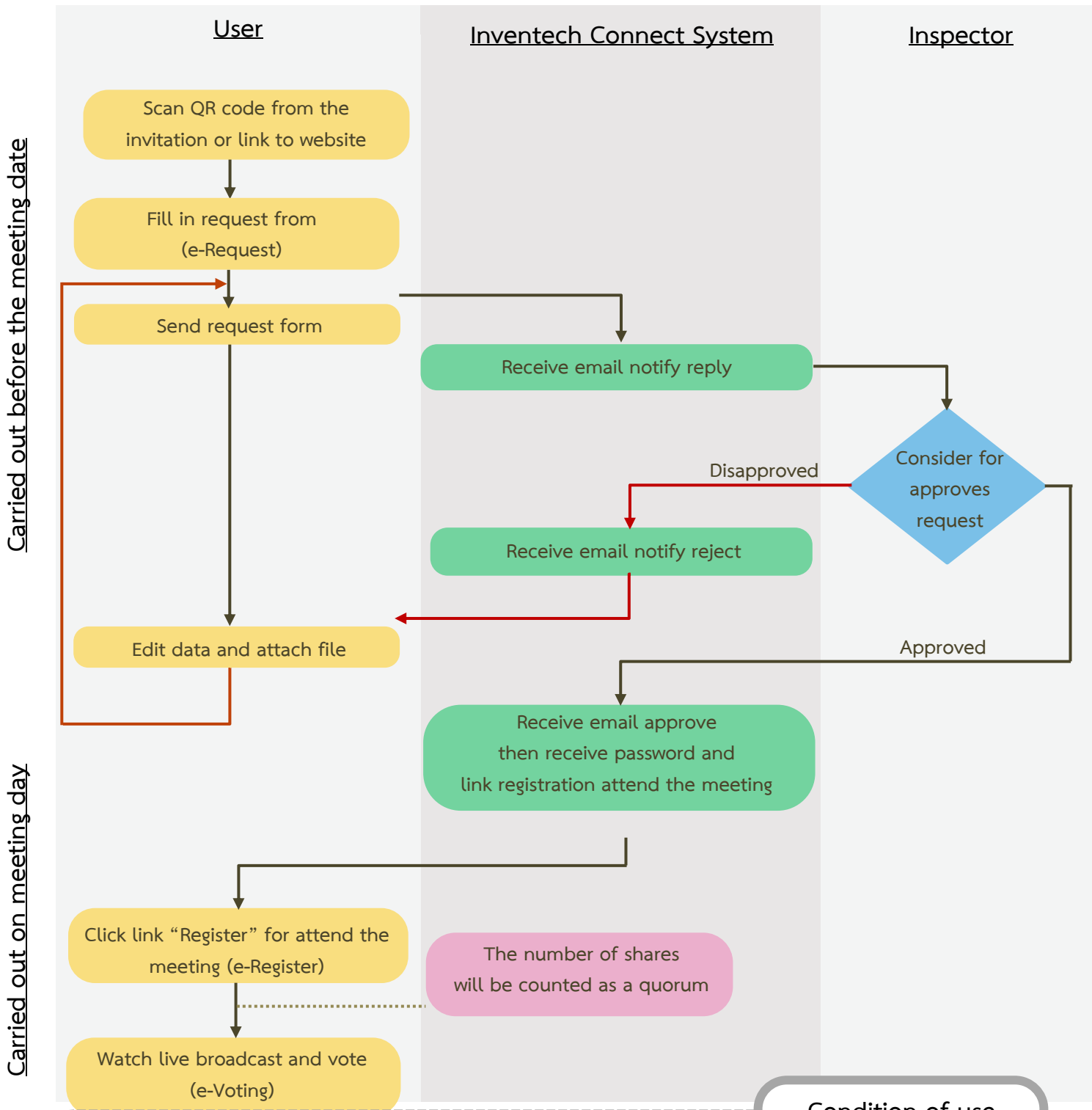
User Manual and Video of using inventech Connent

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

\*\* The system does not supported internet explorer.

Guidelines for attending of Electronic Meeting



Condition of use

**In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

**In case Exit the meeting**

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.