



(Translation)

Annual General Meeting of Shareholders of 2019

Sunsweet Public Company Limited (“Company”) convened the Annual General Meeting of Shareholders of 2019 on April 22, 2019, at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139, Moo 4, Nongpakrung Sub-District, Muang District, Chiang Mai Province.

Ms. Soontaree Mulmao, the Company Secretary, acted as the Moderator of the Meeting, welcomed shareholders and attendees of the Meeting and introduced the Directors, Executive Officers, Auditors, Legal Advisors, and Financial Advisors as follows;

Board of Directors

- | | | |
|------------------|----------------|--|
| 1. Mr. Krairit | Boonyakiat | Chairman/ Independent Director |
| 2. Mr. Pichai | Kojamitr | Vice Chairman/ Chairman of the Audit Committee/
Nomination and Remuneration Committee/
Risk Management Committee/ Independent Director |
| 3. Ms. Morakot | Kittikhunchai | Vice Chairman/ Deputy Chief Executive Officer |
| 4. Mr. Warapong | Nandabhiwat | Chairman of the Nomination and Remuneration Committee/
Audit Committee/ Independent Director |
| 5. Mr. Ongart | Kittikhunchai | Director/ Chairman of Executive Committee/ Nomination and
Remuneration Committee/ Deputy Chief Executive Officer |
| 6. Mrs. Jiraporn | Kittikhunchai | Director/ Deputy Chief Executive Officer/ Risk Management
Committee |
| 7. Mrs. Suraporn | Prasatngamloet | Director/ Deputy Chief Executive Officer |
| 8. Mr. Anucha | Dumrongmanee | Director/ Audit Committee/ Independent Director |
| 9. Mr. Chaiyot | Suntivong | Director/ Chairman of Risk Management Committee |

Executive Officers

- | | | |
|--------------|----------------|------------------------------------|
| 1. Mr. Vira | Nopwattanakorn | Director of Accounting and Finance |
| 2. Mr. Kovit | Sitthiyos | Director of Sales and Marketing |

บริษัท ชันสวีท จำกัด (มหาชน)

SUNSWEEP PUBLIC COMPANY LIMITED

เลขที่ 9 หมู่ที่ 1 ต.ทุ่งสะโตก อ.สันป่าตอง จ.เชียงใหม่ 50120

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Auditors

1. Mr. Vichien Khingmontri PricewaterhouseCoopers Abas Ltd.
2. Mr. Patinya Wongwai PricewaterhouseCoopers Abas Ltd.

Legal Advisors

1. Mr. Chatiporn Baramee Legal Advisory Council Limited
2. Ms. Saranya Sirinitikorn Legal Advisory Council Limited

Financial Advisors

1. Mr. Suttipon Pommarin KT ZMICO Security Company Limited
2. Mr. Panithan Akarasriprapai KT ZMICO Security Company Limited

Ms. Soontaree Mulmao, the Company Secretary, informed the Meeting that the Company had invited the Meeting of Shareholders and sent notification of the meeting to the shareholders via 3 channels by sending invitations to shareholders via post, advertisement in the newspaper and gave the details of the meeting on the Company's website. Moreover, the Company Secretary introduced Mrs. Anchalee Kaewkheow and Mrs. Sasithron Kaewthi, shareholders who volunteered to witness the counting of the votes for transparency through the counting. In addition, the Company Secretary informed the Meeting of the procedures for voting and counting of the votes as follows;

The Procedures for Voting and Counting of the Votes

1. According to Article 40 of the Company's Articles of Association, voting in the Meeting, a shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.
2. Voting on each agenda, a shareholder who disapproved or abstains from voting would be asked to mark in the voting card and to raise his/her hand so that the Company's staff can collect the voting cards in order to deduct disapprovals and abstentions from all of the votes. The remaining votes shall be deemed as approvals. For a person who approved, these agenda items required the keeping of such voting cards and return of such voting cards to the Company's staff after the Meeting was adjourned.
3. In the case that a shareholder appointed a proxy to attend and vote on its behalf pursuant to its intention to vote as marked in the proxy form, the Company will not hand over the ballots to the proxy because the Company has already recorded such votes as marked or specified by the shareholder in advance.

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4. The total number of shareholders and proxies and the votes on each agenda may not be consistent, as there are additional shareholders and proxies entering the meeting room.
5. Approval of each agenda would be passed by majority votes of shareholders or proxies attending and voting in the Meeting, except for agenda 6, regarding remuneration of directors, where approval would be made by two-thirds majority votes of shareholders or proxies attending the Meeting. For agenda 8 regarding amendment of the Company's Articles of Association, approval would be made by three-fourths majority votes of shareholders or proxies attending the Meeting and casting their votes.
6. The shareholder who wishes to make a query may raise their hand and upon the Chairman's permission, the shareholder or proxy may state their name and surname and identify if they are attending as the shareholder or proxy.

Furthermore, the Board informed the Meeting that, to comply with the principles of good governance and the equality of shareholders, the Company announced through the Stock Exchange of Thailand and in the company website from October 16, 2018 allowing shareholders to nominate candidates to be elected as directors and to propose the 2019 Annual General Meeting of Shareholders agenda which there was no proposal. Therefore, the Company deemed appropriate to propose to the Meeting to consider agendas as shown in the invitation to the Meeting.

Mr. Krairit Boonyakiat, the Chairman of the Board of Directors, presided over the Meeting as the Chairman, welcomed shareholders and proxies and assigned the Company Secretary to inform the Meeting that there was a total of 43 shareholders, representing 306,116,500 shares and 1,088 proxies, representing 20,021,400 shares. Thus, 1,131 shareholders were present at the Meeting in person and by proxy, representing a total of 326,137,900 shares, equivalent to 75.8460 percent of the total amount of the allotted shares of the Company, 430,000,000 shares, thus constituting a quorum as required by the Company's Articles of Association. The Chairman then proceeded with the Meeting according to the agendas as follows:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2018

The Chairman assigned Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, reported to the Meeting that the Company held the Annual General Meeting of Shareholders 2018 on April 23, 2018. The Company had delivered copies of minutes of the said meeting to the shareholders along with the invitations to this Meeting. Details of the minutes of the meeting are as shown on page 9-20.

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The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to adopt the Minutes of the Annual General Meeting of Shareholders 2018. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting adopted the Minutes of the Annual General Meeting of Shareholders 2018 with the votes as follows:

Approved	326,459,100	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: Before voting on agenda 1, there were an additional 3 shareholders who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,134 persons, representing 326,459,100 shares.

Agenda 2 To acknowledge the Company's operating performance of 2018

The Chairman assigned Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, reported to the Meeting that the year 2018 was the year of preparation in every section. This included using the proceeds from raising funds for the machine installation in order to increase production capacity, using technology in the agricultural sector in order to increase agricultural production and store raw materials regularly which were consistent with higher production capacity including the management that resulted in decreasing financial costs. The operating performance of the Company and its subsidiaries for the year 2018 was as follows:

1. The Company and its subsidiaries' total revenue was Baht 1,838 million, which was an increase of Baht 151 million or 9 percent compared to the same period in the previous year.
2. The Company and its subsidiaries' net income was Baht 56 million, which was a decrease of Baht 61 million or 52 percent compared to the same period in the previous year. However, the Company and its subsidiaries' sales volume in 2018 also increased by 9,273 ton or 21 percent from the previous year. The appreciation of the Baht resulted in the decrease of revenue recognition, gross profit, and gross profit margin.

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The factors that affected the Company's operations of 2018 were as follows:

1. An increase in revenue from manufacturing and distribution of processed sweet corn and other agricultural products due to the increase in orders from the Company's existing customers. Furthermore, there were orders from new customers in Asia and Europe, especially for canned sweet corn and vacuum bags products.
2. Other sales revenue increased by Baht 14 million or 16 percent due to the increase in sweet corn production to support the production plan. As a result, seeds were increasingly sold to growers as well as the increase in income from sale of corncob.
3. A decrease in other revenue of Baht 32 million, primarily due to the appreciation of the Baht caused the Company to suffer a net loss of Baht 8 million.
4. According to cost of sales and gross profit margin, although the Company completed the installation of machinery and efficiency function, as well as having managed raw materials regularly, which resulted in reduction of costs per production unit, the Company had a gross profit of Baht 47 million, which was a decrease of 15 percent from the previous year. This was mainly because the baht continued to appreciate and revenue per production unit slightly decreased.
5. Administrative expenses decreased from the previous year by Baht 11 million or 13 percent due to a decrease in consultant fee and other services fee in relation to the registration with the stock exchange.
6. Financial Costs decreased by Baht 22 million or 87 percent compared to the financial statements of the previous year. This was because the Company proceeded to pay back the loan to financial institution by using part of the money received from an Initial Public Offer (IPO). Moreover, the Company increasingly used internal working capital so that resulted in a decrease in short-term loans. As a result, financial costs decreased significantly.
7. Liquidity ratio decreased from 3.57 times in the year 2017 to 1.71 times in the year 2018 due to the increasing use of raw materials and packages. In addition, the increase in production factors which was caused by the rise of the production capacity of the Company during the fourth quarter, compared to the previous year, resulted in an increasing number of trade accounts payable.

Furthermore, the Company emphasized the anti-corruption policy. The Company set guidelines for directors, management, and staff to not request/accept money, or favor or anything

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which was beyond the norm accepted for similar business. Similarly, the aforesaid people shall not give or offer to give money or benefits or gift to the related person or company, or the relevant government agencies either directly or indirectly except for appropriate case for traditional practice or festive occasions.

The Chairman requested shareholders to make any inquiry relating to this agenda.

Mr. Tanin Ngamviriyapon, a shareholder who attended the Meeting in person, asked questions as follows:

1. Did most of the Company's revenue come from the production order? Which unit profit of the production order or unit profit of the Company's own brand earned a higher profit for the Company?

Mr. Ongart Kittikhunchai, the Chairman of the Executive Committee, explained that for the past 5 years, the Company had mostly proceeded with the production order of customers. However, after that, the Company began to increase its own branding policy, which, in the past year, showed the proportion of production order and production own brands was 80:20, starting from 0 percent to 20 percent. Mr. Ongart provided further information that the Company had started using its own brands in many countries. Moreover, the Company already registered trademarks (KC brand) in many significant countries which cost approximately Baht 500,000 per country. The aforesaid trademark registration was to comply with the Company branding policy.

Further to the sales in countries where customers had sold the products in department stores, customers normally used their own brands. When the Company became stronger, the Company started using its own brand. It could be seen in the past 2 - 3 years that the production of the Company's own brands started at 1-2 percent and grew to 20 percent at present. In the future, the Company intended to implement the brands reaching to 30 percent.

In respect of unit profit, unit profit of the Company's brand which was retailed within the country was higher than that of the production order.

2. How did the Company proceed to correlate increasing revenue with the increasing profits?

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Mr. Ongart Kittikhunchai, the Chairman of the Executive Committee, clarified that in the year 2018, revenue was higher than that of the previous year because the Company had higher production capability from machine installation. However, since the Baht considerably appreciated in 2017 with the exchange rate at about 33-34 Baht per 1 US Dollar, compared to 31 Baht per 1 US dollar in 2018, the Company had requested the government to stabilize the Baht. At the same time, the Company had implemented hedging by entering into the FX Forward Contract at 70 percent of purchase orders.

Mr. Tanin Ngamviriyapon therefore inquired about the issue of the value of the baht, whether or not the Company was unable to resolve this issue resulting in the Company having to allow the exchange rate to float according to value of the Thai Baht.

Mr. Ongart Kittikhunchai, the Chairman of the Executive Committee, explained that the Company had sought a solution by starting to sell US currency and to buy other currencies that were not extremely volatile at that time, such as, Yen, Euro, or even Baht. However, the Thai Baht was not fully stable. Therefore, the Company decided to diversify risks to Yen and Euro.

3. Did the proportion of raw materials and packaging presented in the annual report show that packaging cost was more expensive than that of corn?

Mr. Ongart Kittikhunchai, the Chairman of the Executive Committee, clarified that packaging cost was the most expensive cost for the business. While the cost of raw material was about 35 percent of the total cost, packaging cost (cans, bags, boxes, labels) was about 40 percent of the total cost. As a result, the Company gave considerable priority to these 2 issues by (1) regularly supplying raw materials to the production process and (2) closely monitoring packaging price. At present, the Company could buy packages and cans at a lower price than the average market price. This was because the canning manufacturer and the import of steel were not controlled in Thailand during the past 2-3 years. Due to the appreciation of the Baht, there was no increase in packaging price. However, the company had always closely monitored packaging price.

The Chairman assigned the Company Secretary to inform the Meeting that this agenda was for acknowledgment only. Thus, voting was not required.

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Agenda 3 To approve the audited financial statements for the fiscal year ended December 31, 2018

The Chairman assigned Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, informed the Meeting that the financial statements for the fiscal year ended December 31, 2018 were audited and certified by the external auditor, details of which appear in the Annual Report of 2018 in page 141-212 enclosed with the invitation to the Meeting. The said financial statements had been reviewed by the Audit Committee and the Board of Directors.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to approve the audited financial statements for the fiscal year ended December 31, 2018. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting approved the audited financial statements for the fiscal year ended December 31, 2018, which were audited by the external auditor with the votes as follows:

Approved	326,892,534	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: Before voting on agenda 3, there were an additional 8 shareholders who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,142 persons, representing 326,892,534 shares.

Agenda 4 To approve the distribution of net profit of 2018 as a legal reserve and approve the distribution of the net profit of 2018 as dividend

The Chairman assigned Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, informed the Meeting that in the operation of the Company in the year 2018, the Company gained net profit in

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accordance with the Company's separate financial statements in the amount of Baht 56,661,551. In compliance with the Public Companies Limited Act B.E. 2535 and Article 51 of the Company's Articles of Association, the Company was required to allocate not less than five (5) percent of the annual net profit as the legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital. Accordingly, the Company deemed appropriate to allocate the net profit as the legal reserve in the amount of Baht 2,900,000, equivalent to 5.12 percent of the net profit of the year 2018 according to the separate financial statements, which was the appropriate amount as required by laws.

In addition, the Company had the policy to pay dividends at the rate of not less than 50 percent of the net profit after deducting income tax and appropriation of legal reserve. Thus, the Company deemed appropriate to approve the distribution of the net profit at the rate of Baht 0.10 per share, in a total of Baht 43,000,000, equivalent to 79.98 percent of the total net profit of the year 2018 after deducting income tax and appropriation of legal reserve (separate financial statement). Such dividends shall be distributed from the net profit with an exemption of tax due to privileges received from the Board of Investment (BOI). Thus, this dividend amount is not entitled to a tax credit.

In addition, the Company paid interim dividend to shareholders on December 6, 2018 at the rate of Baht 0.05 per share, in the total amount of Baht 21,500,000 in accordance with the Company's profits between January 1, 2018 and September 30, 2018. The Company shall pay additional interim dividend to shareholders for the profits of the Company until December 31, 2018 at the rate of Baht 0.05 per share, in the total amount of Baht 21,500,000. The date for determination of the list of shareholders entitled to receive dividend payment (Record Date) shall be May 2, 2019 and the payment of dividend is scheduled to be made on May 17, 2019.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there were no questions or comments, the Chairman proposed that the Meeting vote to approve the distribution of net profit of 2018 as a legal reserve and approve the distribution of the net profit of 2018 as the dividend. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

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Resolution The meeting approved the distribution of net profit of 2018 as follows:

Approved	326,902,534	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Remark: Before voting on the agenda 4, there was an additional 1 shareholder who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,143 persons, representing 326,902,534 shares.

Agenda 5 To appoint directors to replace those due to complete their terms

The Chairman assigned Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, to report on this agenda.

Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 18 of the Company's Articles of Association, at least one-third (1/3) of the total members of the directors must retire by rotation. Directors retiring by rotation may be nominated to be re-elected at the Annual General Meeting of Shareholders of 2019. The Board of Directors selected Directors who are due to complete their terms by random draw as follows:

- 1) Mr. Ongart Kittikhunchai Director/ Chairman of Executive Committee/
Nomination and Remuneration Committee/
- 2) Mr. Anucha Dumrongmanee Independent Director/ Audit Committee
- 3) Mr. Chaiyot Suntivong Director/ Chairman of Risk Management
Committee

The 3 directors who were due to retire by rotation left the Meeting to allow the shareholders to vote freely.

The Board of Directors (exclusive of the Directors with interests on this matter) agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve re-election of the directors due to complete their terms in 2019 to retain their office for another term. The Board of Directors had reviewed the qualifications of the directors who would retire by rotation, and were of an opinion that these 3 directors had full qualifications, did not possess any prohibited characteristics under laws and carefully performed their duties, the details of which are as shown in the invitation to the Meeting on page 21-23.

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The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting.

In this agenda, Miss Sarinthip Chawaphanth, a shareholder who attended the Meeting in person, asked questions as follows:

What were the criteria for selecting directors? Why did the Board decide to re-appoint directors to the same position? What was the selection process? Were there other candidates or other persons selected?

Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, clarified regarding the criteria, that the Stock Exchange of Thailand defined the qualifications and roles of directors. For example, Mr. Anucha Dumrongmanee, who was an independent director and had experience and expertise in accounting, was selected at the beginning. In this Meeting, the Company had invited shareholders to nominate any persons who were qualified to be a candidate for the Company's directorship. However, no shareholder nominated any person to be a director. Therefore, the Company proposed to re-elect the directors who were due to retire by rotation to retain their office for another term due to their excellent performance.

As there were no further questions or comments, the Chairman proposed that the Meeting vote to appoint directors to replace those due to complete their terms. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes. The appointment shall be made individually.

Resolution The meeting approved the appointment of directors to replace those due to complete their terms in 2019 amounting to 3 persons, namely 1) Mr. Ongart Kittikhunchai 2) Mr. Anucha Dumrongmanee 3) Mr. Chaiyot Suntivong, to retain their office for another term as proposed, with the votes as follows:

5.1 Mr. Ongart Kittikhunchai

Approved	326,954,934	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Remark: Before voting on the agenda 5.1, there were an additional 2 shareholders who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,145 persons, representing 326,954,934 shares.

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5.2 Mr. Anucha Dumrongmanee

Approved	326,962,634	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Remark: Before voting on the agenda 5.2, there was an additional 1 shareholder who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,146 persons, representing 326,962,634 shares.

5.3 Mr. Chaiyot Suntivong

Approved	327,209,334	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Remark: Before voting on the agenda 5.3, there was an additional 1 shareholder who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,147 persons, representing 327,209,334 shares.

The re-elected Directors came back to the meeting room after the voting on this agenda was completed.

Agenda 6 To approve the remuneration of the directors for 2019

The Chairman assigned Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, to report on this agenda.

Mr. Warapong Nandabhiwat, the Chairman of Nomination and Remuneration Committee, informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 32 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration from the Company in the form of reward, meeting allowance, allowance, bonus or in other forms of benefits as determined by Articles of Association or the shareholders' meeting.

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, considering the propriety of the remuneration of the directors by taking into account the

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duties and responsibilities of the directors and comparing them with the same industry and with similar size of business, and deemed appropriate to propose to the Annual General Meeting to approve the remuneration of the directors for 2019, which was the same rate as the director's remuneration of 2018 without other benefits, as detailed below:

Position	Meeting Allowance of 2019
Board of Directors - Chairman of the Board - Director	65,000 (Baht/ person/ time) 30,000 (Baht/ person/ time)
Audit Committee - Chairman of the Audit Committee - Member of the Audit Committee	20,000 (Baht/ person/ time) 15,000 (Baht/ person/ time)
Nomination and Remuneration Committee - Chairman of the Nomination and Remuneration Committee - Member of the Nomination and Remuneration Committee	20,000 (Baht/ person/ time) 15,000 (Baht/ person/ time)
Risk Management Committee - Chairman of the Risk Management Committee - Member of the Risk Management Committee	20,000 (Baht/ person/ time) 15,000 (Baht/ person/ time)
Executive Committee - Chairman of the Executive Committee - Member of the Executive Committee	20,000 (Baht/ person/ time) 15,000 (Baht/ person/ time)

Remark:

- Directors, involved with management and operations of the Company and who receive salaries, shall not be entitled to receive such meeting allowance.
- The meeting allowance of the directors for 2019 shall not exceed a total amount of Baht 3,000,000.

The Chairman requested shareholders to make any inquiry relating to this agenda.

บริษัท ชันสวีท จำกัด (มหาชน)

SUNSWEEP PUBLIC COMPANY LIMITED

เลขที่ 9 หมู่ที่ 1 ต.ทุ่งสะโตก อ.สันป่าตอง จ.เชียงใหม่ 50120

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In this agenda, Miss Sarinthip Chawaphanth, a shareholder who attended the Meeting in person, asked questions as follows:

1. Was the remuneration of the directors shown in the table the remuneration for one person per meeting?
2. How many meetings were there in one year? How long did a meeting last?
3. Did the director prepare information for the meeting before attending the meeting? Did the directors gain the proposed remuneration as a position allowance which the directors would always receive? Moreover, could you kindly consider whether the rate of the aforesaid remuneration was too high or not?

Mr. Warapong Nandabhiwat, Chairman of the Nomination and Remuneration Committee, clarified that rate of the remuneration for the directors were proposed for each person per meeting. Meetings were held 4 times a year at the company, and it took about 1 day for each meeting. The remuneration would be paid to the directors attending the meeting as specified by the company, without any other remuneration. In this regard, each director was required to present the opinion and suggestions according to their roles and duties. Indeed, the remunerations were proposed based on a survey of such comparable to the type and size of the businesses that were similar to the Company.

In this agenda, Mr. Weerachai Tanaree, a shareholder who attended the Meeting in person, made an additional inquiry as follows:

The maximum remuneration for a director would not exceed Baht 3,000,000 per director. If the meetings were held 4 times a year, the remuneration for each meeting would be approximately Baht 700,000. In this regard, could you clarify how many directors attend the meetings? How long did a meeting last? If there were 5 directors in the meeting, would they receive remuneration of more than Baht 100,000 per person?

Mr. Warapong Nandabhiwat, Chairman of the Nomination and Remuneration Committee, clarified that the meeting would be held 4 times a year and the directors spent approximately 7-8 hours in the meeting in order to inquire and consider various agendas.

The Company Secretary provided additional information to shareholders that the Company had 9 directors. If a director already had a regular income, such director would not receive the remuneration. Indeed, there were only 5 directors who would receive the remuneration.

บริษัท ชันสวีท จำกัด (มหาชน)

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Mr. Vira Nopwattanakorn, Director of Accounting and Finance, clarified the directors entitled to receive the remuneration at the rate as shown in the slide (Table of the remuneration of the directors for 2019 as shown in the invitation to the Meeting). For example, if the rate of remuneration was Baht 30,000 per meeting, when a director attended a meeting, they would receive the remuneration of Baht 30,000. If a director attended 4 meetings, they would receive the remuneration of 4 times of Baht 30,000. This did not mean that the remuneration of Baht 3,000,000 would be divided for the 4 meetings in a year. Nevertheless, there was the possibility that there might be more than 4 meetings in a year, and the directors therefore would receive the remuneration at the proposed rate according to the number of meetings that they attended. However, it would not exceed Baht 3,000,000 per year.

In this agenda, Mrs. Srisawat Prasithiworavet, a shareholder who attended the Meeting in person, suggested that the Company should reduce expenses in this situation.

Mr. Warapong Nandabhiwat, Chairman of the Nomination and Remuneration Committee, clarified that the Board of Directors had studied and compared with various companies and had considered the suitability. Moreover, the Company did not suffer losses, even though the returns were lower than the target set by the Company. Therefore, the Company considered and proposed the remuneration at the rate as shown in the Meeting.

As there were no further questions or comments, the Chairman proposed that the Meeting vote to approve the remuneration of the directors for 2019. In this regard, this agenda would be passed by not less than two-thirds (2/3) of the total votes of shareholders attending the Meeting.

Resolution The meeting approved the remuneration of the directors for 2019, as proposed, with the votes as follows:

Approved	327,209,334	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda 7 To approve the appointment of the external auditor and determination of the audit fee for 2019

The Chairman assigned Mr. Pichai Kojamitr, the Chairman of the Audit Committee, to report on this agenda.

บริษัท ชันสวีท จำกัด (มหาชน)

SUNSWEEP PUBLIC COMPANY LIMITED

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Mr. Pichai Kojamitr, the Chairman of the Audit Committee, reported to the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 and Article 55 of the Company's Articles of Association, the Annual General Meeting of Shareholders had to appoint the Company's external auditors and determine the audit fee every fiscal year.

The Audit Committee deemed appropriate to propose to the Meeting to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2019, due to their good accounting standard policies with responsibility, as well as their independent auditing performance as the Company's auditor. The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the external auditors for 2019 from PricewaterhouseCoopers ABAS Ltd. as follows:

- | | |
|------------------------------|--|
| 1) Mr. Vichien Khingmontri | Certified Public Accountant No. 3977; or |
| 2) Mr. Prasit Yuengsrikul | Certified Public Accountant No. 4174; or |
| 3) Mr. Sa-nga Chokenitisawat | Certified Public Accountant No. 11251 |

In this regard, the Board proposed to the Annual General Meeting of Shareholders to approve the audit fee for 2019 in the amount of Baht 2,600,000 which was the same rate as that of the previous year, and to acknowledge the audit fee of the Company's subsidiary in the amount of Baht 200,000. The aforesaid auditors from PricewaterhouseCoopers ABAS Ltd. did not have related interests with the Company, its subsidiaries, management, the major shareholders or any person relating thereto.

The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there was no inquiry from the shareholders, the Chairman proposed to the Meeting to vote to approve the appointment of the external auditors for 2019 and determination of the audit fee for 2019. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The meeting approved the appointment of Mr. Vichien Khingmontri Certified Public Accountant No. 3977 or Mr. Prasit Yuengsrikul Certified Public Accountant No. 4174 or Mr. Sa-nga Chokenitisawat Certified Public Accountant No. 11251 from PricewaterhouseCoopers ABAS Ltd. as the external auditors for 2019. In addition, the Meeting approved the audit fee for 2019 in the amount of Baht 2,600,000, and acknowledged the audit fee of the Company's subsidiaries in the amount of Baht 200,000, with the votes as follows:

บริษัท ชันสวีท จำกัด (มหาชน)

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Approved	327,209,334	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Agenda 8 To approve an amendment of Clause 3 of the Memorandum of Association (Objectives)

The Chairman assigned Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, to report on this agenda.

Mr. Ongart Kittikhunchai, the Chairman of Executive Committee, informed the Meeting that since the Company anticipated opportunities in conducting new business activities, the Board of Directors deemed appropriate to propose the amendment of the Company's Memorandum of Association (Objectives) in a total of 5 clauses to cover and support the business plan in the future. Therefore, after the amendment, the new Objectives of the Company would contain 41 clauses instead of 36 clauses. Details of the amendments are as follows:

The amended Objectives of the Company
(37) Operates a retail business in type of convenience stores, mini-marts, having both individual formats and franchise systems.
(38) Builds and operates shops, department stores, supermarkets, convenience stores, mini-marts and company's warehouse, for both edible and non-edible products for wholesale and retail purpose.
(39) Expand, sell and supervise franchise business and all related types of franchise business, opening a business which is specified in the company's objective into business districts, department stores, supermarkets, convenience stores, mini-marts, shopping centers, pop-up stores, sky train or subway stations, transport stations and all types of business locations.
(40) Operate trading business, by any electronic means, of all products specified in the Company's objectives.
(41) Provides services business of accepting payments for all types of goods and services including public utilities, credit cards, loan, leasing as well as top-up services for all types of cards.

บริษัท ชันสวีท จำกัด (มหาชน)

SUNSWEEP PUBLIC COMPANY LIMITED

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The Chairman requested shareholders to make any inquiry relating to this agenda prior to voting. As there was no inquiry from the shareholders, the Chairman proposed to the Meeting to vote to approve the amendment of the Memorandum of Association. In this regard, this agenda required no less than three-quarters (3/4) of the total votes of the shareholders who attended the meeting and were eligible to vote.

Resolution The meeting approved the amendment of Clause 3 of the Memorandum of Association (Objectives)

Approved	327,239,334	votes, equivalent to	100 %
Disapproved	-	votes, equivalent to	- %
Abstained	-	votes, excluded from calculation	
Voided	-	votes, excluded from calculation	

Remark: Before voting on the agenda 8, there was an additional 1 shareholder who attended the Meeting. Thus, the total number of shareholders having voting rights attending the Meeting was 1,148 persons, representing 327,239,334 shares.

Agenda 9 Other matters (if any)

The Chairman informed the meeting that Section 105 paragraph two of the Public Companies Limited Act, B.E. 2535 stipulates that the shareholders holding shares not less than one-third of the total number of shares sold may request the meeting to consider other matters in addition to those specified in the notice of the meeting. The Board deemed appropriate to determine this agenda so that the shareholders may request to consider other matters, raise a query and/or express comment to the Board and the Management conduct.

The Chairman then invited inquiries and suggestions from shareholders. As there was no inquiry from the shareholders, the Chairman hereby expressed appreciation to all shareholders who attended the meeting and declared the Meeting adjourned.

The Meeting adjourned at 14.00 hrs.

- Signature -

(Mr. Krairit Boonyakiat)

Chairman of the Board of Directors

บริษัท ชันสวีท จำกัด (มหาชน)

SUNSWEEP PUBLIC COMPANY LIMITED

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