



# SUNSWEET PUBLIC COMPANY LIMITED

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*(Translation)*

No. MT63-002

May 29, 2020

Subject: Invitation to Annual General Meeting of Shareholders of 2020

Attention: Shareholders

- Attachments:
1. Copy of Minutes of Annual General Meeting of Shareholders of 2019;
  2. Annual Report of 2019 and the Company's Financial Statements for the Fiscal Year ended December 31, 2019; (QR Code)
  3. Profiles of directors retiring by rotation and to be nominated for re-election as Company's directors for another term;
  4. Clarification of document for registration, appointment of proxy, voting method, and counting of votes;
  5. Profiles of Independent Directors nominated for appointment as proxy for the meeting;
  6. Articles of Association of the Company with respect to the meetings of shareholders;
  7. Proxy; Form A., Form B. and Form C.
  8. Map to meeting venue
  9. 2019 Annual Report Requisition Form

The Board of Directors of Sunsweet Public Company Limited ("**Company**") resolved to convene the Annual General Meeting of Shareholders of 2020 on Monday, June 22, 2020 at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139, Moo 4, Nongpakrungs Sub-District, Muang District, Chiang Mai Province, to consider the following agenda items.

## **Agenda 1 To adopt the minutes of Annual General Meeting of Shareholders of 2019**

**Facts and Rationale:** The Company held the Annual General Meeting of Shareholders of 2019 on April 22, 2019, to consider matters according to the agenda specified in the invitation. The Company had submitted the Minutes of the Meeting to the Stock Exchange of Thailand and the Ministry of Commerce. Details of Minutes of Annual General Meeting of Shareholders of 2018 are as shown in **Attachment 1.**

**Board of Directors' Opinion:** The Board deemed appropriate to propose the Minutes of the Annual General Meeting of Shareholders of 2019 for consideration of adoption by the Annual General Meeting of Shareholders.

**Resolution:** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

## **Agenda 2 To acknowledge the Company's operating performance of 2019**

**Facts and Rationale:** The Company summarized the Company's operating performance in the fiscal year 2019, details of which were delivered to and published by the Stock Exchange of Thailand and the Company's Annual Report of 2019. Details of the operating performance are as shown in **Attachment 2.**

**Board of Directors' Opinion:** The Board deemed appropriate to submit Company's operating performance of 2019 for acknowledgement of the Annual General Meeting of Shareholders.

**Resolution:** This agenda was for acknowledgment only. Thus, voting was not required.

**Agenda 3 To approve the audited financial statements for the fiscal year ended December 31, 2019**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E.2535 and Articles 54 of the Company's Articles of Association stipulating that the Company shall arrange for preparation of the statement of financial position (balance sheet) and income statement at the end of the Company's fiscal year, and have them audited by the external auditor before submitting the same to the meeting of shareholders for approval. Details of the financial statements for the fiscal year ended December 31, 2019 are as shown in **Attachment 2.**

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the financial statements for the fiscal year ended December 31, 2019, which were audited by the external auditor of PricewaterhouseCoopers ABAS Ltd. with unqualified opinion, and approved by the Board and the Audit Committee.

**Resolution:** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

**Agenda 4 To approve the omission of allocation of net profit as a legal reserve and the omission of dividend payment for the Company's operating performance of 2019**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535 and Article 51 of the Company's Articles of Association, the Company is required to allocate not less than five (5) percent of the annual net profit as 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.

In addition, Article 49 of the Company's Articles of Association stipulates that the dividends shall not be paid otherwise than out of profits. In a case where the company has incurred accumulated loss, no dividends shall be paid. Although the Company has a policy to pay dividends at the rate of no less than 50 percent of the net profits after deduction of income tax and appropriation of legal reserve, the Company shall not entitled to allocate of net profit as a legal reserve and could not pay dividend payment due to the Company's operating performance of 2019 has incurred a net loss amounting to Baht 42,164,333 as per the Company's separate financial statements.

**Comparison of the rate of the dividend payment for the year 2017-2019**

| <b>Dividend Details (Million Baht)</b>                              | <b>2017</b>   | <b>2018</b>  | <b>2019</b> |
|---------------------------------------------------------------------|---------------|--------------|-------------|
| 1.Net Profit (Separate financial statements)                        | 120.19        | 56.66        | (42.16)     |
| 2. Legal reserve                                                    | 8.50          | 2.90         | -           |
| 3. Net Profit (After deduction of legal reserve)                    | 111.69        | 53.76        | (42.16)     |
| <b>Total</b>                                                        | <b>156.48</b> | <b>43.00</b> | <b>-</b>    |
| <b>Dividend Payout Ratio (%) (After deduction of legal reserve)</b> | <b>140.10</b> | <b>79.98</b> | <b>-</b>    |

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the omission of allocation of net profit as a legal reserve and the omission of dividend payment due to the Company's operating performance of 2019 has incurred a net loss amounting to Million Baht 42.16 as per the Company's separate financial statements.

**Resolution:** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

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

**Facts and Rationale:** 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 member of the directors must retire by rotation at the Annual General Meeting of Shareholders of 2020, there are 3 directors who are due to complete their terms are as follows:

- |                             |                                                                                                                                                                                              |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Mr. Krairit Boonyakiat   | Chairman of Board of Directors / Independent Director                                                                                                                                        |
| 2) Mr. Pichai Kojamitr      | Vice Chairman of Board of Directors / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director |
| 3) Mr. Warapong Nandabhiwat | Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director                                                                      |

The Company had invited shareholders to nominate candidate to be elected as the Company's directors in advance via the Company's website [www.sunsweetthai.com](http://www.sunsweetthai.com) during November 8, 2019 to December 31, 2019. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

As a result, the Nomination and Remuneration Committee (Exclusive of the Directors with interests on this matter) had reviewed the qualifications of the directors who would retire by rotation, and were of an opinion that these 3 directors had adequate qualifications, expertise and far-sighted vision. They had also extensive experience in various fields, fundamental skills and expertise from various professions, good morals and ethical principles. They were qualified under the Securities and Exchange law as well as notification, rules and / or regulations of the Stock Exchange of Thailand, and they had carefully performed their duties. Therefore, the Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve re-election of the retiring directors to be the Company's directors for another term, the details of which are as shown in **Attachment 3.**

### **Board of Directors' opinion:**

The Board (exclusive of those with interests on this matter) considered that the nominated directors were independent directors, who can give an independent opinion in accordance with the relevant regulations, and agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose the Annual General Meeting of Shareholders to approve re-election of the directors due to complete their terms in 2020 to retain their office for another term as follows:

- |                             |                                                                                                                                                                                              |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1) Mr. Krairit Boonyakiat   | Chairman of Board of Directors / Independent Director                                                                                                                                        |
| 2) Mr. Pichai Kojamitr      | Vice Chairman of Board of Directors / Chairman of the Audit Committee / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director |
| 3) Mr. Warapong Nandabhiwat | Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director                                                                      |

**Resolution:** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions) The appointment shall be made individually.

#### **Agenda 6 To approve remuneration of the directors for 2020**

**Facts and Rationale:** 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 were 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 Nomination and Remuneration Committee considered the propriety of the remuneration of the directors by taking into the duties and responsibilities of the directors and comparing them with the same industry and with similar size of business, and deemed appropriate to propose the Annual General Meeting to approve the following remuneration of the directors for 2020. In this regard, the meeting allowance of the directors for 2020 shall not exceed a total amount of Baht 3,000,000 per year which was the same rate applied in the previous year without any other benefits.

| <b>Position</b>                                                                                                                                               | <b>Meeting Allowance<br/>of 2019<br/>(Baht/ person/ time)</b> | <b>Meeting Allowance<br/>of 2020<br/>(Baht /person/ time)</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| <b>Board of Directors</b><br>- Chairman of the Board<br>- Director                                                                                            | 65,000<br>30,000                                              | 65,000<br>30,000                                              |
| <b>Audit Committee</b><br>- Chairman of the Audit Committee<br>- Member of the Audit Committee                                                                | 20,000<br>15,000                                              | 20,000<br>15,000                                              |
| <b>Nomination and Remuneration Committee</b><br>- Chairman of the Nomination and Remuneration Committee<br>- Member the Nomination and Remuneration Committee | 20,000<br>15,000                                              | 20,000<br>15,000                                              |
| <b>Risk Management Committee</b><br>- Chairman of the Risk Management Committee<br>- Member of the Risk Management Committee                                  | 20,000<br>15,000                                              | 20,000<br>15,000                                              |
| <b>Executive Committee</b><br>- Chairman of the Executive Committee<br>- Member of the Executive Committee                                                    | 20,000<br>15,000                                              | 20,000<br>15,000                                              |

**Remark:** Directors, who were involve with management and operations of the Company and receive salaries, shall not be entitled to receive such meeting allowance.

**Remuneration policy:** The Company had a remuneration policy for the Board of Directors and other Committee appropriate with the incremental responsibility by comparing the standard rate of the same industry or referring to the remuneration standard stated in the report of the Thai Institute of Directors, or on the equal basis with the previous year's remuneration. The remuneration should also match work volume, knowledge, and ability to perform as director as the company required. Such remuneration shall receive approval from shareholders in the Annual General Meeting of Shareholder. In addition, the remuneration for the Board of Directors and Committees should be appropriate and sufficient in reference to the burden of the directors acting in accordance with related laws and regulations.

**Board of Directors' opinion:** The Board agreed with the proposal of the Nomination and Remuneration Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to approve the above remuneration of the Board of Directors for 2020.

**Resolution:** This agenda required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

**Agenda 7 To approve appointment of the external auditor and determination of the audit fee for 2020**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535 and Article 57. of the Company's Articles of Association, the Annual General Meeting of Shareholders must appoint the Company's external auditors and determine the audit fee every fiscal year. The Audit Committee deemed appropriate to appoint the external auditors for 2020 from PricewaterhouseCoopers ABAS Ltd. as follows:

- 1) Mr. Vichien Khingmontri                      Certified Public Accountant No. 3977; or
- 2) Mr. Sa-nga Chokenitisawat                  Certified Public Accountant No. 11251; or
- 3) Miss Varaporn Vorathitikul                Certified Public Accountant No. 4474

In addition, Mr. Vichien Khingmontri had been engaged as the Company's external auditor for 3 years consecutively as from the Company's listing with The Stock of Exchange of Thailand, i.e. from 2017 to 2019. However, Mr. Sa-nga Chokenitisawat and Miss Varaporn Vorathitikul had not been engaged as the Company's external auditors.

In this regard, the aforesaid auditors were independent auditors with satisfactory performance and their auditing standard was in accordance with the standard generally accepted. In addition, the auditors performed their duties efficiently and provided suggestions on internal control. The auditors had not provided other services to the Company, and did not have relationship and/or conflict of interest with the Company or the joint venture or the executives of the Company and the joint venture or any related persons whether directly or indirectly. The Company determined the audit fee for 2020 at the rate of Baht 2,600,000 and acknowledged the audit fee for the Company's subsidiary for the year 2020 in the amount of Baht 200,000 which was the same rate applied in the previous year.

**The Comparison of audit fee**

| Detail (Baht)                                 | 2018             | 2019             | 2020             |
|-----------------------------------------------|------------------|------------------|------------------|
| Audit Fee of Sunsweet Public Company Limited  | 2,600,000        | 2,600,000        | 2,600,000        |
| Audit Fee of Sunsweet International Co., Ltd. | 200,000          | 200,000          | 200,000          |
| <b>Total</b>                                  | <b>2,800,000</b> | <b>2,800,000</b> | <b>2,800,000</b> |

**Board of Directors' opinion:** The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to approve the appointment of the external auditors for 2020 as the proposal and to approve the audit fee of the Company for 2020 in the amount of Baht 2,600,000 and also to acknowledge the audit fee of the Company's subsidiary for 2020 in the amount of Baht 200,000.

**Resolution:** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

## Agenda 8 To approve amendment of the Company's Article of Association

**Facts and Rationale:** In compliance with Royal Decree on Meeting through Electronic Media B.E. 2563 which specified that the meetings may be held through electronic media, the Company's Articles of Association shall be amended accordingly in a total of 5 clauses as follows:

To revise:

- Section 4, Clause 28
- Section 5, Clause 34, 36, 37 and 38

In this regard, details of the amendments were as follows:

| Current Articles of Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Proposed of Amendment of Articles of Association                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum.</p> <p>Unless otherwise provided in provision of the first paragraph, in case such meeting is conducted through electronic media, all of the directors participating in the meeting shall have their presence in the Kingdom of Thailand and at least one-third (1/3) of the quorum shall physically attend the meeting at the same meeting venue. The meeting through electronic media shall be performed through the conference control system with information security measures. There shall be audio, or audio and video recording (as the case may be), of all attending directors throughout the meeting period, including the traffic data generated by such recording in the conference control system. The conference control system shall at least contain the basic functional elements according to Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 as well as which shall be further amended.</p> | <p>Clause 28. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum.</p>                                                                                                                                             |
| <p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <p>Clause 34. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok <u>or at other place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.</u></p> |
| <p>Clause 36. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>Clause 36. In summoning a meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, the board of directors shall prepare a notice summoning the meeting, with</p>                                                                                                                                                                         |

| Current Articles of Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Proposed of Amendment of Articles of Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                 | <p>an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</u></p>                                                                                                                                                                                                                                  |
| <p>Clause 37. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p> | <p>Clause 37. In the meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p> |
| <p>Clause 38. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                   | <p>Clause 38. At a meeting of shareholders, <u>specifically for attending in person</u>, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

| Current Articles of Association                                                                                                      | Proposed of Amendment of Articles of Association                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| (1) Number of shares held by the grantor;<br>(2) Name of the proxy;<br>(3) Meeting at which the proxy is granted to attend and vote. | (1) Number of shares held by the grantor;<br>(2) Name of the proxy;<br>(3) Meeting at which the proxy is granted to attend and vote. |

**Board of Directors' opinion:** The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association.

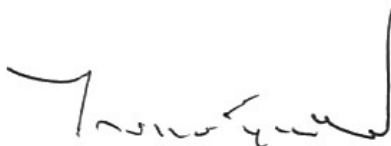
**Resolution:** This agenda required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting.

#### **Agenda 9 Other matters (if any)**

For a shareholder who wishes to appoint a proxy to attend the Meeting and vote on behalf of the shareholder, please choose and fill in either the proxy in Form A. or Form B. For a foreign shareholder who deposits shares in safeguard of custodian in Thailand, please choose and fill in the proxy in Form C.

You are hereby invited to attend the Meeting on date, time and place specified above.

Yours sincerely,  
**Sunsweet Public Company Limited**



(Mr. Krairit Boonyakiat)  
Chairman of the Board of Directors



(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/<br>Nomination and Remuneration Committee/<br>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/<br>Audit Committee/ Independent Director                                              |
| 5. Mr. Ongart    | Kittikhunchai  | Director/ Chairman of Executive Committee/ Nomination and<br>Remuneration Committee/ Deputy Chief Executive Officer                          |
| 6. Mrs. Jiraporn | Kittikhunchai  | Director/ Deputy Chief Executive Officer/ Risk Management<br>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    |





### **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.



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.



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.



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



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?



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.



**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



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.



**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.



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.



## 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



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<br>- Chairman of the Board<br>- Director                                                                                               | 65,000 (Baht/ person/ time)<br>30,000 (Baht/ person/ time) |
| Audit Committee<br>- Chairman of the Audit Committee<br>- Member of the Audit Committee                                                                   | 20,000 (Baht/ person/ time)<br>15,000 (Baht/ person/ time) |
| Nomination and Remuneration Committee<br>- Chairman of the Nomination and Remuneration Committee<br>- Member of the Nomination and Remuneration Committee | 20,000 (Baht/ person/ time)<br>15,000 (Baht/ person/ time) |
| Risk Management Committee<br>- Chairman of the Risk Management Committee<br>- Member of the Risk Management Committee                                     | 20,000 (Baht/ person/ time)<br>15,000 (Baht/ person/ time) |
| Executive Committee<br>- Chairman of the Executive Committee<br>- Member of the Executive Committee                                                       | 20,000 (Baht/ person/ time)<br>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.



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.



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.



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:



|             |             |                                  |       |
|-------------|-------------|----------------------------------|-------|
| 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:

| <b>The amended Objectives of the Company</b>                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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.                                                                                                                                                                              |



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

### Information on proposed directors in replacement of those who retired by rotation

|                                                                                 |                                                                                                                                                                                                                                                                                |                                                                                     |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Name                                                                            | : Mr.Krairit Boonyakiat                                                                                                                                                                                                                                                        |  |
| Age                                                                             | : 75 years old                                                                                                                                                                                                                                                                 |                                                                                     |
| Nationality                                                                     | : Thai                                                                                                                                                                                                                                                                         |                                                                                     |
| Address                                                                         | : No.2 Rama 9 Soi 41, Suan Luang, Bangkok 10250                                                                                                                                                                                                                                |                                                                                     |
| Position in the Company                                                         | : Chairman of the Board of Directors /<br>Independent Director                                                                                                                                                                                                                 |                                                                                     |
| No. of Rotation (term of office)                                                | : 2 Terms                                                                                                                                                                                                                                                                      |                                                                                     |
| Attendance at the Meeting during 2019                                           | : Board of Directors' Meeting 5/5                                                                                                                                                                                                                                              |                                                                                     |
| Starting date of directorship                                                   | : Sunsweet Co.,Ltd. – Since January 18, 2017<br>(Directorship tenure as of September 2017 is 7 months.)<br>Sunsweet Public Company Limited – Since September 4, 2017<br>(Directorship tenure as of June 2020 is 2 years and 9 months.)                                         |                                                                                     |
| Educational qualification                                                       | : Bachelor of Science, Chulalongkorn University<br>Master of Science and Management (MSC), Massachusetts Institute of Technology (USA)                                                                                                                                         |                                                                                     |
| Working Experiences                                                             | : 2017 – Present – Chairman of the Board of Directors / Independent<br>Director of Sunsweet Public Company Limited<br>1989 – Present – Director of Pan Rajdhevee Group Public Company<br>Limited<br>1987– Present – Director of Mittraphap Pockaphan Public Company<br>Limited |                                                                                     |
| Training                                                                        | : Director Certification Program (DCP) 0/2000<br>by the Thai Institute of Directors Association (IOD)                                                                                                                                                                          |                                                                                     |
| Relationship                                                                    | : None                                                                                                                                                                                                                                                                         |                                                                                     |
| The Company's securities holding as                                             | : 170,900 Ordinary shares, equal to 0.0397% of<br>paid up capital (Detail as of December 31, 2019)                                                                                                                                                                             |                                                                                     |
| In listed companies                                                             | : None                                                                                                                                                                                                                                                                         |                                                                                     |
| Position in non-listed companies                                                | : 2 (Pan Rajdhevee Group Public Company Limited<br>Mittraphap PockaphanPublic Company Limited .)                                                                                                                                                                               |                                                                                     |
| In other organization that may cause<br>any conflict of interest to the Company | : None                                                                                                                                                                                                                                                                         |                                                                                     |

### Information on proposed directors in replacement of those who retired by rotation

|                                                                                 |                                                                                                                                                                                                                                                                                                                                               |                                                                                     |
|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Name                                                                            | : Mr. Pichai Kojamitr                                                                                                                                                                                                                                                                                                                         |  |
| Age                                                                             | : 70 years old                                                                                                                                                                                                                                                                                                                                |                                                                                     |
| Nationality                                                                     | : Thai                                                                                                                                                                                                                                                                                                                                        |                                                                                     |
| Address                                                                         | : No. 99/44 Soi Ramintra 65, Tha Raeng, Bangkhen, Bangkok 10230                                                                                                                                                                                                                                                                               |                                                                                     |
| Position in the Company                                                         | : Vice Chairman of Board of Directors /<br>Chairman of the Audit Committee/<br>Member of the Nomination and Remuneration Committee /<br>Member of the Risk Management Committee/ Independent Director                                                                                                                                         |                                                                                     |
| No. of Rotation (term of office)                                                | : 2 Terms                                                                                                                                                                                                                                                                                                                                     |                                                                                     |
| Attendance at the Meeting during 2019                                           | : Board of Directors' Meeting 5/5,<br>Audit Committees' Meeting 4/4<br>Risk Management Committee' Meeting 4/4<br>Nomination and Remuneration Committees' Meeting 2/2                                                                                                                                                                          |                                                                                     |
| Starting date of directorship                                                   | : Sunsweet Co.,Ltd. – Since January 18, 2017<br>(Directorship tenure as of September 2017 is 7 months.)<br>Sunsweet Public Company Limited – Since September 4, 2017<br>(Directorship tenure as of June 2020 is 2 years and 9 months.)                                                                                                        |                                                                                     |
| Educational qualification                                                       | : Bachelor of Economics,Thammasat University<br>Master of Business Administration, Kasetsart University                                                                                                                                                                                                                                       |                                                                                     |
| Working Experiences                                                             | : 2017 – Present - Vice Chairman of Board of Directors /<br>Chairman of the Audit Committee/ Member of the Nomination and<br>Remuneration Committee / Member of the Risk Management Committee/<br>Independent Director of Sunsweet Public Company Limited<br>2012 – Present – Investment Advisor, Dhipaya Insurance Public<br>Company Limited |                                                                                     |
| Training                                                                        | : Director Certification Program (DCP) 2/2000<br>by the Thai Institute of Directors Association (IOD)                                                                                                                                                                                                                                         |                                                                                     |
| Relationship                                                                    | : None                                                                                                                                                                                                                                                                                                                                        |                                                                                     |
| The Company's securities holding as                                             | : None (at December 31, 2019)                                                                                                                                                                                                                                                                                                                 |                                                                                     |
| In listed companies                                                             | : 1 (Dhipaya Insurance Public Company Limited)                                                                                                                                                                                                                                                                                                |                                                                                     |
| Position in non-listed companies                                                | : None                                                                                                                                                                                                                                                                                                                                        |                                                                                     |
| In other organization that may cause<br>any conflict of interest to the Company | : None                                                                                                                                                                                                                                                                                                                                        |                                                                                     |

Information on proposed directors in replacement of those who retired by rotation

|                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                     |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| Name                                                                         | : Mr. Warapong Nandabhiwat                                                                                                                                                                                                                                                                                                                                                                        |  |
| Age                                                                          | : 63 years old                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                     |
| Nationality                                                                  | : Thai                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                     |
| Address                                                                      | : No. 245/2 Sukhumvit 21 Road, Khlong Toei Nuea, Wattana, Bangkok 10110                                                                                                                                                                                                                                                                                                                           |                                                                                     |
| Position in the Company                                                      | : Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director                                                                                                                                                                                                                                                                         |                                                                                     |
| No. of Rotation (term of office)                                             | : 2 Terms                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                     |
| Attendance at the Meeting during 2018                                        | : Board of Directors' Meeting 5/5, Nomination and Remuneration Committees' Meeting 2/2, Audit Committees' Meeting 4/4                                                                                                                                                                                                                                                                             |                                                                                     |
| Starting date of directorship                                                | : Sunsweet Co.,Ltd. – Since January 18, 2017 (Directorship tenure as of September 2017 is 7 months.)<br>Sunsweet Public Company Limited – Since September 4, 2017 (Directorship tenure as of June 2020 is 2 years and 9 months.)                                                                                                                                                                  |                                                                                     |
| Educational qualification                                                    | : Bachelor's degree of Industrial Engineering Lehigh University, USA                                                                                                                                                                                                                                                                                                                              |                                                                                     |
| Working Experiences                                                          | : 2017 – Present - Director/ Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director of Sunsweet Public Company Limited<br>2015 – Present – Director, Sanitnan Pattana Co.,Ltd.<br>2005 – Present – Director, Immunothai Co.,Ltd.<br>1987 – Present – Director, Sanitnan Brothers Co., Ltd.<br>1982 – Present – Director, Sanitnan Co., Ltd. |                                                                                     |
| Training                                                                     | : Director Certification Program (DCP) 16/2002<br>Chairman 2000 3/2001<br>by the Thai Institute of Directors Association (IOD)                                                                                                                                                                                                                                                                    |                                                                                     |
| Relationship                                                                 | : None                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                     |
| The Company's securities holding as                                          | : * Spouse 179,900 Ordinary shares, equal to 0.0397 % of paid up capital (at December 31, 2019)                                                                                                                                                                                                                                                                                                   |                                                                                     |
| In listed companies                                                          | : None                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                     |
| Position in non-listed companies                                             | : 4 (Sanitnan Pattana Co.,Ltd., Immunothai Co.,Ltd., Sanitnan Brothers Co., Ltd.,Sanitnan Co., Ltd.)                                                                                                                                                                                                                                                                                              |                                                                                     |
| In other organization that may cause any conflict of interest to the Company | : None                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                     |

**Clarification of document for registration, appointment of proxy, voting method, and counting of votes in the General Meeting of Shareholders**

**Registration to Attend the Meeting**

Registration for participating in the Meeting will begin 1 hours before the Meeting's schedule start, or from 12.00 a.m. onwards, at Khum Kham International Convention Centre Chiang Mai, No. 139, Moo 4, Nongpakrungs Sub-District, Muang District, Chiang Mai Province. The map for the Meeting place is enclosed herewith (Enclosure no.8)

**Appointment of Proxy**

The three style of Proxy form are enclosed herewith, according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E.2550 as follows:

1. Form A. : General Proxy form (simple form)
2. Form B. : Specific Proxy form
3. Form C. : Proxy form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the Meeting may appoint a person as your proxy as follows:

1. Complete **only one** of above proxy forms as follows:

- 1.1 General Shareholder shall select only one of either Form A. or Form B.
- 1.2 Shareholders listed in the share registration book as Foreign Investor appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A., Form B. or Form C.)

2. Authorize a person or an independent director as following proposed Company's Directors to attend and vote at the Meeting on your behalf

**Mr. Anucha Dumrongmanee                      Director / Member of Audit Committee / Independent Director**

In case of proxy to the Company's director, please send the completed proxy together with the required documents to the Company Secretary Office, Sunssweet Public Co., Ltd., No.9 Moo 1 Toongsatok Sanpatong Chiangmai 50120 **before June 12, 2020.**

**Documents verifying eligibility to attend the Meeting**

Participants are requested to produce the following documents before attending the Meeting (as the case may be):

**1. Self-attending**

**1.1 Natural person**

- (1) Registration form which is signed by the shareholder
- (2) Valid official document issued by governmental authorities, e.g. ID card, Governmental ID, driver license or passport, including the evidence of name or last name's change (if any).

**1.2 Juristic person by Shareholder representative (Authorized director)**

- (1) Registration form which is signed by the shareholder representative (Authorized director) attending the meeting.
- (2) A copy of the shareholder's Affidavit certified true copy by the Shareholder representative (Authorized director) who attends the meeting showing that the shareholder representative (Authorized director attends the meeting) has the authority to act on behalf of the Juristic person shareholder.
- (3) A valid official document issued by government authorities of the Shareholder representative (Authorized director) as specific in item 1.1 (2).

**2. Proxy**

**2.1 Natural person**

- (1) Registration form which is signed by the Shareholder.
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the Shareholder and the Proxy.
- (3) A copy of valid official document issued by governmental authorities of the Shareholder as specified in item 1.1 (2) which is certified true by the Shareholder.
- (4) Valid official document issued by governmental authorities of the Proxy as specified in item 1.1 (2).

**2.2 Juristic person**

- (1) Registration form which is signed by the shareholder
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the authorized person of the Juristic person and the Proxy.
- (3) A copy of the shareholder's Affidavit certified true copy by the authorized person of the Juristic person showing that person who sign the Proxy Form has the authority to act on behalf of the Juristic person, who is the shareholder.
- (4) A copy of valid official document issued by governmental authorities of the authorized person as specified in item 1.1 (2) which is certified true by the said authorized person.
- (5) A valid official document issued by government authorities of the Proxy as specific in item 1.1 (2).

**3. For Foreign Investor appointing the Custodian in Thailand**

- (1) Registration form which is signed by the Proxy Holder.
- (2) The Proxy Form (Form C) and completely filled in and signed by both Proxy Grantor and Proxy Holder.
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the proxy form on their behalf.
- (5) Copy of certifying letter that the person signing in the proxy form is authorized to operate custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the Shareholder or the authorized person of juristic person.

**Notes:**

The Proxy Form must be affixed with Baht 20 stamp duty, crossed and specified the date on which such proxy is made.

**Voting Criteria**

**General Agenda**

1. Voting in each agenda shall be made openly by counting one share for one vote. Shareholders or proxy shall make their votes in one particular voting category only, i.e. approval, disapproval or abstention. The splitting of votes are not allowed (except in the case of custodian).
2. In case of proxy:
  - 2.1 The proxy shall cast a vote only as specified in the Proxy Form given by the shareholder. Any non-compliance vote, which is not in accordance with the Proxy Form, shall be deemed invalid and shall not be constitute as the vote of the shareholder.
  - 2.2 In case the shareholder does not specify the instruction on the Proxy on each agenda or the instruction is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any amendment or increment of facts, the proxy shall be authorized to consider and cast a vote on such matter as it deems appropriate.

**Agenda on Election of Directors**

According to Article 18 of the Company's Articles of Association, the shareholders or the proxy shall be entitled to cast one (1) vote for each share held, and the procedures for the election of directors shall be as follows:

1. Each shareholder may exercise all the votes to elect one or several persons as director(s). In case of election of several persons as the directors, the votes shall not be distributed to any person unequally.
2. The appointment of the directors shall be made to persons receiving the highest votes, respectively, according to a number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of directors to be appointed at the Meeting, the chairman of the Meeting shall have a casting vote.

**Voting Procedures for Each Agenda**

The Chairman shall inform the Meeting details of voting in accordance with the following procedures:

1. The Chairman shall propose the Meeting to vote in each agenda and ask the Meeting whether there is any shareholder disapproves with or abstains from the vote.
2. In a case where shareholders vote for disapproval or abstention, shareholders or proxy shall raise their hands (except for secret voting). The remaining shareholders shall be deemed voting without raising of their hands. Shareholders or proxy shall make their votes in one particular voting category only (except for the vote of custodian which allocation of the votes is allowed as specified in the Proxy Form).

**Resolution of the Meeting** shall consist of the votes as follows:

- General agenda, the resolution shall be passed by a simple majority vote of the shareholders presented at the meeting with the rights to vote.
- Other agenda which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
  1. In the event of an equality of the votes, the Chairman of the Meeting shall have a casting vote.
  2. A shareholder who has any special interest in any resolution, except for voting on the election of Directors, is not allowed to vote for such resolution. A shareholder having special interest in the resolution or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
  3. A secret voting may be made upon request of at least five (5) shareholders and the Meeting resolves accordingly. The Chairman shall inform the Meeting of the method for such secret voting before voting in the agenda.

**Counting and Announcement of the Votes**

Prior to each agenda, the Chairman shall inform the method of vote counting to the Meeting. The counting of votes for each agenda shall be made from the voting of shareholders or proxies present at the Meeting with the rights to vote. The Chairman would request shareholders or proxies who wish to disapprove with or abstain from voting on each agenda item to indicate their votes by raising their hands and marking on the ballots. The total votes cast in disapprove or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes of the shareholders attending the Meeting for each agenda. The remaining votes shall deem be counted as approval votes. The voting result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one (1) marked box on the ballots or there are split votes (except for the case of custodian) or there is no countersign on the ballots where changes of votes are made.

**Profiles of Independent Director nominated for appointment as proxy for the meeting**

**Mr. Anucha Dumrongmanee**

Director / Member of Audit Committee / Independent Director

Age : 63 years

Address : No.98 Sirimangkalajarn Road, Suthep Sub-District, Muang Chiang Mai District, Chiang Mai  
Province 50200

Director is considered as a connected person in agenda 6, which is “To approve remuneration of the directors for 2020.”

Remark: Details of profile of the Independent Director are shown in the Annual Report of 2019

## **Articles of Association of the Company with Respect to the Meeting of Shareholders**

### **1. Closing of Share Register**

Article 14: In the course of twenty-one (21) days prior to each meeting of the shareholders, the Company may suspend the registration of share transfer and notify the shareholders in advance by placing notice at the head office and its branch office not less than fourteen (14) days before the date commencing the suspension of share transfer.

### **2. Calling for the Meeting of Shareholders**

Article 34 The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok.

Article 35 The board of directors shall hold the annual general meeting of shareholders within four (4) months from the end date of the accounting period of the company.

Other meeting of shareholders in addition to the said meeting shall be called extraordinary general meetings.

The board of directors may convene an extraordinary general meeting of shareholders at any time it deems appropriate. One shareholder or several shareholders who have the shares not less than ten (10) percent of the total number of shares sold may subscribe their names to send notice requesting the board of directors to convene an extraordinary general meeting of shareholders at any time with specific agenda and reasons for such request in the notice. In such case, the board of directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of such notice.

In event that the board of directors does not hold the meeting within the said period under the third paragraph, the shareholders who subscribe their names or other shareholders, holding shares equivalent to the prescribed amount, may convene such meeting within forty-five (45) days from the completion of such period under the third paragraph. In such case, it shall be deemed that the board of directors arranges the shareholders meeting and the company is responsible for expenses arising from such meeting as appropriate.

At any meeting of shareholders which was convened by such shareholders under the fourth paragraph, if the number of the shareholders present is insufficient to form a quorum as stipulated in Clause 37, the shareholders under the fourth paragraph shall be responsible for expenses incurred for holding the meeting.

Article 36 In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Article 42 The business to be transacted at the annual general meeting is as follows:

- (1) To acknowledge report of the board of director relating to the company's performance in the past year;
- (2) To consider and approve balance sheet and profit and loss statement as of the end of the company's accounting year
- (3) To consider and approve allocation of profit and dividend payment;
- (4) To consider and approve appointment of directors in replacement of the directors retire by rotation and determination of the directors' remunerations;
- (5) To consider and approve appointment of the auditor and determination of audit fee; and
- (6) To consider other matters.

Article 55 The board of directors shall send the following documents to shareholders together with written notice summoning an annual general meeting:

- (1) A copy of balance sheet and profit and loss statement audited by an auditor together with audit report of the auditor;
- (2) An annual report of the board of directors and supporting documents.

### **3. Quorum**

Article 37 In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half ( $1/2$ ) of the total number of shareholders with a number of shares amounting not less than one-third ( $1/3$ ) of the total number of sold shares to constitute a quorum.

At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 39 The chairman of the board shall preside over a meeting of shareholders. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if there exists a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the shareholders attending the meeting shall elect one among themselves to preside over the meeting.

#### **4. Proxy**

Article 38 At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:

- (1) Number of shares held by the grantor;
- (2) Name of the proxy;
- (3) Meeting at which the proxy is granted to attend and vote.

#### **5. Voting**

Article 40 In voting, each shareholder shall have a number of votes equivalent to the number of the shares subscribed; on the basis that one (1) share shall carry one (1) vote. Voting shall be conducted openly, except where so requested by not less than five (5) subscribers and so resolved by the meeting the voting may be made by secret ballot. In such case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

Article 41 Resolution of a meeting of shareholders shall consist of the vote as follows:

- (1) In general agenda, a majority of votes of the shareholders present and vote at the meeting. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In any of the following agendas, votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and have rights to vote:
  - (a) Selling or transferring business of the company, in whole or in substantial part, to any other person;
  - (b) Purchasing or taking a transfer of business of any other company or a private company to be owned by the company;
  - (c) Concluding, modifying or terminating any contract concerning granting of a lease of the company's business in whole or in substantial part, entrusting of any other person to manage the business of the company, or an amalgamation of business with any other person with a purpose to share profits and loss;

- (d) Amending the company's Memorandum of Association or Articles of Association;
- (e) Increasing and decreasing the registered capital of the company and issuing the debentures;
- (f) Amalgamating and dissolving of the company.

## **6. Approval of Financial Statement**

Article 54 The board of directors shall prepare a balance sheet and a profit and loss statement as of the end of the company's accounting year to be proposed to the annual general meeting of shareholders for consideration and approval. The board of directors shall arrange to have the balance sheet and profit and loss statement audited by the external auditor prior to submission of the same for consideration and approval of the meeting of shareholders.

## **7. Dividend and Legal Reserve**

Article 49 The dividends shall not be paid otherwise than out of profits. In a case where the company has incurred accumulated loss, no dividends shall be paid.

The dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, and such payment of dividends must be made upon approval by the meeting of shareholders.

In a case where the company has not sold its shares up to the registered number or has registered an increase of its capital, the company may pay the whole or part of its dividends by issuing new ordinary shares to shareholders with the approval of the meeting of shareholders

Article 50 The board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the company has such reasonable profits as to justify such payment, and, when dividends have been paid, the board of directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one (1) month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and notice of payment of such dividends shall also be published in a newspaper at least three (3) consecutive days.

Article 51 A company must allocate appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing accumulated loss carried forwards (if any) until this

reserve fund reaches the amount of not less than ten (10) percent of the registered capital of the company. The board of directors may propose to the meeting to approve allocation of other reserve as deem beneficial to the operation of the company business. A company may, upon approval by a meeting of shareholders, transfer any other reserve funds, reserve fund required by other laws, and the surplus reserve fund in compensation for its accumulated loss.

## **8. Appointment of Directors**

Article 17 The meeting of shareholders may appoint directors according to criteria and procedures as follows:

- (1) Each shareholder shall have a number of votes equivalent to the number of shares subscribed;
- (2) Each shareholder may exercise all the votes to elect one or several persons as directors. In case of election of several persons as the directors, the votes shall not be divided to any person unequally; and
- (3) The appointment of the directors shall be made to persons receiving the highest votes, respectively, according to a number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of the directors to be appointed at the meeting, the chairman of the meeting shall have a casting vote.

Article 18 At every annual ordinary meeting of shareholders, one-third (1/3) of the board of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office.

The directors to vacate office in the first and second years following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate the office.

The director who vacates office under this section may be re-elected as the company's director.

## **9. Remuneration of Directors**

Article 32 The remuneration of the directors and compensation shall be fixed by a shareholders meeting.

Directors are entitled to receive compensation from the company in the form of rewards, meeting allowances, remuneration, bonuses or other types of benefits in accordance with the articles of association or by approval from the shareholders' meeting, which may specify amounts or criteria of the compensation exactly, occasionally or until further changes are made.

For meeting through electronic media, if there is any meeting allowance to be paid to the directors, the meeting allowance may be paid to the directors attending the meeting by electronic means.

Provisions in this clause shall not affect the rights of any officers and employees of the company, who was elected as a director, to receive compensation and benefits as officers or employees of the company

Payment of director's compensation shall not be inconsistent or in conflict with the qualification of independent directors as prescribed by laws relating to securities and stock exchange.

#### **10. Appointment of External Auditor**

Article 57 At an annual ordinary meeting of shareholders in each year, there shall be an appointment of an external auditor. The meeting of shareholders may re-appoint the former external auditor, and determine an audit fee of the company.

## หนังสือมอบฉันทะ แบบ ก.

## PROXY Form A.

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Reference: Notification of Department of Business Development regarding Proxy Form (no. 5X B.E. 2550)

อากรแสตมป์  
Stamp Duty  
20 บาท/Baht

เขียนที่.....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....

I / We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at no Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postcode

(2) เป็นผู้ถือหุ้นของบริษัท ชันสวีท จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น

Being a shareholder of Sunsweet Public Company Limited, holding total amount of ..... shares.

และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

And having voting rights equivalent to ..... vote(s), the details of which are as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share share(s), having voting rights equivalent to ..... vote(s)

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share share(s), having voting rights equivalent to ..... vote(s)

(3) ขอมอบฉันทะให้

Hereby authorize

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Age residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub-District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postcode OR

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Age residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub-District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province ..... Postcode ..... OR

(3) ..... อายุ ..... ปี ..... อยู่บ้านเลขที่ .....  
 Age ..... residing at No. ....

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road ..... Sub-District ..... District .....  
 จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province ..... Postcode ..... OR

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2563 ในวันที่ 22 มิถุนายน 2563 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders for year 2020, which will be held on June 22, 2020 at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrungs, Muang, Chiang Mai or at any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any act performed by the proxy holder at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
 ( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
 ( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
 ( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
 ( ..... )

### หมายเหตุ

#### Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder shall appoint only one proxy holder to attend the meeting and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

## หนังสือมอบฉันทะ แบบ ข.

## PROXY Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Reference: Notification of Department of Business Development regarding Proxy Form (no. 5X B.E. 2550)

อากรแสตมป์  
Stamp Duty  
20 บาท/Baht

เขียนที่.....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....

I / We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at no Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postcode

(2) เป็นผู้ถือหุ้นของบริษัท ชันสวีท จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น

Being a shareholder of Sunsweet Public Company Limited, holding total amount of ..... shares.

และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

And having voting rights equivalent to ..... vote(s), the details of which are as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share share(s), having voting rights equivalent to ..... vote(s)

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share share(s), having voting rights equivalent to ..... vote(s)

(3) ขอมอบฉันทะให้

Hereby authorize

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Age residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub-District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postcode OR

(2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Age residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub-District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province ..... Postcode ..... OR

(3) ..... อายุ ..... ปี ..... อยู่บ้านเลขที่ .....  
 Age ..... residing at No. ....

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road ..... Sub-District ..... District .....  
 จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
 Province ..... Postcode ..... OR

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันที่ 22 มิถุนายน 2563 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders for year 2020, which will be held on June 22, 2020 at 13 .00 hrs. , at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrungs, Muang, Chiang Mai or at any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

Agenda 1: To adopt the minutes of Annual General Meeting of Shareholders of 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562

Agenda 2: To acknowledge the Company's operating performance of 2019.

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง

(This agenda was for acknowledgment only. Thus, voting was not required.)

- ☐ วาระที่ 3 พิจารณานุมัติงบการเงินรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 ที่ผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3: To approve the audited financial statements for the fiscal year ended December 31, 2019.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ วาระที่ 4 พิจารณานุมัติงดการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

Agenda 4: To approve the omission of allocation of net profit as a legal reserve and the omission of dividend payment for the Company's operating performance of 2019.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ การแต่งตั้งกรรมการทั้งชุด  
Vote for all the nominated candidates as a whole.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee

5.1 นายไกรฤทธิ บุญเกียรติ

Mr. Krairit Boonyakiat

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

5.2 นายพิชัย คชมิตร

Mr. Pichai Kojamitr

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

5.3 นายวรพงศ์ นันทาภิวัฒน์

Mr. Warapong Nandabhiwat

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

- ☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 6: To approve remuneration of the directors for 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

- ☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชีประจำปี 2563

Agenda 7: To approve appointment of the external auditor and determination of the audit fee for 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 8: To approve amendment of the Company's Article of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 9 เรื่องอื่น ๆ (ถ้ามี)

Agenda 9: Other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be seemed as having been carried out by myself/ ourselves in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

**หมายเหตุ**

**Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder shall appoint only one proxy holder to attend the meeting and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งเป็นรายบุคคล

In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

## ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

## Annex attached to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซันสวีท จำกัด (มหาชน)

The appointment of proxy by the shareholder of Sunsweet Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันที่ 22 มิถุนายน 2563 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the General Meeting of Shareholders for year 2020, which will be held on June 22, 2020 at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrungs, Muang, Chiang Mai, or on any date and at any postponement thereof.

☐ วาระที่ ..... เรื่อง .....

Agenda ..... Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda ..... Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda ..... Re: Election of directors (Continued)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

## หนังสือมอบฉันทะ แบบ ค.

## PROXY Form C.

(สำหรับผู้ถือหุ้นที่เป็นนักลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทย  
เป็นผู้รับฝากและดูแลหุ้นเท่านั้น)

(For foreign shareholders who have Custodian in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Reference: Notification of Department of Business Development regarding Proxy Form (no. 5X B.E. 2550)

อากรแสตมป์  
Stamp Duty  
20 บาท/Baht

เขียนที่.....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....

I / We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....

Residing at no Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postcode

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ .....

Acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท ซันสวีท จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น

Being a shareholder of Sunsweet Public Company Limited, holding total amount of ..... share(s)

และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้

And having voting rights equivalent to

vote(s), the details of which are as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(2) ขอมอบฉันทะให้

Hereby authorize

(1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....

Age residing at No.

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....

Road Sub-District District

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Province Postcode OR

(2) .....อายุ ..... ปี .....อยู่บ้านเลขที่ .....  
 Age residing at No.  
 ถนน .....ตำบล/แขวง .....อำเภอ/เขต .....  
 Road Sub-District District  
 จังหวัด .....รหัสไปรษณีย์ .....หรือ  
 Province Postcode OR

(3) .....อายุ ..... ปี .....อยู่บ้านเลขที่ .....  
 Age residing at No.  
 ถนน .....ตำบล/แขวง .....อำเภอ/เขต .....  
 Road Sub-District District  
 จังหวัด .....รหัสไปรษณีย์ .....หรือ  
 Province Postcode OR

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันที่ 22 มิถุนายน 2563 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders for year 2020, which will be held on June 22, 2020 at 13.00 hrs., at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrungs, Muang, Chiang Mai or at any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to attend the meeting and vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วนคือ

Agenda ..... Re:

☐ หุ้นสามัญ .....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

☐ หุ้นบุริมสิทธิ .....หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

รวมสิทธิออกเสียงลงคะแนนทั้งหมด ..... เสียง

Total voting rights vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

Agenda 1: To adopt the minutes of Annual General Meeting of Shareholders of 2019

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562

Agenda 2: To acknowledge the Company's operating performance of 2019.

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง

(This agenda was for acknowledgment only. Thus, voting was not required.)

☐ วาระที่ 3 พิจารณานุมัติงบการเงินรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562 ที่ผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3: To approve the audited financial statements for the fiscal year ended December 31, 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ 4 พิจารณานุมัติงดการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

Agenda 4: To approve the omission of allocation of net profit as a legal reserve and the omission of dividend payment for the Company's operating performance of 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐ งดออกเสียง ..... เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
- Vote for all the nominated candidates as a whole.
- ☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง
- Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
- Vote for an individual nominee
- 5.1 นายไกรฤทธิ บุญเกียรติ
- Mr. Krairit                      Boonyakiat
- ☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง
- Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)
- 5.2 นายพิชัย คชมิตร
- Mr. Pichai                      Kojamitr
- ☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง
- Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)
- 5.3 นายวรพงศ์ นันทาภิวัฒน์
- Mr. Warapong Nandabhiwat
- ☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง
- Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 6: To approve remuneration of the directors for 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The Proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง
- Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

- ☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชีประจำปี 2563

Agenda 7: To approve appointment of the external auditor and determination of the audit fee for 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:  
☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
 Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

- ☐ วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 8: To approve amendment of the Company's Article of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:  
☐ เห็นด้วย                      ☐ ไม่เห็นด้วย                      ☐ งดออกเสียง  
 Approve                      Disapprove                      Abstain

- ☐ วาระที่ 9 เรื่องอื่น ๆ (ถ้ามี)

Agenda 9: Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้  
(B) The Proxy holder shall vote in accordance with my wish as follows:  
☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
 Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be seemed as having been carried out by myself/ ourselves in all respects.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
( ..... )

#### **หมายเหตุ**

#### **Remarks**

1. หนังสือมอบฉันทะแบบ ค.นี้ ใช้เฉพาะกรณีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy Form C. shall be applicable only for the Shareholders listed in the share register book as the foreign investors and appointed a custodian in Thailand to be responsible for safeguarding shares only.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents and evidences to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียนเป็นผู้ดำเนินการลงลายมือชื่อในหนังสือมอบฉันทะแทน

Power of attorney form the shareholder authorizes a Custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงลายมือชื่อในหนังสือมอบฉันทะแทนได้รับอนุญาตให้ประกอบธุรกิจคัสโตเดียน

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งคณะกรรมการเป็นรายบุคคล

In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

5. ในกรณีที่สวาทจะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบ  
ประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form C.

## ใบประกอบแบบหนังสือมอบฉันทะ แบบ ค.

## Annex attached to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซันสวีท จำกัด (มหาชน)

The appointment of proxy by the shareholder of Sunsweet Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2563 ในวันที่ 22 มิถุนายน 2563 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the General Meeting of Shareholders for year 2020, which will be held on June 22, 2020 at 13.00 hrs., at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrungsung, Chiang Mai, or on any date and at any postponement thereof.

☐ วาระที่ ..... เรื่อง .....

Agenda ..... Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ .....เรื่อง .....

Agenda ..... Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The Proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ..... เสียง ☐ ไม่เห็นด้วย ..... เสียง ☐งดออกเสียง ..... เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ .....เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda ..... Re: Election of directors (Continued)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
                          Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
                          Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
                          Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
                          Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ชื่อกรรมการ .....

Director's name

☐ เห็นด้วย ..... เสียง    ☐ ไม่เห็นด้วย ..... เสียง    ☐ งดออกเสียง ..... เสียง  
                          Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

## KHUM KHAM International Convention Centre Chiang Mai Map



**2019 Annual Report Requisition Form**

Attention: Company Secretary, Sunsweet Public Company Limited (“SUN”)

I, ..... Nationality .....

Address, .....  
.....

**Request for printed copy of... Please mark ✓ in ( )**

1. The printed documents requested:

( ) Annual Report for the year 2019

2. Means of receiving of the printed documents:

( ) The Company sends the documents to the same address as above-mentioned.

( ) The Company sends the documents to the address below:

.....  
.....  
.....

**Remarks: After completion of the information above, please return this form to SUNSWEET:**

- By fax +66-5310-6541 or

- By e-mail msoontaree@sunsweetthai.com

Should you have any query or suggestion, please contact

- Ms. Soontaree Mulmao Tel +66-5310-6538 #68

Should you wish to receive the 2019 Annual Report before the date of the  
Shareholders’ Meeting, please submit the completed requisition form to the Company Secretary

**by Monday, June 8, 2020**