

## SUNSWEET PUBLIC COMPANY LIMITED

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#### (Translation)

No. MT62-001

March 29, 2019

Subject: Invitation to Annual General Meeting of Shareholders of 2019

Attention: Shareholders

Attachments: 1. Copy of

- 1. Copy of Minutes of Annual General Meeting of Shareholders of 2018;
- 2. Annual Report of 2018 and the Company's Financial Statements for the Fiscal Year ended December 31, 2018; (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. 2018 Annual Report Requisition Form

The Board of Directors of Sunsweet Public Company Limited ("Company") resolved to convene the Annual General Meeting of Shareholders of 2019 on Monday, 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, to consider the following agenda items.

#### Agenda 1 To adopt the minutes of Annual General Meeting of Shareholders of 2018

<u>Facts and Rationale</u>: The Company held the Annual General Meeting of Shareholders of 2018 on April 23, 2018, 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**.

<u>Board of Directors' Opinion</u>: The Board deemed appropriate to propose the Minutes of the Annual General Meeting of Shareholders of 2018 for consideration of adoption by the Annual General Meeting of Shareholders.

<u>Resolution</u>: 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 2018

**Facts and Rationale**: The Company summarized the Company's operating performance in the fiscal year 2018, details of which were delivered to and published by the Stock Exchange of Thailand and the Company's Annual Report of 2018. 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 2018 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, 2018

<u>Facts and Rationale</u>: 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, 2018 are as shown in **Attachment 2**.

<u>Board of Directors' opinion</u>: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the financial statements for the fiscal year ended December 31, 2018, 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 distribution of net profit of 2018 as legal reserve and approve distribution of the net profit of 2018 as dividend

<u>Facts and Rationale</u>: 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. From the operation 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. The Company deemed appropriate to allocate the net profit as 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 is the appropriate amount as required by law.

In addition, 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. 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 deduction of legal reserve (separate financial statements). The dividend is distributed from the tax-exempt net profit due to privileges received from the Board of Investment (BOI). Thus, the dividend recipients are not entitled to a tax credit.

In this regard, the Company distributed interim dividends on December 6, 2018 at the rate of Baht 0.05 per share, totaling Baht 21,500,000, for the Company's operating performance during January 1, 2018 to September 30, 2018. The Company would distribute dividends for the Company's operating performance up to December 31, 2018 at the rate of Baht 0.05 per share, totaling Baht 21,500,000. The shareholders whose name were listed on the record date on May 2, 2019 would be entitled to receive the dividend, and the dividend payment shall be made on May 17, 2019.

#### Details of the dividend payment for 2018, compared to the previous years as follows:

Dividend Details (Million Baht)	2016	2017	2018
1.Net Profit (Separate financial statements)	111.21	120.19	56.66
2. Legal reserve	-	8.50	2.90
3. Net Profit (After deduction of legal reserve)	111.21	111.69	53.76
Total	0.00	156.48	43.00
Dividend Payout Ratio (%) (After deduction of legal reserve)	-	140.10	79.98

**Board of Directors' opinion**: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the distribution of net profit of 2018 as legal reserve and as dividend as follows:

- To distribute as legal reserve in the amount of Baht 2,900,000, equivalent to 5.12 percent of the net profit of 2018 from separate financial statements, which was in accordance with criteria under relevant laws.
- To distribute as dividend at the rate of Baht 0.10 per share, totaling Baht 43,000,000, equivalent to 79.98 percent of the net profit of 2018 after deduction of legal reserve (separate financial statements). The dividend is distributed from the tax-exempt net profit due to privileges received from the BOI. Thus, the dividend recipients are not entitled to a tax credit.

In this regard, the Company distributed interim dividends on December 6, 2018 at the rate of Baht 0.05 per share, totaling Baht 21,500,000, for the Company's operating performance during January 1, 2018 to September 30, 2018. The Company would distribute dividends for the Company's operating performance until December 31, 2018 at the rate of Baht 0.05 per share, totaling Baht 21,500,000. The shareholders whose name were listed on the record date on May 2, 2019 would be entitled to receive the dividend, and the dividend payment shall be made on May 17, 2019.

**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

<u>Facts and Rationale</u>: 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 2019, there are 3 directors who are due to complete their terms are as follows:

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

The Company had invited shareholders to nominate candidate to be elected as the Company's directors in advance via the Company's website <a href="www.sunsweetthai.com">www.sunsweetthai.com</a> during October 16, 2018 to December 28, 2018. 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 full qualifications, did not possess any prohibited characteristics under laws and 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) 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 2019 to retain their office for another term as follows:

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

**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 2019

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 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 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 2019. In this regard, the meeting allowance of the directors for 2019 shall not exceed a total amount of Baht 3,000,000 which is the same rate applied in the previous year without any other benefits.

Position	Meeting Allowance of 2019	Meeting Allowance of 2018
1 0524701	(Baht/ person/ time)	(Baht /person/ time)
Board of Directors		
-Chairman of the Board	65,000	65,000
- Director	30,000	30,000
Audit Committee		
- Chairman of the Audit Committee	20,000	20,000
- Member of the Audit Committee	15,000	15,000
Nomination and Remuneration Committee - Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration	20,000	20,000
Committee Committee	13,000	13,000

Position	Meeting Allowance of 2019 (Baht/ person/ time)	Meeting Allowance of 2018 (Baht /person/ time)
Risk Management Committee		
-Chairman of the Risk Management Committee	20,000	20,000
- Member of the Risk Management Committee	15,000	15,000
<b>Executive Committee</b>		
- Chairman of the Executive Committee	20,000	20,000
-Member of the Executive Committee	15,000	15,000

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

Remuneration policy: The Company has 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 forthe 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 2019.

**<u>Resolution</u>**: 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 2019

<u>Facts and Rationale:</u> 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 2019 from PricewaterhouseCoopers ABAS Ltd. as follows:

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

In addition, Mr. Vichien Khingmontri has been engaged as the Company's external auditor for 3 years consecutively, from 2016 to 2018. However, Mr. Prasit Yuengsrikul and Mr. Sa-nga Chokenitisawat have 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 have 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 2019 at the rate of Baht 2,600,000 and acknowledged the audit fee for the Company's subsidiary for the year 2019 in the amount of Baht 200,000 which is the same rate applied in the previous year.

#### The Comparison of audit fee

Detail (Baht)	2017	2018	2019
Audit Fee of Sunsweet Public Company Limited	1,900,000	2,600,000	2,600,000
Audit Fee of Sunsweet International Co., Ltd.	200,000	200,000	200,000
Total		2,800,000	2,800,000

**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 appointment of the external auditors for 2019 and to approve the audit fee for 2019 and also acknowledge the audit fee for 2019.

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

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

<u>Facts and Rationale</u>: As 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 (Amended Version) will contain 41 clauses instead of 36 clauses. Details of the amendment are as follows:

#### The amended Objectives of the Company

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

**Board of Directors' opinion**: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the above amendment of Clause 3 of the Memorandum of Association (Objectives).

**<u>Resolution:</u>** 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 2018

Sunsweet Public Company Limited ("Company") convened the Annual General Meeting of Shareholders of 2018 on April 23, 2018, 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/ Independent Director/ Chairman of the Audit
		Committee/ Nomination and Remuneration Committee/ Risk
		Management Committee
3. Ms. Morakot	Kittikhunchai	Vice Chairman/ Deputy Chief Executive Officer
4. Mr. Warapong	Nandabhiwat	Independent Director/ Chairman of the Nomination and
		Remuneration Committee/, Audit Committee
5. Mr. Ongart	Kittikhunchai	Director/ Chairman of Executive Committee/ Nomination and
		Remuneration Committee/ Deputy Chief Executive Officer
6. Mrs. Jiraporn	Kittikhunchai	Director/ Deputy Chief Executive Officer/ Risk Management
		Committee
7. Mrs. Suraporn	Prasatngamloet	Director/ Deputy Chief Executive Officer
8. Mr. Anucha	Dumrongmanee	Independent Director/ Audit Committee
9. Mr. Chaiyot	Suntivong	Director/ Chairman of Risk Management Committee

There were 9 directors attended the Meeting, equivalent to 100 percent of the Board of Directors.

## **Executive Officers**

1. Mr. Vira	Nopwattanakom	Director of Accounting and Finance
2. Mr. Kovit	Sitthiyos	Director of Sales and Marketing
3. Ms. Soontaree	Mulmao	Company Secretary





**Auditors** 

1. Mr. Vichien Khingmontri PricewaterhouseCoopers Abas Ltd.

Wongwai PricewaterhouseCoopers Abas Ltd. 2. Mr. Patinya

**Legal Advisors** 

1. Mr. Chatiporn Baramee Legal Advisory Council Limited

Chuwongkomol **Legal Advisory Council Limited** 2. Ms. Pisamai

**Financial Advisors** 

Asset Pro Management Co., Ltd. 1. Mr. Parinya Wongpetkao

2. Mrs. Rassarin Kitakkarakosin Asset Pro Management Co., Ltd.

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. Jirapin Hayakawa and Ms. Maliwan Boonpun, shareholders who volunteered to observe 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 38 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 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. Agenda 8 regarding amendment of the Company's Articles of Association, approval would be made by threefourths 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.

Mr. Krairit Boonyakiat, the Chairman of the Board of Directors, presided over the Meeting as the Chairman, welcome shareholders and proxies and informed the Meeting that there were a total of 44 shareholders, representing 301,975,800 shares and 1,075 proxies, representing 24,795,900 shares. Thus, 1,119 shareholders were present at the Meeting in person and by proxy, representing a total of 326,771,700 shares, equivalent to 75.9934 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 Extraordinary General Meeting of Shareholders No. 4/2017

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 Extraordinary General Meeting of Shareholders No. 4/2017 on August 31, 2017. 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 meeting are as shown on page 10-17.

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 Extraordinary General Meeting of Shareholders No. 4/2017. 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 Extraordinary General Meeting of Shareholders No. 4/2017 held on August 31, 2017 with the votes as follows:

Approved	326,078,900	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	-	%
Abstained	850,000	votes,	excluded from (	calculation	
Voided	0	votes.	excluded from (	calculation	

Remark: In this agenda, there were an additional 3 shareholders and proxies who attended the Meeting, representing 157,200 shares. Thus, the total number of shareholders and proxies who attended the Meeting was 1,122 persons, representing 326,928,900 shares.

Agenda 2 To acknowledge the Company's operating performance of 2017

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 in 2017, the Company had a significant change which was listing the Company's shares in the Market for Alternative Investment (MAI) as planned. For the year 2017, the Company and its subsidiaries' total revenues were 1,646.24 million Baht, which decreased by Baht 63.05 million or a decrease of 3.69 percent from the previous year. However, the Company had a net profit in the year 2017 of Baht 117.49 million, which was an increase of Baht 5.82 million or 5.32 percent. The factors that affected the Company's operations of 2017 were as follows:

- 1. A decrease in income from manufacturing and distribution of processed sweet corn and other agricultural products due to modification of machineries in the first quarter. Therefore, the Company could not produce the product efficiently, and then the production and distribution volume decreased.
- 2. Other income (other income and gain on Exchange rate) increased by Baht 24.10 million or 144.62 percent over the previous year. Such increase was due to gain on exchange of Baht 22.35 million and compensation from a financial institution amounting to Baht 11.06 million. The said compensation came from a case that the Company sued former fraudulent counterfeit employees on Company's cheque in 2011. The Company received compensation in August 2017.
- 3. Cost of sales of the company reduced from the previous year by Baht 59.47 million or 4.27 percent. The reduction was due to the Company's management of sweet corn promotion efficiency by increasing participation in the development and education of sweet corn cultivation. In





this regard, the Company was able to purchase and produce sweet corn regularly, which reduced fixed costs per production unit. Furthermore, in the second quarter of 2017, the Company completed the installation of machinery and efficiency function. The Company had a gross margin of 19.11 percent, which increased from last year.

- 4. Administrative expenses increased from the previous year by Baht 27.92 million or 48.12 percent. The increase of administrative expenses was caused by the restructuring of the base salary, an annual bonus, the remuneration for the members of Board of Directors, additional capital registration fee and impairment losses of machine and factory equipment.
- 5. The Initial Public Offering (IPO), year-end 2017, Company increased the registered capital and received cash from the Initial Public Offering. These caused the increase in shareholders' equity from share premium, in a total of Baht 665.53 million. The Company used the funds as working capital and for repayment of long-term loans. As a result, the debt to equity ratio significantly decreased from 4.68 times in 2016 to 0.26 times in 2017. In this regard, the liquidity ratio increased from 0.29 times in 2016 to 3.57 times in 2017.

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. For the Corporate Social Responsibility Policy (CSR), the Company declared its intention that the Company would operate its business based on the Company's social and environment responsibility. Moreover, the Company aimed to be the Social Enterprise or social business started by approaching the basic agriculture of the country.

The Chairman requested shareholders to make any inquiry relating to this agenda. As there were no questions or comments, the Chairman informed the Meeting that this agenda was for acknowledgment only. Thus, voting was not required.





To approve the audited financial statements for the fiscal year ended December 31, 2017 Agenda 3

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, 2017 were audited and certified by the external auditor, details of which appear in the Annual Report of 2017 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, 2017. 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, 2017, which were audited by the external auditor with the votes as follows:

Approved	326,925,900	votes,	equivalent to	100.0000 %
Disapproved	0	votes,	equivalent to	- %
Abstained	3,000	votes,	excluded from o	calculation
Voided	0	votes,	excluded from o	calculation

To approve the distribution of net profit of 2017 as a legal reserve and approve the Agenda 4 distribution of the net profit of 2017 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 2017, the Company gained net profit in accordance with the Company's separate financial statements in the amount of Baht 120,192,111. In compliance with the Public Companies Limited Act B.E. 2535 and Article 49 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. During the year 2017,





the Company allocated the net profit in the amount of Baht 2,500,000 as the legal reserve. Accordingly, the Company deemed appropriate to additionally allocate the net profit as the legal reserve in the amount of Baht 6,000,000. As a result, the total amount of the Company's legal reserve for the year 2017 would be at Baht 8,500,000, equivalent to 7.07 percent of the net profit of the year 2017 according to the separate financial statements, which was the appropriate amount as required by laws.

In addition, the Company has 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 0.15 per share, in a total of Baht 64,500,000, equivalent to 57.75 percent of the total net profit after deducting income tax and appropriation of legal reserve, which is in accordance with the Company's dividend policy. The distribution of dividends shall be separated as follows:

- 1) To distribute at the rate of Baht 0.13 per share 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.
- 2) To distribute at the rate of Baht 0.02 per share from the net profit without exemption of tax (Non-BOI).

The shareholders whose names appeared on the record date on May 3, 2018, would be entitled to receive the dividend payment. The first XD date (Excluding Dividend) would be May 2, 2018. The dividend payment shall be made on May 15, 2018.

In addition, the Board of Directors Meeting No. 3/2017, held on November 13, 2017, resolved to approve the distribution of the interim dividend at the rate of Baht 0.15 per share, in the total amount of Baht 45,000,000 on November 21, 2017. In this regard, the Public Companies Limited Act B.E. 2535 and Article 48 of the Company's Articles of Association stipulate that the Board of Directors may pay interim dividend to shareholders, from time to time, when the Board deems that the Company has sufficient profit to do so, and after distribution of the interim dividend, the Board shall report such distribution of interim dividend to the next Annual General Meeting of Shareholders for acknowledgment.

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 2017 as a legal reserve and approve the distribution of the





net profit of 2017 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 2017 as follows:

- To distribute as a legal reserve in the amount of Baht 6,000,000, in addition to the legal reserve distributed on April 24, 2017, in the amount of Baht 2,500,000, which gives the total amount of legal reserve of 2017 at Baht 8,500,000. The aforesaid legal reserve was equivalent to 7.07 percent of the net profit of 2017 according to the separate financial statements, which was in accordance with criteria under relevant laws.
- To distribute as the dividend at the rate of Baht 0.15 per share, which was equivalent to a total dividend amount of Baht 64,500,000. The dividend payment shall be made on May 15, 2018.

In addition, the Meeting acknowledged the payment of the interim dividend at the rate Baht 0.15 per share, equivalent to the total amount of Baht 45,000,000, on November 21, 2017, which were audited by the external auditor with the votes as follows:

Approved	326,928,900	votes,	equivalent to	100.0000 %
Disapproved	0	votes,	equivalent to	- %
Abstained	0	votes,	excluded from o	alculation
Voided	0	votes,	excluded from o	alculation

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

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 at the Annual General Meeting of Shareholders of 2018. 3 directors who are due to complete their terms are as follows:

> Mrs. Jiraporn Kittikhunchai Director/ Deputy Chief Executive Officer/ Risk Management Committee Vice Chairman/ Deputy Chief Executive Officer Ms. Morakot Kittikhunchai

Director/ Deputy Chief Executive Officer Mrs. Suraporn Prasatngamloet





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 2018 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 were as shown in the Invitation on page 18 -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 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 2018 amounting to 3 persons, namely 1) Mrs. Jiraporn Kittikhunchai 2) Ms. Morakot Kittikhunchai 3) Mrs. Suraporn Prasatngamloet, to retain their office for another term as proposed, with the votes as follows:

## 5.1 Mrs. Jirapom Kittikhunchai

Approved	326,928,900	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	-	%
Abstained	0	votes,	excluded from o	calculation	
Voided	0	votes,	excluded from o	calculation	

### 5.2 Ms. Morakot Kittikhunchai

Approved	326,928,900	votes,	equivalent to	100.0000 %
Disapproved	0	votes,	equivalent to	- %
Abstained	0	votes,	e <mark>xclude</mark> d from c	alculation
Voided	0	votes,	excluded from c	alculation





## 5.3 Mrs. Suraporn Prasatngamloet

Approved	326,928,900	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	-	%
Abstained	0	votes,	excluded from (	calculation	
Voided	0	votes,	excluded from (	calculation	

## Agenda 6 To approve the remuneration of the directors for 2018

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 30 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 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 2018, which was the same rate as the director's remuneration of 2017 as follows:

Position	Meeting Allowance of 2018
Board of Directors	
- Chairman of the Board	65,000 (Baht/ person/ time)
- Director	30,000 (Baht/ person/ time)
Audit Committee	
- Chairman of the Audit Committee	20,000 (Baht/ person/ time)
- Member of the Audit Committee	15,000 (Baht/ person/ time)
Nomination and Remuneration	
Committee	
- Chairman of the Nomination and	20,000 (Baht/ person/ time)
Remuneration Committee	





Position	Meeting Allowance of 2018
- Member of the Nomination and	15,000 (Baht/ person/ time)
Remuneration Committee	
Risk Management Committee	
- Chairman of the Risk Management	20,000 (Baht/ person/ time)
Committee	
- Member of the Risk Management	15,000 (Baht/ person/ time)
Committee	-
Executive Committee	
- Chairman of the Executive Committee	20,000 (Baht/ person/ time)
- Member of the Executive Committee	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 2018 shall not exceed a total amount of Baht 3,000,000.

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 remuneration of the directors for 2018. In this regard, this agenda would be passed by not less than two-thirds of the total votes of shareholders attending the Meeting.

Resolution The meeting approved the remuneration of the directors for 2018, as proposed, with the votes as follows:

Approved	326,928,900	votes,	equivalent to	100.0000 %	)
Disapproved	0	votes,	equivalent to	- %	, )
Abstained	0	votes,	excluded from (	calc <mark>ulation</mark>	
Voided	0	votes,	excluded from (	cal <mark>culati</mark> on	

To approve the appointment of the external auditor and determination of the audit fee for Agenda 7 2018

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





Mr. Pichai Kojamitr, the Chairman of Audit Committee, reported 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 must 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 2018, due to their esteemed auditing works in accordance with the general auditing standard, including their contributions in terms of the auditor's opinion regarding internal control, as well as their independent auditing performance as the Company's auditor for the past 2 years. 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 2018 from PricewaterhouseCoopers ABAS Ltd. as follows:

1) Mr. Vichien Khingmontri	Certified Public Accountant No. 3977; or
2) Mr. Pisit Thangtanakul	Certified Public Accountant No. 4095; or
3) Mr. Boonlert Kamolchannokkul	Certified Public Accountant No. 5339

In this regard, the Board proposed to the Annual General Meeting of Shareholders to approve the audit fee for 2018 in the amount of Baht 2,600,000 which was reduced from the previous year by Baht 250,000, 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 2018 and determination of the audit fee for 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 appointment of Mr. Vichien Khingmontri Certified Public Accountant No. 3977 or Mr. Pisit Thangtanakul Certified Public Accountant No. 4095 or Mr. Boonlert Kamolchannokkul Certified Public Accountant No. 5339 from PricewaterhouseCoopers ABAS Ltd. as the external auditors for 2018. In addition, the Meeting approved the audit fee for







2018 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	326,928,900	votes,	equivalent to	100.0000	%
Disapproved	0	votes,	equivalent to	-	%
Abstained	0	votes,	excluded from o	alculation	
Voided	0	votes,	excluded from o	alculation	

Agenda 8 To approve the amendment of the Company's Articles of Association

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 compliance with the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate Convenience of Doing Business, which has amended Section 100 of the Public Limited Companies Act B.E. 2535 regarding the right of shareholders to call an extraordinary general meeting of shareholders, as well as the Announcement of the National Council for Peace and Order No. 74/2557 on Teleconferences through Electronic Devices, which specified that the Board of Directors meetings may be held through electronic media, the Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association in a total of 5 clauses as follows:

#### To revise:

- Section 4, Clause 25, 26, 27 and 30
- Section 5, Clause 33

To add new clauses to Section 4 as Clauses 26 and 29

Therefore, an order of the Company's Articles of Association would be amended, and the new Articles of Association of the Company (Amended Version) would contain 61 clauses. Details of the amendments are as follows:

Current Articles of Association		Proposed Amendment of Articles of Association
Clause 25.	The board of directors shall hold a	Clause 25.The board of directors shall hold a
med	eting at least once every three (3)	meeting at least once eve <mark>ry thre</mark> e (3)
months in the locality in which the head		months.





Current Articles of Association	Dranged Amendment of Articles of Association
Current Articles of Association	Proposed Amendment of Articles of Association
office of the company is situated or a	
neighboring province.	
	Clause 26.Meeting of the board of directors shall be held in the locality in which the head office of the company is situated or a neighboring province or Bangkok or at other place determined by the chairman or any person authorized by the chairman or the chairman may determine that the meeting be held through electronic media.
Clause 26. To call a meeting of the board of directors, the chairman or the person authorized by him shall send out a notice of meeting to the directors not less than seven (7) days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.	Clause 27.To call a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman or the person authorized by him shall send out a notice of meeting to the directors not less than seven (7) days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting. 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.
If two or more directors request a meeting of the board of directors, the chairman shall fix a date for the	If two (2) or more directors request a meeting of the board of directors, the chairman shall fix a date for the meeting

2l บริษัท ซันสวีท จำกัด (มหาชน) sunsweet public company เ



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	SUNSWEET
Current Articles of Association	Proposed Amendment of Articles of Association
meeting within fourteen (14) days	within fourteen (14) days from the date
from the date of receipt of such	of receipt of such request.
request.	
Clause 27. In a meeting of the board of directors, the presence of not less than	Clause 28.In a meeting of the board of directors, either by attending in person or by
one half of the total number of directors	electronic means, the presence of not
is required to constitute a forum. In the	less than one half $(1/2)$ of the total
case where the chairman of the board	number of directors is required to
is not present at the meeting or is	constitute a forum.
unable to perform his duty and if there	*
exists a vice- chairman, the vice-	Unless otherwise provided in the provision
chairman shall preside over the	of the first paragraph, in case such
meeting. If there is no vice-chairman	meeting is conducted through electronic
or if there is one but he is unable to	media, all of the directors participating in
perform the duty, the meeting shall	the meeting shall have their presence in
elect one director among themselves to	the Kingdom of Thailand and at least
preside over the meeting.	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 audie or audie and videe

articipating in presence in and at least quorum shall at the same ting through e performed ntrol system asures. There shall be audio, or audio and video recording (as the case may be), of all attending directors throughout 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 **Inform**ation Communication and

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SUNSWEET PUBLIC COMPANY LIMITED เลขที่ 9 หมู่ที่ 1 ต<mark>.ทุ่งสะโตก อ.สันป่าตอง จ.เชียงใหม่ 50120</mark>

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	SONSWEET
Current Articles of Association	Proposed Amendment of Articles of Association
	Technology Re: Standards for Electronic
	Conferencing Security B.E. 2557 as well
	as which shall be further amended.
	Clause 29.In a case where the chairman of the
	board is not present at the meeting or is
	unable to perform his 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 he is unable to perform the duty,
7	the meeting shall elect one among
	3
	themselves to preside over the meeting.
The leading the conflict of the second second of the second secon	The decisions at the meeting shall be by
The decisions at the meeting shall be	,
by a majority of votes.	a majority of votes.
Fook discotos aball have as a vate	Each director shall have one (1) vote,
Each director shall have one vote,	except the director having interests in any
except the director having interests in	matter who shall have no right to vote in
any matter who shall have no right to	such matter. In the case of an equality of
vote in such matter. In the case of an	. ,
equality of votes, the chairman of the	votes, the chairman of the meeting shall
meeting shall give the casting vote.	give the casting vote.
Clause 30. The remuneration of the directors	Clause 32.The remuneration of the directors and
and compensation shall be fixed by a	compensation s <mark>hall b</mark> e fixed by a
shareholders meeting. Directors are	shareholders meeting.
entitled to receive compensation from	
the company in the form of rewards,	Directors are entitled to receive
meeting allowances, remuneration,	compensation from the company in the
bonuses or other types of benefits in	form of rewards, meeting allowances,
JF 22 22 22 22 23 23 24 24 25 25 25 25 25 25 25 25 25 25 25 25 25	and the state of t

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accordance with articles the association or by approval from the meeting, which may shareholders' specify amounts or criteria of the compensation exactly, occasionally or permanently until further changes are made.

The provision in the first paragraph shall not affect the rights of any officer and employee

of the company, who was elected as a director, to receive compensation and benefits as officers or employees of the company.

Clause 33. The board of directors shall hold annual ordinary meeting the shareholders within four (4) months from the end date of the accounting period of the company.

## **Proposed Amendment of Articles of Association**

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 of this clause shall not affect the rights of any officer and employee 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.

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

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SUNSWEET PUBLIC COMPANY LIMIT เลขที่ 9 หมู่ที่ 1 ต.ทุ่งสะโตก อ.สันป่าตอง จ.เชียงใหม่ 50120

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## **Current Articles of Association**

Other meeting of shareholders in addition to the meeting under the first paragraph shall be called extraordinary meetings. The board of directors may convene an extraordinary meeting of shareholders any deems expedient shareholder or 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 extra- ordinary 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 the notice

## **Proposed Amendment of Articles of Association**

Other meeting of shareholders in addition to the meeting under the first paragraph shall be called extra-ordinary meetings.

The board of directors may convene an extra- ordinary meeting of shareholders any time it deems expedient or if one shareholder or 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 extra- ordinary 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 the notice

In event that 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

25 บริษัท ซันสวีท จำกัด (มหาชน) SUNSWEET PUBLIC COMPANY LIMITED เลขที่ 9 หมู่ที่ 1 ต.ทุ่งสะโตก อ.สันป่าตอง จ.เชียงใหม่ 50120



Current Articles of Association	Proposed Amendment of Articles of Association	
	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.	

The Chairman requested the Meeting to approve the amendment of the Company's Articles 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 the Company's Articles of Association, as proposed, with the votes as follows:

Approved	326,928,900	votes,	equivalent to	100.0000 %
Disapproved	0	votes,	equivalent to	- %
Abstained	0	votes,	excluded from calculation	
Voided	0	votes,	excluded from c	alculation

## 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 14.05 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.Ongart Kittikhunchai

Age : 63 years old

Nationality : Thai

Address : No.9 Moo1Toongsatok, Sanpatong, Chiangmai 50120

Position in the Company : Director/ Member of Nomination and Remuneration Committee/

Chairman of Executive Committee

No. of Rotation (term of office) : 1 Term

Attendance at the Meeting : Board of Directors' Meeting 5/5, Executive Committees' Meeting 4/11,

during 2018 Nomination and Remuneration Committees' Meeting 1/1

Starting date of directorship : Sunsweet Co., Ltd. - December 25, 1997

(Directorship tenure as of September 2017 is 19 years and 8 months.)

Sunsweet Public Company Limited September 4, 2017

(Directorship tenure as of April 2019 is 1 years and 7 months.)

Educational qualification : The Honorary Award Ceremony, Maejo University

ประสบการณ์ทำงาน : 1997 – Present - Director/ CEO Sunsweet Public Co.,Ltd.

2016 – Present - Director Chiang Mai Social Entreprise Co.,Ltd.

2014 - Present - Director Sosweet Co., Ltd.

2014 - Present - Director Sunshine Travel Co., Ltd.

2005 – Present - Director Sunsweet International Co.,Ltd. 2005 – Present - Director Sunsweet Bio Energy Co.,Ltd.

1992 – Present – Director Sunsweet Agrotech Co., Ltd.

Training : Director Certification Program (DCP) 31/2016

by the Thai Institute of Directors Association (IOD) Capital Market Leader Program (CMA) 26/2018

by Capital Market Academy

Relationship : Mrs.Jiraporn Kittikhunchai's spouse

The Company's securities holding as : 3,000,000 Ordinary shares, equal to 0.6976% of

paid up capital (at December 31, 2018)

In listed companies : None

Position in non-listed companies : 6

In other organization that may cause : None

any conflict of interest to the Company

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

Name : Mr.Anucha Dumrongmanee

Age : 62 years old

Nationality : Thai

Address : 98 Siri Mangkalajarn Road, Suthep, Muang, Chiang Mai 50200

Position in the Company : Director/ Member of Audit Committee/ Independent Director

No. of Rotation (term of office) : 1 Term

Attendance at the Meeting during 2018 : Board of Directors' Meeting 5/5,

Audit Committees' Meeting 4/4

Starting date of directorship : Sunsweet Co., Ltd. – January 18, 2017

(Directorship tenure as of September 2017 is 7 months.) Sunsweet Public Company Limited September 4, 2017

(Directorship tenure as of April 2019 is 1 years and 7 months.)

Educational qualification : Bachelor of Business Administration, Chiang Mai University

ประสบการณ์ทำงาน : 2018 – Present – Executive Director, Pinkanakorn Development Agency

(Public Organization)

2017 - Present - Director / Audit Committee, Sunsweet Public Co.,Ltd. 2015 - Present - Qualified Committee, Chiang Mai Rajabhat University

2012 - Present - Director The Cumpun 2012 Co., Ltd.

2012 – Present – Lecturer Faculty of Business Administration

Chiang Mai University

Training : Director Certification Program (DCP) 136/2017

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

paid up capital (at December 31, 2018)

In listed companies : None

Position in non-listed companies : 2

In other organization that may cause : None

any conflict of interest to the Company

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

Name : Mr.Chaiyot Suntivong

Age : 66 years old

Nationality : Thai

Address : 230/9 Moo 1 Chang Phueak, Muang, Chiang Mai 50300

Position in the Company : Director/ Chairman of Risk Management Committee

No. of Rotation (term of office) : 1 Term

Attendance at the Meeting during 2018 : Board of Directors' Meeting 5/5,

Risk Management Committees' Meeting 4/4

Starting date of directorship : Sunsweet Co., Ltd. – January 18, 2017

(Directorship tenure as of September 2017 is 7 months.)
Sunsweet Public Company Limited September 4, 2017

(Directorship tenure as of April 2019 is 1 years and 7 months.)

Educational qualification : Master's degree, Graduated School of Development Economics

National Institute of Development Administration

The Honorary Award Ceremony, Maejo University

ประสบการณ์ทำงาน : 2016 – Present - Director/ Chairman of Risk Management Committee

Sunsweet Public Co., Ltd.

2018 – Present - Board of committee Information Technology

Service Center Chiang Mai University

1996 – 2013 - Lecturer Faculty of Business Administration

Chiang Mai University

Training : Director Certification Program (DCP) 141/2017

by the Thai Institute of Directors Association (IOD)

Relationship : None

The Company's securities holding as : 150,400 Ordinary shares, equal to 0.0349 % of

paid up capital (at December 31, 2018)

In listed companies : None

Position in non-listed companies : None

In other organization that may cause : None

any conflict of interest to the Company



# Guidelines for registration and identification documents required to attend and vote 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, Nongpakrung 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. Warapong Nandabhiwat Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of Audit Committee

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 April 12, 2019.

## 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 singing 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.

## The Detail of Directors (Proxy for shareholders)

Remuneration Committee/ Member of Audit Committee

Age 61 years old

Residing at no.245/2 Sukhumvit 21 Rd, Khlong Toei Nuea, Wattana, Bangkok 10110

Director is considered as a connected person in agenda 6, which is "To approve remuneration of the directors for 2019."

Remark: Details of profile of the Independent Director are shown in the Annual Report of 2018

## 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 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/ An amendment of the Memorandum of Association

- 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 criterions 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 and compensation of the directors shall be fixed by the meeting of shareholders. 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 meeting of shareholders, which may specify amounts or criteria of the compensation exactly, occasionally or permanently until further changes are made.

Provisions in the first paragraph 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

### 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.

อากรแสตมป์ Stamp Duty 20 บาท/Baht

(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)

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			เขียนที่	•••••
			Written at	
			าน	
			nth	
(1) ข้าพเจ้า		สัญชาติ		
I / We		Nationality		
อยู่บ้านเลขที่	ถนน	ตำบล/แขวง		
Residing at no	<b>B</b> 1	Sub-District		
v			. รหัสไปรษณีย์	
District	Province		Postcode	
(2) เป็นผู้ถือหุ้นข	องบริษัท ซันสวีท จำกัด (มห	าชน) โดยถือหุ้นจำนวนทั้งสิ้นร	วม	หุ้น
Being a sha	reholder of Sunsweet Public	Company Limited, holding to	tal amount of	shares
	เได้เท่ากับ			
And having voting righ		vote(s), the det	ails of which are	as follows:
ห้นสามักเ	หุ้น	ออกเสียงลงคะแนนได้เท่าก็	์ ที่ 1	เสียง
Ordinary sha	.".			vote(s)
,	หุ้น			
Preferred sha	•	having voting rights equiv		vote(s)
(2)	จ ฺ ง			
(3) ขอมอบฉันทะ Horoby outb				
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(1)		ยายุ ปี		•••••
		Age	residing at No.	
		อำเภอ/	ខោហ	
Road	Sub-District	District		
จังหวัด	รหัสไปรษณีย์ .	หรือ		
Province	Postcode	OR		
(2)		ยายุ ปี	อยู่บ้านเลขที่	
• ,		Age	residing at No.	
ถนน	ต่ำบล/แขวง	อำเภอ/		
Road	Sub-District	District		

จังหวัด	.รหัสไปรษณีย์	หรือ	
Province	Postcode	OR	
(3)		ายุ ปี	อยู่บ้านเลขที่
		ge	
ถนน	. ตำบล/แขวง	อำเภอ/เร	២៣
	Sub-District	District	
จังหวัด	.รหัสไปรษณีย์	หรือ	
Province	Postcode	OR	

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการ ประชุมผู้ถือหุ้นสามัญ ประจำปี 2562 ในวันที่ 22 เมษายน 2562 เวลา 13.00 น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders for year 2019, which will be held on April 22, 2018 at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrung, Muang, Chiang Mai or at any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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

### <u>หมายเหตุ</u>

### Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่ สามารถแบ่งแยก จำนวนหันให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

อากรแสตมป์ Stamp Duty 20 บาท/Baht

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดซัดเจนตายตัว)
(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)

			เขียนที่	
			Written at	
		วันที่เด็	อน	พ.ศ
			onth	Year
(1) ข้าพเจ้า		สัญชาติ		
I/We		Nationality		
อยู่บ้านเลขที่	ถนน	ต่ำบล/แขวง		
Residing at no		Sub-District		
• อำเภอ/เขต	จังหวัด		รหัสไปรษณีย์	
District	Province		Postcode	
Being a sha	ของบริษัท ซันสวีท จำกัด (มหา areholder of Sunsweet Public นได้เท่ากับ hts equivalent to	Company Limited, holding t เสียง ดังนี้		shares
		1010 (0)/ 1110 110		
หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่า	กับ	เสียง
Ordinary sha	re share(s),	having voting rights equi	valent to	vote(s)
ห <mark>ุ้</mark> นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่า	กับ	เสียง
Preferred sh	are share(s),	having voting rights equi	valent to	vote(s)
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	ต่ำบล/แขวง			
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จังหวัด	รหัสไปรษณีย์	หรือ		
Province	Postcode	OR		
(2)		ยายุ ปี	อยู่บ้านเลขที่	
		Age	residing at No.	
ถนน	ตำบล/แขวง	อำเภอ	/เขต	
Road	Sub-District	Distric	t	

จังหวัด	รหัสไ	ไปรษณีย์		หรือ	
Province	Post	code		OR	
(3)			อาย	ปี	อยู่บ้านเลขที่
(-)			•		residing at No.
ถนน	ตำบ	ล/แขวง		อำเภอ/	เขต
Road	Sub-	-District		District	
จังหวัด	รหัส	ไปรษณีย์		หรือ	
Province	Post	code		OR	
เชียงใหม่ เลขที่ 139 ห สถานที่อื่นด้วย Anyone of the ab Shareholders for year Convention Centre Ch any date, time and pla	มู่ที่ 4 ตำบลหนอง ove as my/our pr 2019, which will iang Mai, No. 13 ace thereof.	งป่าครั้ง อำเภอเมือ roxy holder to atto be held on April 2 9 Moo 4, Nongpa	เง จังหวัดเชีย end and voto 22, 2019 a akrung, Mua	ยงใหม่ หรื e on my l it 1.00 p ing, Chiai	น. ณ ศูนย์ประชุมนานาชาติคุ้มคำ รือที่จะพึงเลื่อนไปในวัน เวลา และ behalf at the General Meeting of .m., at Khum Kham International ng Mai or at any adjournment at
					นการประชุมครั้งนี้ ดังนี้ meeting as follows:
🔲 วาระที่ 1 ช	พิจารณารับรองราย	มงานการประชุมสา	มัญผู้ถือหุ้นป	ไระจำปี <b>2</b>	561
		•			nareholders of 2018
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□ (v)	ให้ผู้รับมอบฉันทะเ	-	may 62299 1	ระสงค์ขอ	ม ม ม <u>ส</u> ขตามแวก ๑.ขา
• • •	The Proxy holder				
(b)	<ul><li>☐ เห็นด้วย</li></ul>	งและ งบเษ แา ละเบ □ ไม่เห็นด้วย		my wish	
	Approve	Disappro			tain
	Αμμίονο	υισαμμισ		UNO	nuiii
🗖 วาระที่ 2	พิจารณารับทราบเ	ผลการดำเนินงานข	องบริษัทประ	ะจำปี 250	61
Agenda 2:	To acknowledge	the Company's o	perating perf	formance	of 2018.

🔲 วาร	ระที่ 3	•	•	วันที่ 31 ธันวาคม 2561 ที่ผ่านการตรวจสอบ	
Age	enda 3	• •		nts for the fiscal year ended December 31	
	<i>(</i> )	2018.	10 00 0	<b>ગ ગ</b> ષ્ય ¦ તી હ્ર.	
Ц		_		นข้าพเจ้าได้ทุกประการตามที่เห็นสมควร dor and rosolvo in liqu of mo in all rospoct	
	(A) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.				
	(%)	• • • • • • • • • • • • • • • • • • • •	pnate. เอกเสียงลงคะแนนตามควา:	งเงโระส.งค์ของข้างมเล้า คังงี้	
Ш		=	shall vote in accordance w		
	(D)	<ul><li>่</li></ul>		าแก my พรก นราชกับพร. □ งดออกเสียง	
		Approve	Disapprove	Abstain	
		Αρριονο	ызарргого	AbStalli	
	d 1	a ¥a	୬ . ୩ ର ଲା		
				เสำรองตามกฎหมาย และการจ่ายเงินปันผย	
		การดำเนินงานประจ		I O an lovel recense and approve distribution	
Age	enua 4	• •	oution of het profit of 201 of 2018 as dividend.	18 as legal reserve and approve distribution	
	(ก)	ให้ผู้รับมอบฉันทะมี	์ เสิทธิพิจารณาและลงมติแท	นข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	
	(A)	The proxy holder	shall be entitled to consi	der and resolve in lieu of me in all respect	
		as deemed appro		·	
	(ข)	ให้ผู้รับมอบฉันทะอ	้ อกเสียงลงคะแนนตามควา	มประสงค์ของซ้าพเจ้าดังนี้	
	(B)	The Proxy holder s	shall vote in accordance w	vith my wish as follows:	
		🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	🗆 งดออกเสียง	
		Approve	Disapprove	Abstain	
🔲 วาร	ระที่ 5	พิจารณาแต่งตั้งกร	รมการแทนกรรมการที่พันจ	ากตำแหน่งตามวาระ	
Age	nda 5	: To appoint direct	ors to replace those due t	to complete their terms.	
		• • •	•	นข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	
	(A)			der and resolve in lieu of me in all respect	
		as deemed appro		·	
	(ଅ)	• • • • • • • • • • • • • • • • • • • •	เอกเสียงลงคะแนนตามควา	มประสงค์ของข้าพเจ้าดังนี้	
	(B)		shall vote in accordance w		
		🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง	
		Approve	Disapprove	Abstain	
		<ul><li>การแต่งตั้งกรร</li></ul>	• •		
			e nominated candidates a	s a whole.	
		🗆 เห็นด้วย	 □ ไม่เห็นด้วย		
		Approve	Disappro		

		🗖 การแต่งตั้งกรรมกา	•		
		Vote for an individ	ual nominee		
		5.1 นายองอาจ Mr.Ongart □ เห็นด้วย Approve 5.2 นายอนูชา	กิตติคุณชัย Kittikhunchai □ ไม่เห็นด้วย Disapprove	่ บุงดออกเลื Abstain	<sup>‡</sup> ยง
		Mr.Anucha	Dumrongmanee		
		□ เห็นด้วย Approve	□ ไม่เห็นด้วย Disapprove	🗆 งดออกเล็ Abstain	สียง
		5.3 นายชัยยศ Mr.Chaiyot			
		□ เห็นด้วย Approve	่ ไม่เห็นด้วย Disapprove	่ □ งดออกเล็ Abstain	ย่อง
Agen □	(n) (A)	ให้ผู้รับมอบฉันทะมีสิทธิ The proxy holder shall as deemed appropriat ให้ผู้รับมอบฉันทะออกเย็ The Proxy holder shall	tion of the directors for พิจารณาและลงมติแทนข be entitled to conside e. ส่ยงลงคะแนนตามความบ vote in accordance with □ ไม่เห็นด้วย Disapprove	ร้าพเจ้าได้ทุกประการตาม r and resolve in lieu of ประสงค์ของซ้าพเจ้าดังนี้	
		<del>-</del>	ญชีประจำปี 2562 และr ent of the external audi		
	(A)	=	พิจารณาและลงมติแทนย be entitled to conside	•	
	(a) (B)	ให้ผู้รับมอบฉันทะออกเล็ The Proxy holder shall □ เห็นด้วย [	งte in accordance with vote in accordance with ∃ ไม่เห็นด้วย	า my wish as follows: □ งดออกเสียง	
		Approve	Disapprove	Abstain	

🔲 วาร	ะที่ 8	พิจารณาอนุมัติการแ	ก้ไขเพิ่มเติมหนังสือบริคถ	เห็สนธิ ข้อ 3. (วัตถุประสงค์)
Agei	nda 8	: To approve an amo	endment of Clause 3 of	the Memorandum of Association
		(Objectives).		
	(ก)	ให้ผู้รับมอบฉันทะมีถึ	ใทธิพิจารณาและลงมติแท	นข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(A)	The proxy holder sl	hall be entitled to consi	der and resolve in lieu of me in all respects
		as deemed appropri	riate.	
	( <sub>2</sub> )	ให้ผู้รับมอบฉันทะออ	กเสียงลงคะแนนตามควา	มประสงค์ของข้าพเจ้าดังนี้
	(B)	The Proxy holder sh	nall vote in accordance v	vith my wish as follows:
		🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	🗌 งดออกเสียง
		Approve	Disapprove	Abstain
🗆 วาร	ะที่ 9	เรื่องอื่น ๆ (ถ้ามี)		
		: Other matters (if a	ny)	
	(ก)	้ ให้ผู้รับมอบฉันทะมีสิ	` <i>.</i> ใทธิพิจารณาและลงมติแท	นข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(A)			der and resolve in lieu of me in all respects
	` '	as deemed appropri		•
	( <sub>2</sub> )			มประสงค์ของข้าพเจ้าดังนี้
			nall vote in accordance v	
	` '		🗆 ไม่เห็นด้วย	, งดออกเสียง
		Approve	Disapprove	Abstain
		rr	11	

(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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือใน กรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างตัน รวมถึงกรณีที่มีการแก้ไข เปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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
· ·	()	ผู้รับมอบฉันทะ / Proxy

### <u>หมายเหตุ</u>

### 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบ ประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2562 ในวันที่ 22 เมษายน 2562 เวลา 13.00 น. ณ ศูนย์ประชุม นานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

In the General Meeting of Shareholders for year 2019, which will be held on April 22, 2019 at 13.00 hrs. at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrung, Muang, Chiang Mai, or on any date and at any postponement thereof.

\_\_\_\_\_\_

<u> </u>	90 - - -	เรื่อง			
		Re:			
ngci □			มีสิทธิพิจารญาและลงมติแง	านข้าพเจ้าได้ทุกประการตามที่เห็า	มสมดาร -
		=		ider and resolve in lieu of me	
	(.,)	as deemed appr		idor dila roccino in nod or mo	m am roopooto
	( <sub>21</sub> )	• • • • • • • • • • • • • • • • • • • •	 ออกเสียงลงคะแนนตามควา	ามประสงค์ของข้าพเจ้าดังนี้	
			shall vote in accordance		
	( )	☐ เห็นด้วย	□ ไม่เห็นด้วย		
		Approve	Disapprove	Abstain	
			.,		
🗌 าาร	ค	เรื่อง			
					•••••••••••
/\gc\			มีสิทธิพิลารกาและลงมติแง	านข้าพเจ้าได้ทุกประการตามที่เห็เ	เสมดาร
				ider and resolve in lieu of me	
	(1)	as deemed appr		idor dila 1030ivo ili ilod or ilio	iii uii rospoots
	(%)	• • •	opnato. ออกเสียงลงคะแนนตามควา	ามประสงค์ของข้าพเจ้าดังนี้	
			shall vote in accordance		
	(5)		□ ไม่เห็นด้วย		
		Approve	Disapprove	Abstain	
		прріото	Бюарргото	riostani	
🔲 วาร	ะที่	เรื่องเลือกตั้งก	รรมการ (ต่อ)		
			of directors (Continued)		
Dire	ctor's	name			
		🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	□งดออกเสียง	
		Approve	Disapprove	Abstain	
			50		

ชื่อกรรมการ		
Director's name		
🗆 เห็นด้วย	🗆 ไม่เห็นด้วย	🗌 งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ		
Director's name		
🗆 เห็นด้วย	🗆 ไม่เห็นด้วย	🗆 งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ		
Director's name		
🗌 เห็นด้วย	🗆 ไม่เห็นด้วย	🗆 งดออกเสียง
Approve	Disapprove	Abstain
ชื่อกรรมการ		
Director's name		
🗆 เห็นด้วย	🗆 ไม่เห็นด้วย	🗌 งดออกเสียง
Approve	Disapprove	Abstain

# หนังสือมอบฉันทะ แบบ ค.

PROXY Form C.

อากรแสตมป์ Stamp Duty 20 บาท/Baht

(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)

			เขียนที่	
			Written at	
		วันที่	เดือน	พ.ศ
		Date	Month	Year
(1) ข้าพเจ้า		สัญชาติ		
I / We		Nationality		
อยู่บ้านเลขที่	ถนน	ตำบล/แขวง	j	
Residing at no	Road	Sub-Distric	t	
•	จังหวัด		รหัสไปรษณี	ଣ୍ଡ
District	Province		Postcode	
ในฐานะผู้ประกอบธุรกิจเ	์ ป็นผู้รับฝากและดูแลหุ้นให้กั	່ ປນ		
Acting as the Custodian	· ·			
U	ซันสวีท จำกัด (มหาชน) โด	เยถือหุ้นจำนวนทั้งสิ้นรว	н	หุ้น
<del>-</del> '	Sunsweet Public Company	•		share(s)
และออกเสียงลงคะแนนไ	ด้เท่ากับ	เสียง ดังนี้		.,
And having voting rights	s equivalent to	vote(s), th	e details of which	are as follows:
หุ้นสามัญ		ออกเสียงลงคะแนนได	จ <b>้</b> เท่ากับ	เสียง
Ordinary share	share(s),	having voting rights	equivalent to	vote(s)
หุ้นบุริมสิทธิ์	หุ้น	ออกเสียงลงคะแนนได	จเ้ท่ากับ	เสียง
Preferred shar	e share(s),	having voting rights	equivalent to	vote(s)
(2) ขอมอบฉันทะใ	ห้			
Hereby author				
•		คาย	ปี คย่าเ้านเลขร์	d
(.,		Age		
ถนน	ตำบล/แขวง	อำ	แภอ/เขต	
Road	Sub-District	Di	strict	
จังหวัด	รหัสไปรษณีย์	หรื	រ៉ឺ១	
Province	Postcode	PO	}	

(	2)	ขายุ ปี	อยู่บ้านเลขที่
		Age	residing at No.
ถนน	ตำบล/แขวง	อำเภอ/เ	.ขต
Road	Sub-District	District	
จังหวัด	รหัสไปรษณีย์	หรือ	
Province	Postcode	OR	
(	3)	ยายุ ปี	อยู่บ้านเลขที่
		Age	residing at No.
ถนน	ตำบล/แขวง	อำเภอ/เ	.ขต
Road	Sub-District	District	
จังหวัด	รหัสไปรษณีย์	หรือ	
Province	Postcode	OR	
Internation adjournment (3) 2 1,	olders for year 2019, which will be hal Convention Centre Chiang Mai, No. nt at any date, time and place thereof.  The nt at any date, time and place thereof.  We hereby authorize the proxy holder to a series authorize the proxy holder to a series.  Grant proxy the total amount of shares.  Agenda Re:	139 Moo 4, Nongpakrung ารเข้าร่วมประชุมและออกเสีย o attend the meeting and vo จ้าถือและมีสิทธิออกเสียงลงคะ s holding and entitled to vote	, Muang, Chiang Mai or at any งลงคะแนนในครั้งนี้ ดังนี้ te on my/our behalf as follows: ะแนนได้
	🗆 หุ้นสามัญหุ้น		ับ เสียง
	Ordinary share share(s),	having voting rights equiva	
	<ul><li>☐ หุ้นบุริมสิทธิ์</li></ul>		ับ เสียง
	Preferred share share(s),		
	รวมสิทธิออกเสียงลงคะแนนทั้งหมด	1	
	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:

🗖 วา	เระที่ 1	พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561		
Ag	Agenda 1: To adopt the minutes of Annual General Meeting of Shareholders of 2018			
		้ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
		The proxy holder shall be entitled to consider and resolve in lieu of me in all respects		
	(.,)	as deemed appropriate.		
П	( <sub>21</sub> )	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้		
_		The Proxy holder shall vote in accordance with my wish as follows:		
	(5)	<ul> <li>□ เห็นด้วย เสียง</li> <li>□ ไม่เห็นด้วย</li></ul>		
		Approve vote(s) Disapprove vote(s) Abstain vote(s)		
_	١.			
		พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2561		
Ag	enda 2	: To acknowledge the Company's operating performance of 2018.		
🗖 วา	เระที่ 3	พิจารณาอนุมัติงบการเงินรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2561 ที่ผ่านการตรวจสอบ		
จา	กผู้สอบ	บัญชีแล้ว		
Ag	enda 3	3: To approve the audited financial statements for the fiscal year ended December 31,		
20	)18.			
	(n)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
	(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects		
		as deemed appropriate.		
	(ข)	 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้		
		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)		
		representation recognition recognition recognition		
_	d 1	م عرص و ۱۰ م الم		
<b>_</b> 31	เระท 4	พิจารณาอนุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล		
Λ		สำหรับผลการดำเนินงานประจำปี 2561		
Ag	enda 4	: To approve distribution of net profit of 2018 as legal reserve and approve distribution		
_	()	of the net profit of 2018 as dividend.		
Ш		ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร		
	(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects		
		as deemed appropriate.		
		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)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแ	เละลงมติแทนข้าพเจ้าได้ทุ	กประการตามที่เห็นสมค	วร
	(A)	The proxy holder shall be entitle	ed to consider and reso	lve in lieu of me in all	respects
		as deemed appropriate.			
	(ข)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแ	นนตามความประสงค์ของ	เข้าพเจ้าดังนี้	
	(B)	The Proxy holder shall vote in ac	ccordance with my wish	as follows:	
		🗖 การแต่งตั้งกรรมการทั้งชุด			
		Vote for all the nominated ca	andidates as a whole.		
		🗆 เห็นด้วย เสียง 🗀 ไ		🗌 งดออกเสียง	เสียง
		Approve vote(s) [			vote(s)
		rippiote vote(3) L	olsappiove vote(s)	, Abstani	voic(3)
		🗖 การแต่งตั้งกรรมการเป็นรายบุ	1000		
		Vote for an individual noming			
		5.1 นายองอาจ กิตติคุณ			
		Mr.Ongart Kittikhu			
		<ul><li>พ.เ.อานูณา หันแผน</li><li>เห็นด้วย เสียง □ ไม่</li></ul>		🗆 งดออกเสียง	ı 젊el.9
		Approve vote(s) [	• • • • • • • • • • • • • • • • • • • •	ANSIAIII	vote(s)
		5.2 นายอนุชา ดำรงมถ์ Mr.Anucha Dumron			
			-	П	.g
		่ เห็นด้วย เสียง □ ไ			
		Approve vote(s) [	• •	) ADSTAIN	vote(s)
		5.3 นายชัยยศ สันติวงษ์ พ.ศ. 25 - ราง - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 - 2 -			
		Mr.Chaiyot Suntivo	•		d
		่ □ เห็นด้วย เสียง □ ไล่			
		Approve vote(s) [	Disapprove vote(s)	) Abstain	vote(s)
🗆 วาระ	ะที่ 6	พิจารณาอนุมัติการกำหนดค่าตอบ	มแทนกรรมการประจำปี 2	2562	
Ager	nda 6	To approve remuneration of the	e directors for 2019.		
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแ	เละลงมติแทนซ้าพเจ้าได้ทุ	กประการตามที่เห็นสมค	วร
	(A)	The proxy holder shall be entitle	ed to consider and reso	lve in lieu of me in all	respects
		as deemed appropriate.			
	(ฃ)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแ	นนตามความประสงค์ของ	ข้าพเจ้าดังนี้	
	(B)	The Proxy holder shall vote in ac	ccordance with my wish	as follows:	
		□ เห็นด้วย เสียง □ ไ	ไม่เห็นด้วย เสียง	🗆 งดออกเสียง	เสียง
		Approve vote(s) [	Disapprove vote(s)	) Abstain	vote(s)

			พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2562 และกำหนดค่าสอบบัญชีประจำปี 2562 : To approve appointment of the external auditor and determination of the audit fee for 2019.
		(n) (A)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall be entitled to consider and resolve in lieu of me in all respects
		( <sub>2</sub> )	as deemed appropriate. ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
			The Proxy holder shall vote in accordance with my wish as follows:
			🗆 เห็นด้วย เสียง 🗆 ไม่เห็นด้วย เสียง 🗆 งดออกเสียงเสียง
			Approve vote(s) Disapprove vote(s) Abstain vote(s)
<b></b> a	าระ	หี่ 8	พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์)
Ą	gen	da 8	: To approve an amendment of Clause 3 of the Memorandum of Association (Objectives).
	]	(n)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
		(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects
			as deemed appropriate.
			ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
		(B)	The Proxy holder shall vote in accordance with my wish as follows:
			🗌 เห็นด้วย เสียง 🗎 ไม่เห็นด้วย เสียง 🗎 งดออกเสียงเสียง
			Approve vote(s) Disapprove vote(s) Abstain vote(s)
<b></b> 2	าระ	ที่ 9	เรื่องอื่น ๆ (ถ้ามี)
A	•		: Other matters (if any)
			ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
		(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects
			as deemed appropriate.
			ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
		(R)	The Proxy holder shall vote in accordance with my wish as follows:
			<ul> <li>□ เห็นด้วย</li></ul>
			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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือใน กรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไข เปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะนี้ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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 ใช้เฉพาะกรณีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัส โตเดียน (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) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามมอบฉันทะแทน Power of attorney form the shareholder authorizes a Custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian) 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

### ใบประจำต่อแบบหนังสือมอบฉันทะ 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 2562 ในวันที่ 22 เมษายน 2562 เวลา 13.00 น. ณ ศูนย์ประชุม นานาชาติคุ้มคำ เชียงใหม่ เลขที่ 139 หมู่ที่ 4 ตำบลหนองป่าครั่ง อำเภอเมือง จังหวัดเชียงใหม่ หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

In the General Meeting of Shareholders for year 2019, which will be held on April 22, 2019 at 13.00 hrs., at Khum Kham International Convention Centre Chiang Mai, No. 139 Moo 4, Nongpakrung, Muang, Chiang Mai, or on any date and at any postponement thereof.

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	วาระ	ะที่	เรื่อง
	Agen	nda	Re:
		(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
		(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects
			as deemed appropriate.
		( <sub>2</sub> )	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
			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)
			14 (c) 21 (c) 21 (c) 1 (
	าารจ	4 4	เรื่อง
_			Re:
	Hyci		
	Ш		ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
		(A)	The proxy holder shall be entitled to consider and resolve in lieu of me in all respects
			as deemed appropriate.
		( <sub>2</sub> )	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
		(B)	The Proxy holder shall vote in accordance with my wish as follows:
			🗆 เห็นด้วย เสียง 🗆 ไม่เห็นด้วย เสียง 🗆 งดออกเสียง เสียง

<ul> <li>□ วาระที่ เรื่องเลือกตั้งกรรม</li> <li>Agenda Re: Election of of diagrams</li> <li>ชื่อกรรมการ</li></ul>	irectors (Continued)			
			่ □ งดออกเสียง Abstain	
ชื่อกรรมการ				(-)
Director's name				
🗌 เห็นด้วย	เสียง 🗌 ไม่เห็นด้ว	ย เสียง	🗌 งดออกเสียง	เสียง
Approve	vote(s) Disappro	ve vote(s)	Abstain	vote(s)
ชื่อกรรมการ				
Director's name				
🗌 เห็นด้วย	เสียง 🗌 ไม่เห็นด้ว	ย เสียง	🗆 งดออกเสียง	เสียง
Approve	vote(s) Disapprov	ve vote(s)	Abstain	vote(s)
ชื่อกรรมการ				
Director's name				
🗆 เห็นด้วย	เสียง 🗆 ไม่เห็นด้ว	ย เสียง	🗆 งดออกเสียง	เสียง
Approve	vote(s) Disapprov	ve vote(s)	Abstain	vote(s)
ชื่อกรรมการ				
Director's name				
🗆 เห็นด้วย	เสียง 🗌 ไม่เห็นด้ว	ย เสียง	🗆 งดออกเสียง	เสียง
Approve	vote(s) Disappro	ve vote(s)	Abstain	vote(s)

# KHUM KHAM International Convention Centre Chiang Mai Map



## 2018 Annual Report Requisition Form

Attention: Comp	any Secretary, Sunsweet Public Company Limited (SUN)
I, Address,	Nationality
Request for p	printed copy of Please mark $$ in ( )
	ocuments requested:
•	inual Report for the year 2018
2. Means of rec	eiving of the printed documents:
( ) Th	e Company sends the documents to the same address as above-mentioned.
( ) Th	e Company sends the documents to the address below:
Remarks: After	completion of the information above, please return this form to SUN:
	66-2586-3007 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 2018 Annual Report before the date of the Shareholders' Meeting, please submit the completed requisition form to the Corporate Secretary Office by Wednesday, April 10, 2019