

(Translation)

Annual General Meeting of Shareholders of 2022

Sunsweet Public Company Limited (“Company”) convened the Annual General Meeting of Shareholders of 2022 on April 20, 2022, at 13.00 hrs. at Sunsweet Public Company Limited, No. 9, Moo 1, Toongsatok Sub-District, Sanpatong District, Chiang Mai Province.

Mr. Akeera Kijthanasopha, acted as the Moderator of the Meeting, welcomed shareholders and attendees of the Meeting and introduced the Directors, Executive Officers, Auditors and Legal Advisors. Due to the spread of Corona Virus (COVID-19), some directors and advisors attended the Meeting via electronic media as follows:

Attendees who attended the Meeting in person

Directors

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

Management

1. Mr. Vira	Nopwattanakorn	Chief Financial Officer
2. Mrs. Amphang	Suriyang	Chief Production Officer
3. Mr. Panlop	Boonthung	Chief Operating Officer
4. Mr. Rattasak	Nookong	Chief Technology Officer

Legal Advisors

1. Mr. Chatiporn	Baramee	Legal Advisory Council Limited
2. Ms. Pisamai	Chuwongkomol	Legal Advisory Council Limited

Attendees who attended the Meeting via electronic media

Directors

1. Mr. Krairit	Boonyakiat	Chairman/ Independent Director
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Auditors

1. Mr. Vichien	Khingmontri	PricewaterhouseCoopers Abas Ltd.
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There were 8 directors attending the Meeting, equivalent to 89 percent of the Board of Directors.

Mr. Akeera Kijthanasopha, informed the Meeting that the Company had sent notification and information of the Meeting to the shareholders, using 3 channels, by sending invitations to shareholders via post, advertisement in the newspaper and publication of details of the Meeting on the Company's website.

Due to the spread of the Coronavirus Disease (COVID-19), the Company had to comply with measures stipulated by the Department of Disease Control for safety of shareholders and meeting attendees. Therefore, the Company requested shareholders to grant a proxy to the Company's Independent Director instead of attending the Meeting in person. In case the shareholders desired to attend the Meeting in person, the Company requested the shareholders for cooperation as follows:

- All meeting attendees had to keep a face mask on at all times
- All meeting attendees had to sit only in their designated zone and could not move to another zone throughout the Meeting.
- Any shareholders and proxies who had questions were requested to write down their questions on a paper and submit them to the staff for collection.
- Attendees could not eat any food at all times while in the Meeting

Thereafter, Mr. Akeera Kijthanasopha introduced Ms. Kanthika Chantha, a shareholder who volunteered to be the witness in the counting of the votes for transparency throughout the Meeting. In addition, the Moderator informed the Meeting of the procedures for voting and counting of the votes as follows:

Procedures for Voting and Counting of Votes

1. According to Article 40 of the Company's Articles of Association, for voting in the Meeting, a shareholder would have the number of votes equivalent to the number of shares he/she held in the Company, whereby one share was equivalent to one vote.
2. For voting on each agenda item, a shareholder who disapproved or abstained from voting would be asked to mark his/her vote in the ballot and raise his/her hand so that the Company's staff could collect the ballots in order to deduct disapprovals and abstentions from all of the votes. The remaining votes would be deemed as approvals. Shareholders who approved the agenda items would be required to keep such ballots and return them to the Company's staff after the Meeting was adjourned.
3. In case that a shareholder appointed a proxy to attend and vote on his/her behalf, pursuant to the intention to vote as marked in the proxy form, the Company would not hand over the ballots to the proxy because the Company had already recorded such votes as specified by the shareholder in advance.
4. The total number of shareholders and proxies and the votes on each agenda item may not be consistent, as there could be additional shareholders and proxies entering the meeting room after the Meeting has started.
5. Approval of each agenda item would be passed by a majority votes of the shareholders who attended the Meeting and cast their votes, except for agenda item 7, where approval would be made by two-thirds of the total votes of shareholders who attended the Meeting, and agenda item 9, where approval would be made by three-fourths of the total votes of shareholders who attended the Meeting and were eligible to vote.
6. In case the shareholders wished to make an inquiry, the shareholders had to make such inquiry by writing on the provided papers, with the complete name of the shareholder and declaring whether such shareholder attended the Meeting in person or as a proxy, and giving such inquiry to the Company's staff.

Furthermore, the Moderator informed the Meeting that to comply with the principles of good governance and equality of shareholders, the Company had announced through the Stock Exchange of Thailand and in the Company's website, from November 8, 2021 to December 31, 2021, allowing shareholders to nominate candidates to be elected as directors and to propose the Annual General Meeting

of Shareholders of 2022 agenda items. In this regard, there was no proposal made from the shareholders. Therefore, the Company deemed appropriate to propose to the Meeting to consider agenda items as shown in the invitation to the Meeting.

Mr. Akeera Kijthanasopha informed the Meeting that there was a total of 35 shareholders who attended the Meeting in person, representing 443,614,600 shares, and 13 proxies, representing 4,287,208 shares. Thus, 48 shareholders were present at the Meeting in person and by proxy, representing a total of 447,901,808 shares, equivalent to 69.4424 percent of the total amount of the allotted shares of the Company, i.e. 644,997,425 shares. Therefore, the quorum was attained as required by Clause 37 of the Company's Articles of Association. In this regard, for flexibility in this meeting, Mr. Krairit Boonyakiat, Chairman of the Board of Directors, assigned Mr. Pichai Kojamit, Vice Chairman, to preside over the Meeting as the Chairman ("The Chairman") as required by Clause 39 of the Company's Articles of Association and assigned Mr. Akeera Kijthanasopha to explain the details of each agenda item and summarize the vote. The Meeting proceeded according to the agenda items as follows:

Agenda Item 1 Matters to be reported by the Chairman

The Chairman, reported to the Meeting as follows:

The global economic situation and the Thai economy were in deceleration, due to the spread of Coronavirus Disease (COVID-19), which had inevitably affected the way of life and business. The Company had closely monitored and assessed the situation so as to adjust its operations to be able to operate under continuously changing economic conditions.

In 2022, the economy was expected to recover from the relaxation of disease control measures as well as issuance of government economic stimulus measures. The company continued to operate its business with caution, taking into account the best interests of the Company and stakeholders, by adopting the principles of good corporate governance and effective risk management as well as other activities in the dimensions of environment, society and good corporate governance (ESG), which would lead to sustainable business operations.

On behalf of the Board of Directors of Sunsweet Public Company Limited, the Chairman thanked the shareholders, customers, business partners, financial institutions management and staff including all stakeholders who had supported and trusted in the Company, which resulted in the Company's good performance throughout the past years. The Company still determined to operate its business to progress with continued sustainability.

Mr. Akeera Kijthanasopha informed the Meeting that this agenda item was for acknowledgment only. Thus, voting was not required.

Agenda Item 2 To adopt the Minutes of the Annual General Meeting of Shareholders of 2021

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that the Company held the Annual General Meeting of Shareholders of 2021 on April 20, 2021. 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 were as shown on page 10-25.



Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no questions or comments, it was proposed that the Meeting vote to adopt the Minutes of the Annual General Meeting of Shareholders of 2021. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The Meeting adopted the Minutes of the Annual General Meeting of Shareholders of 2021 with the votes as follows:

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Remark: In this agenda item, there was an additional 1 shareholder attending the Meeting. The total number of shareholders attending the Meeting and eligible to vote, before the voting of this agenda item, was 49 persons, representing 447,921,808 shares.

Agenda Item 3 To acknowledge the Company's operating performance for 2021

The Chairman assigned Mr. Ongart Kittikhunchai, the Chief Executive Officer, to report on this agenda item.

Mr. Ongart Kittikhunchai, Chief Executive Officer, informed the Meeting that the year 2021 was full of challenges due to various factors including changes in social activities and consumer behaviors towards a new way of life (New Normal). The Company had driven the growth of its business by laying a solid foundation for operations. The Company emphasized supplying quality food products that are safe to its customers as well as expanding its trading market to consumers globally. The Company focused on development of innovations that advanced its business from the process of procuring raw materials, production, delivery, as well as research and development on new products to meet the continuous needs of consumers. This resulted in the Company's satisfying turnovers according to the business plan.

The Company and its subsidiaries' operating performance of 2020 were as follows:

- Total revenue in 2021 was 2,988 million Baht, an increase of 358 million Baht or 13.61% compared to the previous year.
- Sales revenue in 2021 was 2,981 million baht, an increase of 370 million baht or 14.11% compared to the previous year.
- Profits in 2021 was 209 million baht, an increase of 16 million Baht or 8.29% compared to the previous year.

In 2021, the Company decided to undertake various projects as follows:

- High-Value Crops Project: The Company received 2 licenses for producing (planting) category V narcotics, only for hemp, i.e., a license to plant for commercial use and a license to plant for the benefit of research studies. The Company had started planting hemp for distribution and research on breeding.
- Vending Machine Business Project: The Company would start to install the vending machines in Chiang Mai Province to sell consumer products to meet the needs of modern consumers.
- Production Efficiency Improvement and Capacity Expansion Project: The Company made a plan to purchase modern machinery and equipment, the installation of which had started in 2022.



- Small Production Facility Project for Ready-to-Eat Products (Mini Factory): This was planned for continuous delivery of the products, as well as an expansion plan to develop ready-to-cook food products in the future.

- Rai Tawan Wan Farming Project (SUN Valley): The project was being built on an area of 1,045 Rai, and was in the process of building infrastructure, cultivation of sweet corn raw materials and high-value plants with an objective to develop the area to be a Center of Excellence in Agriculture of Thailand.

- Biogas Production from Waste (Corn Cobs) Project: The project was designed to create added value from agricultural waste materials and convert them into clean energy (Green Energy) to generate 1 megawatt of electricity.

In addition, the Company had received awards and evaluation results from various agencies that reflected its success in 2021 as follows:

- Outstanding Export Business Award (Prime Minister's Export 2021) in the category of Best Thai Brand Award, organized by the Office for Promotion of Innovation and Value Added for Trade, Department of International Trade Promotion, Ministry of Commerce. The award was given to exporters of goods and services with outstanding results in product and service development and having quality standards that were recognized internationally and able to compete in the international markets.

- "Outstanding Innovation" Award, SET Awards 2021: Outstanding Innovation Company Awards was organized by the Stock Exchange of Thailand in collaboration with the Banking and Finance Journal to give awards to listed companies who valued innovations and had outstanding innovation achievements as well as continually supported the development of innovations in the country.

- The Company was also rated as a company with good corporate governance at the level of "Excellent" (Excellent CG Scoring) or 5 stars in the Corporate Governance Survey of Thai Listed Companies (CGR) project in 2021 from the Association of Thai Institute of Directors (IOD) with support from the Stock Exchange of Thailand (SET).

Furthermore, the Company emphasized the anti-corruption policy. The Company had 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 when appropriate for traditional practice or festive occasions.

The Company believed that conducting business which was based on ethics responsibly throughout the supply chain was an important factor in achieving sustainable success. As the trading partners were the key chains of this success, the Company had expanded the scope of operations through communicating expectations to customers by making a code of conduct and ethical guidelines available to the business partners for them to conduct business in the same way with the Company's operations. Thus, the business partners were requested to comply with the aforesaid code of conduct and ethical guidelines to ensure sustainable and continuing growth in business cooperation between the Company and its business partners.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item and informed the Meeting that this agenda item was for acknowledgment only. Thus, voting was not required.

Agenda Item 4 To approve the audited financial statements of the fiscal year 2021 ended December 31, 2021 which were audited by the external auditor

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that the financial statements for the fiscal year ended December 31, 2021 were audited and certified by the external auditor, details of which appear in the Annual Report of 2021 as shown on page 157-232 enclosed with the invitation to the Meeting. The said financial statements had been reviewed by the Audit Committee and the Board of Directors.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no questions or comments, it was proposed that the Meeting vote to approve the audited financial statements for the fiscal year 2021 ended December 31, 2021. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The Meeting approved the audited financial statements of the fiscal year 2021 ended December 31, 2021, which were audited by the external auditor with the votes as follows:

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 5 To approve the allocation of net profit of 2021 as legal reserve and the dividend payments for the Company's operating performance of 2021

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535 Section 116 and Article 51 of the Company's Articles of Association, the Company was required to allocate not less than five (5) percent of the annual net profit as the legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital. In addition, in compliance with the Public Companies Limited Act B.E. 2535, Section 115 and Article 49 of the Company's Articles of Association, the dividends shall not be paid otherwise than out of profits, and in the case where the Company has incurred accumulated loss, no dividends shall be paid.

In this regard, the Company had a dividend policy to pay dividends at the rate of not less than 50 percent of the net profits after deduction of income tax and appropriation of all legal reserves.

From the operation performance of 2021, the Company gained net profit, in accordance with the Company's separate financial statements, in the amount of Baht 209.09 million Baht. The Company deemed appropriate to allocate the net profit as follows:

To appropriate as legal reserve in the amount of Baht 10,850,000, amounting to 5.19 percent of the net profit of 2021 from separate financial statements in accordance with the law. This resulted in the Company's accumulated retained earnings appropriated as the legal reserve in the amount of Baht 32,250,000, equivalent to 10 percent of the registered capital.

To pay dividend from the Company's operating performance from the separate financial statements for the fiscal year ended December 31, 2021 at the rate of Baht 0.25 per share, totaling Baht 161,249,356.25 (One Hundred Sixty One Million Two Hundred Forty Nine Thousand Three Hundred Fifty Six Baht Twenty Five satang), equivalent to 81.34 percent of the net profit after deducting legal reserve

from the separate financial statements, which was in accordance with the Company's dividend payment policy.

The Company paid the interim dividend from its operating performance from January 1, 2021 to June 30, 2021 at the rate of Baht 0.10 per share, totaling Baht 64,499,742.50 (Sixty Four Million Four Hundred Ninety Nine Thousand Seven Hundred Forty Two Baht Fifty Satang) on September 3, 2021.

The annual dividend proposed this time was at the rate of Baht 0.15 per share, totaling Baht 96,749,613.75 (Ninety Six Million Seven Hundred Forty Nine Thousand Six Hundred Thirteen Baht Seventy Five Satang), would be paid as follows:

- The dividend payment at the rate of Baht 0.035 would be paid from the tax-exempted profit due to privileges received from the BOI. Thus, the individual shareholders would not be subject to the withholding tax nor entitled to the tax credit.
- The dividend payment at the rate of Baht 0.115 would be paid from the profit that is not tax-exempted profit according to privileges received from the BOI (Non-BOI).

The date of determination of the list of shareholders entitled to the dividends, the Record Date, would be on April 28, 2022, and the dividend payment would be made on May 19, 2022.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting.

Mr. Athon Jeamdenngarm, a proxy from a shareholder, asked about the dividend payment in 2020, whereby in the year 2020 the Company had a net profit after deducting the legal reserve of 182.78 million Baht, if the Company had deducted the loss from the performance in the year 2019 in the amount of (42 million Baht) from the aforesaid net profit of the year 2020, would this have resulted in the Company's payment of dividends in excess of profit in the year 2020?

Mr. Vira Nopwattanakorn, Chief Financial Officer, provided information that the Company had the policy to pay dividends of not less than 50 percent of net profit after legal reserves by considering all the retained earnings brought forward. In this regard, the Company had no accumulated loss, and the annual dividends were from net profit in each year. Based on the operation results of the year 2020, the company had enough profit to pay dividends. Therefore, it was not considered as paying dividends in excess of the profits.

Mr. Athon Jeamdenngarm, a proxy from a shareholder, gave his further opinions that the Company had retained earnings on accounts that were taxed at different rates. This year, the Company would pay dividends from tax-exempted net profit from BOI incentives, for which the minority shareholders would not receive benefit, as they were not eligible for the tax credit, while the major shareholders would benefit from tax exemption.

In addition, the Company had paid dividends from net profits, which were subject to tax at a rate of 20 percent. In this regard, the company should consider whether there were higher taxable net profits or not. If higher taxable net profits existed, the Company should consider paying dividends from net profits that were taxed at a higher rate before making payment of dividends from net profits with tax exemption from privileges under Investment Promotion (BOI), as this was to allow minor shareholders to benefit from the tax credits. Mr. Athon Jeamdenngarm further provided additional suggestions that the Company should prepare a table of retain earnings in each year. The dividend payment should be from the profits of the years with the highest tax rates, respectively, for the minority shareholders to get the most benefit.

As there were no questions or comments, therefore it was proposed that the Meeting vote to approve the allocation of net profit of 2021 as legal reserve and the dividend payments for the Company's operating performance of 2021. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes.

Resolution The Meeting approved the allocation of net profit of 2021 as legal reserve and the dividend payments for the Company's operating performance of 2021 with the votes as follows:

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 6 To appoint directors to replace those due to complete their terms

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha 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 had to retire by rotation and may be re-elected for another term. At the Annual General Meeting of Shareholders of 2022, 3 directors who were due to complete their terms were as follows:

- | | |
|-----------------------------|--|
| 1) Mr. Ongart Kittikhunchai | Director/ Chairman of the Executive Committee/
Member of the Nomination and Remuneration
Committee |
| 2) Mr. Chaivot Suntivong | Director/ Chairman of the Risk Management
Committee |
| 3) Mr. Anucha Damrongmanee | Director/ Member of the Audit Committee/
Independent Director |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors in advance via the Company's website, www.sunsweetthai.com, during November 8, 2021 to December 31, 2021. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

For a purpose of transparency and corporate governance, Mr. Akeera Kijthanasopha invited the 3 directors, who were due to retire by rotation, to leave the Meeting to allow the shareholders to discuss and vote freely.

The Moderator further informed the Meeting that the Nomination and Remuneration Committee undertook the nomination process by duly considering the composition of the Board (Board Skill Matrix) to ensure that qualification, knowledge, experience, and expertise of the directors were appropriate for the utmost benefit of the Company's business operations. The Nomination and Remuneration Committee (excluding directors with related interests) proposed to approve re-election of the 2 directors due to complete their terms in 2022 to retain their office for another term as follows:

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|-----------------------------|--|
| 1) Mr. Ongart Kittikhunchai | Director/ Chairman of the Executive Committee/
Member of the Nomination and Remuneration
Committee |
| 2) Mr. Chaiyot Suntivong | Director/ Chairman of the Risk Management
Committee |

The Nomination and Remuneration Committee further proposed 1 qualified candidate to be appointed as a director and independent director, to replace the director, Mr. Anucha Damrongmanee, who would be due to complete his term in 2022, as the candidate's qualifications were in accordance with a definition of the independent director who can deliver their opinion independently according to relevant criteria, as follows:

- | | |
|-------------------------------|--|
| 1) Ms. Udomrat Akkarachinores | Director/ Member of the Audit Committee/
Independent Director |
|-------------------------------|--|

The details of work experience, shareholding ratio and other personal information of the aforesaid directors, were as shown in the Invitation to the Meeting on page 25-27. The Board of Directors (exclusive of the directors with interests on this matter) had considered that the nominated persons had passed the scrutiny process of the Nomination and Remuneration Committee that they were qualified for the Company's business operations. Therefore, it was appropriate to approve the appointment of two directors who would retire by rotation to be re-elected as directors and other positions for another term, and nominate another qualified person from outside to take the position of the Company's director and other positions instead of Mr. Anucha Damrongmanee, the director who would retire by rotation.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no further questions or comments, it was proposed that the Meeting vote to appoint directors to replace those due to complete their terms. In this regard, this agenda item required a majority vote of the shareholders who attended the Meeting and cast their votes. The appointment would be made individually.

Resolution The Meeting approved the appointment of 2 retiring directors in 2022 to be re-elected as directors and other positions for another term, namely 1) Mr. Ongart Kittikhunchai 2) Mr. Chaiyot Suntivong, and the appointment of 1 director to replace Mr. Anucha Damrongmanee, the director due to complete his terms in 2022, namely 1) Ms. Udomrat Akkarachinores as proposed, with the votes as follows:

6.1 Mr. Ongart Kittikhunchai

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

6.2 Mr. Chaiyot Suntivong

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

6.3 Ms. Udomrat Akkarachinores

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Mr. Akeera Kijthanasopha then invited the 3 Directors to come back to the meeting room after the voting on this agenda item was completed.

Agenda Item 7 To approve the remuneration of the directors for 2022

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

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

The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, considering the propriety of the remuneration of the directors and subcommittee by taking into account the duties and responsibilities of the directors and comparing them with the same industry and with similar size of business, and deemed appropriate to propose to the Annual General Meeting to approve the remuneration of the directors and subcommittees for 2022 as shown in the Invitation to the Meeting on page 5-6 as follows:

1. Directors Meeting Allowance

Position	Meeting Allowance (Baht/Person/Time)		
	2020	2021	2022
Board of Directors			
- Chairman of the Board	65,000	65,000	65,000
- Director	30,000	30,000	30,000
Audit Committee			
- Chairman of the Audit Committee	20,000	20,000	20,000
- Member of the Audit Committee	15,000	15,000	15,000
Nomination and Remuneration Committee			
- Chairman of the Nomination and Remuneration Committee	20,000	20,000	20,000
- Member of the Nomination and Remuneration Committee	15,000	15,000	15,000
Risk Management Committee			
- Chairman of the Risk Management Committee	20,000	20,000	20,000
- Member of the Risk Management Committee	15,000	15,000	15,000
Executive Committee			
- Chairman of the Executive Committee	20,000	20,000	20,000
- Member of the Executive Committee	15,000	15,000	15,000

2. Bonus

Directors are entitled to a bonus at the following rate, computed based on the net profit after the deduction of the legal reserve. The Nomination and Remuneration Committee would determine the appropriate amount for each round of bonus payment and propose such to the Board of Directors for approval.

Rate of Bonus Computed based on Net Profit after Legal Reserve Deduction		
2020	2021	2022
-	not exceeding 2%	not exceeding 2%

3. Other Benefits

None.

Remark:

- Directors who were involved in the management and operations of the Company and received salaries, shall not be entitled to receive the abovementioned meeting allowance.
- The meeting allowance of the directors for 2022 shall not exceed a total amount of Baht 3,000,000.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there were no questions or comments, it was proposed that the Meeting vote to approve the remuneration of the directors for 2022. In this regard, this agenda item required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

Resolution The Meeting approved the remuneration of the directors for 2022 with the votes as follows:

Approved	447,921,808	votes,	equivalent to	100	%
Disapproved	-	votes,	equivalent to	-	%
Abstained	-	votes,	equivalent to	-	%
Voided	-	votes,	excluded from calculation		

Agenda Item 8 To approve the appointment of the external auditor and determination of the audit fee for 2022

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that 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 propose to the Meeting to appoint the external auditors from PricewaterhouseCoopers ABAS Ltd. for the year 2022, 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. In addition, Mr. Vichien Khingmontri had been engaged as the Company's external auditor for 6 years consecutively as from the Company's listing with The Stock of Exchange of Thailand, i.e. from 2016 to 2021. However, Miss Sukhumaporn Wong-ariyaporn and Miss Varaporn Vorathitikul were not engaged as the Company's external auditors. The Board of Directors 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 2022 from PricewaterhouseCoopers ABAS Ltd. as follows:

- | | |
|------------------------------------|--|
| 1) Mr. Vichien Khingmontri | Certified Public Accountant No. 3977; or |
| 2) Miss Sukhumaporn Wong-ariyaporn | Certified Public Accountant No. 4843; or |
| 3) Miss Varaporn Vorathitikul | Certified Public Accountant No. 4474 |

In this regard, the Board of Directors proposed to the Annual General Meeting of Shareholders to approve the audit fee for 2022 in the amount of Baht 2,600,000, which was the same rate applied in the previous year, and to acknowledge the audit fee of the Company's subsidiary in the amount of Baht 200,000. The aforesaid auditors from PricewaterhouseCoopers ABAS Ltd. did not have related interests with the Company, its subsidiaries, management, the major shareholders or any person relating thereto.

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there was no inquiry from the shareholders, it was proposed to the Meeting to vote to approve the appointment of the external auditors for 2022 and determination of the audit fee for 2022. In this regard, this agenda item 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 Miss Sukhumaporn Wong-ariyaporn Certified Public Accountant No. 4843 or Miss Varaporn Vorathitikul Certified Public Accountant No. 4474 from PricewaterhouseCoopers ABAS Ltd. as the external auditors for 2022. In addition, the Meeting approved the audit fee for 2022 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	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 9 To approve amendment of Clause 3 of the Memorandum of Association (Objectives) to be in line with laws and government regulations as well as to cover business which Company may operate in the future

The Chairman assigned Mr. Akeera Kijthanasopha to report on this agenda item.

Mr. Akeera Kijthanasopha reported to the Meeting that the Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders to approve amendment of Clause 3 of the Memorandum of Association (Objectives) of the Company to be in line with laws and government regulations as well as to cover business which the Company may operate in the future. The amendment would be made to a total of 5 items, by revising existing objectives in items 14 and 26 and adding new objectives in items 42, 43 and 44. As a result, after the amendment, the new objectives of the Company (Amended Version) would contain 44 clauses instead of 41 clauses. Details of the amendment were as follows:

Current Objectives	Amended or Added Objectives
Item 14. "To trade medicine, drugs, pharmaceutical products, chemicals, medical equipment, scientific equipment and appliances, <u>fertilizer, pesticide, plant and animal stimulant</u> "	Item 14. "To trade medicine, drugs, pharmaceutical products, chemical products, medical equipment, scientific equipment"
Item 26. To trade agricultural seeds	Item 26. To trade, <u>produce and distribute</u> agricultural seed, <u>controlled seed</u> , <u>fertilizer</u> , <u>pesticide</u> , <u>agricultural chemicals</u> , <u>agricultural hazardous materials</u> , <u>plant and animal stimulants after receiving approval from relevant authority</u> "
-	Item 42. " <u>To operate business of research and development on products in the level of basic research, applied research, pilot research and development, and demonstration research, relating to processed food industry, biological industry, medical industry for purposes of preservation and development of quality, usefulness, life and efficiency of products specified in the objectives</u> "
-	Item 43. " <u>To operate business relating to farming, agriculture, smart farming and preservation of agricultural products</u> "
-	Item 44. " <u>To operate business of distribution of products and/or services specified in the objectives via vending machines</u> "

Mr. Akeera Kijthanasopha requested shareholders to make any inquiry relating to this agenda item prior to voting. As there was no inquiry from the shareholders, it was proposed to the Meeting to vote to approve amendment of Clause 3 of the Memorandum of Association (Objectives) to be in line with laws and government regulations as well as to cover business which the Company may operate in the future. In this regard, this agenda item required not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were eligible to vote.

Resolution The Meeting approved an amendment of Clause 3 of the Memorandum of Association (Objectives) to be in line with laws and government regulations as well as to cover business which Company may operate in the future by amending items 14 and 26 in the current objectives and adding items 42, 43 and 44 to the objectives. Therefore, after the amendment, the new Objectives of the Company (Amended Version) would contain 44 clauses instead of 41 clauses, with the votes as follows:

Approved	447,921,808	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	- %
Abstained	-	votes,	excluded from calculation	
Voided	-	votes,	excluded from calculation	

Agenda Item 10 Other matters (if any)

In accordance with Section 105, paragraph two, of the Public Limited Company Act, B.E. 2535 (1992), such prescribes that the shareholders holding the aggregate number of shares of not less than one-third of the total number of shares sold may request the consideration at the meeting of other business



in addition to that specified in the notice summoning the meeting. The Board of Directors deems it appropriate to include this agenda item to provide opportunities for shareholders to consider other matters apart from those specified by the Board of Directors.

There were no shareholders proposing another agenda item for consideration.

At this Meeting, the Chairman gave an opportunity to shareholders to ask any additional questions as follows:

Mr. Athon Jeamdenngarm, a proxy from a shareholder, gave his opinions that when the Company made stock dividends to the shareholder, it did not benefit the Company and the minority shareholders, because it resulted in a decrease of earnings per share. The company should rather consider issuing new shares for increase of its capital or Right Offering (RO) to sell to the existing shareholders, from which the Company would receive more money which would potentially result in higher return on equity. This approach would benefit both the Company and the minority shareholders as a whole.

As there was no further inquiry or suggestion from the shareholders, the Chairman hereby expressed appreciation to all shareholders who attended the Meeting and declared the Meeting adjourned.

The Meeting was adjourned at 14.00 hrs.

- Signature -

(Mr. Pichai Kojamitr)
Chairman of the Meeting