



No. APCO.002/2561

23 February 2018

Subject: Resolution of the Board of Directors' Meeting No.1/2018 in relation to divided payment, amendment of the Articles of Association, objectives and a schedule of the AGM 2018 (Revised PDF)

Attention: Directors and Manager, The Stock Exchange of Thailand.

The Board of Directors' Meeting of Asian Phytoceuticals Public Company Limited would like to report the resolution No. 1/2018 held on 23 February 2018 as follows:

1. Approved the financial statements as of 31 December 2017
2. Approved the dividend payment as following :
 - Dividend payment at the rate of Bath 0.036 per share, Totaling of Baht 108,000,000.
The dividend payment will be paid under previous par value 0.10 Baht per share.
 - 18 April 2018 will be the record date for the shareholders to receive dividend. The dividend shall be paid on 3 May 2018
3. Approved the appointment of the 2 re-election directors whose tenure will end at the AGM 2018 to be the Company's director under the same title for another term
 1. Mrs. Maleeratna Plumchitchom
 2. Mr.Chinnakarn Samalapa
4. Approved the directors' remuneration for the year 2018 to not exceed Baht 1.8 million
5. Approved the appointment of AST Master Co., Ltd. as auditor of the company for the 2018, the name list of auditors are as follows:
 1. Mr. Pradit Rodloytook Certified Public Accountant no. 218 from AST Master Co., Ltd. and/or
 2. Miss Nongram Laohaareedilak Certified Public Accountant no. 4334 from AST Master Co., Ltd.

And approved the Auditing fee for the year 2018 1.2 million Baht as proposed by the Audit Committee.

6. Approved the changing of par value from Baht 0.10 per share to Baht 0.50 per share, resulting of changing the number of the Company's common shares from 300 Million shares to 600 Million shares by covertling 5 original shares to 1 new share. If there are odd lot shares, it will be rounded down. Amendment of Clause 4 of Company's Memorandum of Association to be in consistent with the changing of par value of the company is also approved.
7. Approved the details of the additional objectives and the amendment to Article 3 of the Company's Memorandum of Association, as follow:
 - (1) Amend clauses 6 in order to accommodate its business operation
Clause 6 To participate in joint ventures, or investment with individuals, juristic persons, or non juristic bodies of persons, to subscribe for shares in private limited companies, public limited



companies, or join limited partnerships as a limited liability partner, irrespective of whether or not the private limited companies, the public limited companies, or the partnerships concerned have corresponding objectives with those of the Company.

- (2) Adjust clauses 18 and 25 in order not to be contrary to public policy in accordance with the regulations of the Stock Exchange of Thailand as follows:

Clause 18 To engage in business concerning hulling mill, saw mill, planing and drying factory, chassis assembling factory, ceramic and enamelware factory, earthenware factory, jute pressing factory, vegetable oil refinery, paper plant, gunny bag factory, weaving mill, yarn spinning factory, fabric dyeing and printing factory, tyre manufacturing and retreading factory, steel factory, metal casting and lathe workshop, zinc factory, processed food factory, distillery, gas plant, ~~tobacco~~ factory, sugar mill, plastic ware factory, metal sheeting and casting factory, door and window frames factory, glass factory, soft drinks factory, tyre factory, automobile assembling factory.

Clause 25 To engage in business concerning hotel, restaurants, ~~bars, nightclubs, bowling alleys, massage parlors~~, cinemas amusement arcades, resort, swimming pool.

- (3) Cancel clause 27

Clause 27 To engage in business concerning tour operators including business related to all kinds of tours.

According to the rules of Office of the Central Company and Partnership, the licenses of such kind of business is required.

- (4) Add one objective to cover the Company's business as follows:

Clause 44 To engage in business of consulting and servicing of health and beauty products.

8. Approved to amend the Company's Articles of Association, add clause 16 and amend clause 34 as follows:

Clause 16 The shares of the Company are transferable without restriction, except that the transfer of shares causes non-thai citizens holds more than 30% of the total issued shares.

Clause 35 (New) The authorized signatory of the Company to be bound to the Company is

(1) two authorized Directors, excluding Independent Directors and Audit Committee sign jointly with the Company's seal affixed

(2) one authorized Director sign with the Company's seal affixed only request or contact with government agencies or state enterprise to obtain the license, certificate and rights, as well as doing business with private companies for normal transactions of the company and authentication of documents and / or copies of company documents.

The Board of Directors' Meeting has the authority to determine and change the name of the authorized directors of the Company.



9. Approved to convene the Annual General Shareholder's Meeting of 2018 on 9 April 2018 at 10.00 a.m. at 89 AIA Capital Center Tower Fl.30, Ratchadaphisak Rd., Din Daeng, Bangkok. The Company will identify rightful shareholders who may attend the AGM of 2017 on 9 March 2018.

The agendas are as following:

- Agenda 1 To consider and certify the minute of AGM 2017
- Agenda 2 To acknowledge the operating performance for the 2017
- Agenda 3 To consider and approve the balance sheet and statement of income for the year 2017
- Agenda 4 To consider and approve the dividend payment for the year 2017 business performance
- Agenda 5 To consider and approve for the appointment of directors who are due to retire by rotation
- Agenda 6 To consider and approve the directors' remuneration for the year 2018
- Agenda 7 To consider and approve the appointment of auditors and the determine for 2018 remuneration
- Agenda 8 To consider and approve the changing of par value from Baht 0.10 per share to Baht 0.50 per share and approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the changing of par value
- Agenda 9 To consider and approve the additional objectives and the amendment to Article 3 of the Company's Memorandum of Association
- Agenda 10 To consider and approve the amendment of the Articles of Association
- Agenda 11 To consider any other matters (if any)

Please be informed accordingly,

Sincerely yours,

(Prof.Dr. Pichaet Wiriyaichitra)

Chief Executive Officer