



No. APCO.001/2562

21 February 2019

Subject: Resolution of the Board of Directors' Meeting No.1/2019 in relation to divided payment, amendment of the Articles of Association and a schedule of the AGM 2019

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. 1/2019 held on 21 February 2019 as follows:

1. Approved the financial statements as of 31 December 2018
2. Approved the dividend payment as following :
 - Dividend payment at the rate of Bath 0.1549 per share, Totaling of Baht 92,940,000.
 - 26 April 2019 will be the record date for the shareholders to receive dividend. The dividend shall be paid on 10 May 2019
3. Approved the appointment of the 2 re-election directors whose tenure will end at the AGM 2019 to be the Company's director under the same title for another term
 1. Prof.Dr.Pichaet Wiryachitra
 2. Dr.Jingjai Hanchanlash
4. Approved the directors' remuneration for the year 2019 to not exceed Baht 1.8 million
5. Approved the appointment of AST Master Co., Ltd. as auditor of the company for the 2019, the name list of auditors are as follows:
 1. Miss Nongram Laohaareedilak Certified Public Accountant no. 4334 from AST Master Co., Ltd. and/or
 2. Mrs. Pornthip Lertthanongsak Certified Public Accountant no. 7633 from AST Master Co., Ltd. and/or
 3. Miss Chamaporn Rodloytook Certified Public Accountant no. 9211 from AST Master Co., Ltd.and approved the Auditing Fee for the year 2019 1.2 million Baht as proposed by the Audit Committee.
6. Approved to amend the Company's Articles of Association Article 36, Section 5, regarding the shareholders' meeting as follows:

Current Articles of Association	Proposed Amendments
<p>ข้อ 36. The board of directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the end of the company's fiscal year.</p> <p>The meeting of shareholders other than that in the first paragraph shall be called the extraordinary meetings.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time</p>	<p>ข้อ 36. The board of directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the end of the company's fiscal year.</p> <p>The meeting of shareholders other than that in the first paragraph shall be called the extraordinary meetings.</p> <p>The Board of Directors may call an extraordinary general meeting of shareholders any time</p>



the Board considers it expedient to do so, or shareholders holding shares aggregately not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may , by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall arrange to call a meeting of shareholders to be held within one month as from the date the request in writing from the shareholders is received.

the Board considers it expedient to do so, or one or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of arranging such meeting and the company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by law, the shareholders under paragraph four shall jointly compensate the company for the expenses incurred in arrangements for holding such meeting.

7. Approved to convene the Annual General Shareholder's Meeting of 2019 on 19 April 2019 at 2.00 p.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 2019 on 7 March 2019.

The agendas are as following:

- Agenda 1 To consider and certify the minute of AGM 2018
- Agenda 2 To acknowledge the operating performance for the 2018
- Agenda 3 To consider and approve the balance sheet and statement of income for the year 2018



- Agenda 4 To consider and approve the dividend payment for the year 2018 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 2019
- Agenda 7 To consider and approve the appointment of auditors and the determine for 2019 remuneration
- Agenda 8 To consider and approve the amendment of the Articles of Association
- Agenda 9 To consider any other matters (if any)

Please be informed accordingly,

Sincerely yours,

(Prof.Dr. Pichaet Wiriyachitra)

Chief Executive Officer