

Minutes of the 2023 Annual General Meeting of Shareholders

Mega Lifesciences Public Company Limited

Date, Time and Venue

This meeting was held on 5 April 2023 at 2:00 p.m., at GH203 Room, Bangkok International Trade & Exhibition Centre (BITEC Bangna), Debaratna Road, Bangna Tai, Bangna, Bangkok 10260.

Start of the Meeting

Ms. Tananya Pipitwanitchakan, the master of ceremony (the “MC”), welcomed the shareholders to the 2023 Annual General Meeting of Shareholders of Mega Lifesciences Public Company Limited (the “Company”) (the “Meeting”) and introduced to the Meeting the directors, auditors, advisors, corporate secretaries and the company that handled the vote counting. The MC also informed the Meeting that there were 35 shareholders presented at the Meeting with combined shares of 371,440 shares, and there were 543 proxies with 671,635,012 shares. This equated to the total of 578 shareholders with 672,006,452 shares, equivalent to 77.0765 percent of the 871,869,508 total issued shares of the Company, which constituted the quorum pursuant to the laws and the Articles of Association of the Company.

The MC then informed the Meeting that the Company provided translation devices for foreign shareholders and that the Company arranged the invitation to the Meeting and informed the shareholders regarding this Meeting via three methods: (i) the Company had delivered the invitation notice to the Meeting to all shareholders by registered mail, (ii) the Company had published the invitation to the Meeting on newspapers and (iii) the Company had announced details of the Meeting on the Company’s website 30 days prior to the Meeting. The MC then notified the Meeting of the procedures of the Meeting, the rules on voting and the details of each agenda.

The MC informed the Meeting that the representatives from Hunton Andrews Kurth (Thailand) Limited would be acting as a witness during the process of votes counting for transparency and good governance purposes. Moreover, the Company also invited any shareholders to be a witness for votes counting. However, no shareholder volunteered to be a witness for votes counting.

Directors presented at the Meeting (70 percent)

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|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Mechai Viravaidya | Chairman of the Board and Independent Director |
| 2. Mr. Alan Chi Yim Kam | Independent Director, Chairman of Audit Committee, Member of Nomination Committee, Chairman of Sustainability, Risk Management and Corporate Governance Committee |
| 3. Mr. Thor Santisiri | Independent Director, Member of the Audit Committee, Member of Nomination Committee, Member of Sustainability, Risk Management and Corporate Governance Committee |
| 4. Mr. Ishaan Shah | Director |
| 5. Mr. Shiraz Erach Poonevala | Director |
| 6. Mr. Vivek Dhawan | Executive Director, Chief Executive Officer and Member of Remuneration Committee |
| 7. Mr. Thomas Abraham | Executive Director, Chief Financial Officer and Member of Sustainability, Risk Management and Corporate Governance Committee |

Directors not presented at the Meeting

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|--------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Vijay Paul Karwal | Independent Director, Member of Audit Committee, Chairman of Nomination Committee and Chairman of Remuneration Committee |
| 2. Mr. Kirit Shah | Director and Member of the Remuneration Committee |
| 3. Ms. Sameera Shah | Director |

Advisors presented at the Meeting

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| Auditor | KPMG Phoomchai Audit Ltd.

Ms. Sureerat Thongarunsang

Mr. Nicholas Bellamy

Ms. Thanvarat Lekrungruangkit

Mr. Threerapat Sarawichitr

Ms. Sirada Saisamorn

Mr. Weeraphat Pangsorn |
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|----------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Legal Advisor and Independent Vote Counters | Hunton Andrews Kurth (Thailand) Limited

Ms. Wichaya Apiratkasem

Ms. Chanakan Luksanasorn |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------|

Company Secretary, Deputy Director of Finance and Vote Counters

- | | |
|------------------------------------------|----------------------------|
| Company Secretary | Ms. Sujintana Boonworapat |
| Deputy Chief of Financial Officer | Mr. Manoj Gurbuxani |
| Vote Counting Company | OJ International Co., Ltd. |

Before the Chairman declared the 2023 Annual General Meeting of Shareholders of the Company to be duly convened, the MC explained procedures for the Meeting, voting procedures and details on each meeting agenda as follows:

1. To vote in each agenda, voters would have as many votes as the number of shares he held or the number of shares he had proxy. One share would be equal to one vote and no vote shall be divisible, except, he is a proxy holding Proxy Form C as a custodian of foreigner investors.

The proxies holding Proxy Form B which the proxy grantor has specified the voting in the proxy form must cast their votes as directed by the proxy grantor, in one of the following manners, i.e. approve, disapprove or abstain.

2. The officer will distribute the voting cards at the registration desk only to:
 - (1) the shareholders attending the meeting in person;
 - (2) the proxies appointed by using Proxy Form A; and
 - (3) the proxies appointed by using Proxy Form B and Form C in case the grantor has specified in the proxy form that the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate.

The officer will not distribute the voting cards to the proxies in the case the grantors have already specified the voting in the proxy forms, and will record the votes as specified in the proxy forms when the proxies register for the meeting attendance.

3. Before casting the votes in each agenda, the opportunity will be given to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire, please notify name and surname and the position as a shareholder or proxy to the Meeting.
4. In counting the votes for each agenda, the Company will use the barcode to facilitate the shareholders, the Company will use the method of deducting the disapproved votes, abstained votes and the invalid voting cards from all of the votes. The remaining votes will be deemed as the approved votes. The Company will collect the voting ballots from the shareholders who vote “disapprove” and “abstained votes” only (except for Agenda 6: To consider the election of Directors to replace those who must retire by rotation and Agenda 7: To consider and approve the increase of number of the Company’s directors from 10 persons to 11 persons by appointing Dr. Nithinart Sinthudeacha as a new independent director of the Company, the Company will collect every ballot, the Company will collect the voting ballots from the shareholders who vote “approve” after the shareholders vote “disapprove” and “abstained votes”). The shareholders who vote “approve” shall return the ballots to the officers after the Meeting is adjourned.
5. In case that some shareholders or proxies would like to leave the meeting early, please return your voting ballots to the officers before you leave. For the accurate vote counting, the officers will record your votes in to each agenda.
6. The votes counting will be conducted immediately and the Chairman of the Meeting will inform the voting results to the Meeting for every agenda. The total votes counted would be a result of votes exercised by shareholders attending the meeting themselves and those attending it by proxy.

In case of the tied votes, the Chairman of the Meeting shall have an additional vote as the casting vote.

7. The resolution in each agenda will be as the following:

Agenda Item Nos. 1, and 3 are for acknowledgement and no casting of vote

Agenda Items Nos. 2, 4, 5, 6, 7 and 9 must be approved by a majority of the shareholders who attend the Meeting and cast their votes, excluding the abstained votes from the calculation base.

Agenda Item No. 8 must be approved by a vote of not less than two-thirds of the shareholders who attend the Meeting, including the abstained votes in the calculation base.

Agenda Item No. 10 must be approved by a vote of not less than three-fourths of the shareholders who attend the Meeting and are entitled to vote, including the abstained votes in the calculation base.

8. Any votes cast in the following manner shall be considered invalid:
 - (1) a ballot card that is filled with more than one mark in the space provided;
 - (2) a ballot card that casts a vote expressing a conflict of intent;
 - (3) a ballot card with a vote that has been crossed out with no signature affix;
 - (4) a ballot card that casts a vote exceeding the number of voting right to which the shareholder is entitled.
9. A shareholder who wishes to correct his/her vote should cross out the existing vote on the voting ballot and affix his/her signature thereto and please also sign the signature in the voting card with a pen.

Mr. Mechai Viravaidya, the Chairman of the Board, acted as the Chairman of the Meeting (the “**Chairman**”). The Chairman declared the 2023 Annual General Meeting of Shareholders of the Company to be duly convened and started the Meeting as follows.

Agenda Item No. 1 Message from the Chairman and Chief Executive Officer to the Meeting

The Chairman welcomed the shareholders to the 2023 Annual General Meeting of Shareholders and hoped that the shareholders would appreciate owning shares of the Company which had growth and successful business operations for more than 30 years. The Company had expanded its business to several countries around the world and had nearly 6,000 employees, the details of which would be presented by Mr. Vivek Dhawan, Chief Executive Officer (CEO) and Chief Coach (“**Mr. Vivek**”).

The Chairman also mentioned that the Company had the strong cash flow and was ready to face any problems in the future e.g. the problems from situation in Ukraine. The Company also had a Wellness We Care Center foundation situated in Muak Lek District.

The Chairman also informed the Meeting that the Company’s shares had great growth. The Company had stability and maintained its compliance with rules and regulations regarding anti against any inappropriate actions. The Company would continue to develop and better its business.

Mr. Vivek thanked every shareholders for attending the Meeting and informed the Meeting as follows.

Mr. Vivek gave a welcoming remarks and thanked the shareholders for believing in the Company and for staying with the Company since the Company was listed on the Stock Exchange of Thailand. Mr. Vivek informed the Meeting that in 2022, the growth of the Company was increased by 11%. Most sales volume of the Company occurred in Southeast Asia, which included Thailand as the first market, and Vietnam, Myanmar and Cambodia as the second market. There had been great growth in all markets in which the Company operated its business. The growth of business was not only because of the products relating to the Coronavirus disease 2019 (COVID-19) but also because of other products of the Company which had been sold in the market for over ten years (e.g. NAT C, NAT B and NAT D which were in the standard of medicine and were trusted to be the products which can be consumed continually for health (complementary medicine)).

Majority of the products produced by the Company were medicines. The Company’s factories obtained the standard from Australia, Germany and several other countries. Furthermore, the Company had working teams in almost 33 countries to conduct marketing, provided that most of the developments were being carried out in Thailand.

In the past two years, as the shareholders were well aware, the Company had been expanding its plant as the existing plant was established around 1983 – 1984, which was almost 40 years ago. In this respect, the new plant was nearly finished and the machinery in the existing plant located in Soi 3 would be moved to this new plant. The Company had also improved its production and used the good and new systems in the new plant, e.g. using solar cells, water treatment, environment and energy conservation, which would help reduced the energy costs and supported the management of work. Currently, the Company was a member of Thailand Sustainability Investment (THSI). Moreover, the Company also used solar cells in all of its warehouses and systems that had been completely built in Myanmar.

In respect of product development, the working teams had been working on developing over 100 products. In the past year, the Company launched 13 new products to the market.

According to the Company's plan, the Company had also invested in developing the plant in Indonesia, where the Company had purchased such plant almost two years ago but had not been able to do much development as a result of COVID-19 outbreak. Nevertheless, on the good side of things, the Company already registered many products which the Company had imported. Those registered products had already been sold in the market. In addition, there were other products which the Company had to produce and develop in Indonesia as those products were not allowed to be imported. In this respect, the Company estimated to see the revenue being generated in Indonesia in 2025 which was in accordance with the Company's plan and goal. The Company focused on the market in Indonesia because Indonesia had over 260 – 280 million citizens, and therefore Indonesian market was a huge market. Accordingly, the Company expected to develop its business in Indonesia in the same manner as the Company had done in Thailand and Vietnam.

Regarding the business operation in Myanmar, the Company had been operating its business in Myanmar for a long time, and had expertise to do so. The Company had efficient working teams. And the sales in Myanmar did not drop in overall since medicines were necessary. The Company had various products. Most medicines were generic medicine, which were sold in the market for 30 years. Furthermore, the Company's partners in Myanmar had been working and were still with the Company. Those partners expected that in the next one to two years, the situation in Myanmar may get worse and any companies which could not survive would have to close down their business in Myanmar. This would be beneficial to the Company. Therefore, the Company still viewed that there was an opportunity in Myanmar, but it may take time to see some growth. In respect of the Company's business in other countries in East Asia and Africa, the Company had grown and had many products being sold in those markets. The Company was ready and prepared in terms of both products and working teams, including the Company's brand that was popular in the markets. In 2025, the Company would double its profit in accordance with its plan.

Further, the MC provided an opportunity for the Meeting to provide any opinions and queries in relation to this agenda. In this regard, the shareholder(s) provided the opinion(s) and enquired the query(ies) as follows:

Opinion/ Query/ Response:

Mr. Sataporn Pungnirun, a shareholder present in person, provided the following opinions and queries:

- 1) to thank the Company for holding a physical meeting and method of raising shareholders' queries;
- 2) to opine that the Company should add the minutes of previous shareholders' meeting into the notification of the shareholders' meeting in order for the shareholders to be able to track down the results and information of the previous meeting;
- 3) to enquire about the business operation of the Company specifically on the gross margin, i.e. 39.6% in FY 2020, 41.8% in FY 2021, and 44.9% in FY 2022, which was continually growing. As the shareholder of the Company, aside from focusing on profits and dividends, he wondered whether the Company's products may have taken too much advantage from society; and
- 4) to enquire about how the Company managed its inventory and excess liquidity.

Mr. Vivek thanked the shareholder for his advice and clarified that the Company and its team had noted and recorded such matters for further development. In respect of the gross margin, the Company did not take advantage from society, having high gross margin did not mean that the profits of the Company would be as much high. The profits of the Company was only at 10 – 15% and there were also some other

expenses. Moreover, the gross margin also depended the increase or decrease of the products. The Company's products were of good quality and met the medical standard of Germany.

Remark: This agenda was for acknowledgement. Therefore, there was no casting of votes.

Agenda Item No. 2

To consider and certify the Minutes of the Annual General Meeting of Shareholders of 2022 held on April 5, 2022

The MC informed the Meeting that pursuant to Section 96 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA"), a public company is required to prepare minutes of shareholders meeting. The Board considered that the Minutes of the 2022 Annual General Meeting of Shareholders held on April 5, 2022 was correctly and completely recorded. The Board also considered that the agenda for certifying previous minutes in any future shareholders' meeting should no longer be required to be approved by the shareholders' meeting as it was not required by law. Therefore, it was deemed appropriate to propose to the Meeting to certify the said minutes.

Further, the MC provided an opportunity for the Meeting to provide any opinions and queries in relation to this agenda. In this regard, the shareholder(s) provided the opinion(s) and enquired the query(ies) as follows:

Opinion/ Query/ Response:

Mr. Sataporn Pungnirun, a shareholder present in person, thanked the auditor and raised enquired about clause 9 of auditor's notes to financial statements in respect of the management of inventory as mentioned in Agenda Item No. 1 and clause 7 of auditor's notes to financial statements in respect of debtors and expected credit loss on whether these matters comply with the accounting standard.

Mr. Vivek clarified that the said matters were subject to the accounting standard and assigned Ms. Sujintana Boonworapat, the Company Secretary ("**Ms. Sujintana**") to clarify more in details.

Ms. Sujintana further clarified that Company's inventory as specified in the auditor's note to financial statements was close to the previous one. Regarding the debtors, it was normal to record the allowance for doubtful accounts for the debts that the Company may not be able to collect.

Once there was no further enquiry or opinion, the MC then asked the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders of 2022, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to certify the Minutes of the Annual General Meeting of Shareholders of 2022 held on April 5, 2022, as proposed with the following voting results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	672,107,553	100.0000
Disapprove	0	0.0000
Total (584 persons)	672,107,553	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

In this agenda, there were additional 6 shareholders and/or proxies attending the Meeting, holding 101,101 shares; therefore, there were 584 shareholders and/or proxies attending the Meeting, holding 672,107,553 shares in total.

Agenda Item No. 3

To acknowledge the report on the result of the Company's and its subsidiaries' business operations for the year ended December 31, 2022

The MC informed the Meeting that the Company had prepared the Form 56-1 One Report 2022 (Annual Report) and sent to the shareholders in the form of QR Code together with the notice of this Meeting and posted on the Company's website (www.megawecare.com).

In this regard, the Board deemed appropriate to propose the Meeting to acknowledge the report on the result of the Company's and its subsidiaries' business operations for the year ended December 31, 2022.

Further, the MC provided an opportunity for the Meeting to provide any opinion and enquire any queries in relation to this agenda. However, there were no opinions provided or queries asked.

Remark: This agenda was for acknowledgment. Therefore, there was no casting of votes.

Agenda Item No. 4

To consider and approve the statements of financial position and profit and loss statements of the Company for the year ended December 31, 2022

Ms. Sujintana informed the Meeting that according to Section 112 of the PLCA and Articles 39 and 40 of the Company's Articles of Association, a public company is required to prepare an audited statement of financial position and profit and loss statement for submission to the shareholders' meeting for consideration and approval.

Ms. Sujintana summarized material items of the statement of financial position and profit and loss statements of the Company for the year ended December 31, 2022, as audited by KPMG Phoomchai Audit Ltd., the Company's auditor, reviewed by the Audit Committee and approved by the Board to the Meeting as follows:

(Unit: Million Baht)

Description	Consolidated Financial Statements		Company's Financial Statements	
	2022	2021	2022	2021
Total assets	14,646.4	13,271.7	7,491.5	6,569.8
Total liabilities	5,869.7	5,246.6	1,068.8	956.0
Total equity	8,776.7	8,025.1	6,422.7	5,613.8
Total revenue	15,766.7	14,300.9	5,860.6	5,014.9
Net profit for the year	2,240.0	1,940.9	2,187.0	1,634.0
Net profit attributable to:				
Owners	2,241.5	1,946.8	2,187.0	1,634.0

Description	Consolidated Financial Statements		Company's Financial Statements	
	2022	2021	2022	2021
Non-controlling interests	(1.5)	(5.9)	0.0	0.0
Issued & paid-up capital	435.9	435.9	435.9	435.9
Ordinary shares (No. of share)	871.9	871.9	871.9	871.9
Earnings per share (Thai Baht)	2.57	2.23	2.51	1.87

In 2022, the Company had:

- total assets of 14,646.4 million Baht;
- total liabilities of 5,869.7 million Baht;
- total equity of 8,776.7 million Baht;
- total revenue of 15,766.7 million Baht, which was increased by approximately 10.2% from the previous year;
- net profit of 2,240.0 million Baht, which was increased by approximately 15.4% from the previous year; and
- earnings per share of 2.57 Baht per share.

In this regard, the Board deemed appropriate to propose the Meeting to consider and approve the statements of financial position and profit and loss statements of the Company for the year ended December 31, 2022, as audited by KPMG Phoomchai Audit Ltd., reviewed by the Audit Committee, and approved by the Board.

Further, the MC provided an opportunity for the Meeting to provide any opinion and enquire any queries in relation to this agenda. However, there were no opinions provided or queries asked.

The MC then asked the Meeting to consider and approve the statements of financial position and profit and loss statements of the Company for the year ended December 31, 2022, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the statement of financial position and profit and loss statements of the Company for the year ended December 31, 2022, as proposed with the following voting results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	672,108,653	100.0000
Disapprove	0	0.0000
Total (586 persons)	672,108,653	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

In this agenda, there were additional 2 shareholders and/or proxies attending the Meeting, holding 1,100 shares; therefore, there were 586 shareholders and/or proxies attending the Meeting, holding 672,108,653 shares in total.

Agenda Item No. 5

To acknowledge the interim dividend paid during year 2022 and to consider and approve the allocation of profit and payment of final dividend of Baht 0.85 per share according to the operation results in the year ended December 31, 2022

According to Section 116 of the PLCA and Article 45 of the Articles of Association of the Company, the Company is required to set aside as a legal reserve at least 5% of its net earnings in that particular year after deducting retained loss brought forward (if any) until such legal reserve reaches 10% of the registered capital. The legal reserve of the Company had already reached 10% of the registered capital as required by the PLCA and Articles of Association of the Company.

For the interim dividend paid during the year 2022, pursuant to Section 115 of the PLCA and Article 44 of the Articles of Association of the Company, the Board may pay interim dividend to the shareholders from time to time if the Company has profit to justify such payment; after the interim dividend have been paid, the matter shall be reported to the shareholders at the next meeting. The Meeting was therefore proposed to acknowledge the payment of the interim dividend already paid in 2022 in the total amount of Baht 653.90 million which had already been paid on a base of 871,869,508 shares at Baht 0.75 per share. Such dividend had been paid from accumulated profit and operation results of the Company for the fiscal period ended June 30, 2022. The Company paid the interim dividend to the shareholders on September 9, 2022 (the “**Interim Dividend**”).

Dividend Payment Policy

The Company had a policy to pay dividends in the amount of not less than 25% of the annual net profit after deduction of corporate income tax and appropriation of statutory reserves as stated in the Articles of Association of the Company and related laws. However, the dividend payment for each year may vary depending on the business operations, financial condition, investment plan and the need for working capital for business operations and expansion as well as other relevant factors.

Allocation of Profit for Final Dividend Payment

The operating results for the fiscal year ended December 31, 2022 showed that the Company had net income after corporate income tax (financial statements on a standalone basis) in the amount of Baht 2,187.0 million and net profit after corporate income tax (financial statements on a consolidated basis) in the amount of Baht 2,241.5 million. The legal reserve of the Company had already reached 10% of the registered capital as required by the PLCA and Articles of Association of the Company. Thus, the Company deemed it appropriate to pay the dividend for the fiscal year ended December 31, 2022 to the shareholders in the total amount of not exceeding Baht 1,394.99 million or equivalent to 63.8% of the annual net profit after corporate income tax (financial statements on a standalone basis) and 62.2% of the annual net profit after corporate income tax (financial statements on a consolidated basis) which was in line with the dividend payment policy of the Company at the rate of not less than 25 percent of the net profit of the Company.

As the Company had paid the Interim Dividend of Baht 653.90 million to the shareholders during the year 2022, the Company would pay the rest of the dividend for the year ended December 31, 2022 in the amount of not exceeding Baht 741.08 million.

Therefore, the Company shall pay the dividend from the accumulated profits and operation results for the fiscal year ended December 31, 2022 in the remaining amount up to Baht 741.08 million, which would be paid to shareholders on a base of 871,869,508 shares at Baht 0.85 per share (eighty five satang per share) (the “**Final Dividend**”). In this regard, the Company shall pay the Final Dividend at the rate of 68.2% of the operation result of the Company for the fiscal year ended December 31, 2022 and the retained earnings as of December 31, 2021, which was exempt from corporate income tax according to privilege of the Board of Investment (“**BOI**”) and 31.8% of the Final Dividend would be paid from Company’s operating results for year ended December 31, 2022, and retained earnings as at December 31, 2021 subject to corporate income tax of 20%, the shareholder will be subject to a withholding tax of 10%.

Therefore, the Final Dividend would be paid from the net profits with 0% Corporate Income Tax due to BOI privilege in the amount of Baht 505.68 million and the Final Dividend to be paid from net profits and retained earnings subject to corporate income tax of 20% would be in the amount of Baht 235.40 million, pursuant to the following details:

- The Final Dividend of Baht 0.58 per share, paid from the net profits and retained earnings, which was exempted from corporate income tax according to the BOI privilege, the shareholder would not be subject to withholding tax and not entitled to a tax credit.
- The Final Dividend of Baht 0.27 per share paid from net profits and retained earnings subject to corporate income tax of 20%, the shareholder would be subject to a withholding tax of 10% and could be credited 20/80 of the dividend.

Please refer to the below table for the details of dividend payment in comparison to the previous year.

Dividend details	Year 2022			Year 2021		
	No. of Shares	Dividend per share (Baht)	Total (Baht)	No. of Shares	Dividend per share (Baht)	Total (Baht)
Interim Dividend	871,869,508	0.75	653,902,131	871,869,508	0.52	453,372,144
Final Dividend	871,869,508	0.85	741,089,082	871,869,508	0.86	749,807,777
Total Dividend	871,869,508	1.60	1,394,991,213	871,869,508	1.38	1,203,179,921

In this regard, the shareholders who were disqualified to receive the dividend under the law would not be entitled to this dividend payment.

Ms. Sujintana summarized the 2022 dividend payment whereby the Company paid the Interim Dividend in the amount of Baht 0.75 per share, totalling Baht 653,902,131 and would request the approval from the Meeting for the allocation of the last phase of Final Dividend payment in the amount of Baht 0.85 per share, totalling Baht 741,089,082, which would be paid on April 24, 2023. The total dividend was Baht 1.60 per share or equivalent to Baht 1,394,991,213 in total.

In this regard, the Board deemed appropriate to propose to the Meeting to acknowledge the 2022 interim dividend payment for the fiscal year ended December 31, 2022, as mentioned above and deemed appropriate to propose to the Meeting to consider and approve the allocation of the profit from the operation results in the fiscal year ended December 31, 2022 and the retained earnings as of December 31, 2021 to distribute the Final Dividend, as well as the granting of authority to either

Mr. Vivek Dhawan, Chief Executive Officer (CEO) and/or Mr. Thomas Abraham, Chief Financial Officer (CFO) to do take such actions necessary for such dividend payment.

Further, the MC provided an opportunity for the Meeting to provide any opinion and enquire any queries in relation to this agenda. However, there were no opinions provided or queries asked.

The MC then asked the Meeting to acknowledge the Interim Dividend paid during year 2022 and to consider and approve the allocation of profit and payment of final dividend of Baht 0.85 per share according to the operational results for the fiscal year ended December 31, 2022, as follows:

- (1) to acknowledge the Interim Dividend paid in the total amount of Baht 653.90 million which had already been paid on a base of 871,869,508 shares at Baht 0.75 per share. Such Interim Dividend was paid from accumulated profit and operational results of the Company for the fiscal period ended June 30, 2022. The Company paid the said Interim Dividend to the shareholders on September 9, 2022;
- (2) to approve the allocation of profit and payment of dividend from the operational results for the fiscal year ended December 31, 2022 in the total amount of not exceeding Baht 1,394.99 million or equivalent to 63.8% of the annual net profit after corporate income tax (the financial statements on a standalone basis) and 62.2% of the annual net profit after corporate income tax (financial statements on a consolidated basis) which was in line with the dividend payment policy of the Company at the rate of not less than 25 percent of the annual net profit after corporate income tax and legal reserve;
- (3) to approve the payment of the Final Dividend according to the operational results in the years ended December 31, 2022 and retained earnings as of December 31, 2021 in the remaining amount up to Baht 741.08 million (total dividend in item (2) less the Interim Dividend of Baht 653.90 million paid in 2022 in item (1)), equivalent to the rate of Baht 0.85 per share, which would be paid to shareholders on a base of 871,869,508 shares to those shareholders whose names appear on the share register book as at the record date for determining the names of shareholders who shall be entitled to receive dividend on March 9, 2023 and set the payment date of the dividend to be April 24, 2023; and
- (4) to authorize either Mr. Vivek Dhawan, CEO and/or Mr. Thomas Abraham, CFO to do all such acts and deeds as may be required to consummate the payment of such dividend as stated above.

Resolution: The Meeting considered and acknowledged the interim dividend paid during 2022, approved the allocation of profit for the payment of Final dividend at the rate of Baht 0.85 per share from the operational results for the fiscal year ended December 31, 2022 and approve the payment of the Final Dividend from to the operational results in the years ended December 31, 2022 and retained earnings as of December 31, 2021 to be paid on April 24, 2023, and approved Mr. Vivek Dhawan, CEO and/or Mr. Thomas Abraham, CFO to do all such acts and deeds as may be required to consummate the payment of such dividend as stated above.

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	671,967,200	99.9790
Disapprove	141,453	0.0210
Total (586 persons)	672,108,653	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

Agenda Item No. 6

To consider and approve the election of the Company's directors to replace those who must retire by rotation

The MC informed the Meeting that according to the Sections 70 and 71 of the PLCA and Articles 16 and 17 of the Articles of Association of the Company, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year, and if the number of directors cannot be divided into three, the closest number to one-third shall retire and the retired directors are eligible for re-election.

The MC informed the Meeting that the directors to be retired by rotation at the Annual General Meeting of Shareholders of the Company for 2023 are as follows:

- (1) Mr. Thor Santisiri; Independent Director, Member of Audit Committee, Chair of Remuneration Committee
- (2) Mr. Kirit Shah; Director and Member of Remuneration Committee
- (3) Ms. Sameera Shah; Director.

The Nomination Committee (by the directors having no conflict of interest) had considered and viewed that these three directors, who had passed the Nomination Committee screening test and have availability to perform their duties as directors of the Company, were knowledgeable, competent, experienced, and skillful in the benefit of the Company's operations and had full qualifications and did not have any prohibited characteristics under the PLCA, the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the "SEC Act") and the relevant regulations. Moreover, to take a position of independent director, such director nominated as an independent director could provide the opinion freely and accordance with relevant rules and regulations. In addition, the three directors also possessed the qualifications in accordance with the Company's policy, which was in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In addition, the Company also gave an opportunity for the shareholders to propose the names of the persons to be consider to be appointed as the directors from October 1, 2022 to January 31, 2023 by disclosing through the electronic system of the Stock Exchange of Thailand, including through an announcement on the Company's website, however, no shareholders proposed other persons for the position.

In this regard, the Board (by the directors having no conflict of interest) deemed appropriate to propose the Meeting to consider and approve the election of the three retiring directors for another term.

Further, the MC provided an opportunity for the Meeting to provide any opinion and enquire any queries in relation to this agenda. However, there were no opinions provided or queries asked.

The MC then asked the Meeting to consider and approve the election of the Company's directors to replace those who must retire by rotation on an individual basis, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the election of the three retiring directors at the 2023 Annual General Meeting of Shareholders for another term, as proposed above in all respects, with the following results:

Agenda Item No. 6.1 The appointment of Mr. Thor Santisiri as Independent Director, Member of Audit Committee, Chair of Remuneration Committee

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	660,629,438	98.2920
Disapprove	11,479,817	1.7080
Total (588 persons)	672,109,255	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

Agenda Item No. 6.2 The appointment of Mr. Kirit Shah as Director and Member of Remuneration Committee

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	664,124,618	98.8120
Disapprove	7,984,637	1.1880
Total (588 persons)	672,109,255	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

Agenda Item No. 6.3 The appointment of Ms. Sameera Shah as Director

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	670,504,155	99.7612
Disapprove	1,605,100	0.2388
Total (588 persons)	672,109,255	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

In this agenda, there were additional 2 shareholders and/or proxies attending the Meeting, holding 602 shares; therefore, there were 588 shareholders and/or proxies attending the Meeting, holding 672,109,255 shares in total.

Agenda Item No. 7

To consider and approve the increase of number of the Company's directors from 10 persons to 11 persons by appointing Dr. Nithinart Sinthudeacha as a new independent director of the Company

The MC informed the Meeting that the Board deemed appropriate to propose the Meeting to consider and approve the increase of number of the company's directors from 10 persons to 11 persons by appointing Dr. Nithinart Sinthudeacha ("**Dr. Nithinart**") as a new independent director of the Company. The MC then introduced Dr. Nithinart, as well as details of her work and education profile, to the Meeting.

The Nomination Committee (by directors having no conflict of interest) had reviewed the qualifications of Dr. Nithinart and was of the opinion that Dr. Nithinart, who had passed the Nomination Committee screening test and had availability to perform her duties as director of the Company, was knowledgeable, competent, experienced, and skillful in the benefit to the Company's operations and had full qualifications and did not have any prohibited characteristics under the PLCA, the SEC Act and the relevant regulations. Moreover, to take a position of independent director, Dr. Nithinart could provide the opinion freely and accordance with relevant rules and regulations. In addition, Dr. Nithinart also possessed the qualifications in accordance with the Company's policy, which was in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In addition, the Company also gave an opportunity for the shareholders to propose the names of the persons to be consider to be appointed as the directors from October 1, 2022 to January 31, 2023 by disclosing through the electronic system of the Stock Exchange of Thailand, including through an announcement on the Company's website, however, no shareholders proposed other persons for the position.

In this regard, the Board (by the directors having no conflict of interest) carefully considered and screened the qualifications of Dr. Nithinat and deemed it appropriate to propose to the Meeting to consider and appoint Dr. Nithinat as the independent director of the Company.

Further, the MC provided an opportunity for the Meeting to express any opinion and enquire any queries in relation to this agenda. In this regard, the shareholder(s) provided the opinion(s) and enquired the query(ies) as follows:

Opinion/ Query/ Response:

Mr. Sataporn Pungnirun, a shareholder present in person, enquired about whether the requirement in respect of the number of directors of the Company was in the Company's Articles of Association.

Ms. Wichaya Apiratkasem, a Legal Advisor and Independent Vote Counter from Hunton Andrews Kurth (Thailand) Limited, clarified that such requirement was in Article 15 of the Company's Articles of Association, where it required that the board of directors of the Company shall consist of not less than 7 directors.

Once there was no further enquiry or opinion, the MC then asked the Meeting to consider and approve the increase of number of the Company's directors from 10 persons to 11 persons by appointing Dr. Nithinart as a new independent director of the Company, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the increase of number of the Company's directors from 10 persons to 11 persons by appointing Dr. Nithinart as a new independent director of the Company, as proposed above in all respects, with the following results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	667,446,848	99.3062
Disapprove	4,662,917	0.6938
Total (591 persons)	672,109,765	100.0000
Abstain	0	-
Voided	0	-

Remarks: 1. This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

2. In this agenda, there were additional 3 shareholders and/or proxies attending the Meeting, holding 510 shares; therefore, there were 591 shareholders and/or proxies attending the Meeting, holding 672,109,765 shares in total.

3. Dr. Nithinart Sinthudeacha shall also be appointed as Member of Nomination Committee and Chair of Sustainability, Risk Management and Corporate Governance Committee pursuant to the resolution of the Board of Directors' Meeting of the Company No. 1/2023 on 23 February 2023, with effect from April 5, 2023 onwards.

4. In this respect, pursuant to the resolution of the Board of Directors' Meeting of the Company No. 1/2023 on 23 February 2023, (i) the Nomination Committee, (ii) the Remuneration Committee, and (iii) the Sustainability, Risk Management and Corporate Governance Committee shall be cancelled, and those three sub-committees shall be reorganized as follows:

(i) Nomination Committee
Mr. Vijay Karwal, Independent Director, Chair of Nomination Committee
Mr. Alan Kam, Independent Director, Member
Dr. Nithinart Sinthudeacha, Independent Director, Member

(ii) Remuneration Committee
Mr. Thor Santhisiri, Independent Director, Chair of Remuneration Committee
Mr. Kirit Shah, Director, Member
Mr. Vivek Dhawan, CEO, Director, Member

(iii) Sustainability, Risk Management and Corporate Governance Committee
Dr. Nithinart Sinthudeacha, Independent Director, Chair of Sustainability, Risk Management and Corporate Governance Committee
Mr. Vivek Dhawan, CEO, Director, Member
Mr. Thomas Abraham, CFO, Director, Member

The three sub-committees shall perform their duties in accordance with their relevant charters with effect from April 5, 2023 onwards.

Agenda Item No. 8

To consider and approve the determination of the directors' remuneration

According to Section 90 of the PLCA and Article 22 of the Articles of Association of the Company, the directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other

benefits in other forms as approved by the shareholders meeting, by a vote of no less than two-thirds (2/3) of the number of the shareholders attending the meeting.

The MC informed the Meeting that the Remuneration Committee had considered and determined the directors' remuneration by using the applicable criteria from the size of business and the responsibilities of the Board in comparison with other companies with the same range of market capitalization and listed on the Stock Exchange of Thailand and recommended that the remuneration remain unchanged except for Mr. Thor Santisiri who would be eligible for additional remuneration of Baht 264,600 per annum due to his additional responsibility as Chair of Remuneration Committee in replacement of Mr. Vijay Karwal (with effect from April 5, 2023 onwards). In this respect, the proposed amount would be the total remuneration of the directors with no other remuneration and benefits.

In this regard, the Board deemed appropriate to propose the Meeting to consider and approve the determination of directors' remuneration for 2023, as recommended by the Remuneration Committee, and approved by the Board to be paid on quarterly basis as follows:

Name of Director	Annual Remuneration ⁵ (Baht per Annum)			
	2023 (Proposed)	2022	2021	2018 to 2020
Mr. Mechai Viravaidya ²	2,205,000	2,205,000	2,100,000	2,000,000
Mr. Alan Kam	1,575,000	1,575,000	1,500,000	1,500,000
Mr. Vijay Karwal ³	1,146,600	1,146,600	1,146,600	-
Mr. Manu Sawangjaeng ³	-			1,092,000
Mr. Thor Santisiri ⁶	1,146,600	882,000	840,000	840,000
Mr. Kirit Shah	661,500	661,500	630,000	630,000
Mr. Ishaan Shah	661,500	661,500	630,000	630,000
Ms. Sameera Shah	661,500	661,500	630,000	630,000
Mr. Shiraz Erach Poonevala	661,500	661,500	630,000	630,000
Mr. Vivek Dhawan ¹	-	-	-	-
Mr. Thomas Abraham ¹	-	-	-	-
Dr. Nithinat Sinthudecha ⁴	1,146,600	-	-	-

- Remarks:
1. Mr. Vivek Dhawan and Mr. Thomas Abraham, both declined to receive remuneration.
 2. On behalf of Mr. Mechai Viravaidya, the Company pays the remuneration to the Mechai Pattana School towards scholarships.
 3. Mr. Manu Sawangjaeng resigned on May 12, 2021 and Mr. Vijay Karwal joined on his position since May 13, 2021 with same remuneration and responsibilities. The remuneration history was

reflected for analysis for the position of Independent Director, Chair of Nomination Committee and Member of Audit Committee.

4. In addition to being an independent director of the Company, Dr. Nithinart would also be appointed as Member of Nomination Committee and as Chair of Sustainability, Risk Management and Corporate Governance Committee by virtue of the resolution of the Board of Directors' Meeting of the Company No. 1/2023 on 23 February 2023, with effect from April 5, 2023 onwards.
5. Remuneration of Board members is as per roles and responsibilities and each role has been assigned the following remuneration:
 - a) Remuneration as Board Member: Baht 661,500 per annum;
 - b) Remuneration for Independent Director as Member of one or more Committee: Baht 220,500 per annum;
 - c) Remuneration for Independent Director as Chair of Committee: Baht 264,600 per annum;
 - d) Remuneration for Independent Director as Chair of Board: Baht 1,543,500 per annum;
 - e) Remuneration for Independent Director as Vice-Chair of Board: Baht 428,400 per annum.
6. Remuneration was same as previous year except for Mr. Thor Santisiri who would be eligible for additional remuneration of Baht 264,600 per annum due to his additional responsibility as Chair of Remuneration Committee in replacement of Mr. Vijay Karwal (with effect from April 5, 2023 onwards).

Further, the MC provided an opportunity for the Meeting to express any opinion and enquire any queries in relation to this agenda. In this regard, the shareholder(s) provided the opinion(s) and enquired the query(ies) as follows:

Opinion/ Query/ Response:

Mr. Piyapong Prasartthong, a shareholder present in person, thanked Mr. Mechai Viravaidya for waiving his right to director's remuneration and for agreeing that the Company pay his remuneration to the Mechai Pattana School towards scholarships, and rejoiced in his merit from such contribution.

Once there was no further enquiry or opinion, the MC then asked the Meeting to consider and approve the determination of the directors' remuneration, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the determination of the directors' remuneration, as proposed above in all respects, with the following results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	668,616,565	99.4803
Disapprove	3,493,200	0.5197
Abstain	0	0
Total (591 persons)	672,109,765	100.0000
Voided	0	-

Remark: This agenda was to be approved by a vote of not less than two-thirds of the shareholders who attend the meeting, including the abstained votes in the calculation base.

Agenda Item No. 9 To consider and approve the appointment of auditors from KPMG Phoomchai Audit Ltd. and determination of the audit fee of the Company for the year ended December 31, 2023

Under Section 120 of the PLCA and Article 36 (6) of the Articles of Association of the Company, the Annual General Meeting of Shareholders shall appoint the auditors and determine the audit fee of the Company in each year. In appointing the auditor, the former auditor may be re-appointed.

Mr. Alan Kam informed the Meeting that the Audit Committee had considered the qualifications of four auditors in terms of their performance and independence as well as the remuneration, and expressed their opinions to the Board to propose the appointment of Ms. Sureerat Thongarunsang, CPA Registration No. 4409, or Ms. Vilaivan Pholprasert, CPA Registration No. 8420, or Mr. Chokechai Ngamwutikul, CPA Registration No. 9728, or Mr. Sumate Jangsamsee, CPA Registration No. 9362 from KPMG Phoomchai Audit Ltd. as the auditor of the Company for the year 2023. The Audit Committee also proposed that the 2023 audit fee should be amounted to Baht 4.96 million and other expenses as per actual but not exceeding 5% of the audit fee.

In this regard, the Board deemed appropriate to propose the Meeting to consider and approve the appointment of auditors and determination of the audit fee of the Company for the year ended December 31, 2023, as reviewed and recommended by the Audit Committee, and approved by the Board, and one of the following auditors may audit and provide opinions on the Company financial statements for the year ended December 31, 2023:

No.	Name of Auditor	CPA Registration Number	Number of Years Signed Financial Statements / Number of Years of Being Auditor of the Company
1	Ms. Sureerat Thongarunsang	4409	1 / 7 Years
2	Ms. Vilaivan Pholprasert	8420	- / 7 Years
3	Mr. Chokechai Ngamwutikul	9728	- / 7 Years
4	Mr. Sumate Jangsamsee	9362	- / 7 Years

In the case where the aforementioned auditors were unable to perform their duties, KPMG Phoomchai Audit Ltd. shall be authorized to appoint any of the firm's qualified auditors to audit and give opinion to the financial statements of the Company.

In this respect, none of the proposed auditors had given opinion on the Company's financial statements for more than seven years. Therefore, all of the proposed auditors possessed the qualifications as required by the Notification of Capital Market Supervisory Board No. Tor Jor. 44/2556 re: Rules, Conditions and Procedures for Disclosure of Information Relating to the Financial Status and Operating Results of the Company issuing the Securities (as amended).

None of the auditors whose names were proposed had any relationship with nor interest in the Company, subsidiaries, management, major shareholders or the related persons of such persons and, therefore, they were independent to audit and give opinion on the Company's financial statements.

The proposed auditors would also audit all subsidiaries of the Company in Thailand.

In addition, the Board also deemed appropriate to propose that the Meeting consider and approve the remuneration for 2023 quarterly reviews and annual audit which was illustrated in the table below:

Type of Fees	Year			
	2023 (Million Baht) (Proposed)	2022 (Million Baht)	2021 (Million Baht)	2020 (Million Baht)
The Company (For approval)				
1. Audit Fee				
- Annual audit fee and quarterly review fee	4.96	4.68	4.68	4.68
- Increase (%) (compared to the previous year)	6.0	-	-	2.9
- One-time fee for review of acquisitions	-	-	-	0.25
Total Audit Fee	4.96	4.68	4.68	4.93
2. Non-Audit Fee	0.92	0.98	0.98	1.10
Subsidiary (For information)				
1. Audit Fee				
- Annual audit fee and quarterly review fee	5.79	5.57	5.57	5.49
- Increase (%) (compared to the previous year)	4.0	-	1.3	3.0
2. Non-Audit Fee	-	-	-	-
Grand Total				
Audit Fee	10.75	10.25	10.25	10.42
- Increase (%) (compared to the previous year)	4.8	-	(1.7)	5.5
Non-Audit Fee	0.92	0.98	0.98	1.10

Further, the MC provided an opportunity for the Meeting to express any opinion and enquire any queries in relation to this agenda. In this regard, the shareholder(s) provided the opinion(s) and enquired the query(ies) as follows:

Opinion/ Query/ Response:

Mr. Basant Kumar Dugar, a shareholder present in person provided an opinion that the Company should disclose photo and profile of each auditor, and should also specify which auditor would be signing the financial statements of the Company.

Once there was no further enquiry or opinion, the MC then asked the Meeting to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. and determination of the audit fee of the Company for the year ended December 31, 2023, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the appointment of auditors from KPMG Phoomchai Audit Ltd. and determination of the audit fee of the Company for the year ended December 31, 2023 as proposed in all respects, with the following results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	672,109,765	100.0000
Disapprove	0	0
Total (591 persons)	672,109,765	100.0000
Abstain	0	-
Voided	0	-

Remark: This agenda was to be approved by a majority of the shareholders who attend the meeting and cast their votes, excluding the abstained votes from the calculation base.

Agenda Item No. 10 To consider and approve the amendment of the Company's objectives from 46 items to 47 items and the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the Company's objectives amendment

The MC informed the Meeting that in order for the Company to be able to carry out businesses relating to laboratory services and product research services to be in line with the Company's business plan, the Board deemed appropriate to propose that the Meeting consider and approve the amendment to the Company's objectives and Clause 3 of the Company's Memorandum of Association, where the objectives shall be amended from 46 items to 47 items, pursuant to the following details:

"Item 47 To carry on the business of providing laboratory services related to research, analysis and chemical, physical, microbial testing to be used in industry, agriculture, livestock, fishery, cropping, animal husbandry, production of agricultural products, food production, cosmetic production inventing or making medicines, manufacture of medical instruments and equipment for detecting toxins or residues in agricultural products or such goods, and provide production and product testing services industry, agriculture, food production, cosmetics, medicines, medical equipment and devices and various products, and issuing a certificate for acknowledgment for the benefit or registration for all government agencies, state enterprises, public and private organizations, institutions, individuals, juristic persons and various establishments, both domestically and internationally as well as translating copies of analytical and testing reports."

And Clause 3 of the Company's Memorandum of Association shall be amended to be in line with the Company's objectives amendment pursuant to the following details:

Existing Clause: Clause 3. The Company's objectives shall be 46 items, having details as per the attached Form BorMorJor. 002.

Proposed Amendment: Clause 3. The Company's objectives shall be 47 items, having details as per the attached Form BorMorJor. 002.

In this respect, in the case where the Company proceeded with registering the amended objectives which were approved by the Meeting with a public company registrar, there may be necessary revision(s) to the wordings as requested by the registrar. Accordingly, to facilitate the registration, the Board also deemed appropriate to propose the Meeting to consider and authorize the Board, the Company's employees, or the authorized representatives of the Company to amend, add, revise, delete or cancel any and all statements as requested by the registrar.

Further, the MC provided an opportunity for the Meeting to provide any opinion and enquire any queries in relation to this agenda. However, there were no opinions provided or queries asked.

The MC then asked the Meeting to consider and approve the amendment of the Company's objectives from 46 items to 47 items and the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the Company's objectives amendment, as proposed above and cast the votes in this agenda.

Resolution: The Meeting considered and resolved to approve the amendment of the Company's objectives from 46 items to 47 items and the amendment to Clause 3 of the Company's Memorandum of Association to be in line

with the Company's objectives amendment, as well as to authorize the Board, the Company's employees, or the authorized representatives of the Company to amend, add, revise, delete or cancel any and all statements as requested by the registrar, as proposed above in all respects, with the following results:

Shareholders voting	Numbers of Votes	Accounting for percent
Approve	672,109,765	100.0000
Disapprove	0	0
Abstain	0	0
Total (591 persons)	672,109,765	100.0000
Voided	0	-

Remark: This agenda was to be approved by a vote of not less than three-fourths of the shareholders who attend the meeting and are entitled to vote, including the abstained votes in the calculation base.

The MC opened the floor to questions and opinions from the shareholders.

Opinion/ Query/ Response:

Mr. Sataporn Pungnirun, shareholder present in person, informed the Company that as he has asked the Company to attach the previous minutes in the Shareholder's invitation letter. I have checked and found that the Company has already attached the previous minutes in the Shareholders' invitation letter. Therefore, I would like to appreciate the Company's performance that has done it perfectly.

Mr. Terdsak, a shareholder present in person, thanked the Company for its business turnover which kept getting better each year and enquired about the Company's view and plan (if any) towards a tourist market where tourists entered Thailand and purchased health products as souvenirs.

Mr. Vivek clarified that tourists were not the Company's main target. At present, the Company still focused more on selling its products to Thai nationals, including locals in Vietnam, Myanmar, and Sri Lanka. The business operation of the Company focused on building a brand and not to create cheap products for export only for a short term. Moreover, if the law of the relevant country did not allow, importing such products would not be possible anyway. If the Company was to do business in any country, the Company would instead enter such country as a local company. Therefore, the Company did not view the tourist market as a business opportunity. The Company was not a tourist brand but a local brand.

Mr. Terdsak, a shareholder present in person, enquired about the Company's view towards carbon credit issue which had become a more popular topic of discussion at present, especially in the United States and Europe.

Mr. Vivek clarified that the Company had not been doing businesses in United States and Europe for quite a while. Although the Company had some businesses there, they were merely to sell or distribute products to customers. The Company focused its business more in developing markets as this would allow the Company to build and develop a long-term brand. In respect of the carbon credit specifically, the Company's business was accounted for only a small amount of carbon. The Company had a factory which manufactured plastic which was used in its business; however, the Company could not implement any immediate change as it would affect medicine production. For example, changing a package of medicine could not be done immediately. Mr. Vivek emphasized that the amount of carbon generated from the Company's business operation was already small, and the Company also used solar energy in its factory, and had arranged for appropriate measures in its production to ensure the least effect towards environment. Although the Company did not purchase any carbon credit, the Company tried to conserve as much energy as possible.

Mr. Apichart Mekmasin, a shareholder present in person, enquired about the Company's plan and goals for the year 2023.

Mr. Vivek clarified that the Company would prepare a business plan for every year. For this year, the Company would sell new medicines. The overview of the Company's business for this year would not differ much from that of the past years. The Company also had to continue investing in the construction of a factory in Indonesia,

as the factory expansion would start in the second quarter. Another thing would be the investment in Vietnam which was now under negotiation. The Company still focused to create brand in several countries, focusing on those in South East Asia and Africa, including certain countries in Latin America and the Commonwealth of Independent States (CIS) (excluding Russia, Ukraine, and Uzbekistan). In summary, the Company's business plan remained the same, that was to develop human wellness, only that this year the Company would do more and invest more. The Company already invested in (i) Wellness We Care startup, with a facility where the Company educated people to take care of their health and adjust their lifestyle, (ii) Nature We Care startup, natural foods and drinks for health, and (iii) digital platform startup for those who wanted to seek and gather information, with advice from doctors and nutritionists.

Mr. Koson Kantaworn, a shareholder present in person, thanked the Company for its good business turnover and the generous amount of dividends paid, and enquired about (i) ratio of domestic revenue and foreign revenue of the Company, (ii) whether the goods produced in Myanmar were imported for sale in Myanmar or were produced only for sale in Myanmar (as political situation in Myanmar seemed to be problematic), and (iii) how many percentage the revenue generated in Myanmar would be of all the Company's revenue.

Mr. Vivek clarified that the Company did not have the production of any goods in Myanmar. The Company only distributed goods in Myanmar where the Company had a warehouse for a purpose of such distribution. The goods sold in Myanmar were imported from Thailand or other countries. In respect of the revenue ratio, the Company operated two businesses, i.e. Mega We Care and Max Care, the latter was the distribution of goods of other brands which were not the Company's. Those distributed goods were mainly medicines and sold in Myanmar. The amount of revenue from Max Care would account for approximately 48 – 50% while approximately 52 – 50% would be from Mega We Care. Over 70 – 80% of the revenue would be from South East Asia, and 16 – 18% was from Africa. The Company did not calculate a separate revenue in respect of each country, but most of the Company's revenue was from Thailand, Vietnam, Myanmar, and Malaysia.

Mr. Basant Kumar Dugar a shareholder present in person provided opinions on the Wellness We Care Center Foundation in Muak Lek District and on that the Company should consider listing many of its subsidiaries which were in good market, such as Singapore and United Kingdom.

There was no shareholder proposing other matters for the consideration of the Meeting or having additional questions. The Chairman then emphasized that business operation of the Company had been good, thanked the meeting attendants, and declared the Meeting adjourned at 15.40 hrs.



Mega Lifesciences Public Company Limited

(Mr. Vivek Dhawan)
Chief Executive Officer and Chief Coach

(Mr. Thomas Abraham)
Chief Financial Officer