



**TROPICAL CANNING (THAILAND) PUBLIC COMPANY LIMITED**  
**南洋罐頭食品廠(泰國)大眾有限公司**  
**บริษัท ทropicคอลแคนนิ่ง (ประเทศไทย) จำกัด (มหาชน)**

1/1 M.2 THUNGYAI, (OR P.O. BOX 44), HATYAI, SONGKHLA 90110 THAILAND  
1/1 หมู่ที่ 2 ต.ทุ่งใหญ่ (หรือ ตู้ ป.ณ. 44) อ.หาดใหญ่ จ.สงขลา 90110  
Tel: +66 (0) 74 273600 Fax: +66 (0) 74 273690-4  
ทะเบียนเลขที่ 0107537000076

**Minutes of the Annual General Meeting of Shareholders**

**No.1/2024**

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**Date Time and Place**

The meeting was held on 25 April 2024 at 10.30 a.m. at Napannop room, company's office building, 3rd Floor, No. 1/1 Moo 2 Tambon Thungyai, Amphoe Hatyai, Songkhla Province.

**Directors being present :**

- |                              |   |
|------------------------------|---|
| 1. Mr. Tan Seow Phor         | Chairman of the Board of Directors                          |
| 2. Mr. Kampol Watcharanimit  | Managing Director   |
| 3. Mr. Udom Jirakiattikul    | Director  |
| 4. Mr. Chaiyapong Sangjam    | Director  |
| 5. Mr. Panai Chaitada        | Director  |
| 6. Mr. Ooi Chuen Seong       | Director and the Chief Financial Officer (CFO)              |
| 7. Mr. Chan Wah Chong        | Independent Director and<br>Chairman of the Audit Committee |
| 8. Mr. Vijit Tanksinmankhong | Independent Director and<br>Member of the Audit Committee   |
| 9. Mr. Pitak Korkiatpitak    | Independent Director and<br>Member of the Audit Committee   |

Prior to the meeting duly convened, Mr. Rungroj Sukpaen, Manager of Administrative and Legal, has introduced Board of Directors that attended the meeting. The company has 9 persons in the Board of Directors which attended this meeting with total of 9 persons, representing 100% of the total directors and introduce the directors attending the meeting as follow:

- |                              |   |
|------------------------------|---|
| 1. Mr. Tan Seow Phor         | Chairman of the Board of Directors                          |
| 2. Mr. Kampol Watcharanimit  | Managing Director   |
| 3. Mr. Udom Jirakiattikul    | Director  |
| 4. Mr. Chaiyapong Sangjam    | Director  |
| 5. Mr. Panai Chaitada        | Director  |
| 6. Mr. Ooi Chuen Seong       | Director and the Chief Financial Officer (CFO)              |
| 7. Mr. Chan Wah Chong        | Independent Director and<br>Chairman of the Audit Committee |
| 8. Mr. Vijit Tanksinmankhong | Independent Director and<br>Member of the Audit Committee   |
| 9. Mr. Pitak Korkiatpitak    | Independent Director and<br>Member of the Audit Committee   |

And introduced the participants as follow:

1. Auditor from KPMG Phoomchai Audit Ltd.
  - 1.1 Miss. Bongkot Amsageam, Certified Public Accountant Registration No.3684
  - 1.2 Miss. Orawan Srisomphot, Audit Manager
2. Legal Advisor, ATCL Consultants Co., Ltd. Mr. Chuangchai Norchoovech, Managing Director and protecting shareholders' rights observe from Thai Investors Association, Miss Usa Sumetlak and to inform the meeting of voting procedures as follow:

1. The shareholders shall vote by a voting form as received upon the meeting register. Each shareholder shall be entitled to vote equal to share held on the basis one share per one vote. In case of proxy which a grantor already vote in the proxy form, a proxy shall not be entitle to vote in the meeting again.
2. At the end of each agenda, the chairman shall allow shareholders to question. In case there is no shareholder with opinion differed from the board of directors, the chairman shall pass to consider on next agenda and such agenda shall be approved with unanimously resolution. In each agenda, the total votes shall be reported to the shareholder.
3. In case any shareholders disagree or wishing to abstain from voting on any agenda, please ask the shareholder to raise their hands when the chairman has finished inquiring the shareholders. In this case, the chairman will ask the shareholders who disagree or wanting to abstain from voting, specify the number of shares wishing to vote, not more than the number of shares held in the voting document form delivered to the company's staff to include the votes in that agenda that had the number of votes in favor disagree and abstention. The chairman of the meeting informed the meeting to acknowledge and recorded in the minutes of the meeting
4. Any shareholders who do not understand the voting procedure, is able to ask the Company's Officer for more information.
5. The company has record the meeting in the form of video media.

### **Preliminary Proceeding**

Mr.Tan Seow Phor is Chairman of the Board of Directors appointed the Managing Director, Mr. Kampo Watcharanimit act as chairman of the meeting and conducted the meeting. The chairman declared to the meeting that in this meeting, there were 15 shareholders attending the meeting in person total 72,042,600 shares and by proxy on behalf of 21 shareholders, total 132,201,750 shares, including 36 registered shareholders. The total number of shares is 204,244,350 shares, equivalent to 61.89% which has shareholders and proxies from its shareholders at least twenty-five persons or not less than one-half of the total number of shareholders and not less than one-third of the number of paid-up shares capital which constitute a quorum in accordance with Article 28 of the Articles of Association of the company having a registered capital of Baht 330 Million, divided into 330 Million shares with a par value of Baht 1.00

The Annual General Meeting of Shareholders for the year 2024 consisted of 10 agenda, as detail in the notice calling the meeting which has been delivered to all shareholders. The Chairman opened the meeting in accordance with the following agenda.

**Agenda 1. To consider and certify the minutes of the Annual General Meeting of Shareholders No.1/2023**

The Chairman presented the Minutes of the Annual General Meeting of Shareholders No.1/2023 held on 27 April 2023 the details attachment 1 which disclosed through QR Code in the invitation letter or on company's website (www.tropical.co.th) to shareholders in advance or document that shareholders have already received during registration. The company allows shareholders to ask question and notify any amendments or objections in advance. It appears that no shareholder has submitted any amendment or objection regarding the Annual General Meeting of year 2023. Due to reason that no shareholder proposing any amendment or additional question, the Chairman therefore asked the meeting to vote to approve the minutes of Annual General Meeting of Shareholders No. 1/2023.

The Shareholders' meeting unanimously acknowledge and certify minutes of Shareholders' Annual General Meeting No. 1/2023 by a majority of the total number of votes attending the meeting that have right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,244,350	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 2. To acknowledge operating result of the company for the year 2023**

The Chairman presented the annual report of the Board of Directors and the company's operating results for the year 2023 which were disclosed through QR Code in the invitation letter or on the company's website (www.tropical.co.th) for shareholders to acknowledge the company's performance.

The chairman of the meeting explained about the operating results for the year 2023 to the meeting. Summary can be summarized as follow:

**Performance overview**

The Chairman explained on 2023 business overview. The global economic situation in 2023 expanded at a slower rate, decreasing from 2022 in line with the global economic slowdown. Result of the severity of the climate, this has caused the catch of aquatic animals to decrease, especially during the first quarter continuing to the second quarter of 2023, resulting to the price of tuna raw materials increased compared to last year. The continuous increase in the policy interest rate in the past affected the recovery of demand in the trading partner market which has decline. Along with significant expansion of export in 2022, customers have accumulated high inventory quantities, especially products in the pet food group which affected amount of new orders decreased since the end of the 4th quarter of 2022, continuing into the 3rd quarter of 2023 resulted from trading partner stockpiling which in turn affected recovery of manufacturing sector which also factor that puts pressure on the export sector. However, order volumes began to show signs of a slow recovery in the 4th quarter of 2023. In addition, world trade still faces limitations from geopolitical tensions. As well as uncertainty in Inflation and the fact that the average price of tuna raw materials is higher than in 2022 from the aforementioned factors affects the overall operations of the company. In 2023, the company and its subsidiary had sales income of Baht 4,915.25 Million decreased by Baht 1,139.31 Million from 2022, equivalent to 18.82%. Gross profit of Baht 254.81 Million, a decrease of Baht 461.40 Million from 2022, equivalent to 64.42%. As a result, the company and its subsidiary had a net profit of Baht 43.48 Million, decreased Baht 414.39 Million from 2022, equivalent to 90.50%.

Report on the progress of the organization's anti-corruption and sustainability activities.

In 2023, the company believes that conducting business with fairness, honesty, integrity, and transparency will support sustainable business growth. The company has therefore announced policies and guidelines for anti-fraud and corruption to designate company directors, executives, and employees throughout the organization to strictly adhere to. In addition, the company continues to conduct business in accordance with the principles of good corporate governance, comply with relevant laws, rules, and regulations and do not support nor involved in any form of corruption whether direct or indirect, maintain business operations that are responsible to communities, society, the environment, and all stakeholders throughout the business value chain in order to truly demonstrate our commitment.

The company continues to encourage personnel at all levels to see the importance of and promote awareness of anti-corruption practices by providing a system, work process, and measures for complying with the anti-fraud and corruption policy including reviewing of internal control system, internal tracking system; inspection system, supervision to ensure efficient operations.

In addition, guidelines for combating corruption have been established. It requires an annual risk assessment and review of practices to comply with changes in business, rules, regulations, and legal requirements and preventive measure which details are specified in the 2023 annual report, or Form 56-1. On the matter of good corporate governance and communication channels for employees and stakeholders to report complaints confidentially directly to management when witnessing an act of corruption occurring in the company, the company has channels through which employees can lodge complaints, express opinions and report matters.

The company places importance on living together and growing with society and communities in a sustainable way. Therefore, the Company has carried out various activities during 2023 as namely TCB knowledge seedling Project which encourage management and employees to transfer knowledge and work experiences to students, including providing opportunities for students work as intern in the company, blood donation project for company employees in collaboration with Songkla Nakarin Hospital, Songkhla Province Red Cross, support activities of the Elderly Club of Tambon Thung Yai and support Children's Day gifts for local community schools.

The company has considers the use of resources efficiently whereby there was a Waste Management System Standard, compiling and preparing report on annual Carbon Footprint for Organization (CFO) which was verified, certified and registered annually by the Thailand Greenhouse Gas Management Organization (Public Organization) and carry out various projects, including installing solar cells and installing steam generators using biomass energy (wood chips) to reduce Greenhouse Gas Emissions in line with Thailand's goal of being Carbon Neutrality in 2050 and achieve Net Zero Greenhouse Gas Emissions (Net Zero Emission) by 2065.

At the time of meeting, there were 2 additional shareholders who entered the meeting in person and proxy. Therefore the shareholder attending the meeting in person totaling 16 shareholders with total 72,042,601 shares and by proxy of 22 shareholders with total 132,641,150 shares. Total 38 shareholders with total number of 204,683,751 shares, equivalent to 62.03%.

The Chairman gave the meeting an opportunity to ask questions related to operating result of the company for year 2023.

Mr. Anan Khamongkoludom, proxy from Ms. Prapaiphan Khamongkoludom, a shareholder, asked what the company's plan was to increase the company's Gross Profit.

The Chairman explained that the company is undergoing restructuring of business structure from business in seafood product and tuna product to increase business in pet food product. Also, reducing costs, increase production efficiency, increase sales in the pet food business which has a higher level of gross profit margin compare to seafood and tuna product group.

Mr. Watchara Waewdum, a shareholder, asked about the operational plan of Elowfar Company Limited, a subsidiary of the Company on the future operational plan and strategy?

The Chairman explained that in the past, Elowfar Company Limited operated business as a Services Center which communicates coordination and performed administrative work regarding export documents for the company. However, presently, Elowfar Company Limited has been additionally assigned to administering marketing activity for pet food domestically under Brand Snappy Tom and Hug, as well as to carry out the sales of canned seafood products under the brand of TCB and Safcol brand in domestically.

The Chairman said that when there were no further questions from shareholders. The meeting of shareholders voted unanimously to acknowledge the annual report. Report of the Board of Directors and the Company's performance for the year 2023 with a majority of the total number of votes attending the meeting and have the right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 3. To consider and approve the financial statements for the year ended 31 December 2023 and Independent Auditor's report.**

The Chairman requested the meeting to consider and approve the financial statements for the fiscal year ended December 31, 2023 and the auditor's report as appeared in the 2023 annual report which was audited by a certified public accountant which is disclosed through QR Code in the invitation letter or the company's website ([www.tropical.co.th](http://www.tropical.co.th)) to shareholders in advance. The Chairman ask the meeting to consider and approve.

The Chairman gave the meeting an opportunity to ask questions related to the financial statements for the year ended 31 December 2023.

Mr. Watchara Waewdum, a shareholder, inquired about the company's foreign currency exchange risk management. What is the operational plan?

The Chairman explained that the company has managed foreign currency exchange risk by using revenue received in United States Dollars to pay for imported raw materials (Natural hedge), which can partly reduce the risk in foreign currency exchange. In addition, the company has used other financial instruments such as Foreign Currency Forward Contract and purchasing the rights to sell foreign currency in the future (FX Options).

Mr. Watchara Waewdum, a shareholder, inquired whether the Company open Foreign Currency Deposit Account (FCD), have the company perform anything in this regards?

The Chairman explained that in short-term, the company has no plans to open a foreign currency deposit (FCD) account, but the management will study additional information on the matter.

The Chairman said that when there were no further questions from shareholders, therefore asked the meeting to consider that it was correct and unanimously approved the financial statements for the fiscal year ended 31 December 2023 which reviewed by Audit Committee and audited by a certified public accountant and as proposed by the Chairman by the majority of the total number of votes attending the meeting that have right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 4. To consider and approve the allocation of net profit for dividend payment for the year 2023**

The Chairman stated that in year 2023, the company operating result had a net profit after tax of separate financial statement of Baht 37,397,061.87 or net profit to Baht 0.11 per share. The company has established a dividend payment policy that “The company has a policy of paying dividends at a rate of not less than 25% of the annual net profit after deducting income tax and deducting reserves in the amount required by law according to the separate financial statements. However, consideration of dividend payments depends on operating results, Company's financial status, financial liquidity and the company's future investment plans, including the overall economic situation. Once the Board of Directors has resolved to approve the payment of annual dividends, it must be submitted for approval from the general meeting of shareholders.”

Therefore, the Board of Directors proposed to make payment for dividend from net profit of Baht 0.10 per share in favor of shareholder of 330 million share which amount to Baht 33,000,000 (Baht thirty-three Million only), representing dividend payout ratio of 88.24% of net profit for separate financial statements for year 2023 the dividend payment will be payable to shareholders whose are recorded in the share register book as on 7 May 2024. The dividends is subjected to deduction of withholding tax as rate prescribed by law. Therefore, shareholder is eligible for tax credits. The chairman had inform the meeting to consider the propose dividend payment.

The Chairman gave the meeting an opportunity to ask questions related to the dividend payment for the year 2023.

The Chairman said when there were no further questions from the shareholders, The shareholders’ meeting to unanimously approve the payment of dividends Baht 0.10 per share totaling Baht 33,000,000 (Baht thirty-three Million only) to be pay on 24 May 2024 by a majority of the total number of votes attending the meeting that have right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 5. To consider the election of the Company’s directors for the year 2024.**

The Chairman stated to the shareholders that on each Annual General Meeting of the shareholders, one-third of the directors shall retire from office by rotation and this year retired directors are as follow:

- |    |                          |          |
|----|--------------------------|----------|
| 1. | Mr. Tan Seow Phor        | Director |
| 2. | Mr. Kampol Watcharanimit | Director |
| 3. | Mr. Udom Jirakiattikul   | Director |

However, the directors who retire are eligible to be elected for another term.

The company gives shareholders the opportunity to nominate qualified persons for Board of Directors to be a director for the Annual General Meeting of Shareholders for 2024 by announcing on the company's website, including notifying via the electronics system of the Stock Exchange of

Thailand between on 1 December 2023 until 31 December 2023, none of shareholders nominate any qualified person for Board of Director to consider.

The Chairman gave the meeting an opportunity to ask questions relating to the election of directors to replace those retiring by rotation.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider the appointment of directors to replace those retiring by rotation for another term. Then the chairman asked the meeting to vote for the election of director by considering each person as follow:

5.1 Asked shareholders to re-elect Mr. Tan Seow Phor as a Director for another term. The shareholder voted for Mr. Tan Seow Phor for another term with the votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

5.2 Asked shareholders to re-elect Mr. Kampol Watcharanimit as a Director for another term. The shareholder voted for Mr. Kampol Watcharanimit for another term with the votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

5.3 Asked shareholders to re-elect Mr. Udom Jirakiattikul as a Director for another term. The shareholder voted for Mr. Udom Jirakiattikul for another term with the votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

The shareholders' meeting has considered and unanimously resolved to re-appoint 3 directors to retained position as director of the company for another term.

The members of Board of Directors consisted of 9 persons as follow:

1. Mr. Tan Seow Phor
2. Mr. Kampol Watcharanimit
3. Mr. Udom Jirakiattikul
4. Mr. Chaiyapong Sangjam
5. Mr. Panai Chaitada
6. Mr. Ooi Chuen Seong
7. Mr. Chan Wah Chong
8. Mr. Vijit Tanksinmankhong
9. Mr. Pitak Korkiatpitak

**Agenda 6.To consider and approve directors' remuneration for the year 2024.**

The Chairman proposed that directors' remuneration should be considered for 2024 as determined by the Board of Directors and the Audit Committee with regard to the appropriateness of various aspects including considering the operating results of the company, obligations and responsibilities of the Board of Directors. Therefore requested the meeting to consider and establish the directors' remuneration for the year 2024.

Establish remuneration for directors for the year 2024, which is equivalent to the previous year as follow:

Remuneration	Amount (Baht)
1. Directors' remuneration (Annual)	
1.1 Chairman	800,000
1.2 Managing Director	300,000
1.3 Director and Chief Financial Officer (CFO)	250,000
1.4 Director	200,000
2. Remuneration for Audit Committees appointed by the Board of Directors (Annual)	
2.1 Chairman	110,000
2.2 Director	30,000
3. Allowance per meeting attendance per person	
3.1 Board of Directors meeting	4,000
3.2 Audit Committee Meeting	None
4. Risk Management Committee Remuneration	None
5. Nomination Committee Remuneration	None
6. Remuneration Committee	None
7. Compensation for any other benefits	None

However, the company does not have other remuneration than those mentioned above to directors. The directors' remuneration for 2024 have total amount not exceeding Baht 6 Million.

The Chairman gave the Meeting an opportunity to ask questions regarding the determination of the remuneration of directors.

The Chairman said that when there were no further questions from shareholders, therefore requested the meeting to consider and vote unanimously to approve remuneration of directors for the year 2024 which the same as the previous year by the majority of the total number of votes attending the meeting and have right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-



**Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024.**

The Chairman proposed to appoint Miss.Bongkot Amsageam, CPA registration No.3684, or Miss.Nawarat Nitikeatipong CPA registration No.7789 or Mr.Ekkasit Chuthamsatid CPA registration No.4195 of KPMG Phoomchai Audit Ltd. to be the company's auditor for year 2024 and determining of audit fee amount Baht 1,980,000 therefore asked the meeting to consider.

The Chairman gave the Meeting an opportunity to ask questions relating to the appointment of the auditor and determine the audit fee for the year 2024

The Chairman said that when there were no questions from the shareholders, therefore requested the meeting to consider. The shareholders' meeting has considered unanimously resolved to appoint Miss.Bongkot Amsageam, CPA.registration No.3684, or Miss.Nawarat Nitikeatipong CPA.registration No.7789 or Mr.Ekkasit Chuthamsatid CPA.registration No.4195 of KPMG Phoomchai Audit Ltd. as the auditor for the year 2024, with annual audit fees Baht 1,980,000 (Baht one million nine hundred and eighty thousand only) and in the event that authorized auditor cannot perform the work, KPMG Phoomchai Audit Limited to source other Certified Public Accountants of the Company to perform such duties instead by the majority of the total number of votes attending the meeting and have right to vote as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 8. To consider and approve the additional amendment of the Company's Articles of Association, Clause 27**

The Chairman informed the meeting that according to Section 31 of the Public Company Limited Act. B.E. 2535 (1992) It is specified that the company can amend the company's regulations when the shareholder meeting votes in favor of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

This is so that the company's regulations contain messages and guidelines that are consistent with the announcement of the Department of Business Development. Regarding advertising via electronic media, B.E. 2565 (2022), to support management through electronic media. The Board of Directors therefore deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to the Company's Articles of Association, Clause 27, the detail is as follow:

**Current**

Clause 27. In calling a meeting of shareholders, the Board of Directors shall prepare notice calling the meeting. The notice must specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details. It must be clearly stated whether the matter will be proposed for acknowledgment, approval, or consideration base on the matter include the Board of Directors' opinion on the said matter must also be stated. The notice must be sent to shareholders no later than seven days before the meeting date and published on newspapers for three consecutive days and not less than three days before the meeting date.

### **Proposed amendment**

Clause 27. In calling a meeting of shareholders, the Board of Directors shall prepare notice calling the meeting. The notice must specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details. It must be clearly stated whether the matter will be proposed for acknowledgment, approval, or consideration based on the matter include the Board of Directors' opinion on the said matter must also be stated. The notice must be sent to shareholders **and the registrar** no later than seven (7) days before the meeting date and published on newspapers for three (3) consecutive days and not less than three (3) days before the meeting date **or advertise through electronic media in accordance with Criteria prescribed by law instead.**

The Chairman gave the Meeting an opportunity to ask questions relating to the amendment to the Company's Articles of Association, Clause 27

The Chairman said that as there were no shareholders asking additional questions Therefore proposed that the meeting consider voting. The shareholder meeting has considered and passed a resolution with a vote of not less than three-fourths of the total number of votes of shareholders present at the meeting and have the right to vote approve the amendment to Clause 27 of the Company's Articles of Association as proposed by the Chairman with the votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

### **Agenda 9. To consider and approve the amendment to the objectives of the Company and the amendment to Clause 3 (Objectives) of the Memorandum of Association of the Company**

The Chairman informed the meeting that according to section 31 of the Public Company Limited Act stipulates that a company may amend the Memorandum of association of the company when the meeting of shareholders has passed a resolution with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

This is to cover the mission of the company and supports the company's business operations Board of Directors Therefore, it is proposed to the Annual General Meeting of shareholders to consider and approve the amendment to the objectives of the Company's. and amendment to Clause 3 (Objectives) of the Memorandum of Association of the Company by increasing from 24 Clause to 25 Clause. The detail is as follow:

“Clause 25. Operates a Laboratory to provide the testing service, testing, inspection, calibration of products and/or raw materials of all type all categories with physical structure, chemical composition and microorganisms in many different form for branches and community enterprise that are under the same structure whether located domestically or abroad”

The Chairman gave the Meeting an opportunity to ask questions relating to the amendment to the objectives of the Company's. and amendment to Clause 3 (Objectives) of the Memorandum of Association of the Company.

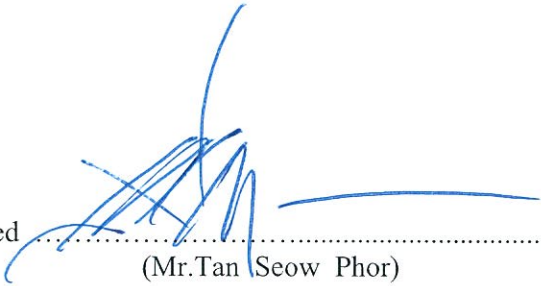
The Chairman said that as there were no shareholders asking additional questions Therefore proposed that the meeting consider voting. The shareholder meeting has considered and passed a resolution with a vote of not less than three-fourths of the total number of votes of shareholders present at the meeting and have the right to vote approve the amendment of the company's objectives and amend Clause 3 of the Memorandum of Association (Objectives) of the Company by increasing from 24 Clause to 25 Clause as proposed by the Chairman with the votes as follow:

Resolution	Number of votes cast	Percentage of shares attending the meeting
Approved	204,683,751	100%
Disapproved	Not constituted as votes	-
Abstained	Not constituted as votes	-
Voided ballot	Not constituted as votes	-

**Agenda 10. To consider other matters (if any)**

- None -

**Adjourned at 11.45 a.m.**

Signed  Chairman of the meeting  
 (Mr. Tan Seow Phor)