



บริษัท เอบิโก้ โฮลดิ้งส์ จำกัด (มหาชน)
401/1 หมู่ 8 อาคารเอบิโก้ ชั้น 5 ถ.พหลโยธิน ต.คูคต อ.ลำลูกกา จ.ปทุมธานี 12130
โทร 02-080-7899 โทรสาร 02-080-7805

(Translation)

ABICO HOLDINGS PUBLIC COMPANY LIMITED
MINUTES OF THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS
COMPANY REGISTRATION NUMBER : 0107535000214

Date, Time and Venue:

The meeting was held on 20 April 2020, at Cafeteria Room, 1st Floor, ABICO Building, No. 401/1, Moo 8, Phaholyothin Road, Kukot, Lam Luk Ka District, Pathumthani 12130.

Attending Directors (100% of directors attending the meeting)

- | | | |
|----|---------------------------|---|
| 1. | Mrs.Chintana Boonyarat | Chairman of Board of Directors |
| 2. | Mr.Chaichat Boonyarat | Director |
| 3. | Mr.Kitti Vilaivarnkul | Managing Director |
| 4. | Mr.Khemdhat Sukonhasingha | Independent Director and Audit Committee Chairman |
| 5. | Mr.Techa Boonyachai | Independent Director and Audit Committee |
| 6. | Mr.Arnant Maiphum | Independent Director and Audit Committee |

Company Secretary

Mr.Chalee Thiraworakul

Legal Advisor from Banchong and Vidhya Law Office Limited

Mr. Suwittha Netiwat

Auditor from A.M.T. Associates

Mr.Siramate Akkharachotkullanua

The meeting was convened at 13:30 a.m.

Mrs. Chintana Boonyarat, Chairman of the Board of Directors, acting as the Chairman of the Meeting (“the Chairman”), gave a welcome speech to all shareholders, proxies, directors, executives and other participants who attended the meeting. The Chairman said that, as of the book closing date on March 13, 2020, the Company had total registered capital of Baht 235,000,000, consisting of 235,000,000 ordinary shares with a par value Baht 1 each. Total paid-up capital of the Company was Baht 235,000,000, consisting of 235,000,000 ordinary shares, and the Company had 2,586 shareholders. There were 24 shareholders who personally attended the meeting as well as 14 proxies. They collectively held 171,858,214 shares which accounted for 73.1312% of total voting shares of the Company. This constituted the quorum of the meeting, the Chairman therefore asked for the opening of the Annual General meeting of shareholders for the Year 2020.

Before entering the meeting agendas, the Chairman assigned Mr. Chalee Thiraworakul, Company Secretary, to explain the procedures of voting by separating those of shareholders who personally attended the meeting and those of proxies. Mr. Chalee also explained the procedures of vote counting that required resolution on each agenda in the meeting. The Chairman then proceeded with the meeting.

The Company invited two shareholder representatives to observe the vote counting at the ballot point namely 1. Mr. Sarawut Paidee and 2. Miss Sumalee Koomjorhor.

Before entering the meeting agendas, the Chairman explained about the current situation, of which the most important issue is Covid-19. The issue affects both business operations and private life of each individual, and is going to dramatically change business operations and living behaviors in the near future.

The Company would like to thank shareholders, directors, executives and employees who attended the meeting. This year forum was different from the previous years in order to protect all participants from the Covid-19 transmission. The Company would also like to apologize for improper welcome and inconvenience caused by the procedures under the guidance of Department of Disease Control, Ministry of Public Health of Thailand.

For more safety, this meeting would be concise and effective, while would also be accurate and compliant with laws. The Company would cancelled the question and answer session in this meeting, and the shareholders’ inquiries would be collected and answered on the Company’s website within one week. The Company would refrain from serving refreshments in this meeting, but would provide the shareholders with take-away packages.

Finally, the Company would be hopeful that all participants take care of themselves and their families under the guidance of Ministry of Public Health of Thailand. We will get through the crisis together.

The meeting was then proceeded according to the agendas:

Agenda 1 To consider adopting the minutes of the 2019 Annual General Meeting of Shareholders.

The Chairman proposed the minutes of the Annual General Meeting of Shareholders 2019, held on April 11, 2019, to the meeting. The Chairman also declared that the Company has made the minutes of the Annual General Meeting of Shareholders 2020 and delivered the copy of the said minutes to all shareholders together with the invitation letter of this meeting. The Chairman then asked the meeting to consider.

Resolution: After consideration, the meeting saw the accuracy and unanimously resolved to adopt the minutes of the 2019 Annual General meeting of shareholders as proposed by the chairman of the meeting. The voting result on this agenda is showed as follows:

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

Agenda 2 To consider acknowledging the Company's operating result for the year 2019.

The Chairman declared to the meeting that the Company's operating result for the year 2019 was shown in the 2019 annual report which was sent to all shareholders along with the invitation letter of this this meeting. Then, the Chairman asked Mr. Kitti Vilaivarangkul, Managing Director, to provide an explanation regarding the Company's operating result for the year 2019.

Mr. Kitti Vilaivarangkul explained the business overview of Abico group before announcing the operating result as follows:

Abico Holdings Public Company Limited had the registered capital of Baht 235 million and held 99.99% of shares in three subsidiary companies including:

1. Abico Dairy Farm Company Limited ("ADF")

ADF had the registered capital of Baht 240 million. Its factory located in the area of 55 Rais in Pak Chong District, Nakhon Ratchasima Province. ADF runs business of contract manufacturing of milk and fruit juices. Its products include ready-to-drink UHT milk, pasteurized milk, and pasteurized fruit juices.

In 2019, ADF increased its production quantity according to its strategic plan, with production quantity of 67,257 kiloliters for UHT milk, an increase of 15,759 kiloliters, an increase of 30% compared to 2018.

2. PPO Farm Company Limited (“PPO”)

PPO had the registered capital of Baht 19.25 million and located in Seka District, Bueng Kan Province. PPO runs business of dairy farm for manufacture and distribution of unprocessed milk (raw milk).

3. Abico Land Company Limited (“Aland”)

Aland had the registered capital of Baht 50 million. It runs business of office space rental in a five-storey building, rented by subsidiary companies and associated companies.

The Company’s operating result was as follows:

The Company saw its total revenue of Baht 1,206 million from its operations, an increase of Baht 423 million compared to 2018 and accounted for 54%.

The income in contract manufacturing business was Baht 1,130 million, an increase of Baht 429 million compared to 2018, thanks to more order quantity from its clients which accounted for 61%.

The income in dairy farm business was Baht 57 million, a decrease of Baht 6.10 million and accounted for 9%, due to 0.30 million kilograms less of manufactured and distributed raw milk in 2019 compared to 2018 as a result of scorching weather.

The income in rental and service business was Baht 19 million, approximately the same as in 2018.

The operating profit was Baht 115 million, an increase of Baht 56 million compared to 2018, thanks to more order quantity and more efficient management on the Company’s spending and costs.

In 2019, The Company saw the realization of loss sharing from investments in its associated companies amounting to Baht 57 million baht. Thus, the Company saw a net profit of Baht 58 million for its financial statements in 2019, an increase of Baht 237 million compared to 2018. The Company had its earnings per share of Baht 0.25 in the consolidated financial statements and its loss per share of Baht 0.02 in the separate financial statements.

The Company’s statements of financial position in 2019 was as follows:

The Company had total assets of Baht 1,685 million, an increase of 22% compared to 2018, because the Company invested more in machinery, improved efficiency to support its manufacturing expansion. The Company also had more account receivables compared to 2018.

As of December 31, 2019, the Company had total liabilities of Baht 826 million. More liabilities were due to not only loans from financial institutions for investment on business expansion, but also more account payables resulted from increased production quantity.

The Debt to Equity ratio in the consolidated financial statements was 0.96:1 in 2019, and the Debt to Equity ratio in the separate financial statements was 0.05:1, a decrease compared to 2018, because of the payment for loans of from financial institutions.

Resolution: The meeting acknowledged the Company's operating result for the year 2019.

Agenda 3 To consider approving the Company's audited financial statements for the year ended on December 31, 2019.

The Chairman declared to the meeting that the Board of Directors had provided statements of financial position and position and profit (loss) for the accounting year ended December 31, 2019, which was audited by the auditor and reviewed by the Audit Committee. The details, which were conditionally commented by the auditor, appeared in the 2019 Annual Report which was sent to all Shareholder along with the invitation letter of this meeting. All details pertaining were already reported in Agenda 2 and ready for the meeting to consider.

Resolution: After consideration, the meeting unanimously resolved to the Company's audited financial statement for the year 2019 ended December, 31, 2019 which were audited and certified by an independent external auditor. The voting result on this agenda is showed as follows:

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

Agenda 4 To consider and approve ceasing of paying dividend from operating results for the year ended 31 December 2019.

The Company Secretary declared to the meeting that the Company had a policy to pay the dividend at a rate not less than 30% of the net profit after tax from operations according to the separate financial statements, and reserves of all types, as required by law. However, such payment must be in accordance with the cash flow, investment plans of the Company and subsidiary companies, as well as necessities and circumstances in the future.

According to the separate financial statements, the Company has a net loss of Baht 3.91 million and basic loss per share of Baht 0.02. Therefore, the Company could not pay the dividend for this year and would like to ask the meeting to consider omitting the dividend payment derived from operating results for the year ended December 31, 2019.

Resolution: After consideration, the meeting unanimously resolved to approve dividend payment from the Company's operating performance for the year 2019 ended December 31, 2019. The voting result on this agenda is as follows:

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

Agenda 5 To consider approving election of new directors to replace those who retired by rotation.

The Company Secretary informed to the meeting that, as pursuant to the Public Company Act B.E. 2535, the Company's Articles of Association stated that one third of the directors must retire in each Annual General Meeting. The directors who held the longest term must retire by rotation. The retired directors may be re-elected. In this Annual General Meeting of Shareholders 2020, there were two directors namely Mrs. Chintana Boonyarat and Mr. Kittti Vilaivarangkul. Therefore, the Board of Directors meeting no.1/2020 held on February 25, 2020, resolved to propose for consideration by the meeting of shareholder re-election.

For this year election, the Company had invited shareholders to nominate candidate(s) to be elected as the Company's directors(s) in advance from November 12, 2019, to January 13, 2020, but there was no shareholder proposing nominated candidate(s).

Directors who are stakeholders in this agenda left the meeting in order for the meeting to vote freely.

Resolution: After consideration, the meeting reached a majority vote resolved to approve re-election of those three directors, with the voting result for each director as follows:

5.1 Mrs. Chintana Boonyarat, a director, is reappointed as a director.

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

5.2 Mr.Kitti Vilaivarangkul, a director, is reappointed as a director.

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

Agenda 6 To consider approving directors' remuneration for the year 2020.

The Company Secretary declared that the Board of Directors had consider directors' remuneration for the year 2020, on the basis of the Company's operating result compared to other listed companies in the industry, with aim to pay out the remuneration in accordance with directors' obligations and responsibilities. The Board of Directors resolved to maintain the remuneration on the rate of no more than Baht 2 million in 2020, same as the previous years, as detailed in the invitation letter of this meeting. The paid director's remuneration in 2019 was Baht 1,085,000 (one million and eighty-five thousand).

Resolution: After consideration, the meeting unanimously resolved to approve directors' remuneration for the year 2020 to be the same as that of the preceding year, which shall not exceed Baht 2 million. The voting result on this agenda is as follows:

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	171,858,214	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (38 Shareholder)	171,858,214	100.00

Agenda 7 To consider approving appointment of the Company's external auditor and fixing audit fee.

The Chairman informed that, as pursuant to the Public Company Act B.E.2535, a public company must appoint in each of its Annual General meeting of shareholders an external auditor and fix the audit fee. The Company's board of directors' meeting No.1/2020 held on February 25, 2020, resolved to approve the proposal by the audit committee to appoint Mr.Chaiyuth Angsuwithaya, Certified Public Accountant no. 3885; and/or Ms.Daranee Somkamnerd, Certified Public Accountant no.5007; and/or Ms.Jarunee Nuammae, Certified Public Accountant no. 5596; and/or Mr. Siramate Akkharachotkullanun, Certified Public Accountant no.11821; all from A.M.T & Associates; to be the Company and subsidiary's auditors in 2020 for the fifth consecutive year.

The Chairman proposed to determine the audit fee to be in the amount of no more than Baht 610,000 for the Company and Baht 1,200,000 for the subsidiaries, which amounted to total of Baht 1,810,000, same as in 2019. The fee did not include other expense such as travel fees to upcountry as proposed by the Audit Committee.

Auditors from A.M.T. Associate who perform the auditing for the Company and subsidiaries have no relationship nor interest to the Company / subsidiaries / executives / major shareholders or person related to such person. Thus, the aforementioned auditors are independent in audit and expressing their opinion on financial statement. The details appeared in the invitation letter of this meeting which was sent to shareholder in advance. The Chairman then asked the meeting to consider

Resolution: After consideration, the meeting unanimously resolved to approve the appointment of Mr.Chaiyuth Angsuwithaya, Certified Public Accountant no. 3885; and/or Ms.Daranee Somkamnerd, Certified Public Accountant no.5007; and/or Ms.Jarunee Nuammae, Certified Public Accountant no. 5596; and/or Mr. Siramate Akkharachotkullanun, Certified Public Accountant no.11821; all from A.M.T & Associates; to be the Company and subsidiary's auditors in 2020. The meeting also resolved to fix the audit fee of no more than Baht 610,000 for the Company and Baht 1,200,000 for the subsidiaries, which amounted to total of Baht 1,810,000.

	No. of votes (1 share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	172,268,814	100.00
Disapproved	-	-
Abstained	-	-
Voided Ballot	-	-
Total (39 Shareholder)	172,268,814	100.00

Note In this agenda, 1 additional shareholder who held 410,600 shares attended the meeting. Thus, there were 39 shareholders and proxies who collectively held 172,268,814 share accounting for 73.3059% of total voting shares of the Company attending the meeting.

Agenda 8 To consider other matters (if any)

- None

Mr. Chaichat Boonyarat, Vice Chairman of the Board of Directors, explained to the meeting about the fact that the Company had to refrain from paying the dividend. Since the Company still plans to invest more and boost its efficiency and production in order to support more orders from client, it needs to reserve parts of its money for those plans. The investment would be reduced in the future and the Company would be back to paying the dividend.

The Chairman stated that all agendas were considered. If shareholders had any questions, they could write them down and submitted to the officials. The questions would be collected and answered on the Company's website later.

The Chairman then thanked all shareholders who attended the 2020 Annual General meeting of shareholders and gave a closing speech for the meeting.

Close Meeting at 14.02 p.m.

Since the Company refrained Q&A from the meeting, the replies to shareholders were posted in the Company website and herewith included in the minutes of the meeting as follows:

Shareholder's Inquiries

Mr. Nithipong Durongwattana, Shareholder who personally attended the meeting, asked the following questions:

Question: How is Covid-19 affecting the Company?

Answer: Covid-19 situation has not yet affected the Company in the first quarter of 2020. Meanwhile, the Company has already prepared some measures to prevent the risks for the rest of the year.

Question: How is the distribution of clients?

Answer: The Company now has four major clients who account for 87% of total sales.

Question: How much is Covid-19 affecting the manufacturing orders?

Answer: Covid-19 has not yet affected the manufacturing orders, since they are consumer products that are still demanded by the market. The clients have constantly placing the manufacturing orders.

Question: Does the Company have any means to solve the loss of the associated company (Malee)?

Answer: As for the associated company (Malee), there are plans to focus on improving efficiency in operations, reduce costs and expenses, and improve every parts of the operations. The results are showed in the share loss of the associated company with a decrease of Baht 43.35 million in 2019 compared to 2018.

Mr. Nithipoom Durongwattana, Shareholder who personally attended the meeting, asked the following questions:

Question: How many major clients does the Company have? And how many percent do they account for?

Answer: The Company now has four major clients who account for 87% of total sales.

Question: How much of the Capex in 2020?

Answer: The Company estimates the Capex of roughly Baht 90 million in 2020-2021, but may reduce it properly according to the situation.

Question: Why does the Company have to invest despite of underutilized capacity?

Answer: Because investment improves efficiency in manufacturing process, reduces manufacturing costs, and boosts product qualities.

Question: How many percent does the company expect the income growth?

Answer: The Company expects the income growth in 2020 to be similar to the previous year. However, the income growth also depends on the future economic condition.

Question: How does the current situations such as Covid-19 and decreased oil price affect the operations?

Answer: Covid-19 situation has not yet affected the Company, but the Company has already prepared some measures to prevent the possible risks. As for the decreased oil price, it will reduce some of the manufacturing costs.

Mr. Bodin Krittiyarangsan, Shareholder who personally attended the meeting, asked the following question:

Question: How is the business trend in 2020? How much does Covid-19 affect the operations? Will the sales in 2020 continue to rise from in 2019? For how many percent?

Answer: As for the business trend in 2020, the Company expects the income growth in 2020 to be similar to the previous year. However, the income growth also depends on the future economic condition. As for the effect of Covid-19, the Company has already prepared some measures to prevent the possible risks.

Mrs. Rattana Tunsakul, Proxy of Thai Investors Association, asked the following questions:

Question: The Company managed to reduce the reserve for the depreciation of products to only half of that in 2018, as stated in the note mo.8 on page 80 of the financial statements. Can the Company reduce more in the future? What is the reason behind the reduction in 2019?

Answer: The reserve for the depreciation of products derived from reserved raw materials and packages. The Company charged the compensation on the expired raw materials and packages from its clients based on those that they were responsible for. Since the Company gained more manufacturing orders in the future, we will try to manage the depreciation of products in order to minimally affect the operations.

Question: May I ask for the update and the plan on solving investment problem in Puerto Azul Land, Inc. in the Philippines after setting the reserve for the depreciation of investment?

Answer: As for the update and the solution on investment problem in Puerto Azul Land, Inc., the Company is currently working with legal and taxation advisors in order to find the proper conclusion that benefits the Company.

Question: How does Covid-19 affect the operations both directly and indirectly?

Answer: Covid-19 situation has not yet affected the Company, but the Company has already prepared some measures to prevent the possible risks.

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(Mrs. Chintana Boonyarat)

Chairman of the Board of Directors