

INVITATION LETTER

Annual General Meeting of Shareholders 2020

Green Resources Public Company Limited

Tuesday 21st April, 2020

10:00 hrs.

**At Meeting Room 3rd Floor.
Green Resources Building No. 405
Soi.13 Bang Phut Subdistrict, Pakkred District
Nonthaburi Province 11120
TEL : +66 (0) 2504-5235-39**

GREEN 07/2020

23 March, 2020

Subject: Notice of the Annual General Meeting of Shareholders 2020.

Attention: Shareholders of Green Resources Public Company Limited

Enclosures:

1. Copy of the Minutes of 2019 Annual General Meeting of Shareholders on Friday, 26th April 2019;
2. Annual Report and Financial Statements for the year 2019 (in QR Code)
3. Documents and evidence to be presented prior to attend before the meeting;
4. Articles of Association regarding shareholders' meetings;
5. Profiles of the directors who are due to retire by rotation and proposed to be re-appointed for another term;
6. Proxy Form A, Form B and Form C;
7. List of the names of the Independent Directors for proxy in relation to the shareholders' meetings;
8. Map of the meeting venue
9. Guideline for the Organization of the Annual General Meeting of Shareholders 2020 During the Outbreak of Coronavirus Disease (COVID-19)

Green Resources Public Company Limited (the “**Company**”) hereby informs you that the Board of Directors resolved to convene the Annual General Meeting of Shareholders 2020 on Tuesday, 21st April 2020, at 10.00 hrs., at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province in order to consider the following agenda items:

Agenda Item 1 **Consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders on Friday 26th April 2019.**

The company held Annual General Meeting of Shareholders 2019 on Friday 26th April 2019 and have prepared the minutes of the Annual General Meeting of Shareholders 2019 and sent a copy of the meeting report to the Stock Exchange of Thailand within the specified period with details appearing in Enclosure 1

Opinion of the Board of Directors: The Board of Directors deemed that the Minutes of 2019 Annual General Meeting of Shareholders on Friday 26th April 2019, were accurately recorded,

therefore, it is appropriate to propose them to the shareholders' meeting for its further consideration and approval.

Agenda Item 2 **To acknowledge the operational results of the Company for the year 2019.**

The company has prepared the Company's operating results and significant changes for the year 2019 as per the details set out in the 2019 Annual Report, *Enclosure 2*.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results and Annual Report for the year 2019.

Agenda Item 3 **To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2019.**

The company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31st December 2019, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2019 Annual Report, *Enclosure 2*. The subject matters of the Financial Statements are summarized as follows:

Unit: (Million Baht)

Financial Statement Details	Consolidated Financial Statements	Separate financial statements
1. Total assets	1,079.69	749.42
2. Total liabilities	230.62	6.15
3. Total revenue	129.93	51.73
4. Profit (loss) attributable to the parent company	4.01	0.95
5. Non-controlling interests	8.42	-
6. Net profit (loss) for the year	12.43	0.95

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the Financial Statements for the year ending 31st December 2019 as proposed.

Agenda Item 4 **To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2019.**

The Public Limited Company Act B.E. 2535 (1992) (including its amendment thereto) provides that no dividends may be paid other than out of the profits and shall be paid if the Company has incurred losses. It also prescribes that the Company must allocate not less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund. In this regard, the Company has a policy to pay dividends to its shareholders for no less than 30 percent of the net profit after deduction of the corporate income tax. Nevertheless, in consideration of dividend payment, the Company shall take into account the financial structure and position, investment plans, and economic conditions.

From the performance in the year 2019, the company has operating profits but still has a cumulative loss of 708,822,240 baht, so it is appropriate to stop the allocation of profits and not to pay dividends for the operating results for the year 2019, with the following details:

Dividend payment details	Year 2018	Year 2019 (Proposed year)
1. Net profit (loss)	(11,193,518)	951,958
2. Cumulative loss	(709,874,169)	(708,822,240)
3. Number of shares (shares)	818,024,729	818,024,729
4. Dividend per share (Baht: shares)	No payment	No payment
5. Total dividend payment (Baht)	No payment	No payment
6. Dividend payout ratio	No payment	No payment

Opinion of the Board of Directors: The Board of Directors deemed it appropriate that the shareholders' meeting approve a suspension of the allocation of profits and dividend payment for the 2019 operating results of the Company as proposed.

Agenda Item 5 **To consider and approve the appointment of directors who were retired by rotation.**

It is required in the Articles of Association that one-third of the directors shall vacate. In this 2020 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows:

- | | |
|---------------------------------------|--|
| 1. Pol.Maj.Gen Sahaschai Indrasukhsri | Vice Chairman / Executive Committee |
| 2. Mrs. Pawanya Krittachart | Director / Executive Committee |
| 3. Mr. Virat Jansirivatana | Independent Director and Audit Committee |

In addition, the Company has proposing the Agenda and Name of the person to be elected as director as the Company's director from 8th November 2019 to 30th December 2019 through the Company's website. As a result, there were shareholders presenting the names of person to be elected as directors at the Annual General Meeting of Shareholders for the year 2020 (Details of the profile appear as **Enclosure 5**)

Which have the following names ;

1. Mr. Tai Chong Yih
2. Mr. Ekgachai Tantichativat
3. Mr. Suchart Prasaritha

Opinion of the Board of Directors: The Board of Directors deemed it appropriate that the shareholders' meeting approve to appointment of 3 positions to be appointed as directors of the Company who retired by rotation, with a list of individuals who have been offered for consideration 6 persons as follows

- 1) Pol.Maj.Gen Sahaschai Indrasukhsri
(The directors are retired by rotation was nominated to be back to the old position.)
- 2) Mrs. Pawanya Krittachart
(The directors are retired by rotation was nominated to be back to the old position.)
- 3) Mr. Virat Jansirivatana
(The directors are retired by rotation was nominated to be back to the old position.)
- 4) Mr. Tai Chong Yih
(Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)
- 5) Mr. Ekgachai Tantichativat
(Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)

6) Mr. Suchart Prasariththa

(Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)

So the company will propose to the Annual General Meeting of Shareholders for the year 2020. To appoint the Company's directors according to the Company's Articles of Association. *(Details are in Enclosure 5)*

Agenda Item 6

Consider and approve the remuneration of directors for the year 2020.

According to the company's regulations Article 14. Directors are entitled to receive compensation from the company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of remuneration. According to the regulations or as approved by the shareholders' meeting which may be specified in certain amounts or as guidelines and may be scheduled from time to time or in effect until changes are made and in addition to receiving allowances and various benefits in accordance with the regulations of the company, however, does not affect the rights of employees or employees of the company. Which was elected as a director in order to receive compensation and benefits as an officer or employee of the company.

The Nomination and Remuneration Committee has considered this matter together. There is an opinion that necessary and appropriate compensation both monetary and non-monetary including other benefits for the directors by considering the remuneration of directors with regard to the work of the Board of Directors Board of Directors' responsibilities and comparison with other listed companies that are in the same industry and of similar size. Therefore proposed to fix the remuneration of the directors for the year 2020 to be as approved by the shareholders' meeting without changing In this regard, the remuneration for directors of the Company shall not exceed the amount of 2,000,000 baht per year. The said remuneration does not include the compensation or welfare that the directors receive as officers or employees of the company. The executive directors who have received compensation as personnel or employees will not receive compensation as such directors until the resolution of the shareholders' meeting has changed. Consists of the following details.

Board of Directors	Remuneration (baht/person/quarter)		Meeting Allowance (baht/person/times)	
	2019	2020	2019	2020
1.Chairman of the Board of Directors	-	-	-	-
2.Chairman of the Audit Committee	30,000	30,000	18,000	18,000
3. Directors and Audit Committee	30,000	30,000	15,000	15,000
	Remuneration (4times/year)		Meeting Allowance	
			Year 2019 Meeting 4 times	estimate 10 times/year
1. Chairman of the Board 1 person	-	-	-	-
2. Executive Directors 4 persons	-	-	-	-
3. Chairman of the Audit Committee 1 person	120,000	120,000	72,000	180,000
4. Directors and Audit Committee 3 persons	360,000	360,000	180,000	450,000
Total Director 9 persons	<u>480,000</u>	<u>480,000</u>	<u>252,000</u>	<u>630,000</u>
<u>Total Remuneration</u>	<u>2019</u>		<u>2020</u>	
	<u>732,000</u>		<u>1,110,000</u>	
Therefore in the year 2020, the total compensation must not exceed 2,000,000 baht (two million baht) per year.				
Note: Such remuneration does not include remuneration or welfare that directors receive as employees or employees of the company. In this regard, the executive directors received compensation as an executive will not receive remuneration as a director mentioned above.				

In the past year (2019), the company has improved operating results. Which can return to profits again Therefore, the meeting proposed to approve the additional director bonus To the total of not more than 450,000 baht in the company's directors. All 9 directors will be allocated (including the management of the company) at the rate of 50,000 baht per person.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the directors' remuneration for the year 2020 as detailed above.

Agenda Item 7 To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2020.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the appointment of the certified auditor of Dharmniti Auditing Co.,Ltd. to be the auditor of the Company and its subsidiaries. For the fiscal year 2020, with the list of certified auditors responsible for certifying the company's accounts as follows:

- | | |
|-----------------------------------|--|
| 1. Mr. Thanawut Piboonsawat | Certified Public Accountant No. 6699 and/or
(Nominated for the first year) |
| 2. Miss.Techinee Pornpenpob | Certified Public Accountant No. 10769 and/or
(Nominated for the first year) |
| 3. Miss.Potjanarat Siripipat | Certified Public Accountant No. 9012 and/or
(Nominated for the first year) |
| 4. Miss.Roongnapha Saengchan | Certified Public Accountant No. 10142 and/or
(Nominated for the first year) |
| 5. Mr. Peeradate Phongsathainsak | Certified Public Accountant No. 4752 and/or
(Nominated for the first year) |
| 6. Miss.Sulalit Ardsawang | Certified Public Accountant No. 7517 and/or
(Nominated for the first year) |
| 7. Miss.Wannisa Ngambuathong | Certified Public Accountant No. 6838 and/or
(Nominated for the first year) |
| 8. Miss.Thanyaporn Tangthanopajai | Certified Public Accountant No. 9169 and/or
(Nominated for the first year) |
| 9. Mr.Suwat Maneeakanoksakul | Certified Public Accountant No. 8134 and/or
(Nominated for the first year) |
| 10. Miss.Soraya Tintasuwan | Certified Public Accountant No. 8658 and/or
(Nominated for the first year) |
| 11. Miss.Arisa Chumwisut | Certified Public Accountant No. 9393 and/or
(Nominated for the first year) |

And determine the auditor's remuneration of Dharmniti Auditing Co.,Ltd in the amount of 1,950,000 baht (one million nine hundred and fifty thousand baht only). In the event that all 11 of the certified auditors are unable to perform the tasks, the faculty The Board of Directors has the power to approve the company procure other auditors to perform the duties on their behalf

including authorizing the Board of Directors. Also approve the financial review fees of subsidiaries and associates that may occur during the year.

Audit Fee for 2020

Descriptions	2019	2020 (Proposing year)
Audit fee of annual financial statements	950,000	1,080,000
Consolidating fee for quarterly financial statements, three quarters	1,050,000	870,000
Total	2,000,000	1,950,000

However, the auditor from the company The above Dharmniti Auditing Co.,Ltd has no relationship or interest with the company, subsidiary, management, major shareholders or those related to the said person. Therefore, they are independent in auditing and giving opinions on the company's financial statements.

Opinion of the Board of Directors: The Board of Directors considered and agreed to propose to the shareholders' meeting to consider appointing the certified auditor of Dharmniti Auditing Co.,Ltd as the company's auditor for the year 2020 and fix the auditor's remuneration in the amount of 1,950,000 baht (one million nine hundred and fifty thousand baht) per year.

Agenda Item 8

Consider other matters (if any)

The Company has determined that March 11, 2020 is the date to determine the rights of shareholders who attend the Annual General Meeting of Shareholders 2020 (Record Date).

The company has prepared the 2019 Annual Report and the Financial Statements for the year 2019 in QR Code. If any shareholder wishes to obtain a hard copy of the Annual Report, please contact the Company at telephone number 02-504-5235-39 ext. 511-512 or facsimile number 02-504-5243.

The company will arrange for registration and verification of documents for all attending shareholders before the meeting time between 08.30 – 10.00 hrs. and will conduct the meeting in accordance with the relevant section of its Articles of Association on shareholders' meetings, as set out in Enclosure 4.

The shareholders are cordially invited to attend the 2020 Annual General Meeting of Shareholders on the aforementioned date, time and venue, and are requested to prepare the evidence for the meeting as detailed in Enclosure 3. In order to protect the rights and interests

of the shareholders, in the event that a shareholder is unable to attend the meeting in person and intends to grant a proxy to an independent director of the Company to attend the meeting and cast votes on his or her behalf, the shareholder can select one of the Company's independent directors, whose names and profiles are set out in Enclosure 7 to attend the meeting and cast the votes on his or her behalf, by executing the Proxy Form set out in Enclosure 6 and submitting to the chairman of the meeting or any person assigned by the chairman of the meeting before attending the meeting.

If you require additional information, please contact the Investor Relations Department, Office of the Secretariat at telephone number 02-504-5235-39 ext. 511-512 or facsimile number 02-504-5243

Sincerely yours,

Green Resources Public Company Limited



(Mr.Chaisith Viriyamettakul)

Chairman of the Board

-Translation-

**Minutes of the Annual General Meeting of Shareholders for the year 2019
of
Green Resources Public Company Limited**

Date and Venue

The meeting was held on Friday, 26th April 2019, at 10.00 hrs., at Vibhavadi 2, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng District, Bangkok 10400

There are 9 directors (from 9 members of Board of Directors attending the Meeting, or equivalent to 100 percent):

- | | | |
|----|-----------------------------------|--|
| 1. | Mr.Chaisith Viriyamettakul | Chairman of the Board and Chairman of the Executive Committee |
| 2. | Pol.Maj.Gen.Sahaschai Indrasukhsi | Vice Chairman of the Board, Executive Committee
Chairman of Nomination and Remuneration Committee |
| 3. | Mr.Prateep Anantachote | Vice Chairman of the Board, Executive Committee
Member of Risk Management Committee, Member of Investment Committee, Member of Corporate Governance Committee |
| 4. | Mr.Pipat Viriyamettakul | Director, Executive Committee, Chairman of Investment Committee, Chief Executive Officer |
| 5. | Mrs.Pawanya Krittachart | Director, Executive Committee , Member of Investment Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee |
| 6. | Mr.Tai Chong Yih | Director |
| 7. | Mr. Somkuan Musig-in | Independent Director and Chairman of Audit Committee
Chairman of Risk Management Committee, Chairman of Corporate Governance Committee |
| 8. | Mr.Virat Jansiriwattana | Independent Director and Audit Committee
Member of Risk Management Committee |

	Member of Nomination and Remuneration Committee
9. Mr.Yap Kim Yam	Independent Director and Audit Committee

Executives attending the Meeting:

1. Mrs. Thanida Inthachak Chief Financial Officer and Senior Vice President in Finance and Accounting Division

Consultant of the Company attending the Meeting : Advisory One Co.,Ltd.

1. Mr. Chainarin Sairungsri Consultant of the Company

Auditors attending the Meeting:

<u>Auditors attending the Meeting:</u>	D I A International Co.,Ltd.
1.Mrs. Suvimol Krittayakiern	Certified Public Accountant

Voluntary Right of Investor Protector from Thai Investors Association attending the Meeting:

1.Khun.Umarungsri Jareunchai

The person verifying and examining the vote was Penguin Design Co., Ltd. that recorded the vote and act as the witness of the vote verification of this meeting.

In addition, there was a representative of the minority shareholders to act as the witness and examine the vote namely Mr. Phuwadech Sawasdee attending the meeting.

Secretary of the meeting:

Ms.Sarunrat Seesun **Company Secretary**

Before meeting, Miss Chonnanart Trisarp, Moderator introduced the Committee, Executives and attending shareholders and announced the agendas which will be considered today, totally 13 Agendas, the details were presented in the Invitation Letter for the year 2019 and in order for the meeting to be in accordance with the good governance in terms of voting and the meeting practices, the methods of counting the shareholders' votes had to be clarified. The

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shareholders were required to vote for a resolution for each agenda. The meeting regulation for this meeting according to the practices and regulation is as follows:

Voting procedure

1. One shareholder has number of vote equal to number of shares held. Shareholder may either vote **Agreed / Disagreed / Abstained** in each agenda. In case of foreign shareholder, who appointed a custodian in Thailand to hold shares and look after their interest on their behalf, may separately vote approved, not approved, or abstained at the same time in each agenda by dividing number of vote equal to number of shares they hold using the ballots acquired at the registration. In case voting is different from the method mentioned above, such voting shall be considered as invalid.
2. Voting count will be counted only the shareholder who **Agreed / Disagreed / Abstained** only, which such not approved and abstained votes will be deducted from total number of vote in attendance. The remaining votes shall be considered as approved votes in that agenda, which shareholders who **Agreed / Disagreed / Abstained** shall raise their hands to let the staff collect the ballots to record and summarize the result for later announcement.
3. To ensure that the company complies with the guideline of quality evaluation of good shareholders' meeting, therefore, **in the agenda 5, which is the agenda that approves the election of director to who will be replacing director who resigns.** The company will collect the ballots from shareholders in attendance for all **approved, not approved, and abstained votes.** All shareholders were requested to tick either the **approved, not approved, or abstained** box as well as sign the ballots and raise their hands. The staffs would collect the ballots from shareholders to count how many shareholders **voted approved, not approved, or abstained.** For the proxies who did not get the ballots at the registration, it means that shareholders have already voted in the power of attorney, which such vote would have already been specified consistently with the vote of the shareholder in such power of attorney.
4. If any agenda is the same, Chairman of the meeting shall have one more vote as a casting vote.
5. The result of the vote will be indicated in the vote. **Agreed / Disagreed / Abstained**, each agenda item will use the latest number of shares.
6. The shareholders who submitted the ballots **Disagreed / Abstained**, after the company closed the ballots for each agenda. The Company will not include calculation that votes to determine the score again.
7. Before the voting to each agenda starts, all attendants have chances to ask questions concerning all respects of the agenda. The shareholders who desire to ask questions have to inform the agenda of their names and family names

before asking questions so that the meeting minute can be properly made. In case where a shareholder has any question or opinion concerning any issue other than the agenda that is being considered, that shareholder can ask the question or express the opinion in the latter sessions of the meeting.

Start meeting:

Miss Chonnanart Trisarp, the moderator of the meeting, gave welcome greeting to all attendants of 2019 Annual General Meeting of Shareholders Meeting by informing the agenda that Green Resources Public Company Limited welcomed all the attendants of 2019 Annual General Meeting of Shareholders with the following information.

The company has the registered capital of 818,024,729 baht, 818,024,729 baht of which was paid capital. The capital is divided into 818,024,729 ordinary shares with 1 baht par value. The administrative project consists of the company directors who determine policies, strategies and directions for the company operations. There are Executive Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Investment Committee and Corporate Governance Committee with tools and mechanisms to operate the company business according to the policies, strategies and directions.

In today's meeting, there were 18 shareholders present with the total shares of 169,380,122 shares and 57 attorneys with the total shares of 421,485,752 shares, which were 75 shareholders with the total share of 590,865,874 shares or 72.23 percent of the 818,024,729 distributed shares. In terms of agenda pursuant to Public Company Act B.E. 2535 (1993) and the company regulation, it is stipulated that there must be at least no less than 25 shareholders or attorneys present and the total share must not be less than one in three of the distributed shares. The Company sold all of which are equal to (272,674,909 shares).

The moderator invited Mr. Chaisith Viriyamettakul the Chairman of the Board, was the Chairman of the meeting.

The Chairman of the meeting delivered a welcome speech for Annual General Meeting of Shareholders for the year 2019 and conducted the meeting in accordance the Agendas for the meeting was as follows:



Agenda 1 **To consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on Tuesday 31st July 2018.**

The Chairman presented the meeting to adopt the Minutes of Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday 31st July,2018 The Company sent a copy of the minutes to all shareholders together with the invitation letter already details appear in the attachment 1.

The Board of Directors therefore requested the Annual General Meeting of Shareholders of year 2019 to consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018.

The Chairman allowed the shareholders to ask questions, express their comments or requests for revision of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018. No shareholders asked the questions or objected or requested for revision. The Chairman therefore requested the meeting to consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018.

Resolution The Meeting has unanimously adopted the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday 31st July, 2018 by the vote of the shareholders presented at the meeting and voted for this agenda as follows;

- Agreed	590,865,874	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100.0000
- Abstained	-	Shares	Percentage	-

Agenda 2 **To acknowledge the operational results of the company for the year 2018.**

Chairman inform this agenda is for information; therefore, there was no resolution passed, but it aimed to inform the shareholders of the overview and directions of the company operation in the previous account year. In summary, the operational result was prepared for the shareholders with Mr.Pipat Viriyamettakul , Chief Executive Officer to present to the meeting regarding the company's operating results and significant changes in 2018.



Mr.Pipat Viriyamettakul ,Chief Executive Officer reported the company's operating results and significant changes in 2018 to the meeting as follows;

Performance (based on consolidated financial statements)

1.1 Operating income	161.88	MB
Operating expenses	159.84	MB
Loss before financial cost and corporate income tax	1.25	MB
Less portion of non-authorized interests Control	(3.83)	MB
Profit (Loss) discontinued operations. 2017	(2.58)	MB
1.2 Total assets	1,130.78	MB
1.3 Total liabilities	271.09	MB
1.4 Shareholders' Equity	859.69	MB

According to the overview and direction of the company's business turnover in the previous fiscal year in brief, including the progress of 2018 operation, there were currently two businesses run by the company on the following:

1. Business of Real Estate

1.1) Roccia Project, Maha Sarakham Province

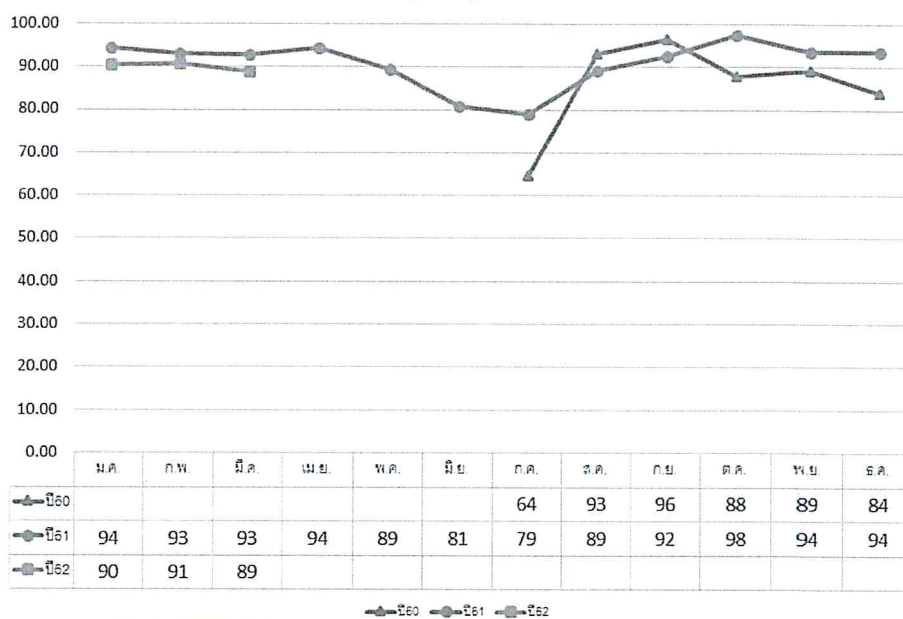
- There were 4 buildings (75 rooms each). The project was divided into two parts: for distribution and for rent. The first building was during distribution whereas the other three buildings were planned to be rented out in order to acquire revolving cash flow in the Company –the business monthly earns 750,000 baht.



CONDO
ROCCIA
By Green Resources PLC

Roccia Condo Mahasarakham

Occupancy rate



AGM 2019 (April 26, 2019)

1.2) Origins Project, (Bang Mod-Rama 2)

- There were 371 units in total. Currently, 315 units were transferred, and 56 units were to go –it approximately valued 92 million baht.

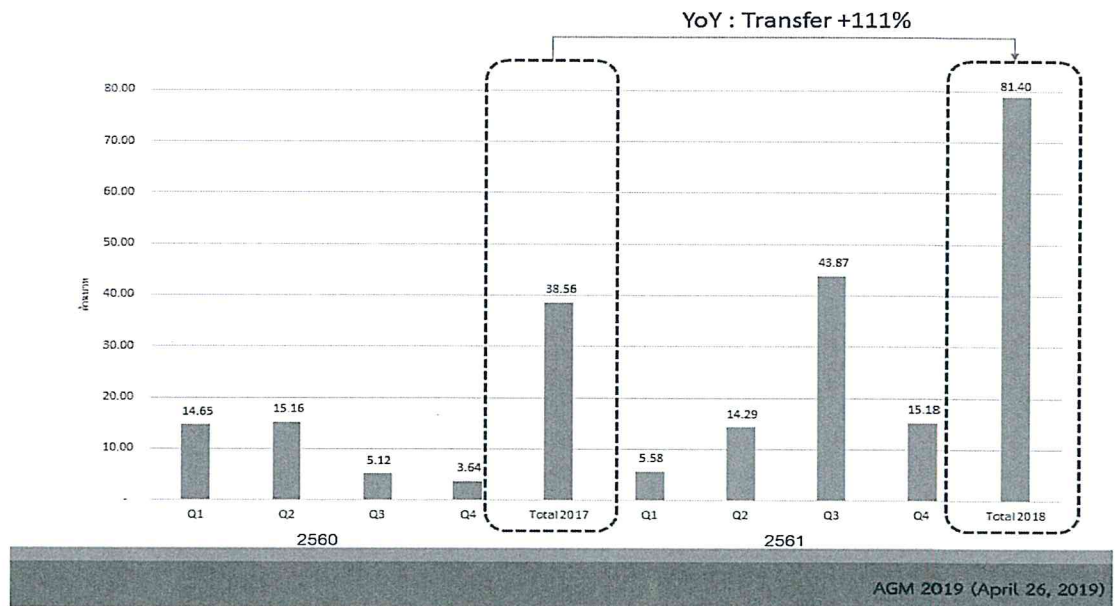
When considering from the graph comparison between year 2017 and 2018, it was found that the transfer amount increased from 38.56 million baht to 81.40 million baht or 111 percent.

[Signature]



Origins Bangmod Rama 2

PERFORMANCE



2. Business of Energy

2.1) Solar Power Plant Project, Lopburi Province (1 MW)

- In 2018, it earned 8,640,262.40 baht from electricity distribution. In the first quarter of 2019, it approximately earned 2,251,263.17 baht. The amount of electricity, which was generated at the Electricity Authority that could be actually purchased was approximately 6,999,870 watt; FIT was 6.16 baht; it approximately earned 8,590,686.72 baht.

2.2) Solar Power Plant, Sa kaew Province (5 MW)

- In 2018, it earned 38,657,618.88 baht from electricity distribution. In the first quarter of 2019, it approximately earned 10,760,027.62 baht. The amount of electricity, which was generated at Electricity Authority that could be actually purchased was approximately 6,999,870 watt; FIT was 5.377 baht; it approximately earned 37,638,300.99 baht. This led to the ceiling of purchasing electricity by the Electricity Authority.

2.3) Solar Power Plant Project, Dairy Farm and Cooperative, Pak Chong District, Nakhon Ratchasima Province (5 MW)

- In 2018, it earned 38,757,416 baht from electricity distribution. In the first quarter of 2019, it approximately earned 10,846,908.90 baht. The amount of electricity, which was generated at Electricity Authority that could be actually purchased was approximately 7,002,393 watt; FIT was 5.66 baht; it approximately earned 39,633,544.38 baht.

The Chairman allowed the shareholders to question or express their opinions. No shareholders questioned or expressed their opinions. As mentioned above, there was no resolution because this agenda was made for information only.

Resolution The meeting acknowledged the operation report of year 2018 as proposed by the Chairman with no resolution.

Agenda 3 **To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2018.**

The Chairman informed the that this agenda considered approving the statement of financial position and the entire profit and loss account of the Company in the previous fiscal year examined by the auditor who was authorized and approved by the Board of Examination as per the information on a CD-ROM submitted to all the shareholders according to the Attachment 2, along with the meeting invitation. However, in conformity with the Company's regulations and Section 112 of the Public Limited Companies Act B.E 2535 (1992), the Company's board was prescribed to make the financial statement at the end of fiscal year of the Company and submit it to the Annual Ordinary Shareholder's Meeting.

The Chairman invited Mr. Pipat Viriyamettakul, the Chief Executive Officer, to present this to be considered the approval of the financial statement and the company's total annual financial statement ended on 31st December 2018.

Mr. Pipat Viriyamettakul, the Chief Executive Officer, presented this to be considered the approval of the financial statement and the Company's total annual financial statement ended on 31st December 2018 examined and signed to certify by the auditor from DIA International Company Limited

and approved by the Board of Examination, and presented to the Company's board as per the 2018 annual report submitted to all the shareholder's along with the meeting invitation, prior to the meeting on the following:

Unit : Million Baht

Description	Total Financial Statement	Specific Financial Statement
Total Assets	1,130.78	814.48
Total Liabilities	271.09	72.27
Total Incomes	161.89	45.65
Net Profit (Loss)	(2,580.63)	(11,193.51)
Earnings (loss) per share (Based on net profit/loss)	(0.003)	(0.014)

The Chairman allowed the shareholders to question or express their opinions.

Question: Mr. Sangiam Siripanitsutha

1. How much was the approximate income of three energy business projects in 2018 and 2019?
2. In three projects, the company has the 11-megawatt in total projects, right?
3. In the financial statement, the electric power business could earn around 40 million baht that consisted of 1 MW /5 MW and 5 MW. It was what estimated 2019 as the yearly income, wasn't it?

Answer: Mr. Pipat Viriyamettakul, the Chief Executive Officer, elucidated that:

1. In 2018, the 1 MW project at Lopburi Province of 8,640,262.40 baht was considered the yearly income, whereas the projects at Sa kaew Province and Nakhon Ratchasima Province were the incomes that the company earned at the end of 2018. The company started administering from July 2018 to December 2018. At that moment, the company earned the electricity of 21.34 million baht and 10.58 million baht respectively based on the capacity. The average was around 700,000 baht per 1 MW depending on climate in each period. The yearly income of 2019 could be estimated as follows:

- Solar Power Plant Project, Lopburi Province (Earning ~8,590,686.72 baht)

- Solar Power Plant Project, Sa kaew Province (Earning ~37,638,300.99 baht)
 - Solar Power Plant Project, Dairy Farm and Cooperative, Pak Chong District, Nakhon Ratchasima Province (Earning ~39,633,544.38 baht)
2. Currently, there are 3 projects with 11 MW in total as follows:
- Solar Power Plant Project, Lopburi Province (1 MW)
 - Solar Power Plant Project, Sa kaew Province (5 MW)
 - Solar Power Plant Project, Dairy Farm and Cooperative, Pak Chong District, Nakhon Ratchasima Province (5 MW)
3. The income from the electric energy business specified in the 2018 financial statement as the actual income was earned from the 2018 electric production of the project at Sa kaew Province from July to December. The company earned 21.34 million baht in total. However, according to the project at Nakhon Ratchasima Province from October to December, the company earned 10.57 million baht and 8.64 million baht from the project at Lopburi Province.

Mrs. Thanida Inthachak, the Chief Financial Officer, added up that the specific financial statement was the 1.5 million baht income from the electric energy business from the 1 MW project at Lopburi Province. The company recognized the income in 2 months.

In terms of financial statements from the electric energy business being 40 million baht, the income was derived from the projects in Lopburi Province, Sa kaew Province and Nakhon Ratchasima Province, which was acknowledged at the end of 2018. Therefore, the income acknowledgement from the electric energy business consolidated is not the total income of 2018. However, in 2019, the estimated total income is 90 million baht.

The Chairman further explained that it was an accounting standard, and the income acknowledgement was a joint investment with the company's partners. The Chairman informed the shareholders that the company would put the best effort on the projects. As for 2 real estate projects, the company was trying to improve the financial conditions. Importantly, the company was trying to reduce high expenses, so it reduced a number of costs of Green Company since it is a small organization but uses a structure that is too large. Green Company only has 3 projects, but there are a large number of personnel. The company would try to increase the amount of work so that the staff would utilize resources to



increase income without reducing the number of personnel. There was no policy to lay out staff, but the company was utilizing the existing staff to earn the most income for the Company, which is what the company is doing at present.

Mr. Sangiam Siripanitsutha further commented that as for the apparent performance, the company had less loss. As for the company's fixed asset, it increased by 591 million baht. The accounting records were different from the past when there was complexity in the contractual obligations and laws related to different accounting policies. As for purchase of such assets, it was essentially a purchase of asset or business.

The Chairman further explained that there was no complexity, whether it was the purchase of asset or it was about the shareholders because the company used the same principles which are general practices. Thus, there was no risk, and it was apparent in energy businesses which all relied on these principles.

No shareholders or proxies raised any question or express their comments. The Chairman therefore requested the meeting to approve the statements of financial position and statement of income for the year ended 31st December 2018.

Resolution The Meeting considered and approved the financial statements for the year ended 31st December 2018 with the majority of the shareholders attending the meeting and voting as follows:

- Agreed	590,865,874	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100.0000
- Abstained	-	Shares	Percentage	-

Agenda 4 To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2018.

The Chairman informed the meeting that the shareholders would be informed that as for 2018 operation, the Company suffered losses from the operation being 11,193,517 (eleven million one hundred ninety three thousand five hundred seventeen baht only) because the company had a policy to pay dividends to shareholders not less than 30 percent of net profit after corporate income tax deduction. However, the company would consider the structure and financial status, investment plans, as well as economic conditions. As for the results of 2018 operation, the Company suffered losses, so it was

deemed appropriate that the company would suspend dividend appropriation to reserve funds and suspend dividend payment for 2018 operation.

The Chairman allowed the shareholders to question or express their opinions. The details were as follows:

Question: Mr. Sangiam Siripanitsutha would like to know that what operation plans the company and the board of directors had for the following year in order to make profits and pay dividends.

Answer: The Chairman explained that this year was expected to be profitable, but there were accumulated losses in 2019, so the Chairman thought he would reduce the capital, which would be discussed with Mr. Sangiam because he had expertise and experience about accounting in order to pay dividends to shareholders as soon as possible. Also, the Chairman was sure that there had to be profits in 2019 since there was no impediment but income and reassured that the company would make more profits this year and would try to provide funds. For the Origin Project, if possible, it would be sold. The 2 projects in Maha Sarakham were frozen cash, so it needed to be reclaimed as soon as possible in order to spend money for financial improvement.

Question: Mr. Sangiam Siripanitsutha asked what operation plans the company had for electrical power?

Answer: The Chairman explained that the company had no money as it was all spent on investment. He would have done it if he had had money. However, the company lacked funds. In order to take loans, the company needed to have at least 30-40 % of funds and take another 60%. In 2019, it was assured that the company would make profits from the existing projects. It was a pity that only 70% of the shareholders were present, making it uncertain that this agenda would pass. What was done for the company was not done for a particular person but for all shareholders and their returns. This was what the Chairman was committed to achieve, and it required all shareholders' support. Without it, this was it.

No shareholders or proxies raised any question or express their comments. The Chairman therefore requested the meeting to approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2018.



Resolution

The Meeting considered and approved the omission of the allocation of profit and omission of dividend payment for the results from the operation in 2018 with the votes from the majority of the shareholders attending the meeting and voting as follows:

- Agreed	590,865,874	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100.0000
- Abstained	-	Shares	Percentage	-

Agenda 5

To consider and approve the appointment of directors who were retired by rotation.

The Chairman informed in the Articles of Association that one-third of the directors shall vacate. In this 2019 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows: **1. Mr. Tai Chong Yih 2. Mr. Yap Kim Yam 3. Mr. Somkuan Musig-in.**

In addition, the Company has proposing the Agenda and Name of the person to be elected as director as the Company's director from 9th November 2018 to 31st December 2018 through the Company's website. As a result, there were shareholders presenting the names of person to be elected as directors at the Annual General Meeting of Shareholders for the year 2019 is Mr. Apichart Sivamoke.

For this agenda So that the voting is transparent. In accordance with the principles of good corporate governance. Directors and nominees, including 4 persons have to leave the meeting room temporarily until the vote has been completed.

By nominating the directors to vote for each shareholder individually. In order to allow shareholders to have the right to choose directors truly by voting will be voted individually in the following order;

- 1) Mr. Tai Chong Yih (Director who retired by rotation and was nominated for re-election)
- 2) Mr. Yap Kim Yam (Director who retired by rotation and was nominated for re-election)
- 3) Mr. Somkuan Musig-in (Director who retired by rotation and was nominated for re-election)
- 4) Mr. Apichart Sivamoke (To be elected as directors at the Annual General Meeting of Shareholders for the year 2019)



For this agenda, we will make consideration based on the criteria specified in the Articles of Association Clause12 which provides that “the shareholder meeting shall appoint a director based on the majority of votes according to the criteria and procedures as follows:

- 1) One shareholder is entitled to cast one vote.
- 2) Shareholders shall cast a vote to appoint each director.
- 3) The individuals with the highest votes and after respectively shall be appointed as the directors for the number as equivalent as that required. In case the individuals ranking after have the same votes which exceeds the number of directors required or to be appointed, the Chairman shall cast the final vote.”

The Chairman allowed the shareholders to ask questions or express their comment no shareholders or proxies raised any question or express their comments. The Chairman therefore requested the meeting to approve the appointment of directors who were retired by rotation.

For the summary of the votes to appoint in the agenda for appointment of directors who were retired by rotation can be sorted as follows;

5.1.Mr. Tai Chong Yih

- Agreed	222,939,692	Shares	Percentage	37.34
- Disagreed	367,926,182	Shares	Percentage	62.26
- Abstained	-	Shares	Percentage	-

5.2 Mr. Yap Kim Yam

- Agreed	417,957,486	Shares	Percentage	70.73
- Disagreed	172,908,388	Shares	Percentage	29.26
- Abstained	-	Shares	Percentage	-

5.3 Mr. Somkuan Musig-in

- Agreed	417,957,486	Shares	Percentage	70.73
- Disagreed	172,908,388	Shares	Percentage	29.26
- Abstained	-	Shares	Percentage	-



5.4 Mr. Apichart Sivamoke

- Agreed	417,957,486	Shares	Percentage	70.73
- Disagreed	172,908,388	Shares	Percentage	29.26
- Abstained	-	Shares	Percentage	-

The Chairman concluded the meeting resolution again as follows.

Resolution The meeting by majority vote resolved to approve the appointment of persons as follows: Served as a director of the company.

1. Mr. Yap Kim Yam

(Directors who retired by rotation and was appointed back to the same position)

2. Mr. Somkuan Musig-in

(Directors who retired by rotation and was appointed back to the same position)

3. Mr. Apichart Sivamoke

(The newly appointed person shall be a director of the company in place of the director who is due to retire by rotation.)

However, Mr. Tai Chong Yih, the director completing his term, was not reinstated as the Company's director due to the minority vote as the detail mentioned above.

Agenda 6 To consider and approve the fixing of the directors' remuneration for the year 2019.

The Chairman informed in the remuneration by taking into account the performance of the directors, their scope of duties and responsibilities, for the year 2019 in the aggregate amount of not exceeding 2,000,000 baht (two million baht) per year, excluding any compensation or fringe benefits to be received by the directors as the company's officers or employees. Details as the notice of the meeting;

Board of Directors	Remuneration (baht/person/quarter)		Meeting Allowance (baht/person/times)	
	2018	2019	2018	2019
1.Chairman of the Board of Directors	-	-	-	-
2.Chairman of the Audit Committee	30,000	30,000	18,000	18,000
3. Directors and Audit Committee	30,000	30,000	15,000	15,000

		<u>Remuneration</u> (4times/year)		<u>Meeting Allowance</u> estimate 10 times/year	
1. Chairman of the Board	1 person	-	-	-	-
2. Executive Directors	4 persons	-	-	-	-
3. Chairman of the Audit Committee	1 person	120,000	120,000	180,000	180,000
4. Directors and Audit Committee	3 persons	360,000	360,000	450,000	450,000
Total Director	9 persons	<u>480,000</u>	<u>480,000</u>	<u>630,000</u>	<u>630,000</u>
<u>Total Remuneration</u>		<u>2017-2018</u>		<u>2019</u>	
		<u>2,227,472</u>		<u>1,110,000</u>	
Therefore in the year 2019, the total compensation must not exceed 2,000,000 baht (two million baht) per year.					
<i>Note: Such remuneration does not include remuneration or welfare that directors receive as employees or employees of the company. Received compensation as an executive Will not receive remuneration as a director again.</i>					

In addition, the meeting proposed to consider and approve the remuneration for the directors who hold positions in the Executive Committee as follows.

Remuneration for Executive Directors	2018 (Old)	2019 (New)
Limit of remuneration for executive directors (not more than)	700,000 baht/month	700,000 baht/month
<i>Note: Directors who are executives which has already received remuneration as an executive will not receive compensation as executive director again.</i>		

However, until the shareholders' meeting has resolved to change otherwise

The Board of Directors considered and agreed to propose to the shareholders 'meeting to consider and approve the directors' remuneration for the year 2019 as detailed above.

Resolution

The agenda has the resolution to approve the fixing of the directors' remuneration for the year 2019 with the votes from the majority of the shareholders attending the meeting as follow :

- Agreed	417,957,486	Shares	Percentage	70.73
- Disagreed	172,908,388	Shares	Percentage	29.26
- Abstained	-	Shares	Percentage	-

Agenda 7

To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2019.

The Chairman informed in the deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accounts from Karin Audit Company Limited as new auditors of the Company and its subsidiary for the fiscal year 2019. The names of certified public accountants who are responsible for signing and certifying the Company's financial statements are as follows:

- | | |
|-----------------------------|---|
| 1. Mr. Jadesada Hungsapruet | Certified Public Accountant No. 3759 and/or |
| 2. Miss Kannika Wipanurat | Certified Public Accountant No. 7305 and/or |
| 3. Mr. Jirote Sirirorote | Certified Public Accountant No. 5113 |

And determine the auditor's remuneration in the amount of 2,000,000 baht (two million baht). In the case that the three auditors are unable to perform their duties, the Board of Directors has the authority to approve Karin Audit Company Limited to provide other authorized auditors to perform the duties on behalf of them. Including authorizing the Board of Directors. Is the approver of the financial review fees of the subsidiaries and associated companies that may occur during the year as well.

Audit Fee for 2019

Descriptions	2018	2019 (Proposing year)
Audit fee of annual financial statements	1,335,000	950,000
Consolidating fee for quarterly financial statements, three quarters	1,205,000	1,050,000
Total	2,540,000	2,000,000

In this regard, the certified public accountants from Karin Audit Company Limited are not related persons of the company, its subsidiary, its executives, or its major shareholders or their related persons and do not have any interest in the company, therefore independent and impartial in performing the auditing of and expressing their opinion on the financial statements of the company.



The Chairman allowed the shareholders to question or express their opinions. No shareholders questioned or expressed their opinions. As mentioned above, there was no resolution because this agenda was made for information only.

Resolution

The shareholders' meeting consider and approve the appointment of the certified public accountants from Karin Audit Company Limited as the auditor of the Company for the year 2019 and the determination of the audit fee of 2,000,000 baht (two million baht) per year. With the votes from the majority of the shareholders who attend the meeting as follows:

- Agreed	590,865,874	Shares	Percentage	100
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100
- Abstained	-	Shares		

Agenda 8

To consider and approve the issuance and offering of warrants will purchase the capital increase ordinary shares of the company No. 5 (GREEN-W5).

The Chairman informed in the deemed it appropriate to propose to Annual General Meeting to consider and approve issued and allocated not exceeding 272,674,910 Warrants to Purchase Newly-Issued Ordinary Shares No. 5 of Green Resources Public Company Limited (GREEN-W5) allocated free of charge to the existing shareholders proportionate to their respective shareholding at the ratio of 3 ordinary shares to 1, any fraction will be disregarded. The details of the warrants are shown in *Enclosure 6* of the notice of the meeting. **The company will determine the list of shareholders who have the right to receive the warrants on 9th May 2019 (Record Date).**

The Chairman allowed the shareholders to question or express their opinions, but no-one questioned or expressed their opinions. Therefore, the Chairman presented to the quorum for consideration and resolution.

For this agenda, it requires the votes of not less than 3 in 4 (three in fourths) of the total votes of the shareholders attending the meeting and having the right to vote.



Resolution The agenda has the resolution **not approve** issuance of the Warrants to Purchase Ordinary Shares of the Company No.5 with the votes of less than 3 in 4 (three in fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

- Agreed	417,957,486	Shares	Percentage	70.73
- Disagreed	172,908,388	Shares	Percentage	29.26
- Abstained	-	Shares	Percentage	-

The Chairman declared in the meeting that due to the resolution of approving the 5th issuance and offering to sale of the company's ordinary share warrants, it is not necessary for consideration in the Agenda 9 on the increase of registered capital and revision of the contents in the Item 4 of the company's memorandum in conformity with the increase of registered capital, including the Agenda 10 on the allocation of ordinary shares because these two agendas were related to issuance and offering to sale of share warrants.

Agenda 11 To consider and approve amendment to the Articles of Association Clause 20 and 21 to be in line with the revised law.

The Chairman informed in the deemed it appropriate to propose to Annual General Meeting for amendment to the Articles of Association Clause 20 and 21 to be in line with the revised law.

The details are as follows;

Rules of Green Resources Plc.	Draft rules of Green Resources Plc. Edit request
<p>No.20 At the board meeting There must be no less than half of the total number of directors to constitute a quorum. In the event that the Chairman of the Board is not present at the meeting or unable to perform the duty If there is a vice-chairman, the vice-chairman shall be the chairman. If there is no Vice Chairman or have but cannot perform their duties. The directors attending the meeting shall elect one director to be the chairman of the meeting.</p> <p>The decision of the meeting shall be made by majority vote.</p>	<p>No.20 At the board meeting At least half (1/2) of the total number of directors is required to constitute a quorum. In the event that the Chairman of the Board is not present at the meeting or unable to perform the duty If there is a vice-chairman, the vice-chairman shall be the chairman. If there is no Vice Chairman or have but cannot perform their duties. The directors attending the meeting shall elect one director to be the chairman of the meeting.</p> <p>In each board meeting the chairman of the meeting will determine the directors of the company can attend the meeting and take any action in the meeting via electronic media. Where at least</p>

Rules of Green Resources Plc.	Draft rules of Green Resources Plc. Edit request
<p>One director has one vote. Unless the director has an interest in any matter Have no right to vote on that matter If the votes are equal, the chairman of the meeting shall have a casting vote.</p>	<p>one third (1/3) of the quorum of the quorum must be in the same meeting and all directors attending the meeting must be in Thailand at the time of the meeting.</p> <p>Meeting via electronic media under paragraph two must have a process to maintain information security by recording audio or both sound and picture, as the case may be of all directors at the meeting throughout the meeting period Including computer traffic data from such records and having a control system in accordance with relevant laws.</p> <p>The directors who attend the board meeting via electronic media by means and in accordance with the conditions mentioned above are considered to be attending the meeting which can be counted as a quorum and considered that the meeting of the Board of Directors via the electronic media has the same effect as the meeting in accordance with the methods provided in this law and regulations.</p> <p>The decision of the Board of Directors shall be made by majority vote. One director has one vote. Unless the director has an interest in any matter Have no right to vote on that matter If the votes are equal, the chairman of the meeting shall have a casting vote.</p>
<p>No.21 The Board of Directors of the Company Must meet at least 3 months per time. In calling a meeting of the board of directors, the chairman of the board or the person assigned to send the meeting invitation letter to the directors not less than 7 days before the meeting date except in the case of urgency to protect the rights or benefits of the company will inform the meeting by other methods and set the meeting date faster than that.</p> <p>The Board of Directors can hold a meeting at the location of the head office of the company or other places as appropriate.</p> <p>The Board of Directors 2 or more directors may request the Chairman of the Board to call a meeting in the event that there are 2 or more directors requested. The Chairman of the Board or</p>	<p>No.21 In calling a meeting of the board of directors, the chairman or the person assigned by the chairman of the board shall send a notice calling the meeting to the directors not less than seven (7) days prior to the meeting date by registered mail or via electronic mail or delivered to the director by the delivery person depending on the chairman of the board or the person assigned by the chairman of the board Except in the case of urgent need to protect the rights or benefits of the company, the meeting may be notified by other methods and the meeting date can be set earlier than that. The Board of Directors can hold a meeting at the location of the head office of the company or other places as appropriate</p>

Rules of Green Resources Plc.	Draft rules of Green Resources Plc. Edit request
the directors assigned by the Chairman of the Board of Directors shall set the meeting date within 14 days from the date of receipt of the request.	The Board of Directors 2 or more directors may request the Chairman of the Board to call a meeting in the event that there are 2 or more directors requested. The Chairman of the Board or the directors assigned by the Chairman of the Board of Directors shall set the meeting date within 14 days from the date of receipt of the request.

Which proposed to approve the authorization of the Board of Directors and / or the person assigned by the Board to proceed to register the amendment of the company's Articles of Association to the Department of Business Development, Ministry of Commerce have the power or amend or add words to comply with the order of the registrar.

The Chairman allowed the shareholders to question or express their opinions, but no-one questioned or expressed their opinions. Therefore, the Chairman presented to the agenda for consideration and resolution.

For the agenda, it requires the votes of not less than 3 in 4 (three in fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

Resolution The agenda has the resolution to approve the amendment to the Articles of Association Clause 20 and 21 to be in line with the revised law of the total votes of the shareholders attending the meeting and having the right to vote as follow :

- Agreed	590,865,874	Shares	Percentage	100
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100
- Abstained	-	Shares	Percentage	-

Agenda 12 To ratify the sale of ordinary shares in the subsidiary (Green Plus Asset Company Limited).

The Chairman informed in the deemed it appropriate to propose that the Annual General Meeting for ratification in the sale of ordinary shares in subsidiaries under Section 107 of the Public

Company Limited Act BE 2535. Since it is the sale of all ordinary shares in the subsidiary of the company is Green Plus Asset Company Limited ("GPA") (which the company holds 99.99% of shares) 3,000,000 shares or 99.99%, to Miss Sunee Supanwattanakul., after the acquisition makes such GPA ceases to be a subsidiary of the company. (Refer to the resolution of the Board of Directors Meeting No. 11/2561 on November 12th, 2018) (*Details appear in Enclosure 8*)

The Chairman allowed the shareholders to question or express their opinions, but no-one questioned or expressed their opinions. Therefore, the Chairman presented to the quorum for consideration and resolution.

For this agenda, it requires the votes of not less than 3 in 4 (three in fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

Resolution

The agenda has the resolution to approve to consider ratifying the sale of ordinary shares in the subsidiary (Green Plus Asset Company Limited), the right to vote as follow :

- Agreed	590,865,874	Shares	Percentage	100
- Disagreed	-	Shares	Percentage	-
- Total	590,865,874	Shares	Percentage	100
- Abstained	-	Shares		

Agenda 13 **To consider other matters (if any)**

There was no shareholder proposed other agendas.

Since the meeting has completed all the agendas, the Chairman thanked the shareholders and all the honors who have sacrificed their time to attend this meeting. And said the meeting was closed at 12.54 hrs.



(Mr.Chaisith Viriyamettakul)

Chairman of the meeting



(Ms.Sarunrat Seesun)

Company Secretary / Secretary of the meeting

Document or proof of the shareholders or representatives of shareholders who are entitled to attend the meeting.

1. Individual

1.1 Shareholders of Thai nationality

- (A) Identification card of shareholders (National identification card or government official card or state enterprise employee card or a card issued by the government to be used instead, such as a driving license.)
- (B) In the case of proxy, copy of identification of proxy, and copy of identification card or passport (In case of a foreigner) of the proxy.

1.2 Shareholders foreigners

- (A) Passport of shareholders.
- (B) In the case of proxy, copy of passport of proxy and copy of identification card or passport (In case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person which registration in Thailand

- (A) Certificate of Incorporation entitles issued within 30 days by the Department of Business Development.
- (B) Identification card or passport. (In case of a foreigner) of the authority that signed the proxy with identity card or passport. (In case of a foreigner) of the proxy.

2.2 Juristic person which registration abroad.

- (A) Certificate of Incorporation
- (B) Identification card or passport. (In case of a foreigner) of the authority that signed the Proxy with identity card or passport. (In case of a foreigner) of the proxy. In case of copies of documents must be certified correct copy of the document and if document prepared in a foreign country, should be notarized by a Notary Public.

Shareholders or their proxies can be registered and submission of documents for inspection at the meeting will start at 8:30 a.m. On Tuesday 21st April 2020 onwards.

Company Articles of Association in respect of shareholders meeting of
Green Resources Public Company Limited.
The Shareholders' Agenda

Article 24. The Board of Directors must hold a shareholders' meeting at least once a year. Meetings like this are called. The "ordinary" meeting shall be held within four (4) months after the end of the fiscal year. Other meetings of shareholders are called "extraordinary meetings"

The Board of Directors may call an extraordinary meeting at any time, but deems appropriate. When one or more shareholders holding shares of not less than ten (10) percent of the total number of shares sold, they will be asked to submit a written request to the Board of Directors to call a meeting of shareholders. However, the matter must be clearly stated in the letter. In such case, the Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the event that the meeting of shareholders is called for the meeting according to the shareholder under paragraph three the number of shareholders attending the meeting does not constitute a quorum as stipulated in Article 27. The shareholders under paragraph three must jointly be responsible for reimbursement of expenses incurred from arranging for that meeting for the company.

Article 25. To call for the General Meeting of Shareholders. The Board shall be in writing agenda, specifying the place, date and time of the meeting and the matter will be submitted to the meeting with details as appropriate. By stating that it is proposed to know. For approval or consideration including the opinion of the committee on the matter and distributed to the shareholders and the registrar no later than 7 days before the meeting and advertisements in newspaper such invitation for 3 consecutive days before the meeting, not less than 3 days.

the meeting can be in a locality where the headquarters of the company or in other provinces across the Kingdom.

Article 26. In a meeting of shareholders. A shareholder may appoint a proxy to attend the meeting and vote in the meeting, letter of power attorney. The proxy form must be dated and signed by the shareholder and must be in the form prescribed by the Registrar. This power of attorney will be submitted to the Chairman or the President designated proxy at the meeting before the meeting.

Article 27. At a meeting of shareholders, must have shareholders and proxies from the shareholders (if any) of not less than 25 people and have shares in the aggregate not less than 1 in 3 of the total number of issued shares or shareholders and proxies from the shareholders of not less than one-half of all shareholders and shares amounting to not less than 1 in 3 of the total number of issued shares to constitute a quorum.

If it appears that a meeting of shareholders at any time. In the event that the first hour ago of the shareholders who attended the meeting as defective quorum as defined. If the meeting of shareholders have been called because the shareholders request shall be canceled. If the shareholders meeting is not convened because the shareholders' request. Such to call for new meeting and the notice of meeting sent to shareholders at least 7 days before the meeting, in this meeting is not required quorum of a meeting of shareholders.

The president will seat for the meeting for chairman. If don't have president of the meeting or the chairman is not attend the meeting. If have vice chairman, the vice chairman shall be president. If no vice chairman or he is unable to perform his duties. The meeting was the election of the shareholders who attended the meeting as president.

Article 28. To vote, one share for one vote and resolutions of the ordinary meeting of shareholders shall consist of the following.

(1) In case of normally, a majority vote of the shareholders attend the meeting and voting, if there is an equal voting. The chairman of the meeting shall have an additional vote as a casting vote decision.

In the event that a shareholder has a special interest in any matter Shareholders will not have the right to vote on that matter, except for voting on election of directors.

(2) In case of the following, to consideration vote not less than 3 of 4 for all voting points of shareholders attend the meeting and have the right to vote.

- (A) Sale or transfer of business company for all or a substantial part, to any other person.
- (B) To purchase or acquisition of other companies or private companies belong to the company.
- (C) The amendment or termination of contracts relating to the leasing for all of company business or parts of the assignment to others to manage the company or integration with other persons with the purpose of profit and loss.
- (D) The amendment or regulations to Memorandum
- (E) Increase or decrease the capital of the company or issuer.
- (F) Company merger or dissolution.
- (G) Any other matters as required by law.

Article 29. The operation at the annual Ordinary Meeting shall include the following:

- (1) Consideration approval of the reports submitted to the meeting regarding the results of operations of the Company during the past year.
- (2) To consider and approve the balance sheet and income- loss statement of the financial years ago.
- (3) Considering the profit, dividends and money earmarked as reserve.
- (4) The election of directors to retire by rotation and remuneration.
- (5) To appoint auditors and remuneration defined.
- (6) Other business;

Article 30. In case of the company or its subsidiaries agree to enter into a transaction or items relating to the acquisition or disposition of important assets of the company or its subsidiaries in accordance with the rules and regulations prescribed by the Stock Exchange of Thailand that govern transactions by listed companies or acquisition or disposition of assets of listed companies, as appropriate. The company's compliance with the rules and procedures for such set out in the recommendations also.

Board of Directors

Article 11. The Board of Directors consists of at least 5 members and board of directors not less than half of all directors must be resident in the Kingdom and the directors of the company must be qualified according to the law.

Article 12. At the general meeting of shareholders is appointed directors by the majority under the following rules and procedures as following:

- (1) Each shareholder has one vote for one share.
- (2) The shareholders vote for each director individually.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.

Article 13. In every annual general meeting the directors shall retire from 1 in 3 from the position. If the number of directors to be divided into three parts are cannot. Then the number nearest 1 of 3

Directors to retire in the first and second years after the registration of the company to use a draw lots to determine who will take out the subsequent years, the directors who the longest shall retire from office. Directors who retire by rotation may be selected to serve for a new one.

Article 14. The directors shall have the right to receive compensation from the company in the form of reward, meeting allowance, bonus, or other benefits. As regulations or by the general meeting of shareholders to approve. Which may be defined as an absolute number or the rules and will set forth from time to time, give or take effect until it is changed. In addition, to receive allowances and welfare, according to the Company regulation.

The provisions of paragraph one do not affect the rights of personnel or employees of the company, which was elected as a director to receive remuneration and benefits. As personnel or employee of the company.

Article 15. In addition to their out of position as agenda, Directors shall retire from position when

- (1) Death
- (2) Resignation
- (3) Being disqualified or prohibited under the law according to a Public Limited Company.
- (4) The meeting of shareholders vote on the issue.
- (5) The court has ordered the release.

Supporting Documents**Agenda 5 To consider and approve the appointment of directors who were retired by rotation.****The name and profile's directors offer to the shareholders appointed to again.**

Name-Surname	Pol.Maj.Gen Sahaschai Indrasukhsri		
Position	Vice Chairman of the Board		
Type of appointment	Director		
Age	71 Years Old		
Nationality	Thai		
Address	5/1 Phutthamonthon 4 Road, Thawi Watthana, Khet Thawi Watthana, Bangkok		
Education	Bachelor of Law, Sripathum College Bachelor of Economics, FRANKLIN PIERCE COLLEGE, NEW HAMPSHIRE, USA		
Director Training Programs	Pass the Director Accreditation Program (DAP) Class 34/2004 from the Thai Institute of Directors Association		
Work Experience			
2018 - Present	Vice Chairman of the Board of Directors, Green Resources Public Company Limited		
2014 - April 2018	Chairman of the Board of Directors, Green Resources Public Company Limited		
2014 - Present	Nomination and Remuneration Committee, Kang Yong Electric Public Company Limited		
2012 - Mar 2014	Product Pricing Committee, Kang Yong Electric Public Company Limited		
2005 - Present	Audit Committee and Independent Director, Permsin Steel Works Public Company Limited		
1997 - 1999	Deputy Commissioner of Special Branch		
1996	Executive Development Officer National Institute of Development Administration (NIDA), Class 7		

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other 3 listed companies which are as follows.

1. Green Resources Public Company Limited **Position** Vice Chairman of the Board of Directors / Executive Committee.
2. Kang Yong Electric Public Company Limited **Position** Independent director.
3. Permsin Steel Works Public Company Limited **Position** Independent Director and Audit Committee.

2. Holding positions in businesses other than listed companies.

- None

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / management position in the said business.

Number of term and number of years being a director.

- Number of 2 terms, total 5 years

Meeting attendance in 2019

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Executive committee	8/8	100
Nomination and Compensation Committee	2/2	100

Number of shares and shareholding proportion in the company.


- 35,162,100 shares, equivalent to 4.298 percent.

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Directors.

Supporting Documents**Agenda 5 To consider and approve the appointment of directors who were retired by rotation.****The name and profile's directors offer to the shareholders appointed to again.**

Name – Surname	Mrs. Pawanya Krittachart	
Position	Independent Director and Audit Committee	
Type of appointment	Director	
Age	72 Years Old	
Nationality	Thai	
Address	339/137 Grand Canal Village (Don Mueang), Cherd Wutthakat Road, Sikan Sub-district, Don Mueang District, Bangkok 10210	
Education	Bachelor of Accountancy (Finance and Banking), Faculty of Commerce and Accountancy Chulalongkorn University	
	Master of Business Administration, University of Baltimore, USA	
Director Training Programs	Training on Industrial Credit Project by Long Term Credit of Japan Bank, Tokyo, Japan	
	Director Accreditation Program (DAP) 49/2005 By the Thai Institute of Directors Association	
Work Experiences		
Mar 2017 - Present	Chairman of the Audit Committee / Nomination and Remuneration Committee Green Resources Public Company Limited	
Jul 2016 - Present	Independent Director, Green Resources Public Company Limited	
2014 - Present	Managing Director Thanapat Asset Management Company Limited	
2013 - Present	Independent Director and Audit Committee, Royal Ceramic Industry Plc.	
2009 - 2013	Executive Committee, Lynn Phillips Asset Management Company Limited	
2008 - 2012	Director, Royal Ceramic Industry Public Company Limited	
2007 - 2008	Advisor, TL Management Company Limited (Thai Life Insurance Group)	
2001 - 2006	Managing Director, Thai Housing Credit Foncier Company Limited	
1998 - 2000	Advisor, TL Management Company Limited (Thai Life Insurance Group)	

1994 - 1997	Managing Director, Thaimex Securities Public Company Limited
1974 - 1985	Credit Manager Book Finance Finance Company Limited
1971	Accounting Officer Kasikorn Bank Head Office

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other 1 listed company which are as follows.

1. Green Resources Public Company Limited **Position** Executive Committee.

2. Holding positions in businesses other than listed companies.

1. Thanapat Asset Management Company Limited **Position** Managing Director.

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / executive position in such business.

Number of term and number of years being a director.

- Number of 2 terms, total 5 years

Meeting attendance in 2019

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Executive committee	8/8	100
Investment Committee	2/2	100
Nomination and Compensation Committee	2/2	100
Corporate Governance Committee	-	-

Number of shares and shareholding proportion in the company.

- No securities held.

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Director.

Supporting Documents**Agenda 5 To consider and approve the appointment of directors who were retired by rotation.****The name and profile's directors offer to the shareholders appointed to again.**

Name-Surname	Mr.Virat Jansirivatana	
Position	Independent Director and Audit Committee	
Type of appointment	Director	
Age	67 Years Old	
Nationality	Thai	
Address	698/8 Nakhonchaisri Road, Khwaeng Thanon Nakhonchaisri, Dusit, Bangkok Postal Code 10300	
Education	Bachelor of Engineering in Electrical Power Engineering Chulalongkorn University	
Work Experiences		
Jul 2016	Present Independent Director and Audit Committee / Risk Management Committee / Chairman of the Nomination and Remuneration Committee, Green Resources Public Company Limited	
2015 - July 2016	Independent Director and Audit Committee Chairman of the Risk Management Committee, Green Resources Public Company Limited	
2012 - 2014	Executive 13 Deputy Governor, Corporate Planning and Development Metropolitan Electricity Authority	
2011 - 2012	Executive 13 Deputy Governor Information Technology and Communication System Metropolitan Electricity Authority royal	
2010 - 2012	Committee of Chulalongkorn University Engineering Alumni Association	
2009 - 2014	Chairman of the Metropolitan Electricity Authority Engineers Club Metropolitan Electricity Authority	
2009 - 2011	Executive 12 Assistant Governor (Distribution system management services) Metropolitan Electricity Authority royal	
2007 - 2009	Executive 11 Director of Vehicle and Mechanical Management Metropolitan Electricity Authority	

2005 - 2007	Executives 10 Assistant Director for Communications and Computer Operations Metropolitan Electricity Authority
1999 - 2005	Executive 10 Director of Communication Systems Division, Electrical System Maintenance Department Metropolitan Electricity Authority

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other 1 listed company which are as follows.

1. Green Resources Public Company Limited **Position** Independent Director and Audit Committee.

2. Holding positions in businesses other than listed companies.

- None

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / executive position in such business.

Number of term and number of years being a director.

- Number of 2 terms, total 5 years

Meeting attendance in 2019

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Audit Committee	4/4	100
Risk Management Committee	1/1	100
Nomination and Compensation Committee	2/2	100

Number of shares and shareholding proportion in the company.

- No securities held.

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Director.

Supporting Documents

Agenda 5 To consider and approve the appointment of directors who were retired by rotation.

Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)

Name – Surname	Mr.Tai Chong Yih	
Nomination	Director	
Types of nominations	Director	
Age	58 Years Old	
Nationality	Malaysia	
Address	3/189 South Sathorn Road, Khwaeng Thung Maha Mek, Khet Sathon, Bangkok	
Education	Graduate in Thailand - SASIN Master of Management Program (1990 -1992) Undergraduate in Canada - University of Toronto (1979 -1982) Bachelor of Arts, specializing in Economics and Majoring in Commerce. Pre-University in Canada University Preparatory School Grade 13 (1978 -1979) Secondary education in Singapore - Raffles Institution (1974 - 1978) GCE "O" Level Primary education in Singapore - River Valley English School (1970 -1974) PSLE	
Director Training Programs	Nation Building Institute (NBD — Nation Building Program (NBD Class 2 (2017) Thammasat University (TU) — Thammasat Leadership Program (TLP) Class 6 (2015) Thai Listed Companies Association (TLCA) — Executive Development Program (EDP) Class 11 2013 Thai Institute of Director Association (101)) — Director Accreditation Program (DAP) 54/2006	
Work Experiences		
2018 (April) to Current	Chairman of Audit Committee (Thaisri Insurance Public Co Ltd)	
2018 (December) to Current	Director of (Quality Rent A Car Co Ltd)	
2017 (October) to Current	Audit Committee & Director of (Paragon Co Ltd)	
2017 (October) to Current	Director (Cathay Leaseplan Public Co Ltd)	

2017 (May) to Current	Director (AIRA Advisory Co Ltd)
2016 (July) to 2019 (April)	Director (Green Resources Public Co Ltd)
2003 (January) to Current	Director (Tira Thai Public Co Ltd)
2016 (July) to 2017 (February)	CEO (Green Resources Public Co Ltd)
2009 (July) to 2016 (June)	Executive Vice President (Aira Securities Public Co Ltd)
2008 (April) to 2009 (June)	
& 2011 (July) to 2012 (December)	Advisor (Bina Puri (Thailand) Ltd)
2007 (April -December)	Director of Operation (Sky Cliff Co Ltd)
2004 (April) to 2007 (March)	Country Head (RHB Bank Berhad)
2002 (June to December)	Business Consultant (Westmont Berhad)
2001 (October) to 2002 (January)	General Manager (Ek Chor Trading (Shanghai) Co Ltd)
1998 (February) to 2001 (January)	Managing Director (London Forfaiting Asia Pacific Ltd)
1995 (November) to 1998 (February)	Senior Vice President (Cathay Trust Company Ltd)
1994 (July) to 1995 (November)	Assistant Vice President (Sumitomo Trust & Banking Co. Ltd)
1982 (December) to 1994 (July)	Manager (United Malayan Banking Corp Bhd)

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other 3 listed companies which are as follows.

1. Thai Sri Insurance Public Company Limited **Position** Chairman of the Audit Committee
2. Cathay Lease Plan Public Company Limited **Position** Director
3. Tirathai Public Company Limited **Position** Director

2. Holding positions in businesses other than listed companies.

- There are 3 companies

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / executive position in such business.

Number of term and number of years being a director.

- None

Meeting attendance in 2019

Board meeting / Subcommittee	Times	Percentage
Board of directors**	1/1	100

Note ** In the meeting of the Board of Directors No. 1/2019, being a director.

Number of shares and shareholding proportion in the company.

- 76,644,324 shares, equivalent to 9.369 percent.

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Director.

Supporting Documents**Agenda 5 To consider and approve the appointment of directors who were retired by rotation.**

Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)

Name-Surname	Mr.Ekgachai Tantichativat	
Nomination	Director	
Type of appointment	Director	
Age	63 Years Old	
Nationality	Thai	
Address	3/189 South Sathorn Road, Khwaeng Thung Maha Mek, Khet Sathon, Bangkok	
Education	<ul style="list-style-type: none">- Director Accreditation Program Thai Institute of Director Association Thailand- Mini Master of Information Technology King Mongkut's Institute of Technology Thailand- Hotel Management — Certificate Cornell University USA- Master of Business Administration California State University USA- Bachelor of Science – Economics Chulalongkorn University Thailand	
Experiences		
2006-present	Tech Plus Co., Ltd.	Chief Executive Officer
2005-2006	Cathay Leaseplan PCL.	Managing Director
	Paragon Car Rental Co., Ltd.	Managing Director
2000-2005	Nest Co., Ltd.	Executive Director
1998-1999	TPS Wooden Industry Co., Ltd.	Executive Director

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other businesses that are a listed company

- None

2. Holding positions in businesses other than listed companies.

- There is a company

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / executive position in such business.

Number of term and number of years being a director.

- None

Meeting attendance in 2019

- not being a director of the company due to just propose this year's list of names.

Number of shares and shareholding proportion in the company.

- None

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Director.

Supporting Documents**Agenda 5 To consider and approve the appointment of directors who were retired by rotation.**

Person nominated from shareholders in accordance with the criteria for granting the rights of shareholders to be considered as directors in the Annual General Meeting of Shareholders 2020)

Name-Surname	Mr. Suchart Prasarthitha	
Nomination	Director	
Type of appointment	Director	
Age	66 Years Old	
Nationality	Thai	
Address	55/30-32 Phayathai Rd., Thanonphayathai, Ratchathewi, Bangkok, Thailand 10400	
Education	Bachelor Degree in Mechanical Engineering Rajamangala University of Technology Bangkok	
Experiences		
2002 - Present	Board of Directors, Nitto Seiko (Thailand) Co, Ltd.	
2018 - Present	Vice President, KY Intertrade Company Limited	
1997 - 2017	Sales Director, KY Intertrade Company Limited	
1986 - 1996	Sales and Marketing Manager, KY Intertrade Company Limited	
1980 - 1985	General Plant Manager, KY Intertrade Company Limited	
1977 - 1979	Production and Products Division, KY Intertrade Company Limited	

The directors to be appointed are directors / executives in other businesses.

1. Holding positions in other businesses that are a listed company

- None

2. Holding positions in businesses other than listed companies.

- There are 2 companies

3. The directors to be appointed are directors / executives in other businesses. Which may cause a conflict of interest or a business competition with the company?

- There is no director / executive position in such business.

Number of term and number of years being a director.

- None

Meeting attendance in 2019

- Not being a director of the company due to just propose this year's list of names.

Number of shares and shareholding proportion in the company.

- None

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

The nominated persons have gone through the screening process. And have carefully considered the Board of Director.

20บาท

Duty Stamp

20 Baht

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

เขียนที่.....

Written At

วันที่.....เดือน.....พ.ศ.....

Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I/We

Nationality

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub-District

District

Province

Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amounting of shares and the voting right equals to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง

Ordinary share shares equal to voting right votes

3. ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

: or,

(2).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายสมควร มุสิกอินทร์ อายุ 72 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 72 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ตำบลตลาดขวัญ อำเภอเมืองนนทบุรี จังหวัดนนทบุรี รหัสไปรษณีย์ 11000

Address at No. 24/265 Moo.7, Talat Khwan, Muang, Nonthaburi, Zip Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายเยพ คิม แยม อายุ 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Yap Kim Yam. Age 56 years old.

อยู่บ้านเลขที่ 6/514 ลุมพินี พาร์คริเวอร์ไซด์-พระราม 3 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

Address at No. 6/514 Lumpini Park Riverside Rama3, Rama3 Road, Bang Phongphang, Yannawa, Bangkok, Zip Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 21 เมษายน 2563 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2020 on Tuesday, 21st April 2020 at 10.00 hrs., Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province , or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ.....ผู้มอบฉันทะ
Signature Proxy Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะออกเช็คเงินสดด้วย)

(Proxy Form containing specific details)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I/We

Nationality

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub-District

District

Province

Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amounting of shares and the voting right equals to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียงได้เท่ากับ.....เสียง

Ordinary share shares equivalent to voting right votes

3. ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

; or,

(2).....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

; or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายสมควร มุสิกอินทร์ อายุ 72 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 72 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ตำบลตลาดขวัญ อำเภอเมืองนนทบุรี จังหวัดนนทบุรี รหัสไปรษณีย์ 11000

Address at No. 24/265 Moo. 7, Talat Khwan, Muang, Nonthaburi , Zip Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายเยพ คิม แยม อายุ 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Yap Kim Yam. Age 56 years old.

อยู่บ้านเลขที่ 6/514 ลุมพินี พาร์คริเวอร์ไซด์-พระราม 3 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

Address at No. 6/514 Lumpini Park Riverside Rama3, Rama3 Road, Bang Phongphang, Yannawa, Bangkok, Zip Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 21 เมษายน 2563 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพลู อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2020 on Tuesday, 21st April 2020 at 10.00 hrs., at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed. I/We therefore would like to vote for each agenda item as follows:

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 เมื่อวันศุกร์ที่ 26 เมษายน 2562

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2019 on Friday, 26th April 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562

Agenda 2 – To acknowledge the operational results of the Company for the year 2019.

เป็นวาระเพื่อทราบ จึงไม่ต้องออกเสียงลงมติ (This Agenda is for acknowledgement, no voting is required).

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

Agenda 4 – To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

Agenda 5 – To consider and approve the appointment of directors who were retired by rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. พลตำรวจตรีสหัชชัย อินทรสุขศรี

Name of the nominated directors

1. Pol.Maj.Gen Sahaschai Indrasukhsri

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

2. นางภวิญญา กฤตชาติ

Name of the nominated directors

2. Mrs. Pawanya Krittachart

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

3. นายวิรัต จันทรศิริวัฒนา

Name of the nominated directors

3. Mr.Virat Jansirivatana

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

4. นายไต้ ชอง อี

Name of the nominated directors

4. Mr.Tai Chong Yih

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

5. นาย เอกชัย ตันติชาติวัฒน์

Name of the nominated directors

5. Mr.Ekgachai Tantichativat

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

6. นายสุชาติ ประสาทฤทธา

Name of the nominated directors

6. Mr.Suchart Prasariththa

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2563

Agenda 7 - To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 - To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่เข้าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in an agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration

Enclosure 6

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ.....ผู้มอบฉันทะ
Signature Proxy Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of Green Resources Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 21 เมษายน 2563 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

The 2020 Annual General Meeting of Shareholders held on Tuesday, 21st April, 2020 at 10:00 AM. at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

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(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำคู่มือแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

I hereby certify that the content contained in this Annex to the Form of Proxy is completely correct and true in all respect.

ลงชื่อ.....ผู้มอบฉันทะ

Signature

Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

1. ข้าพเจ้า..... สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I/We

Nationality

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub-District

District

Province

Zip Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

In the capacity of custodian with

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือ หุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amounting of

shares

and the voting right equals to

votes as follows:

หุ้นสามัญ.....หุ้น

ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง

Ordinary share

shares

equivalent to voting right

votes

3. ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

: or,

(2).....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Age

Address

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายสมควร มุลิกอินทร์ อายุ 72 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 72 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ตำบลตลาดขวัญ อำเภอเมืองนนทบุรี จังหวัดนนทบุรี รหัสไปรษณีย์ 11000

Address at No. 24/265 Moo. 7, Talat Khwan, Muang, Nonthaburi, Zip Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายแพพ คิม แยม อายุ 56 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Yap Kim Yam. Age 56 years old.

อยู่บ้านเลขที่ 6/514 ลุมพินี พาร์คริเวอร์ไซด์-พระราม 3 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

Address at No. 6/514 Lumpini Park Riverside Rama3, Rama3 Road, Bang Phongphang, Yannawa, Bangkok, Zip Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 21 เมษายน 2563 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ค. บางพลู อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะฟังเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Enclosure 6

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2020 on Tuesday, 21st April 2020 at 10.00 hrs., at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed. I/We therefore would like to vote for each agenda item as follows:

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:.

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote.

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ.....หุ้น	และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary share	shares, entitled to voting right votes

5. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 เมื่อวันศุกร์ที่ 26 เมษายน 2562

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2019 on Friday, 26th April 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562

Agenda 2 – To acknowledge the operational results of the Company for the year 2019.

เป็นวาระเพื่อทราบ จึงไม่ต้องออกเสียงลงมติ (This Agenda is for acknowledgement, no voting is required).

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

Agenda 4 – To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2019.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

Agenda 5 – To consider and approve the appointment of directors who were retired by rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. พลตำรวจตรีสหัชชัย อินทรสุขศรี

Name of the nominated directors

1. Pol.Maj.Gen Sahaschai Indrasuksri

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

2. นางภวิญญา กฤตชาติ

Name of the nominated directors

2. Mrs. Pawanya Krittachart

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

3. นายวิรัต จันทรศิริวัฒนา

Name of the nominated directors

3. Mr.Virat Jansirivatana

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

4. นายไต้ ชอง อี

Name of the nominated directors

4. Mr.Tai Chong Yih

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

5. นาย เอกชัย ตันติชาติวัฒน์

Name of the nominated directors

5. Mr.Ekgachai Tantichativat

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ

6. นายสุชาติ ปราสาทฤทธา

Name of the nominated directors

6. Mr.Suchart Prasariththa

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2563

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2563

Agenda 7 – To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 – To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote

Disapprove.....Vote

Abstain.....Vote

Enclosure 6

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in an agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any actions performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ.....ผู้มอบฉันทะ
Signature Proxy Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature Proxy Holder
(.....)

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ก. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

(3) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

(4) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

(5) ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of Green Resources Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 21 เมษายน 2563 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2020 Annual General Meeting of Shareholders held on Tuesday, 21st April, 2020 at 10:00 AM. at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall vote independently as to his/her consideration.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

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Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่..... เรื่อง.....

Agenda :Subject :.....

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Approve.....Vote Disapprove.....Vote Abstain.....Vote

☐ วาระที่..... เรื่อง.....

Agenda :Subject :.....

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(b) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

ข้าพเจ้าขอรับรองว่ารายการในใบประจำค่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นจริงทุกประการ

I hereby certify that the content contained in this Annex to the Form of Proxy is completely correct and true in all respect.

ลงชื่อ.....ผู้มอบฉันทะ

Signature Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

Independent Director at the company Proposed to the shareholders to appoint a proxy

Name-Surname	Mr.Somkuan Musig-in
Position	Independent Director and Chairman of Audit Committee Chairman of Risk Management Committee Chairman of Corporate Governance Committee
Age	72 Years Old
Nationality	Thai
Education	Bachelor of Business Administration (Accounting), Thammasat University



Director Training Programs

- Director Accreditation Program No. 21/2004
- Director Certification Program No.97/2007

Other training

The UK Experience on Implementing the Enhanced Auditor Reporting, The Stock Exchange of Thailand

Work experience

2018 - Present	Independent Director and Chairman of the Audit Committee Green Resources Public Company Limited
1971 - Present	Certified Public Accountant
2004 - Present	Audit Committee Seafco Public Company Limited

1. Holding positions in other 3 listed companies which are as follows

1. Green Resources Public Company Limited **Position** Chairman of the Audit Committee
2. Seafco Public Company Limited **Position** Audit Committee Position

2. Holding positions in businesses other than listed companies

- None

3. The directors to be appointed are directors / executives in other businesses. That may cause a conflict of interest or a business competition with the company or not.

- Not holding a position as a director / executive in such business

Number of term and number of years being a director

- Number of term 1 term, total 2 years

Meeting attendance in 2019

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Audit Committee	4/4	100
Risk Management Committee	1/1	100
Good Corporate Governance Committee	-	-

Number of shares and shareholding proportion in the company.

- None

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- For every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

Independent Director at the company Proposed to the shareholders to appoint a proxy

Name-Surname	Mr.Yap Kim Yam
Position	Independent Director and Audit Committee
Age	56 Years Old
Nationality	Singapore
Address in Thailand	Room B-3403, No. 6/514, Lumpini Park Riverside - Rama 3, Soi 45 Rama 3 Road, Bang Pongphang Subdistrict, Yannawa District, Bangkok 10120
Address in Singapore	435 Choa Chu Kang, #08-525, Singapore 680435
Education	Dip. Electrical Engineering, Singapore Institute of Technical Education
Director Training Programs	-



Work experience

2018 – Present	Independent Director and Audit Committee , Green Resources PCL.,
2017 – Present	Director, Green Resources PCL.,
2015 – Present	Director, Condominium Development in Romania, Amitra Expert SRL.
2013 – Present	Director, Corporate advisory and consultation, Fuller & Turner Corporate Services Pte Ltd.
2012 – Present	Managing Director, Asset management and investment in offshore yard in China, Alcazar Pte Ltd.
2011 – Present	Managing Director, Commodities trading in iron ore, copper concentrate, timber and auto spare parts in China and Middle East, MGR Resources Pte Ltd.
2010 – Present	Managing Director, Investment holding company, Bridgestone Investments Pte Ltd.
1985 – 2010	Senior Sales and Marketing Executive, Cycle and Carriage Automotive Pte Ltd.
1984 – 1985	Sales Executive, Pony Motors Pte Ltd.

1. Holding positions in other 1 listed company which are as follows

1. Green Resources Public Company Limited **Position** Independent Director and Audit Committee

2. Holding positions in businesses other than listed companies

- 5 companies which are not listed companies

3. The directors to be appointed are directors / executives in other businesses. That may cause a conflict of interest or a business competition with the company or not.

- Not holding a position as a director / executive in such business

Number of term and number of years being a director

- Number of term 1 term, total 3 years

Meeting attendance in 2019

Board meeting / Subcommittee	Time	Percentage
Board of directors	4/4	100
Audit Committee	4/4	100

Number of shares and shareholding proportion in the company

- No securities held

Direct and indirect interests in any business in which the company or subsidiary is a contract party.

- Every agenda in the Annual General Meeting of Shareholders 2020, there is no special interest.

Map of the Annual General Meeting of Shareholders for the year 2020.

Green Resources Public Company Limited

**At Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405
Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province**



Tel : +66 (0) 2504-5235-39 / Fax : +66 (0) 2504-5243

E-mail : info@greenresources.co.th / Website : <http://greenresources.co.th>

GREEN08/2020

23rd March 2020

Subject Guideline for the Organization of the Annual General Meeting of Shareholders 2020
During the Outbreak of Coronavirus Disease (COVID-19)

Attention Shareholders of Green Resources Public Co., Ltd.

With reference to the invitation letter of the 2020 Annual General Meeting of Shareholders of Green Resources Public Co., Ltd. Dated 23rd March 2020,

The Board of Directors of Green Resources Public Co., Ltd. (hereafter referred to as “the Company”) resolved to call for the 2020 Annual General Meeting of Shareholders on 21st April 2020 at 10.00 hrs. At Green Resources Public Company Limited Building, Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kret District, Nonthaburi Province, The details are stated in the invitation letter of the 2020 Annual General Meeting of Shareholders of the Company dated 23rd March 2020.

As a result of the recent outbreak of the coronavirus disease 2019 (COVID-19), the Company is deeply concerned by the situation. Since the Annual General Meeting of Shareholders is the gathering of a large number of people which is one of the risk factors of the spread of the virus, the Company would like to ask for shareholders’ cooperation in considering to grant proxy to an independent director of the Company to attend the Meeting on their behalf. However, in order to effectively prevent and control the spread of COVID-19 virus as well as to protect the health of the shareholders, employees and the operation of the Company, we would like to inform you of the guidelines for the organization of the 2020 Annual General Meeting of Shareholders as follows:

1. Shareholders who are at risk, for example, those who are turning from high-risk countries indicated in the notice of the Ministry of Public Health, namely, China, Hong Kong, Macau, South Korea, Italy, Iran and other territories defined as disease infected zone or those who have fever or respiratory illnesses are to kindly grant proxy to an independent director of the Company or other persons to attend the Meeting on their behalf. Please submit the Proxy Form

to the Investor Relations Department at the address of the Company appeared at the end of this letter.

2. The Company will conduct a screening at the entrance the building and meeting room and provide protective equipment in front of the meeting room. Should any suspected case is found, the Company reserves the right not to permit the person to enter the meeting room. The shareholder will be able to grant proxy to an independent director of the Company or other persons to attend the Meeting on his/her behalf.
3. Should you have any questions, the Company has provided the opportunity for shareholders to express their comment or submit questions related to the agendas of the Annual General Meeting of Shareholders 2020 in advance from 26th March 2020 to 17th April 2020 via the following channels:

3.1 Email: info@greenresources.co.th

3.2 Post: Investor Relations, Green Resources Public Company Limited
405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District,
Nonthaburi 11120

The Company will collect all the comments and questions and propose to the Board of Directors to answer the questions on the day of the Annual General Meeting of Shareholders.

Please kindly be informed and thank you for your cooperation on this matter.

Sincerely yours,



(Mr. Pipat Viriyamettakul)

Chief Executive Officer

Green Resources Public Company Limited