

GREEN04/2019

26th February 2019

Subject : Schedule of the Annual General Meeting of Shareholders Year 2019, dividend payment, ratify for selling ordinary shares in subsidiaries 2018, Issuance of warrant No. 5, Allocation of newly issued shares, Capital increase, Amend the articles of association.

To : The President
The Stock Exchange of Thailand

Attachment : 1. Capital Increase Form (F53-4)
2. Summary of Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 5 of Green Resources Public Company Limited. Issued and allocated to the existing shareholders proportionate to their respective shareholding. (GREEN-W5)

Reference is made to the fact that Board of Directors' Meeting No. 1/2019 (the "Meeting") of Green Resources Public Company Limited (the "Company"), which was held on Tuesday 26th February 2019 at 10.00 hrs at the Company's meeting room, No. 405 Bondstreet Rd. Soi 13, Tumbon Bangpud, Amphur Parkred Nonthaburi Province, resolved to approve the following matters:

- 1) Approved to propose to the shareholders' meeting to consider and approve the omission of dividend payment. For the company's operating results for the year 2018, since the company has operating losses.
- 2) Approved to propose to the shareholders' meeting to consider and approve the appointment of Mr. Jadesada Hungsapruet, Certified Public Accountant Registration No. 3759 and / or Miss Kannika Wipanurat, Certified Public Accountant Registration No. 7305 and / or Mr. Jirote Sirirorote, Certified Public Accountant Registration No. 5113 of Karin Audit Company Limited as the auditor of the company for the year 2019 and approve the auditing fee for the year 2019 financial statements and determine the auditor's remuneration in the amount of 2,000,000.- baht / year.
- 3) Approve to propose to the shareholders' meeting to consider and approve the appointment of the directors who are retired by rotation, with the list of persons nominated for consideration as follows:

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| 1. Mr.Apichart Sivamoke | (The person who has been nominated by the shareholders for appointment holding the position of director in the annual general meeting of shareholders Year 2019) |
| 2. Mr. Tai Chong Yih | (Directors vacate office according to the proposed agenda name to return to the position) |
| 3. Mr.Yap Kim Yam | (Directors vacate office according to the proposed agenda name to return to the position) |
| 4. Mr.Somkuan Musig-in | (Directors vacate office according to the proposed agenda name to return to the position) |

In this regard, there are 3 directors who are due to retire by rotation in this agenda, namely, Mr.Tai Chong Yih, Mr.Yap Kim Yam and Mr.Somkuan Musig-in, which the company will consider proposing to the meeting to consider the appointment of the directors in accordance with the company's regulations.

- 4) Approved to propose to the shareholders' meeting to consider and approve the annual remuneration of directors 2019, not exceeding 2,000,000 Baht per year. The executive directors received compensation as an executive will not receive remuneration as a director again.
- 5) Approved to propose to the shareholders' meeting to ratify the shareholders in selling the ordinary shares in the subsidiary company according to Section 107 of the Public Company Limited Act BE 2535, since it is the sale of all ordinary shares held in the subsidiary company. 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% for Ms. 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. 11/2018 on November 13, 2018)
- 6) Approved the date of the Annual General Meeting of Shareholders Year 2019 on Friday, 26th April, 2019 at 10.00 hrs. At Princeton Bangkok Hotel, Vibhavadi 2 Conference Room, 4th Floor, No. 59 Mitmaitri Road, Khwaeng Din Daeng Subdistrict, Din Daeng

District, Bangkok 10400 which is scheduled for March 12th, 2019 as the date for shareholders' right to attend the meeting. Annual ordinary shareholders (Record Date)
The agenda items for the meeting are as follows:

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

Agenda 2 Consider and acknowledge the Company's operating results for the year 2018.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31st, 2018.

Agenda 4 Consider and approve the appropriation of profits and the omission of dividend payment for the operation results year 2018.

Agenda 5 Consider and approve the appointment of directors to replace the directors who must retire by rotation.

Agenda 6 Consider and approve the directors' remuneration for the year 2019.

Agenda 7 Consider and approve the appointment of the Company's auditors and the auditor's remuneration year 2019.

Agenda 8 To consider and approve the issuance of the Warrants to Purchase Ordinary Shares of the Company No.5

Agenda 9 Consider and approve the increase of the registered capital and the amendment of Clause 4 of the Memorandum of Association in order to be consistent with the increase of the registered capital.

Agenda 10 Consider and approve the allocation of the newly issued ordinary shares of the Company.

Agenda 11 Consider and approve the amendment of the Articles of Association of the Company No. 20 and Article 21 in order to comply with the law that has been amended.

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

Agenda 13 To consider other matters (if any).

- 7) Approved to propose to the shareholders' meeting to consider approving the increase in the registered capital of the Company by Baht 272,674,910 from the existing registered capital of Baht 818,024,729 to Baht 1,090,699,639 by issuing 272,674,910 newly issued shares with a par value of Baht 1 per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association in order to be in line with the increase of the registered capital for the purposes as follows:

7.1 to allocate not exceeding 272,674,910 newly issued shares at the par value of Baht 1 per shares (one baht), to accommodate the exercise of the right under GREEN-W5 to the existing shareholders proportionate to their respective shareholding (Right Offering). (according to Attachment 1).

- 8) To consider approving 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. The preliminary details of the warrants to purchase the Company's ordinary shares Issued and offered to the existing shareholders in proportion to their shareholding. The exercise price is 1.25 baht per share. One unit of the GREEN-W5 Warrants is entitled to purchase one newly-issued ordinary share (according to Attachment 2).

- 9) To consider approving issued and allocated not exceeding 272,674,910 (at the par value of Baht 1 per share) details as follows:

Issued and allocated not exceeding 272,674,910 at the par value of Baht 1 per share to accommodate the exercise of Warrants to Purchase Newly-Issued Ordinary Shares No. 5 of Green Resources Public Company Limited (GREEN-W5)

- 10) To consider approving for amendment to the Articles of Association Clause 20 and 21 to be in line with the revised law. The details are as follow:

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>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.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 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</p>

	<p>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.</p> <p>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 the Board of Directors can hold a meeting at the location of the head office of the company or other places as it deems appropriate 2 or more directors may request the Chairman of the Board to call a meeting in the event that there</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 it deems appropriate 2 or</p>

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.	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.
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Please be informed accordingly.

Sincerely yours,

(Mr.Pipat Viriyamettakul)

Chief Executive Officer