

INVITATION LETTER

Annual General Meeting of Shareholders 2019

Green Resources Public Company Limited

Friday 26th April, 2019

10:00 hrs.

At Vibhavadi 2, 4th Floor

Princeton Bangkok Hotel, 59 Mitmaitri Road

Din Daeng District, Bangkok 10400

TEL : +66 (0) 2617-4600

GREEN 06/2019

14th March 2019

Subject: Notice of the 2019 Annual General Meeting of Shareholders.

Attention: Shareholders of Green Resources Public Company Limited

Enclosures: 1. Copy of the Minutes of Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday, 31st July 2018;

2. Annual Report and Financial Statements for the year 2018 (in CD-ROM format);

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. 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)

7. Capital Increase Form (F53-4)

8. Details of the sale of ordinary shares in a subsidiary (Green Plus Asset Company Limited)

9. Proxy Form A, Form B and Form C;

10. List of the names of the Independent Directors for proxy in relation to the shareholders' meetings;

11. Map of the meeting venue

Green Resources Public Company Limited (the “**Company**”) hereby informs you that the Board of Directors resolved to convene the 2019 Annual General Meeting of Shareholders 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, in order to consider the following agenda items:

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

The company held Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday, 31st July 2018 and have prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2018 and submitted a copy of the meeting 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 Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday, 31st July 2018, 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 2018.**

The company has prepared the Company's operating results and significant changes for the year 2018 as per the details set out in the 2018 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 2018.

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

The company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31 December 2018, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2018 Annual Report, *Enclosure 2*. The subject matters of the Financial Statements are summarized as follows:

| | Consolidated Financial Statements | Separate Financial Statements (million baht) |
|----------------------------|--------------------------------------|---|
| Total assets | 1,130.78 | 814.48 |
| Total liabilities | 271.09 | 72.27 |
| Total revenues | 161.89 | 45.65 |
| Net profit (loss) | (2,580.63) | (11,193.51) |
| Earnings (loss) per share | (0.003) | (0.014) |
| (Based on net profit/loss) | | |

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 31 December 2018 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 2018.

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 results of operations in the year 2018, the company has lost operating results. Therefore deems appropriate to abstain from allocating profits and abstaining from paying dividends for the operating results of the year 2018 with the following details:

| Dividend payment details | 2017 | 2018 (proposing year) |
|-------------------------------------|--------------|----------------------------------|
| 1. Net profit (loss) (Baht) | (42,857,510) | (11,193,517) |
| 2. Number of shares (shares) | 715,020,835 | 818,024,729 |
| 3. Dividend per share (Baht: share) | Suspended | Suspended |
| 4. Total paid dividends (Baht) | Suspended | Suspended |
| 5. Dividend payout ratio | Suspended | Suspended |

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 2018 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 2019 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows:

- | | |
|------------------------|--|
| 1. Mr.Tai Chong Yih | Director |
| 2. Mr.Yap Kim Yam | Independent Director and Audit Committee |
| 3. Mr.Somkuan Musig-in | Independent Director and Chairman of the 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 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

1. Mr. Apichart Sivamoke (*Details are in Enclosure 5*)

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 4 persons as follows

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

So the company will propose to the Annual General Meeting of Shareholders for the year 2019. To appoint the Company's directors according to the Company's Articles of Association. (*Details are in Enclosure 5*)

Agenda Item 6

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

The company has determined the directors' remuneration by taking into account the performance of the directors, their scope of duties and responsibilities, and comparison with other listed companies of similar size in the same industry. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting for its consideration of the directors' remuneration 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. The executive directors received remuneration as an executive and will not receive compensation as a director again. Compensation and meeting fees consist of the following details

| 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 |
| | Remuneration (4times/year) | | Meeting Allowance 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> |
| Total Remuneration | 2017-2018 | | 2019 | |
| | <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. | | | | |
| 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. | | | | |

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

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 2019 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 2019.

The Board of Directors 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 (Nominated for the first year) |
| 2. Miss Kannika Wipaturat | Certified Public Accountant No. 7305 and/or (Nominated for the first year) |
| 3. Mr. Jirote Sirirorote | Certified Public Accountant No. 5113 (Nominated for the first year) |

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.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that 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.

Agenda Item 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 Board of Directors 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).**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Annual General Meeting for issuance of the Warrants to Purchase Ordinary Shares of the Company No.5 (GREEN-W5) to the existing shareholders proportionate to their respective shareholding as detailed above.

Agenda Item 9

To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase.

The Board of Directors deemed it appropriate to propose to Annual General Meeting to consider and approve the increase of the registered capital of the Company in the amount of 272,674,910 baht from the previous 818,024,729 baht to 1,090,699,639 baht by issuing 272,674,910 ordinary shares at a par value of 1.00 baht per share. (*Details appear Enclosure 7*)

The amendment to comply with the increase of Clause 4 of the share capital. By revoking and wording as follows;

Article 4. Capital : 1,090,699,639 baht (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine baht.)

Divided into : 1,090,699,639 shares (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine shares.)

Par value of : 1.00 baht (one baht)

Divided by

Ordinary shares : 1,090,699,639 shares (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine shares.)

Preferred : - None -

The Board's Opinion: The Board proposed to the Annual General Meeting for the approval of the increase in the registered capital of the company as well as the amendment to Clause 4 of the company's Memorandum of Association to be in line with the capital increase. And the person entrusted by the Board to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce have the power to amend and add words or take any action to comply with the order of the Registrar.

Agenda Item 10 **To consider and approve the allocation of the newly issued shares.**

The Board of Directors deemed it appropriate to propose to Annual General Meeting to consider approving 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) to the existing shareholders proportionate to their respective shareholding.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the Annual General Meeting to consider and approve allocation of the newly issued shares as detailed above.

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

The Board of Directors 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>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 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> |

| Rules of Green Resources Plc. | Draft rules of Green Resources Plc. Edit request |
|--|--|
| <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 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.</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> <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 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.</p> |

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the Annual General Meeting to propose amendment to the Articles of Association Clause 20 and 21 to be in line with the revised law as detailed above.

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

The Board of Directors 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)*

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Annual General Meeting shareholders' meeting to consider ratifying the sale of ordinary shares in the subsidiary (Green Plus Asset Company Limited).

Agenda Item 13

To consider other matters (if any)

The company set 13th March 2019 is the date to record the names of the shareholders who are entitled to attend the Annual General Meeting of Shareholders 2019.

The company has prepared the 2018 Annual Report and the Financial Statements for the year 2018 in CD-ROM format. If any shareholder wishes to obtain a hard copy of the Annual Report, please contact the Company at telephone number 02-504-5234-41 ext. 511-513 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 2018 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 10 to attend the meeting and cast the votes on his or her behalf, by executing the Proxy Form set out in Enclosure 9 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 02-504-5234-41 ext. 511-513 or facsimile number 02-504-5243

Sincerely yours,

Green Resources Public Company Limited



(Mr. Chaisith Viriyamettakul)

Chairman of the Board

Minutes of the Extraordinary General Meeting of Shareholders No.1/2018

Green Resources (Public) Company Limited

Date, Time and Place of the Meeting

The meeting was held on 31st July 2018, at 10:00 a.m., at Vibhavadi Ballroom, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng District, Bangkok 10400.

Commencement

Ms.Chonnanart Trisarp, the moderator of the meeting, gave welcome greeting to all attendants of the Extraordinary General Meeting of Shareholders No.1/2018 by informing the agenda that Green Resources Public Company Limited welcomed all the attendants of Extraordinary General Meeting of Shareholders No.1/2018 with the following information.

The company has the registered capital of 1,149,760,250 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 Administration 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 34 shareholders present with the total share of 212,977,107 shares and 42 attorneys with the total share of 296,564,571 shares, which were 76 shareholders with the total share of 509,541,678 shares or 62.2893 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 third of the distributed shares. The Company sold all of which are equal to (272,674,910 shares).

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 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 approved, not approved, or 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 **voted /not approved or /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 **voted /no approved or /abstained** shall raise their hands to let the staff collect the ballots to record and summarize the result for later announcement. And to ensure transparency and traceability of the vote count, On this occasion, the Company would like to invite the shareholders to represent the vote counting. Mr. Pisut Viriyamettakul The shareholders themselves are witnesses in the vote count. For the transparency and verification of the vote, the company was honored by the Thai Investors Association. Attending the shareholders meeting To evaluate the company is Mr. Sarachet Viniyakul.

The voting in this meeting is an open on, no secret voting is practiced. However, the vote cards from all attendants are collected for transparency.

3. 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. **Agree / Disagree / Abstain**, Each agenda item will use the latest number of shares.



6. The shareholders who submitted the ballots **not approved, or 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.

The moderator introduced the board directors, the executives, invited who to attended the meeting, as follows;

The Director Attendees

- | | | |
|--------------------------|----------------|---|
| 1. Mr.Chaisith | Viriyamettakul | Chairman of the Board |
| 2. Pol.Maj.Gen.Sahaschai | Indrasukhsi | Vice Chairman of the Board |
| 3. Mr.Prateep | Anantachote | Vice Chairman of the Board |
| 4. Mr.Pipat | Viriyamettakul | Chief Executive Officer |
| 5. Mrs.Pawanya | Krittachart | Director |
| 6. Mr.Tai Chong Yih | | Director |
| 7. Mr.Somkuan | Musig-in | Independent Committee/ Chairman of Audit Committee, |
| 8. Mr.Virat | Jansiriwattana | Independent Committee/ Audit Committee, and |
| 9. Mr.Yap Kim Yam | | Independent Committee/ Audit Committee. |

Remark : The last 9 directors of the Company were present at the meeting, representing 100% of the total number of directors.

The Executives Attendees

- | | |
|--------------------------|---|
| 1. Mrs.Thanida Inthachak | Chief Financial Officer and Senior Vice President in Financial Division, |
|--------------------------|---|

Attendee

- | | |
|-----------------------------|-------------------------|
| 1. Mr. Chainarin Sairungsri | Advisory of the Company |
|-----------------------------|-------------------------|



The moderator invited Mr.Chaisith Viriyamettakul, Chairman of the Board who was Chairman of the meeting, to greet and welcome all shareholders who attended the meeting and other attendants, and to give opening speech for the Extraordinary General Meeting of Shareholders No.1/2018. Chairman of the meeting also ran the entire meeting.

And before the start of the meeting, the President asked to remove Mr. Pisut Viriyametakul. The representative of the witness who counts the votes. It is related to Chairman of the Board at the meeting. And ask the meeting to appoint a witness to vote again. For the vote counting, the Company would like to invite one representative, one shareholder, to witness the vote count, namely, Mr. Apichart Sivamoke, as the witness in counting votes at this meeting.

Chairman greeted the present shareholders at the Extraordinary General Meeting of Shareholders No.1/2018 and requested the meeting to consider 8 agenda respectively as follows.

Agenda 1 To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018.

The Company held 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018. The Minutes of the Meeting was prepared and submitted to the Stock Exchange of Thailand within a given period as per the details set out in Enclosure 1.

Chairman assigned the Company Secretary to present the details to the Meeting for approval each page (there are 51 pages in total) starting from the page 1 out of 41. No amendment. Page 42 the shareholders proposed to amend the details as follows:

Mr. Surachet Winiyakul : In the agenda 6, at the end of page 42, I think the 2017 remuneration for directors that was not approved should be the 2018 remuneration instead, right?

Chairman : The 2017 one is correct.

Mr. Surachet Winiyakul : Are you sure? Why is it mentioned in the Item 6.2?

In the Item 6.1, the upper one is 2017's. According to the Item 6.2, it must be of 2018. Another error is its remark above that is stated that due to the error of vote count in the agenda 6.2, the vote was recounted the vote was the Item 6.2: the 2017



remuneration for directors was not approved. It should not have been of 2018 in case of the Item 6.2 because according to the agenda 6, the first part of the Item 6.1, it was stated to the 2018's. In fact, when I finished reading the page 51, it appears that it was re-mentioned, on the last page. The resolution is not to approve the 2018 remuneration with the majority vote; that is to say, this part has been amended. At page 42, it might be amended. I would like to clarify that at first, how was the count vote in the Item 6.1 and 6.2; in addition, in the Item 6.2, the part that was wrongly reported was announced in the last agenda whether it was summarized with that outcome and whether the page 51 is the amendment of the agenda 6.2 at page 42.

Ms. Sarunrat Seesan : Correct.

Mr. Surachet Winiyakul : If so, please correct it and note the incorrect part because the vote count in the agenda 6.2 has a mistake. Do you think it was reported correctly and it was amended? Finally, it was reported at page 51 again like how it was amended. What is correction of the Item 6.1 and 6.2?

Ms. Sarunrat Seesan : Dear Chairman and all shareholders. As the Association expressed the opinion in the error that is at page 42 reported by you, the Company will amend the error as your opinion, and the Item 2: the 2017 remuneration for directors that is not approved will be changed to the 2018 remuneration for directors that is not approved. In addition, the remark will be cut out as your opinion. Thank you.

MODERATOR : Would anyone else here like to amend the statement in the page 42? Go on considering at page 43-51. Would anyone like to amend the statement here? This agenda must be certified from the majority vote by shareholders who join the meeting and cast the vote.

Chairman : Thank shareholders for your suggestion and examination. I would like to get in the vote. Anyone agrees? Anyone disagrees? Anyone suspends the vote? If not, please cast the vote now.

MODERATOR : Anyone here would like to vote for disagreement or would not like to vote? Please raise your hand. The official will collect your ballot. If not, I would like to summarize the score result here.



The directors reckon that the to consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018 is completely correct; therefore, it is approved to be certified by the agenda.

Remark : In this agenda, there were 12 more shareholders attending in total, which was 16,269,486 shares. The total number of the present shareholders was 88 individuals, which was 525,811,164 shares.

Meeting Resolution : The agenda has the resolution to approve the Minutes of the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018. with the votes from the majority of the shareholders attending the meeting.

The correction as shown on page 42, line 15 as follows

Old 6.2 Consider and approve the fixing of the directors' remuneration for the year 2017.

New 6.2 Consider and approve the fixing of the directors' remuneration for the year 2018.

And delete notes in line 13 - 14 (page 42). To be consistent with the information that has been modified above. Also, the vote counting in agenda 6.2 was amended to correct as follows.

| | | | | |
|------------|-------------|-------------|--------|-------------|
| Old | Approved | 264,997,937 | Shares | or 56.5738% |
| | Disapproved | 203,112,740 | Shares | or 43.3621% |
| | Total | 468,410,677 | Shares | or 100.000% |
| | Abstained | - | Shares | |

| | | | | |
|------------|-------------|-------------|--------|-------------|
| New | Approved | 312,137,589 | Shares | or 66.6376% |
| | Disapproved | 156,273,088 | Shares | or 33.3624% |
| | Total | 468,410,677 | Shares | or 100.000% |
| | Abstained | - | Shares | |

Results of voting : The agenda has the resolution to approve the Minutes of the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018. with the votes from the majority of the shareholders attending the meeting as follow :



| | | | | |
|-----------------|-------------|--------|----|-----------|
| — Approved | 525,811,164 | Shares | or | 100.0000% |
| — Disapproved | - | Shares | or | - |
| — Abstained | - | Shares | or | - |
| — Voided ballot | - | Shares | or | - |
| — Total | 525,811,164 | Shares | or | 100.0000% |

Agenda 2 To consider and approve the fixing of the directors' remuneration for the year 2017 (retroact) and year 2018.

The Company has determined the directors' remuneration by taking into account the performance of the directors, their scope of duties and responsibilities, and comparison with other listed companies of similar size in the same industry. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting for its consideration of the directors' remuneration for the year 2017 (retroact) and year 2018 in the aggregate amount of not exceeding Baht 5,000,000 (five million Baht) per year.

The Annual General Meeting of Shareholders for the year 2018, held on April 5, 2018, did not approve the remuneration of directors for the year 2017, because the votes were less than two-thirds of the total number of votes of shareholders attending the meeting. However, the directors of the Company taking time to perform duties for the Company during the year 2017 and year 2018, it is proposed to consider the remuneration of directors for the year 2017 (retroact) and year 2018 again, proposed to the Extraordinary General Meeting of Shareholders No. 1/2018 to consider and approve the following agendas as follow;

2.1 Consider and approve the fixing of the directors' remuneration for the year 2017 (retroact).

2.2 Consider and approve the fixing of the directors' remuneration for the year 2018.

2.1 Consider and approve the fixing of the directors' remuneration for the year 2017 (retroact).

| Board of Directors | Remuneration | Meeting Allowance |
|---------------------------------------|-----------------------|-----------------------|
| | (Baht/Person/Quarter) | (Baht/Person/Quarter) |
| 1. Chairman of the Board of Directors | 30,000.00 | 18,000.00 |
| 2. Chairman of the Audit Committee | 30,000.00 | 18,000.00 |



| | | |
|--|----------------------------|-----------|
| 3. Directors and Audit Committee Members | 30,000.00 | 15,000.00 |
| Remuneration for the year 2017 (retroact) | | |
| The Board of Directors Meeting 6 times | 513,000.00 | |
| Total remuneration of directors for 3 quarters | <u>540,000.00</u> | |
| <u>Total 2017 remuneration</u> | <u>1,053,000.00</u> | |
| <i>Remark : Executive Directors As compensation for the management. The Board of Directors will not receive any remuneration as a director until the meeting resolves otherwise.</i> | | |

2.2 Consider and approve the fixing of the directors' remuneration for the year 2018.

| Board of Directors | | Remuneration | Meeting Allowance |
|--|-----------|----------------------------|---------------------------------|
| | | (Baht/Person/Quarter) | (Baht/Person/Quarter) |
| 1. Chairman of the Board of Directors | | 30,000.00 | 18,000.00 |
| 2. Chairman of the Audit Committee | | 30,000.00 | 18,000.00 |
| 3. Directors and Audit Committee Members | | 30,000.00 | 15,000.00 |
| | | <u>Remuneration</u> | <u>Meeting Allowance</u> |
| | | (4 times/year) | estimate 10 times/year |
| 1.Chairman of the Board | 1 person | - | - |
| 2.Chairman of Audit Committee | 1 person | 120,000 | 180,000 |
| 3.Director and Independent Director | 7 persons | 840,000 | 1,050,000 |
| -Director | 3 persons | - | - |
| -Director | 2 persons | 240,000 | 300,000 |
| -Audit Committee | 2 persons | 240,000 | 300,000 |
| Total Remuneration | 5 persons | 600,000 | 780,000 |
| <u>Total 2018 remuneration</u> | | | <u>1,380,000</u> |
| <i>Remark : Executive Directors As compensation for the management. The Board of Directors will not receive any remuneration as a director until the meeting resolves otherwise.</i> | | | |

In addition, the meeting resolved to propose the shareholders 'meeting to approve the directors' remuneration. (Excluding executives) who serve on the Executive Committee as follows:



| Executive Director Remuneration | Year 2017 (old) | Year 2018 (new) |
|--|--------------------|--------------------|
| Remuneration for executive directors (not exceeding) | 500,000 baht/month | 700,000 baht/month |
| The number of Executive Directors who are entitled to remuneration in this section. | 2 persons | 4 persons |
| <i>Remark : Executive Directors As compensation for the management. The Board of Directors will not receive any remuneration as a director until the meeting resolves otherwise.</i> | | |

The resolution in this agenda shall be approved by a 2 in 3 (two-thirds) of the total votes of the shareholders attending the meeting and having the right to vote. Have any questions or wish to have or not have seen otherwise.

MODERATOR : Anyone would like to ask a question? Please raise your hand.

Chairman : If not, I would like to cast the vote.

Mr. Arnu Wongsarakit : Hello. My name is Mr. Arnu Wongsarakij, a shareholder. I won't ask that why it should be approved. I would like to ask you about the details. I asked you that why the remuneration for directors and the remuneration for the committee Chairman were equal. I still wondered why. The remuneration that is separately granted will be paid better whereas the remuneration in a quarter will be equal. As I saw, why the remuneration was granted 3 times whereas the next page stated there were 4 times of remuneration granting. Is this considered the error? It was stated granting 540,000 baht in 3 times whereas 4 times in 2018.

Chairman : Those four times are 120,000 baht.

Mr. Arnu Wongsarakit : All in all, there were 4 times, right?

Mrs. Thanida Intachak : To be clearer, 3 times belonged to 2017 whereas 4 times belonged to 2018.

Chairman : All three times belonged to and arose in 2017.

Mr. Arnu Wongsarakit : That is to say, 3 times in 2017 is considered a quarter granting whereas in 2018 granting 4 times is also considered a quarter granting.

Chairman : In 2017, it lacked of shareholders in the meeting.

Mr. Arnu Wongsarakit : It remains only 3 times. Another problem I found is that... for example, the executives won't get paid the remuneration, plus the details of the next page. As you



stated, if there were two executives who were directors, so they didn't get paid the remuneration. According to the details, there will be 4 people this year. If so, the remuneration will be less paid than the previous year. However, in the details presented in the meeting, it was stated that there are 7 people in total: 3 people won't get paid the remuneration whereas the rest of 4 people can get paid the remuneration. I have wondered whether those 4 people are 3 director and the director Chairman who won't get paid the remuneration or not.

Chairman : Please listen to me carefully, sir. There are 2 groups of the directors. The first one is an independent director, who is not get paid but only the remuneration in a quarter and the meeting allowance. The second one is an executive director, who gets paid the salary. Therefore, in the past, they would get both. But now we start changing that a director, who gets the salary, won't get the meeting allowance –it is considered a new phenomenon of being the registered company in the Stock Exchange of Thailand. It is the director's right whether will give up this thing. Now we think Green Resources (Public) Company Limited has lacked of the capital. A moment ago, the shareholder asked why they are equal. It is my act of reducing the remuneration because I don't need the Company to have too much expenses. That is why they are. Actually, the meeting of the executive directors provide a higher remuneration. This point is a reason that makes the equivalent remuneration. In fact, I was offered higher than this, but I denied.

Mr. Arnu Wongsarakit : My question is those two people, last year, who did not get paid the remuneration were the committee Chairman and one director, right?

Chairman : Last year, I didn't join the meeting yet.

Mr. Arnu Wongsarakit : There were two directors who didn't get paid the remuneration because of the details. Last year, there were two executives, so they monthly earned 500,000 baht. But this year, there are 4 executives. So, I wonder that as the details it should be one committee and one director. The rest of two people are new directors, aren't they?

Chairman : Correct, but I would be thankful to the previous board. We had talked to each other that we must lower the expense of administration. He gave up lowering his remuneration. Thank him from all shareholders. I think it's worth to working surely. I guarantee those four directors who will provide the amount of work that is worth



to what is spent on, but actually 700,000 baht that was requested for an approval isn't fully spent. There is the plan related to selection of executives for business enhancement. I think the financial limit should be requested that isn't necessarily fully spent.

Mr. Arnu Wongsarakit : I got it. 700,000 baht may not be fully spent. As the request, each may not get as wish.

Chairman : Less than 700,000 baht, isn't it?

Mr. Arnu Wongsarakit : In other words, it isn't determined as a salary.

Chairman : It is determined to be monthly paid, but the financial limit may be spent 500,000 baht or 600,000 baht. This part can't be revealed. The request was submitted. It may not be spent next year because there may be less work next year. I think the business that we have run with Green Resources (Public) Company Limited must be more expanded. I need more personnel. So, that is why I determine the financial limit.

Mr. Arnu Wongsarakit : Those four directors may not get the money of 700,000 baht equally, may they?

Chairman : Skip this question because it is confidential.

Mr. Arnu Wongsarakit : At first, I understood that 700,000 baht would be divided equally to those four directors.

Chairman : No. This financial limit isn't fully spent because it may be spent on hiring more employees –it is considered not escalation.

Mr. Arnu Wongsarakit : That means it may be spent 400,000 baht this month and 500,000 baht next month or 200,000 baht. Something like this?

Chairman : Maybe, but not exceed 700,000 baht in 2018.

Mr. Arnu Wongsarakit : Thank you.

MODERATOR : Anyone shareholders would like to ask more questions? Please raise your hand. If not, I would like to cast the vote in the agenda 2 of consider and approve the fixing of the directors' remuneration for the year 2017 (retroact) and year 2018. This agenda must include the vote of 2 in 3 of shareholders' all shares who join the meeting and have the right to vote. Anyone disagrees or suspends the vote? Please raise your hand. The officer will get your vote card. (None) I would like to summarize the vote result.

Remark : In this agenda, there were 6 more shareholders attending in total, which was 6,641,747 shares. The total number of the present shareholders was 94 individuals, which was 532,452,911 shares. The votes of directors who have conflict of interest for this agenda item, the following 2 persons



| | | | |
|---------------------------------------|------------------------|---------------------------|---------------|
| 1. Mr.Tai Chong Yih | Number of votes | 73,429,424 | Shares |
| 2. Pol.Maj.Gen Sahaschai Indrasukshri | Number of votes | 31,580,600 | Shares |
| Total | Number of votes | <u>105,010,024</u> | Shares |

The votes will not be counted in this agenda.

Meeting Resolution : The agenda has the resolution to approve the fixing of the directors' remuneration for the year 2017 (retroact) and year 2018 with the votes of not less than 2- 3 (two-thirds) of the total votes of the shareholders attending the meeting attending the meeting and having the right to vote.

Results of voting : The agenda has the resolution to approve the fixing of the directors' remuneration for the year 2017 (retroact) and year 2018 with the votes from the majority of the shareholders attending the meeting as follow :

| | | |
|-----------------|--------------------|----------------------------|
| — Approved | 396,953,187 | Shares or 92.8670% |
| — Disapproved | 30,489,700 | Shares or 7.1330% |
| — Abstained | - | Shares or - |
| — Voided ballot | - | Shares or - |
| — Total | 427,442,887 | Shares or 100.0000% |

Chairman : Thank you to the shareholders for the remuneration of the directors to make two sets of them.

Agenda 3 To consider and approve the decrease in the Company's registered capital, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease.

Chairman : Chairman assigned Mr.Pipat Viriyamettakul , Chief Executive Officer ,to present the details.



Mr.Pipat Viriyamettakul :

The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2018 to consider approving the decrease in the registered capital from the existing registered capital Baht 1,149,760,250 to the registered capital of Baht 818,024,729 by cancelling 331,735,521 unissued shares with a par value of Baht 1 per share.

The amendment to comply with the reduction of Clause 4 of the share capital. By revoking and wording as follows;

Article 4. Capital : 818,024,729 Baht (eight hundred eighteen million twenty four thousand seven hundred twenty night baht)
Divided into : 818,024,729 shares (eight hundred eighteen million twenty four thousand seven hundred twenty night baht)
Par value of : 1.00 baht (one baht)
Divided by
Ordinary shares : 818,024,729 shares (eight hundred eighteen million twenty four thousand seven hundred twenty night)
Preferred : - None -

Mr.Pipat Viriyamettakul : The shareholders have any questions or wish to have an opinion or otherwise not.

MODERATOR : Any shareholder? Need more information or not. If so, please raise your hand. If you have any further questions then I was wondering if there is any shareholder wishing to vote Agenda 3 To consider and approve the decrease of registered capital And Amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital.
For this agenda, the votes must be received by not less than three-fourths (three-fourths) of the shareholders attending the meeting and having the right to vote. May I invite you to vote for this agenda? I was wondering if there is any shareholder wishing to vote Dissenting or to abstain from voting. Please raise your hand, and the staff will walk to collect your ballot (none). May I conclude the vote?

Remark : In this agenda, there were 1 more shareholders attending in total, which was 2,168,600 shares.
The total number of the present shareholders was 95 individuals, which was 534,621,511 shares.



Meeting Resolution : The agenda has the resolution to approve the decrease in the Company's registered capital, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease. And the person entrusted by the Board to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce have the power to amend and add words or take any action to comply with the order of the Registrar, with the votes of not less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

Results of voting : The agenda has the resolution to approve the decrease in the Company's registered capital, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease with the votes of not less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote as follow :

| | | | | |
|-----------------|-------------|--------|----|-----------|
| — Approved | 534,621,511 | Shares | or | 100.000% |
| — Disapproved | - | Shares | or | - |
| — Abstained | - | Shares | or | - |
| — Voided ballot | - | Shares | or | - |
| — Total | 534,621,511 | Shares | or | 100.0000% |

Agenda 4 To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase.

The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2018 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.

The amendment to comply with the increase of Clause 4 of the share capital. By revoking and wording as follows;



Article 4. Capital : 1,090,699,639 Baht (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine baht)

Divided into : 1,090,699,639 shares (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine baht)

Par value of : 1.00 baht (one baht)

Divided by

Ordinary shares : 1,090,699,639 shares (One thousand ninety million six hundred ninety nine thousand six hundred thirty nine)

Preferred : - None -

Chairman : I'd like to clarify the number of shares to be increased. Due to the company's existing cash capital, Green Resources (Public) Company Limited is a company that has a quite strong financial status because of no debt. It's the only company without debt, and we have around 2-3 million baht cash on hand. After we've managed the company, we have had projects over the past months. I think we have made quite a big progress. We've purchased the 1-megawatt solar farm project in Lopburi, which has already been transferred, and it has generated revenue for the 2nd quarter. We purchased it at 78 million baht. The 2nd project is going to happen. We've invested capital in the 5-megawatt project, and we own the 3-megawatt project, which is expected to be transferred this quarter. I think the cash on hand is running out. If we are to buy another project, we need to resort to the bank. There's some good news for Green Resources (Public) Company Limited. After I've been in charge of the credit, several banks have offered us that. Originally, we couldn't take loan, but now we're the good customer for many banks. The banks can facilitate us in terms of credit. For example, the bank has given 60-65 percent credit of the purchasing budget for the project we're purchasing next week, which is a new phenomenon for Green Resources (Public) Company Limited. Therefore, I have cash to buy the administrative project. Assuming the capacity of the cash on hand, how much we can do with it? For this, it will be twofold because we've taken two-third



of the loan. I just want the shareholders to be at ease because not only that we have 300 million baht and we utilize 300, but we can also manage it to be 1,000 million baht. I think we can make the investment grow because of the portion of the bank company, and the interest will be lower than Internal Rate of Return (IRR). Also, there will be no problem for the Commercial Operation Date (COD) in the project we've bought. In terms of risk, there is none. Please trust me. The increase of capital in the agenda 4 is the future income in the next 4 years ensuring that we will certainly have revenue, the least of which is 300 million baht. We will also have cash flow. I believe that the directors who are major shareholders, if the company wishes to increase the capital, will exercise their right and stabilize the cash flow of the company. This is the plan I've set for the company's investment. I think it is beneficial. Ladies and gentlemen, this is going to continue to Agenda 5 which is the increase of warrant (the certificate of right to purchase common shares and increase the company's capital for the 5th time). These 2 agendas are related to each other. Therefore, I'm proposing the increase of capital first. May we now conclude?

Mr. Sangiam Siripanitsutha : Congratulations to Mr. Chaisith for being Chairman. For the agenda 4 regarding the increase of capital, I understood that there were 272,674,910 shares to facilitate the warrant. However, in the future, if there's a change or adjustment of right or an increase of right in the warrant, the increased shares will not be facilitated. I don't know how we can solve this problem if there is a change of right in the warrant e.g. increase of dividend, which increases the right. What are we going to do if this happens?

Chairman : I think it's like other companies. I pay the dividend over 80 percent as holding shares in Vidhavadi. When it's over 80 percent, it affects a warrant that had been issued. The Stock Exchange has its calculating formula that how we amends the right of warrant holders, shareholders will gain the right of changing more warrants. But the same time, the money of right execution will be less a bit. Finally, the money values the same. When it's time, we must ask for an approval of capital increase in the meeting. Is my understanding correct?

Mr. Chainarin Sairungsri: Dear all shareholders. Generally, the Securities and Exchange Commission and the Stock Exchange of Thailand protect the warrant issuance. Every time the company



pays a dividend over the rate specified in the specification of right, shares are issued to increase the low-price capital or any incidents affecting the right of share warrant holders. The Company will calculate capital increase shares to acquire enough supporting shares for a change of warrant status. This will be presented to the shareholder's meeting for consideration in the future. In case of such an event, don't worry about. There's a standard. Thank you.

Mr. Sangiam Siripanitsutha : It means we've to spend 280 million baht, right? How can we get it?

Mr. Chainarin Sairungsri : This will take place in next 4 years. Like next year, we've to pay a dividend. If paying a dividend over the rate specified, and more shares need using in the shareholder's ordinary meeting or the shareholder's extraordinary meeting in the future, the board will present the capital increase to support a change of the right.

Mr. Sangiam Siripanitsutha : If we avoid it against expenses in the single meeting, and increase the capital for a reserve, can it take action?

Mr. Chainarin Sairungsri : I don't think so if it doesn't practically happen. If it happens, the shareholder's ordinary meeting will be held for it. Every year, we hold the shareholder's ordinary meeting, we will take this opportunity to consider agendas if there's the event related to such a point without charging any expenses because the shareholder's ordinary meeting has to be held as usual except there's a necessary cause that happens in the period nearly expiring; not conforming with the shareholder's ordinary meeting. However, such an opportunity is rarely available because the Company will firstly know and manage it. Thank you.

Mr. Arnu Wongsarakit : I need to ask for details of money that we will increase the capital like the solar project at Lopburi that you had said or other projects. Do you think how much the return of investment in the future will be, it will be worth and how it affects our business profits? Why do you choose the warrant issuance instead of increasing the capital for an increase of liquidity? Because it is urgently needed or it needs a lot of money for purchasing projects. I think it's not certain for the fact that executives or shareholders can change the 4-year right even if you spend up to 4 years. If we need to spend rush money with good projects and good returns, but the capital increase of shareholders is another way that we can increase a proportion of liquidity.



Chairman

: Thank you for the question. I've just clarified the liquidity of the company's finance. We have abundant cash flow which will last for 2 years, and I think it's sufficient. Speaking of the 3rd and 4th year, we need to make money. The shareholders don't need to be worried about how the money is made, and if ready, we can change the rights because the share price with the original right is set at 1.50 baht. However, that day we had the board of directors meeting, and the share price was 1 baht. So, we reduced it to 1.25 baht. We have 25 Satang share premium, which is still appropriate. If the annual average grows 10 percent of the share price, we'll be happy: 5 years, 50 percent. Now, it's 25 percent, which is good. However, I think, for the price, if we have good returns next year in 2019, the price will not stay still because there is damage to the company. If we look at the history, we will see that some owe 6-7 baht, which is not me. I don't owe anything. We will try our best to take the best care of the shareholders. Please be confident about how the money is spent. I've done businesses for 30 years, and I've never said lack of liquidity. So, I always make advance plans when administering a business. Money is the key of businesses. If we move forward without insufficient money, we'll encounter risks. So, I think that for the warrant, if you increase the capital, you'll be in trouble. Why? Because not all the shareholders are ready and they have unequal money. Some are ready to pay, while some aren't. Therefore, issuing the warrant for a period of 3-4 years is the most appropriate, I think. You can pay when you're ready, and I think it is what the shareholders are most satisfied with. The banks will trust us because they see that we increase the capital, so we won't be forced. When taking a large amount of loan, the bank will like it because we've increased the capital. If we don't increase the capital, the bank will not be very satisfied because the portion of debt per capital will be high and it'll be difficult to answer the bank's questions. This plan right here is a good one because we don't need to worry about the liquidity. At Green Company, I see that we'll be doing fine in the next 4 years because if our projects get bigger, the company will also grow bigger. We will increase the capital and issue Warrant 6. This increase will greatly benefit the shareholders. I'd like to inform all the shareholders that what we do is for the future of Green Company. The agenda 4 and 5 should be concluded together because if we increase the capital but the warrant is



invalid, we'll have to come back and reduce the capital. I think all the shareholders should vote them together so that they both pass. If the warrant isn't approved, and the capital of Warrant 5 is increased, we'll have to come back. Now, the agenda 2 is contradicting. In fact, I think that the agenda 5 should be brought up before the agenda 4. The shareholders need to approve Warrant 5 before increasing the capital. If you increase the capital but the Warrant 5 isn't approved, they both are not going to be approved. We should take the middle path and see which agenda we should vote first. The agenda 5 first, is it good?

MODERATOR : We had better cast a vote as the agenda informed in the meeting invitation.

Chairman : The agenda 4 should be voted first.

Mr. Sangiam Siripanitsutha : In other places of such continuous agendas, Chairman can inform that such agendas are related to each other. If either of those agendas isn't passed, it's considered both of agendas aren't passed. It can be informed like this.

Chairman : Like I informed, the agenda 5 isn't passed and then the agenda 4 must be not passed, is it?

Mr. Arnu Wongsarakit : Recently asked for expectation of the investment return, it spends 272 million baht in 4 years. Is it enough? That's enough for us. Next 4 years, we need to ask for Warrant 6 and Warrant 7. I think if our project is large enough, we should ask for a lot of approvals.

Chairman : I won't have money to pay if it's a lot. Let's do it simply. For the returns of the project we've studied, the IRR is around 8 percent, which we have to get first. If you ask if I'm personally satisfied, I'm not quite satisfied with this number. But we need to have the foundation. If today we do nothing and deposit it to the bank, it will be less than 1 percent. So, we move from 1 to 8 first for some parts. When the time comes, we will have alternatives, which we have now. If the returns are too low, I won't invest, really. I want 2 digits and more, if possible. However, sometimes, it's hard to choose. In real businesses, we have to consider many aspects. Risk is what I'm most concerned about. The shareholders mustn't risk it. Apart from what we're doing now, we also manage the existing assets. Green Company is rich, but the shareholders don't even know how we become rich. We have assets free of debt and a lot of projects. If we convert them to capital or cash, we'll be at another level. I'm



going to administer this. From fixed assets to cash, we can utilize the cash to generate more income and assets. If we're lucky, we'll have good news about selling assets. Now, I can't disclose anything, but we have 50 percent chances - I don't want to raise up your hope much.

MODERATOR : The majority vote in the agenda 4 must not be less than 3 in 4 from shareholders who join the meeting and have the right to vote. Anyone would like to question once more?

Mr. Thara Chonlapranee : I'm not sure whether what you said is related to the pipeline and rooftop project in the report of the previous meeting from page 18 to 51 regarding the following projects: the 5-megawatt solar farm project in Sra Kaew (first quarter), the 5-megawatt solar farm project in Nakhon Ratchasima with 5.66-baht fit-in (second quarter), the 1-megawatt solar rooftop project in Petchakasem, Bangkok with 6.16-baht fit-in (third quarter) and expected-to-invest projects such as self-consumption; that is to say, a solar farm that can be produced by villagers themselves, etc. I don't know it's related to money.

Mr. Pipat Viriyamettakul : Yes, the money here will be spent on the pipeline project.

Mr. Thara Chonlapranee : If looking at these numbers, we'll earn approximately 300 million baht from 272 million shares costing 1.25 baht each. Is it enough? Or we don't invest 100 percent like the 5-megawatt project in Nakhon Ratchasima.

Mr. Pipat Viriyamettakul : A warrant belongs to the next project. The money available in the Company covers these projects. It's enough.

Mr. Thara Chonlapranee : We spend cash and cash flow available now in these projects. The money from warrants will be in next 4 years. It's not certain when, either. So, we only expect to gain 300 million baht when it reaches 4 years. How can we earn from now on?

Chairman : I would like to explain more. Now Green Resources (Public) Company Limited has cash in hand that can run 3 projects without borrow a bank, but may borrow a bank for the previous project in Sra Kaew that we expected that it can't be loaned because we spent approximately 200 million baht. The cash in two projects in Lopburi has been spent up, but we can borrow around 100 million baht from a bank. Another project in Pak Chong isn't certain, either, because of the condition of purchase. I prevent risks; for example, the project in Sra Kaew delayed because there's no COD and then we cancelled. But now there's COD, it'll finish certainly next week.



Now the electricity charge reaches the Company that we hold shares. It delays because it needs to be registered the right of guarantee with a bank. The money from warrants isn't related to this but to what I expected that we work and know that we will get more work that may be more than what is mentioned here. It's something happening in the future. We've to prepare money for the capital increase that can be made variously. Announcement of capital increase is to pay money immediately, but I'm afraid that it'll impact on major shareholders because they own a lot of shares, so they choose to issue warrants instead. It takes 4 years for earning money to increase money in the Company. Don't worry these four projects don't spend any more of warrants. Cash that we have is enough for administering these four projects.

Mr. Thara Chonlapranee : Go on page 16. According to the incomes that we'll gain from the electricity project of J.E. Solar Company in Lopburi, I'm confused after I looked at the number in the Item 1.1, the graph that shows comparison of electricity produced each year. It was reported that the average of 2016 was 118,000 units/year. I'm not sure whether "yearly production" is correct. Like in 2017, the company got into the turning process, the average was 115,000 units/year. After the company ran the business, the average of the last three months was 120,000 units/year. There're only 3 months. Why was it mentioned a year. I think it should have been a month or monthly instead.

Mr. Pipat Viriyamettakul : Per month.

Mr. Thara Chonlapranee : If so, it is considered the false report. Go on. In the Item 1.2, it was reported that the average income in the first year of 2016 with COD was 720,000. There's no the monetary unit written here. Go on. I understand that here is per month because the average of 2017 was 700,000 baht a year. The average of the last three months was 750,000 baht per month. Here is written 'per month'. The numbers don't conform to each other. You can see that such a case of 1-megawatt solar farm project, we can earn approximately 8 million baht a year. In case of the project in Sra Kaew with COD, we can gain 600,000 units a month. We have only 3 megawatts and 600,000 units. After calculated, or 600,000 units is 5 megawatt.

Mr. Pipat Viriyamettakul : 600,000 units is 5 megawatt.

Mr. Thara Chonlapranee : So, we've only 60 percent or 360,000 units, right? Multiply it by 5 baht, it's approximately equal to 1 million baht a month or approximately 15 million baht a



year plus 8 million baht from the project in Lopburi. All in all, we'll have 20-30 million baht a year. This number is correct?

Mr. Pipat Viriyamettakul : Yes.

Mr. Thara Chonlapranee : Now we've the incomes and financial limit from a bank that you had mentioned up to 100 million baht, so the fact that you stated that the cash will cover these projects, it makes me feel weird. Will it be enough for those four projects? Is a warrant enough until the next 4 years? Another question of mine is whether now the company has the accumulated deficit or accumulated earnings.

Mr. Pipat Viriyamettakul : Accumulated deficit.

Mr. Thara Chonlapranee : May I skip to the point of warrant? There's the rules of warrant issuance formulated by the Securities and Exchange Commission on the change of right because in the future, a warrant is issued or a dividend is paid more at a low price or whatever. There's one rule that isn't mentioned here. Please look at the point of warrant at back page 4 out of 7 regarding the change of right. Look at here. Nothing is mentioned about what I said anymore. By accident, I knew that there's a difference from other companies on the change of right. The Securities and Exchange Commission formulated the rules, one of those is the change of right. Certainly, it mentions the increase of capital and the reduced price of right execution. In addition, the change of right mustn't be lower than the par. As some companies, I understand that this statement is incorrect. Does our company study this statement? Due to the fact that we've the accumulated deficit under the Public Company Act, we've the right to be able to issue shares at a lower price than the par. Is this price determined over the par from the regulations? Because we determine the price at 1.25 baht that is over the par, 1 baht. It is considered 25 percent of the par, but there's the opportunity to change the right in the future that may be lower than the par, but it's forced by the Securities and Exchange Commission that not lower than the par. This will make lose shareholder's benefits. I'm not sure about this statement Thank you.

Mr. Chainarin Sairungsri : Thank you, all shareholders here. The Company will determine the details here in the specification of right, The statement that appears in the specification of right will contain: in case of changing the right until the price of right execution is lower than the par, the new price of right execution will be used instead except it is the



case prohibited by the law to issue shares lower than the par, so the par will be used as the price of right execution instead.

Mr. Thara Chonlapranee : This is considered the problem because I'm in another company where issues a warrant. So, the price of right change should be lower than the par due to the accumulated deficit, but it's forced that it can't be changed lower than the par, 1 baht. The abovementioned company issues a share of PP lower than the par like 70 satang. It appears that our price is 1 baht. We are taken the advantage due to the rules of the Securities and Exchange Commission directing that you can sell PP at a low price, but the price of right change can also be lower than the par. That's a problem. So, I think this rule... I'm not sure because our company is under the Public Company Act. We've the right to issue shares at a low price. If there's accumulated deficit, use the statement here. The Securities and Exchange Commission allows to use this right to change the right price.

Mr. Chainarin Sairungsri : Practically, the Company will mainly keep the maximum benefit of warrant holders. If in the future, there's such an event, the Company will discuss with the Securities and Exchange Commission, the Stock Exchange of Thailand and the Ministry of Commerce about the change of right. If something makes the price of right execution lower than the par, whether the company can operate or not. Thank you.

Chairman : I would like to add more details. As all shareholders worried that this situation may happen to Green Resources (Public) Company Limited, I would say that it can't happen to ours. Due to the fact that the company that raised the capital at low prices can't attract anyone to get involved in. So, those companies have to find out PP as you all mentioned earlier. Green Resources (Public) Company Limited has issued a warrant which has a higher value than Par by 25 percent. We believe that Green Resources (Public) Company Limited has enough potential because we have well-constructed business structure and fundamentals. We just need people to take care of our business to keep growing up. So, I completely believe that this situation will not happen to Green Resources (Public) Company Limited. From what I've done so far, I did it because I would like to offer the stock options to the existing shareholders. For the new shareholders, I would like to have share premium from offering them stock options at 1 baht. Anyway, this won't be effective for the company. So, I will



not do this. In terms of dividend payment, if we pay for more than 80 percent, problems will occur. Therefore, the company will pay for dividend payment for only 60- 70 percent. Consequently, there is no problem in the extent of stock options adjustment. In case the company has realized the potential problems that may occur already, we should prevent them. So, there is no effect on our shareholders and the stock options adjustment ratio. In case that Green Resources (Public) Company Limited pays for the dividend payment for 50 percent. The majority of shareholders would be satisfied with what the committees have done so far since Green Resources (Public) Company Limited has lost over the past five years. This year I will do my best to manage the company. I have worked hard with projects as I planned to make the company more prosperous. Since I have managed many businesses before, I'm sure that I can manage this business honestly. Also, I would say that nothing is too difficult for our board. In the singing for binding of the company, I proposed to the meeting not to sign with my child to show sincerity in working. Besides, I did not want my family member to get involved in any business. It is also a code of conduct that I have been practicing for 30 years. I have been doing business in the stock market for a long time. So, my business is trustable for all shareholders. Thank you very much and let's determine by vote later on.

MODERATOR : I would like to inform Chairman and shareholders that agenda 4 and agenda 5 are related to each other. So, I would like you all to vote on both agenda 4 and 5 at the same time. In terms of agenda 4, it is about considering and approving the increase of the capital for company registration. Also, it's about the memorandum's adjustment (item 4) of the company, which is related to the company registration. According to agenda 5, the committees proposed the approval of the issuance and offering of warrants to purchase new ordinary shares of the Company for the fifth time (GREEN-W5). As for agenda 4 and agenda 5, the shareholders who would like to abstain for voting, please raise your hand up. And no one votes for abstention. Lastly, the shareholders who would like to vote for disagreeing in agenda 4 and 5, please raise your hand.



Mr. Sangiam Siripanitsutha : Would you excuse me? From what we have discussed earlier, they are all in agenda 4. For agenda 5, the committees haven't discussed yet. So, should we vote on both agenda 4 and 5?

Chairman : We have discussed some extent of the increase of the capital for the existing shareholders by issuing GREEN- W5. If the shareholders have any questions to ask, please feel free to ask. So, I think all of us can vote on the agenda 4. So, this agenda should have been done.

MODERATOR : The majority vote in this agenda must not be less than 3 in 4 from shareholders who join the meeting and have the right to vote. Anyone disagrees or suspends the vote? Please raise your hand. The officer will get your vote card. (None) I would like to summarize the vote result.

MODERATOR : For the agenda, it requires the votes of not less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote. If you don't have any further questions or opinions, may I invite you to vote for this agenda? I was wondering if there is any shareholder wishing to vote Dissenting or to abstain from voting. Please raise your hand, and the staff will walk to collect your ballot (none). May I conclude the vote?

Meeting Resolution : The agenda has the resolution **not approve** the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase, with the votes of less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

Results of voting : The agenda has the resolution **not approve** the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase as follow :

| | | | | |
|-----------------|-------------|--------|----|----------|
| — Approved | 376,978,523 | Shares | or | 70.5132% |
| — Disapproved | 157,642,988 | Shares | or | 29.4868% |
| — Abstained | - | Shares | or | - |
| — Voided ballot | - | Shares | or | - |

[Signature]

— *Total* 534,621,511 Shares or 100.0000%

Chairman : In such a case, the agenda 4 isn't approved; therefore, in the agenda 5, no need to cast a vote because it's the continuous agendas. That's ok, everyone because the board has planned as the investment in the future, but it's alright whether some shareholders disagree with this. However, I'll bring this agenda to the 2019 shareholder's ordinary meeting again. I need all cooperation from you here.

Agenda 5 To consider and approve the issuance of the Warrants to Purchase Ordinary Shares of the Company No.5 allocated free of charge to the existing shareholders proportionate to their respective shareholding.

Due to the Agenda 5 is related with Agenda 4 : The Capital increase. Therefore, there is no need to consider the Agenda 5 : the issuance of the Warrants to Purchase Ordinary Shares of the Company No.5.

Remark : In this agenda, there were 4 more shareholders attending in total, which was 3,347 shares. The total number of the present shareholders was 99 individuals, which was 534,624,858 share

Agenda 6 To consider and approve the allocation of the newly issued shares.

Due to the Agenda 6 is related with Agenda 4 : The Capital increase. Therefore, there is no need to consider the Agenda 6 : the allocation of the newly issued shares.

Agenda 7 To consider and approve amendment to the Articles of Association Clause 24 to be in line with the revised law.

Chairman : Chairman assigned Mr.Pipat Viriyamettakul , Chief Executive Officer ,to present the details.

Mr.Pipat Viriyamettakul :

The Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2018 for amendment to the Articles of Association Clause 24 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.24 The Board of Directors must arrange the annual general meeting of shareholders within 4 months from the end of the fiscal year.</p> <p>Other shareholders' meeting. The Extraordinary General Meeting of Shareholders shall be called the Extraordinary General Meeting of Shareholders at any time, but shall be deemed appropriate. The number of shares can not be less than one in fifth of the total number of shares sold. Or shareholders of not less than 25 persons, who have a total of not less than one-tenth of the total number of shares sold. The Board of Directors may request the Board of Directors to call an extraordinary meeting at any time. In this case, the Board of Directors shall hold a shareholders' meeting within one month from the date of receiving the letter from the shareholder.</p> | <p>No.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"</p> <p>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.</p> <p>In case the Board does not arrange a meeting within the period specified in the second paragraph. The number of shares required to attend the meeting may be summoned within forty-five (45) days from the date of the expiry of the period under the second paragraph. In such case, it shall be considered as a meeting of shareholders to be called by the Board of Directors. The Company shall be responsible for the necessary expenses incurred by arranging the meeting and providing reasonable convenience.</p> <p>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 No. 27. The shareholders under the third paragraph shall jointly be responsible for paying the expenses incurred from the holding of such meeting.</p> |



- MODERATOR : Anyone would like to ask a question or comment otherwise?
- Mr. Thara Chonlapranee : There are two points of the general revision of the regulations from other companies. The first one is the company's director meeting. The second one is the shareholder's meeting. But this time, the Company amends only the case of the shareholder's meeting, but we don't amend the company's director meeting on the act that the board can use a video conference. I need to know the reason why.
- Chairman: Most of other companies always solved the problem like this according to this law to prevent exceeding expenses that will arise from holding each meeting because it costs quite a lot for holding a meeting each time. If shareholders requested for a meeting too often, it would negatively affect the Company's expense.
- Mr. Thara Chonlapranee : I would like to ask you about the meeting that uses a video conference because directors sometimes can't join the meeting, but they can make a video conference with the meeting. This is considered facilitating who can't join the meeting. Why don't we solve the problem of the company's director meeting, either?
- Mr. Chainarin Sairungsri: Because the company's board reckons that a video conference will be used with directors who are available in the Kingdom only. If those directors are available in the country, they should join the meeting. So, the regulations weren't suggested for revision.
- Mr. Thara Chonlapranee : I think we can revise the regulations at once by a single approval and then register for the revision. In case the Company must facilitate this in the future, we must revise them again with additional expenses. This is what I wonder because at the present time, the law approves various companies to review the regulations, and the Public Company Act mentions to the company's director meeting itself, but just not clarify more about the permission of using a video conference. However, at the present time, the law permits it, and the reason why the Company doesn't add the regulations in the abovementioned item is the single revision.
- Mr. Pipat Viriyamettakul : Thank you for the shareholder's comment. In this regard, can the Company add the regulations in the company's director meeting this time immediately?



Mr. Thara Chonlapranee : Yes, but it needs 1 in 3 of the majority vote to amend all of the statements and the agenda. If so, it can cast the vote of approval, including the statement that needs amending. It is quite difficult to change it right now.

Chairman : The request for amending the abovementioned regulations may be the request for the resolution instead from the shareholder's meeting next time. Thank you.

MODERATOR : The majority vote in this agenda must not be less than 3 in 4 from shareholders who join the meeting and have the right to vote. Anyone disagrees or suspends the vote? Please raise your hand. The officer will get your vote card. (None) I would like to summarize the vote result.

Meeting Resolution : The agenda has the resolution to approve the amendment to the Articles of Association Clause 24 to be in line with the revised law, with the votes of not less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote.

Results of voting : The agenda has the resolution to approve the amendment to the Articles of Association Clause 24 to be in line with the revised law with the votes of not less than 3-4 (three-fourths) of the total votes of the shareholders attending the meeting and having the right to vote as follow :

| | | | | |
|-----------------|-------------|--------|----|-----------|
| — Approved | 534,624,858 | Shares | or | 100.000% |
| — Disapproved | - | Shares | or | - |
| — Abstained | - | Shares | or | - |
| — Voided ballot | - | Shares | or | - |
| — Total | 534,624,858 | Shares | or | 100.0000% |

Agenda 8 **To consider other matters (if any)**

Chairman : Anyone would like to ask any questions?

Mr. Arnu Wongsarakit : First of all, I'm sorry for the agenda 4, 5 and 6 not approved for the increased capital. Dear Chairman. What is the supporting plan for the case above or what is the effect



to the operation? How will the Company run the business in the next 4 years? It's because the Company has been caused by the accumulated deficit. It is expected that how to get rid of the accumulated deficit. Many of the shareholders have hoped after Chairman has administered the Company. Currently, the part of energy business, the group of solar energy, still limits COD of the governmental bodies, so it has been worried about its future's tendency.

Chairman : Thank you. The first point that had been discussed wasn't approved for the increased capital and distributed warrant. Shareholders don't worry about this because of my first mention that in the first and second period, the Company has enough cash for the business operation and administration. So, the delay of capital increase in remaining 4-5 months isn't a problem for the Company at all. However, in the next meeting, I need to make this resolution approved because this time had some errors. This meeting wasn't held if the Stock Exchange didn't ask for the remuneration of the board because the Stock Exchange worries that the board won't be able to earn money. It takes 2 years that the Stock Exchange; thereby, suggested holding the shareholder's meeting that considers remuneration by shareholders. As I'm a major shareholder, in case there are any projects considered should be invested, I'll be the first one who invests in without waiting for minor shareholders. In the next shareholder's meeting, I'll purchase more shares absolutely. I'll make the Company grow. I'm confident and devote to this administrative job of mine! The energy business is an option I prefer. The policy of Green Resources (Public) Company Limited currently doesn't aim to the business of real estate because it can't compete with a major competitor as it should be. I think we've to run the business with satisfying returns. Green Resources (Public) Company Limited has a good personnel structure, but it must still lower expenses in the operation such as how to calculate expenses each time –it makes the Company save more money. In the regard of accumulated deficit, it can't be clearly said, but I'll try my best. My first target is not to have loss. In 5 months to go, it will get better. As the condo project in Maha Sarakham, it can currently earn profits. I plan to distribute them all at once. In addition, the condo project named Origins Bangmod-Rama 2 could also earn profits



over 50 percent of the circulation in the previous year. Since I have managed projects in the Company, all of them have grown and improved.

Mr. Arnu Wongsarakit : How much have we get the accumulated deficit? Can we make a financial strategy that can get rid of the accumulated deficit?

Chairman : It isn't that easy. To stop the loss is difficult. If so, it could be done 5 years ago. We will go step-by-step. The accumulated deficit must take time. We've the Company's share premium. We've the accumulated deficit with very similar numbers. It's weird. The current property values 700-800 million baht. Actually, if considering from the par, it provides a few losses. A person who is taken advantages is the one who pays the par over its price. When I firstly joined here, I carried 2 baht. I think a half was damaged by Green Resources (Public) Company Limited, but we will stay with a hope. I promise to try my best, but it should have passed today. That's ok. It's good that the money isn't needed now.

Mr. Arnu Wongsarakit : Don't forget to make a visit for more reliance.

Chairman : Alright. If you need to purchase a condo, Green Resources (Public) Company Limited is the first choice with inexpensive prices because I need to get away from the current properties in Property Company. I think I'll be in Holding Company. If so, various business can be run. It's something out of such a box. That is to say, now energy business seems a good idea, but so many people have done it. Presently, the price of energy shares is down. So, we need to find other options. Anyone has interesting business to offer here? Sometimes, we've to count on shareholders. You can suggest here if you've some interesting, good projects. I'm also a shareholder. Any questions?

Mr. Thara Chonlapranee : Dear Chairman. It should be the last time. In the last ordinary meeting, there was a problem of financial statement and anything else, but I didn't examine the financial statement in detail. Please look at page 11 of the previous meeting report on assets, liabilities and expenses. Accidentally, you said that 5 months from now, we will see the bright future that means we will earn a few profits. So, I see the numbers of how it is possible. Last year, we earned 53 million baht. I think it came from the condo we sold. The cost came from the condo sale for 39 million baht, including 72 million baht from expenses of the operation. To sum up, we got lost for 56 million baht. I try



to compare with this year's. Please look at the next page. This is the detail of incomes from the condo sale for 39 million baht, the rental and services for 4 million baht and electricity bill for 1.2 million baht with a few interests and other incomes for 3 million baht. It appears the total incomes of 53 million baht. As you mentioned to the incomes from the condo that got better circulation, including the last month's that is better than the last year's all year, I try to check the numbers of how much we earned. It can be expected that this year our incomes increased from the sale approximately 50 million baht. In case now we gained from a sale of electricity better than last year because last year we less perceived, so this year we more perceived such as the project in Sra Kaew of 3 megawatt –around 30 million baht. If we added 50 million baht of the last year's, it was equal to 80-90 million baht. Please look at the entire expenses. We would have the cost of sale and the cost of operation for 110 million baht. The numbers may not be similar. Unknown numbers may be available. But it can't still get rid of the accumulated deficit. As the shareholder recently asked that getting rid of accumulated deficit, share premium or other parts. I think it's difficult because I don't know the numbers of accumulated deficit. Now I wonder the numbers a bit that if we gain profits, it means we can sell something more as you said over 100 million baht. It can be possible if we can earn some profits. But this time, there's something new that I don't mention yet because we have incomes and purchase properties. Those properties include depreciation. By fluke, the numbers of Sra Kaew Project above can earn 20-30 million baht a year. How much do we have to spend on for 3 megawatt? Around 200 million baht. We deduct 10- year depreciation or 20- year depreciation, I'm not sure. If we take it for 4 years, it costs 20 million baht. If we take it for 20 years, it costs 10 million a year because we'll have additional expenses. It is obvious that we won't earn any profits if we don't have special particulars. So, I believe that you must be selling something exactly, but I don't know what it is. If you can't answer this, it isn't unanswerable because if there's no action, you can't reveal it. Next to the second point, today we can't issue the warrant 5 because the majority vote doesn't reach 3 in 4. Next time, if you'll issue a warrant (because now we will issue a 4- year warrant), why don't you issue two volumes of a warrant or over 2 volumes of a warrant that is Warrant 5 and



Warrant 6 with different life such as 2-Year Warrant 5 or 4-Year Warrant 6. This time, you said the ratio is 3 in 1. If you divide them into 2 volumes, you will change it to 4 in 1 twice, and the price of right execution may be 1.25 baht and 1.30 baht. That depends. You can execute a half of the right before. Another half will be executed in 4 years later. This sounds better. The fact that you issued only volume, and you hope that shareholders will execute the right along the way. I think it's difficult. In general, only few people execute the right along the way. They mostly wait until it expires. So, I will suggest that if in the future, you think you will issue a warrant and spend money along the way, you should determine that they can execute the right in an along-the-way condition and when another volume will be terminated. This sounds better. Thank you.

Chairman : As the point of issuing two volumes of a warrant suggested by the shareholder, I had explained that if the Company necessarily spends money, I will change the right; for example, Richy Company issues two volumes of a warrant: Warrant 1 and Warrant 2 and then a shareholder will change the right to 3 years and 5 years. For 2 years, nobody executes the right because these shares have been traded by a board –its price is in those warrants. When adding the price of changing the right, it costs higher than the traded price by a board. So, that's why nobody executes the right. Do you know why the fact that I issue a warrant of Green Resources (Public) Company Limited at 1.25 baht is not at 1.30 baht? Do you, shareholders here, think the price will stop here next year if the business profits of the Company are getting better? The business profits reflect the share price; for example, Vidhavadi Hospital issues a warrant for over 1,000 million shares –now there're people who execute the right over 600 million shares with shareholders' cooperation. Now it remains 400 million shares. The period of right execution remains 3 years. It is considered the same direction of Green Resources (Public) Company Limited that will issue two volumes of the warrant. I feel it's confusing. The main things of this point are 1) good business profits and 2) incomes with dividends so that shareholders know that the Company is more effective –this is considered what I have followed. It will be applied with Green Resources (Public) Company Limited. I think the share premium is useful to taxes. I'll do it my best like when I announced



to give out Warrant 5, shares increase. But I'm not sure why shareholders disagree with this. That's alright. I will have followed my mindset and do the best to the Company even it delays for 6-7 months, but don't worry because the Company has a circulating fund. The Company will invest next 2-3 years. If it's earlier than that, I'll execute my right before in case of interesting projects. Don't worry, all shareholders. If you don't have any more questions, I would like to close the meeting this time. Thank you.

MODERATOR : The meeting closed at 12.02 hrs. and on behalf of the company. Thank you for your cooperation in this meeting.

Meeting Adjourned at 12.02 PM.

Sincerely yours,



A handwritten signature in black ink, appearing to read "Chaisith" followed by a flourish.

(Mr.Chaisith Viriyamettakul)

Chairman of the Board

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) Identity of shareholders. (Identity card or government card, or identification state enterprises card.)
- (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 April 26th, 2019 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 Mr.Tai Chong Yih

Position Director

Type of appointment Director

Age 58 Years Old

Nationality Malaysian

Address 3/189 South Sathorn Road, Khwaeng Thung Maha Mek, Khet Sathon, Bangkok

Education Master of Management Program , SASIN (Thailand)
Bachelor of Arts, specializing in Economics and Majoring in Commerce. ,
University of Toronto

Director Training Programs DAP 54/2006

Years on the Board 2 years 10 months.



Directors who are nominated to be appointed as directors / executives in other businesses

1.Listed companies Director , Tira Thai Public Co., Ltd

2.Non-Listed Companies None

3. Not being a director / executive in other businesses (If there is such case)

Experiences

Jul 2016 – Present Director, Green Resources PCL.,

Jul 2016 – Feb 2017 Chief Executive Officer Of Green Resources PCL.,

Jul 2009 – Jun 2016 Executive Vice President , Aira Securities Public Co.,Ltd

Jan 2003 – Present Director , Tira Thai Public Co., Ltd

| | |
|---------------------|--|
| Jul 2011 – Dec 2012 | Advisor, Bina Puri (Thailand) Ltd |
| Apr 2008 – Jun 2009 | Advisor, Bina Puri (Thailand) Ltd |
| Apr 2007 – Dec 2007 | Director of Operation, Sky Cliff Co., Ltd |
| Apr 2004 – Mar 2007 | Country Head, RHB Bank Berhad |
| Jun 2002 – Dec 2002 | Business Consultant, Westmont Berhad |
| Oct 2001 – Jan 2002 | General Manager, Ek Chor Trading (Shanghai) Co.,Ltd |
| Feb 1998 – Jan 2001 | Managing Director, London Forfaiting Asia Pacific Ltd |
| Nov 1995 – Feb 1998 | Senior Vice President, Cathay Trust Company Ltd |
| Jul 1994 – Nov 1995 | Assistant Vice President, Sumitomo Trust & Banking Co.,Ltd |
| Dec 1982 – Jul 1994 | Manager, United Malayan Banking Corp Bhd |

Meeting attendance in 2018

9/11

| | |
|--|---|
| The number of shares and shareholding in the company | Amount 162,134,102 shares (representing 19.82%) |
| Stakeholders, both direct and indirect, in any transaction | None |
| The company or its subsidiaries | |
| Positions in Competing Business / related to the Company's business | None |

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.Yap Kim Yam |
| Position | Independent Director and Audit Committee |
| Type of appointment | Independent Director and Audit Committee |
| Age | 56 Years Old |
| Nationality | Singaporean |
| Address in Thailand | Room B-3403 No. 6/514 Lumpini Park Riverside - Rama 3 Soi 45 Rama 3 Road, Bang Phongphang Subdistrict, Yan Nawa 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 | None |
| Years on the Board | 2 years |



Directors who are nominated to be appointed as directors / executives in other businesses

1.Listed companies None

2.Non-Listed Companies None

3.Not being a director / executive in other businesses (If there is such case)

Experiences

| | |
|----------------|--|
| 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. |

Meeting attendance in 2018 7/11

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction None

The company or its subsidiaries

Positions in Competing Business / related to the Company's business None

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.Somkuan Musig-in |
| Position | Independent Director and Chairman of Audit Committee |
| Type of appointment | Independent Director and Chairman of Audit Committee |
| Age | 71 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 |
|-----------------------------------|---|

| | |
|---------------------------|----------|
| Years on the Board | 9 Months |
|---------------------------|----------|

Directors who are nominated to be appointed as directors / executives in other businesses

| | |
|---------------------------|--|
| 1.Listed companies | Audit Committee, Seafco Public Company Limited |
|---------------------------|--|

| | |
|-------------------------------|------|
| 2.Non-Listed Companies | None |
|-------------------------------|------|

3.Not being a director / executive in other businesses (If there is such case)**Experiences**

| | |
|----------------|--|
| 2018 –Present | Independent Director and Chairman of Audit Committee Green Resources Public Company Limited |
| 1971 – Present | Auditor |
| 2004 – Present | Audit Committee, Seafco Public Company Limited |

| | |
|-----------------------------------|--|
| Meeting attendance in 2018 | 6/11 (held the position of the Board of Directors Meeting No. 6/2018, 15 th May 2018) |
|-----------------------------------|--|

| | |
|---|------|
| The number of shares and shareholding in the company | None |
|---|------|

| | |
|---|------|
| Stakeholders, both direct and indirect, in any transaction | None |
|---|------|

The company or its subsidiaries

| | |
|--|------|
| Positions in Competing Business / related to the Company's business | None |
|--|------|

Supporting Documents

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

The person who has been nominated by the shareholder s for appointment holding the position of director

| | |
|-----------------------------------|--|
| Name – Surname | Mr.Apichart Sivamoke |
| Age | 60 Years Old |
| Type of appointment | Director |
| Nationality | Thai |
| Address | 999/233 Ketsani Vill, Sam Saen Nok, Huai Khwang, Bangkok |
| Education | Mini MBA Class 14th Kasetsart University. University of California, Berkeley International Business Development Program University of the Thai Chamber of Commerce, Bachelor Degree in Economics |
| Director Training Programs | DAP 147/2018 at Thai Institute of Directors |



Directors who are nominated to be appointed as directors / executives in other businesses

| | |
|-------------------------------|---|
| 1.Listed companies | None |
| 2.Non-Listed Companies | Managing Director, Speedway Transport Company Limited Managing Director, Speedway Inter Transport Company Limited Managing Director, Grate Greenway Company Limited Managing Director, Nganlamiad Kanbunteng Company Limited |

3.Not being a director / executive in other businesses (If there is such case)

Experiences

| | |
|----------------|--|
| 1988 – Present | Managing Director, Speedway Transport Company Limited Managing Director, Speedway Transport Company Limited Managing Director, Grate Greenway Company Limited Managing Director, Nganlamiad Bunteng Company Limited |
| 2017 - 2018 | Member of Investment Committee Member of Nomination and Remuneration Committee Director, Director, Green Resources Public Company Limited |

| | |
|-------------|---|
| 2015 - 2018 | Director, Green Resources Public Company Limited |
| 2014 | Independent Director and Audit Committee, Sunwood PCL., |
| 2012 | President of Developer Relations Program, Executive level Directorate of Civil Affairs |
| 2008 | Managing Director, Nganlamiad Kanbunteng Company Limited |
| 2005 | Subcommittee The economic development, technology and trade. The Secretariat of the House of Representatives |
| 1986 | Assistant Vice President, Jutha Maritime PCL., |
| 1984 | Charterer Department, UMC International Co.,Ltd. |
| 1982 | Overseas Department, Siam City Bank Public Company Limited (SCIB) |

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction None

The company or its subsidiaries

Positions in Competing Business / related to the Company's business None

Summary of Key Features of Warrants to Purchase Newly-Issued Ordinary Shares No. 5
of
Green Resources Public Company Limited No.5
Issued and allocated to the existing shareholders proportionate
to their respective shareholding
(GREEN-W5)

| | |
|--|--|
| Name | Warrants to Purchase Newly-Issued Ordinary Shares No. 5 of Green Resources Public Company Limited, the (“GREEN-W5”) |
| Type of Securities | Specified warrant holders and transferable |
| Objectives and Necessity | As working capital of the company and / or repay debt and / or support business expansion. |
| Number of warrants issued | Not exceeding 272,674,910 units |
| Number of ordinary shares reserved to accommodate the exercise of the GREEN-W5 Warrants | Not exceeding 272,674,910 shares (at the par value of 1 baht per share) equivalent to not exceeding 33.33 percent of the total 818,024,729 paid-up shares as at 26 th February 2019, which is the date on which the Board of Directors’ Meeting resolves to approve the issuance and allocation of the GREEN-W5. |
| Record Date | The allocation of the GREEN-W5 Warrants, allocated to the existing shareholders whose names are recorded on 9 th May 2019 which is the date to record the name of the shareholders who are entitled to be allocated the warrants (Record Date). In this regard, the issuance and allocation of the GREEN-W5 Warrants must be approved by the shareholders’ meeting. |
| Allocation methods | The Company will allocate the GREEN-W5 Warrants in an amount not exceeding 272,674,910 units to the existing shareholders whose names are recorded on 9 th May 2019 which is the date to record the name of the shareholders who are entitled to be allocated the warrants (Record Date) |
| Offering price per unit | 0 baht per unit (zero baht) |
| Exercise ratio | One unit of the GREEN-W5 Warrants is entitled to purchase one newly-issued ordinary share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the rights-adjustment). |
| Exercise price | 1.25 baht per share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the rights-adjustment) |

| | |
|--|---|
| Issuance date | 1 st June 2019 for the Board of Directors have the power to change date of issuance of warrants as deemed appropriate and appropriate. |
| Allocation ratio | 3 existing ordinary shares to one unit of the GREEN-W5 Warrants. In calculating the number of the GREEN-W5 Warrants to be allocated to each shareholder, any fractions derived from the calculation based on the allocation ratio as set out shall be rounded down. In this regard, after the calculation of the allocation of the warrants to the shareholders, any fraction thereof (if any) will be cancelled in order that the warrants will be proportionately allocated to the shareholders. |
| Term of the GREEN-W5 Warrants | 3 years from the issuance date of the GREEN-W5 Warrants |
| Exercise period | The warrant holders shall be entitled to exercise their rights on the last business day of September throughout the term of the GREEN-W5 Warrants. The first exercise date falls on 30 th September 2019. In this regard, The GREEN-W5 Warrants remaining from the exercise or the GREEN-W5 Warrants which have not been exercised during the exercise period may be carried forward to the following exercise period throughout the term of the warrants. Nevertheless, if the term of the warrants has expired, any warrants remaining from the exercise will be cancelled and cease to be in effect. The last exercise date will be the date 3 years after the issuance date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date. |
| Period for giving a notice of intention to exercise the GREEN-W5 Warrants | The warrant holders of the GREEN-W5 Warrants who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intention within the period of 5 business days prior to each exercise date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date, with the exception of the last exercise date for which the warrant holders shall notify their intention to exercise the GREEN-W5 Warrants within the period of no less than 15 business days prior to the last exercise date. |
| Irrevocability of the notice of intention to exercise the Warrants | The intention to exercise the GREEN-W5 Warrants may not be revoked when a notice of intention to exercise the GREEN-W5 Warrants is served. |
| Conditions for the adjustment of rights | The Company will adjust the exercise price and/or the exercise ratio pursuant to the conditions for the rights-adjustment upon the occurrence of any of the events stipulated in the terms and conditions of the GREEN-W5 |

Warrants as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares such as: (a) the change in the par value of the company's shares as a result of a combination or a splitting of shares; (b) the company's offer for sale of newly issued shares at a price below market price; (c) the company's offer for sale of convertible debentures or warrants at a price below market price; (d) the company's payment of dividend to shareholders, either wholly or partially, in the form of newly issued shares; (e) the company's payment of dividend in an amount exceeding the figure specified in the terms and conditions of warrants; and (f) any other events of similar nature to the events in (a) to (e) rendering that any benefits the warrant holders are entitled to, upon the exercise of the GREEN-W5 Warrants, will be prejudiced. In this regard, the Executive Committee or a person delegated by the Executive Committee shall be authorized to determine amend and revise the other conditions and details in connection with the adjustment or change of the exercise ratio and exercise price.

Other conditions

The Executive Committee or a person authorized by the Executive Committee shall be authorized to amend the date to record the names of the shareholders who are entitled to purchase the GREEN-W5 Warrants proportionate to their respective shareholding (Record Date) and Issuance date of GREEN-W5 Warrants as deemed appropriate by taking into account the benefits of and impact upon the Company; and to determine the rules, conditions, and other details of the GREEN-W5 Warrants, and to allocate, enter into negotiation and agreements, and execute the relevant documents and agreements, as well as to undertake any act necessary for and relevant to the issuance and allocation of the GREEN-W5 Warrants, including to list the warrants and the ordinary shares issued as a result of the exercise of warrants on the Stock Exchange of Thailand, and to apply for permission from the relevant government agencies.

Effects on the shareholders

1. The ordinary shares issued from this exercise of the GREEN-W5 Warrants will have the same rights and conditions as those which have been issued by the Company, in all respects;
2. Apart from 272,674,910 ordinary shares (at the par value of 1 baht per share) which are reserved to accommodate the exercise of the GREEN-W5

Warrants, the Company may be required to further increase its capital in order to accommodate the rights-adjustment of Warrants. In the case of events under the notifications of the Capital Market Supervisory Board in relation to the issuance and offering of warrants;

3. The effects on the shareholders shall be considered based on the assumptions in 2 cases as follows:

Case 1 The existing shareholders exercise the rights to purchase all ordinary shares.

Case 2 Other persons not being shareholders exercise the rights to purchase all ordinary shares (the existing shareholders sell all of their warrants on the Stock Exchange of Thailand).

3.1 Control Dilution

Case 1: Control Dilution is equivalent to zero

Case 2: The effects of Control Dilution on the shareholders are as follows:

Calculation formula

$$\text{Control Dilution} = Q_w / (Q_o + Q_w)$$

Q_o = Number of the existing ordinary shares which is equivalent to 818,024,729 shares as at 26th February 2019, which is the date on which the Board of Directors' Meeting resolved to approve the issuance and offering for sale of the GREEN-W5 Warrants.

Q_w = Number of new ordinary shares increased after the exercise of all GREEN-W5 Warrants, equivalent to 272,674,910 shares.

Therefore:

$$\begin{aligned}\text{Control Dilution} &= 272,674,910 / (818,024,729 + 272,674,910) \\ &= 272,674,910 / 1,090,699,639 \\ &= 25.00\%\end{aligned}$$

3.2 Price Dilution

Calculation formula:

Price Dilution = (market price before offering for sale – market price after offering for sale) / market price before offering for sale

$$\text{Price Dilution} = (P_o - P_n) / P_o$$

P_o = Baht 1.13 per share, which is the weighted average price of the company's ordinary shares traded during the period of 15 consecutive business days (from 4th February 2019 – 25th February 2019)

$$\begin{aligned}
P_n &= (P_o Q_o) + (\text{Exercise price of GREEN-W5} \times Q_w) / (Q_o + Q_w) \\
&= (1.13 \times 818,024,729) + (1.25 \times 272,674,910) / (818,024,729 + 272,674,910) \\
&= 1.16 \text{ baht per share}
\end{aligned}$$

Since $P_o < P_n$ the issuance and offering for sale of the GREEN-W5 Warrants does not, therefore, cause any price dilution.

3.3 Earnings per Share Dilution (EPS Dilution)

Calculation formula:

$$\text{EPS Dilution} = (\text{EPS}_o - \text{EPS}_n) / \text{EPS}_o$$

$$\text{EPS}_o = \text{Net profit} / Q_o$$

$$\text{EPS}_n = \text{Net profit} / (Q_o + Q_w)$$

The net profit is calculated based on the net profit of the Company for the year 2018. The company has a loss of 2.58 million baht. Therefore, the issuance and offering of the GREEN-W5 Warrants has no impact on EPS dilution.

4. Details of the proportion of shares.

$$\text{proportion of shares reserved} = \frac{\text{Number of shares reserved of GREEN-W5}}{\text{Number of Shares Paid-up}} \times 100$$

$$\begin{aligned}
&= \frac{272,674,910}{818,024,729} \\
&= 33.33\%
\end{aligned}$$

Secondary market of the Warrants

The Company will apply for the listing of the GREEN-W5 Warrants as listed securities on the Stock Exchange of Thailand.

Secondary market of the ordinary shares issued from the exercise of the Warrants

The Company will list the ordinary shares issued from the exercise of the Warrants as the listed securities on the Stock Exchange of Thailand.

Warrants registrar

Thailand Securities Depository Co., Ltd.

Capital Increase Reporting Form
(Capital increase and allocation of shares)
Green Resources Public Company Limited.

26th February , 2019

Green Resources Public Company Limited ("the Company"), headquartered at 405 Bond Street, Soi 13, Bang Phut Subdistrict, Pak Kret District Nonthaburi 11120, would like to report the resolution of the Board of Directors No. 1/2019 on February 26th, 2019 at 10.00 hrs. Regarding the capital increase and the allotment of shares as follows:

1. Capital increase

The Board of Directors' meeting passed a resolution approving the increase of the registered capital of the company 272,674,910 baht from 818,024,729 baht to 1,090,699,639 baht by means of the issuance of 272,674,910 ordinary shares with a par value of 1 baht per share

The details as following:

| Type of capital increase | Type of share | Number of shares (shares) | Par value (Baht/share) | Total (Baht) |
|--|-----------------|---------------------------|------------------------|--------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds | Common Stock | 272,674,910 | 1.00 | 272,674,910 |
| | Preferred Stock | - | - | - |
| <input type="checkbox"/> General Mandate | Common Stock | - | - | - |
| | Preferred Stock | - | - | - |

2. Allotment of new shares

The Board of Directors' meeting passed a resolution approving the allocation of 272,674,910 shares with par value 1 baht per share, totaling 272,674,910 baht the detail as follow:

2.1 Details of the allocation of newly issued ordinary shares.

| Allotted to | Number of shares (shares) | Ratio (existing: new) | Sale price (Baht/share) | Subscription and payment period | Remark |
|--|---------------------------|--|---|---|-----------------------|
| to accommodate the exercise of the right under GREEN-W5 to the existing shareholders proportionate to their respective shareholding (Right Offering) | 272,674,910 | 3 existing shares : 1 new ordinary share | Warrant have no value while offer to exercise price per share at Baht 1.25 per share. | The warrant holders shall be entitled to exercise their rights on the last business day of September throughout the term of the GREEN-W5 Warrants. The last exercise date will be the date 3 years after the issuance date. In the event that any exercise date does not fall on a business day of the Company, the exercise date will be the business day preceding such date. | Please see remark (1) |

The company issuance of warrants in amount 272,674,910 units shall be allocated to the existing shareholders who subscribe newly issued ordinary shares of the company proportionately to their shareholding (right offering). Free of charge. The warrants will be allocated at the ratio of 3 newly issued ordinary shares allocate for 1 unit of warrant, total not exceed 272,674,910 units. In case there are fractions of warrant after the calculation, such fractions shall be round down. An exercise price is 1.25 baht per share.

In this regard, the number of ordinary shares reserved to accommodate the exercise of the GREEN-W5 Warrants shall not exceed 50 percent of the total number of issued shares in compliance with the rules prescribed by the relevant notifications of the Capital Market Supervisory Board.

2.2 Action to be taken by the company when there are fractions of shares

In case there are fractions of share after the calculation, such fractions shall be round down.

2.3 Remaining shares not allocated

None

3. Schedule for shareholders meeting to approve the capital decrease, capital increase and the allocation of shares

The Company set the date of the Annual General Meeting of Shareholders for 2019 to Friday 26th April, 2019 at 10.00 hrs., at Vibhavadi 2, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng

District, Bangkok 10400 , and the company arranged to specify the names of shareholders who will be entitled to attend the Annual General Meeting of Shareholders for 2019 (Record date) on 13th March, 2019.

4. Approval of the capital increase/share allotment by relevant governmental agency and related conditions (if any)

4.1 The Ministry of Commerce: To register the increase of registered capital and paid-up capital.

4.2 The Stock Exchange of Thailand: To request approval for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To allocate not exceeding 272,674,910 newly issued shares to accommodate the exercise of the right under GREEN-W5 to the existing shareholders proportionate to their respective shareholding (Right Offering) to the existing shareholders whose names are recorded on 9th May, 2019 which is the date to record the name of the shareholders who are entitled to be allocated the warrants (Record Date).

The company expected the total amount of capital increase, right offering, shall be 340,843,637 baht to use the working capital of the company and / or repayment of debt and / or business expansion.

6. Benefits which the company will receive from the capital increase/allotment

Strengthen capital structure including the financial status of the company. To strengthen to support the expansion of business.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

7.1 Dividend Policy The company and its affiliates has a policy to pay dividends to shareholders at a rate of not less than 40 percent of net profit after corporate income tax and legal reserves each year according to the separate financial statements Depending on the economic conditions and future operations.

7.2 Subscribers of the newly issued ordinary shares shall be entitled to receive dividends from the company's business operations when such subscribers are registered as the shareholders of the company.

7.3 Others:

None

8. Other details necessary for shareholders to approve the capital increase/share allotment:

None

9. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase and allotment of new shares:

| No. | Procedure | Date/Month/Year |
|-----|--|---|
| 1 | Board of Directors Meeting No. 1/2019 | 26 th February 2019 |
| 2 | Record Date for attending the AGM 2019 | 13 th March 2019 |
| 3 | The Annual General Meeting of Shareholders for 2019 | 26 th April 2019 |
| 4 | Registration of capital increase with the Ministry of Commerce | Within 14 days from the meeting date Annual General Meeting of Shareholders Year 2019 |
| 5 | List of shareholders who have the right to receive the GREEN-W5 warrants (Record Date) | 9 th May 2019 |
| 6 | Issuance date | 1 st June 2019 |
| 7 | The first exercise date (GREEN-W5) | 30 th September 2019 |

The company certifies that the information in this report is true and complete in all respects.

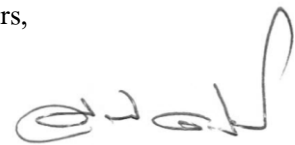
Please be informed accordingly

Sincerely yours,



(Mr. Pipat Viriyamettakul)

(Authorized Director)



(Mr. Prateep Anantachote)

(Authorized Director)

GREEN57/2018

21st December 2018

Subject: Disposal of ordinary shares in 1 subsidiary. (amended)

Attention: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Green Resources Public Company Limited (GREEN) No.11/2018 held on 12th November, 2018 has approved the sale of all common shares in the Company's subsidiary, Green Plus Asset Co., Ltd. ("GPA") (99.99% held by the Company), amounting to 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. The details are as follows ;

| | | |
|------------------------------|---|--|
| Date of transaction | : | 20 th December, 2018 |
| Seller | : | Green Resources Public Company Limited |
| Buyer | : | Miss. Sunee Supanwattanakul |
| Number of common shares sold | : | 3,000,000 shares or 99.99 percent |
| Trading price | : | 100,000 baht (One hundred thousand baht) The price agreed between the company and Miss. Sunee Supanwattanakul. It is higher than the book value of the company because the subsidiary has accumulated losses and stop the business for quite some time already. The sale of the subsidiary's shares will reduce the burden on the management of the subsidiary without the need to pay for the expenses. It is also a more convenient alternative to liquidation. In addition, the company has set aside allowance for impairment of such investment in full. Therefore, the disposal of |

such subsidiary's shares. Therefore, no impact to the company's performance.

Shareholding Ratio of the Company : None

in the GPA after the Share Sale

Connected characteristics : Miss Sunee Supanwattanakul who is not a connected and not a person who causes conflict of interest with GREEN.

Transaction Size : When calculating the size of the asset disposal transaction. Not subject to the disclosure requirement under the notification of the Stock Exchange of Thailand regarding acquisition and disposition of assets of listed companies. Which in case of investment disposal to the extent that a subsidiary or affiliate no longer viable. The company calculates total value of consideration by incorporating the cash loans, guarantees, and other liabilities as well.

However, the disposal of the subsidiary's shares. As a result, the proportion of investment is changed. More than 10% and the termination of the subsidiary. Therefore, the company is required to disclose such information to The Stock Exchange of Thailand.

Please be informed accordingly.

Sincerely yours,



Mr.Pipat Viriyamettakul

Chief Executive Officer

Green Resources Public Company Limited.

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....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 มุลิกอินทร์ อายุ 71 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 71 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 นายวิรัต จันทศิริวัฒนา อายุ 65 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 65 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เริ่มประชุมเวลา 10.00 น. ณ ห้องประชุมวิภาวดี 2 ชั้น 4 โรงแรมปรีณัฐดิ้น กรุงเทพ (Princeton Bangkok Hotel) เลขที่ 59 ถนนมิตรไมตรี แขวงดินแดง เขต ดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2019 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, 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 appoint more than one proxy holder, each with the voting right in respect of a certain portion shares.

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดยกเว้นตายตัว)

(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 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 มุสิกอินทร์ อายุ 71 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 71 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 นายวิรัตน์ จันทศิริวัฒนา อายุ 65 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 65 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300

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Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2019 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, 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2561 เมื่อวันอังคารที่ 31 กรกฎาคม 2561

Agenda 1 – To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday, 31st July 2018.

☐ (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 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2561

Agenda 2 – To acknowledge the operational results of the Company for the year 2018.

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

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

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

☐ (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 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2561

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.

☐ (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 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.

☐ เลือกตั้งกรรมการทั้งชุด

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. นายไต้ ชอง อี

Name of the nominated directors

1. Mr.Tai Chong Yih

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายเยพ คิม แยม

Name of the nominated directors

2. Mr.Yap KimYam

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายสมควร มุสิกอินทร์

Name of the nominated directors

3. Mr.Somkuan Musig-in

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

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

บุคคลที่ได้รับการเสนอชื่อ

4. นายอภิชาติ ศิวโมกษ์

Name of the nominated directors

4. Mr.Apichart Sivamoke

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2562

Agenda 6 - To consider and approve the fixing of the directors' remuneration for 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 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2562

Agenda 7 – To consider and approve the appointment of the auditor of the Company and fixing of audit fee for 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 8 เรื่อง พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท ครั้งที่ 5 (GREEN-W5)

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).

☐ (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 9 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 – To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase.

☐ (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 10 เรื่อง พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda 10 – To consider and approve the allocation of the newly issued shares.

☐ (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 11 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 20 และ 21 เพื่อให้สอดคล้องกับกฎหมายที่มีการแก้ไข

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

☐ (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 12 เรื่อง พิจารณาให้สัตยาบันการจำหน่ายหุ้นสามัญในบริษัทย่อย (บริษัท กรีนพลัส แอสเซท จำกัด)

Agenda 12 – To consider and approve and ratify the disposal of ordinary shares in 1 subsidiary (Green Plus Asset Co.,Ltd).

☐ (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 13 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 13 – 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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำให้เองทุกประการ

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
 (.....)

Enclosure 9

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เริ่มประชุมเวลา 10.00 น. ณ ห้องประชุมวิภาวดี 2 ชั้น 4 โรงแรมปรีnceตัน กรุงเทพ (Princeton Bangkok Hotel) เลขที่ 59 ถนนมิตรไมตรี แขวงดินแดง เขต ดินแดง กรุงเทพมหานคร 10400 หรือที่จะเปลี่ยนแปลงในวัน เวลาและสถานที่อื่นด้วย

The 2019 Annual General Meeting of Shareholders held on 26th April, 2019 at 10:00 AM. at Vibhavadi 2, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng District, Bangkok 10400, 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

☐ จดออกเสียง

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

☐ จดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(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 มุสิกอินทร์ อายุ 71 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mr.Somkuan Musig-in. Age 71 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 นายวิรัตน์ จันทรศิริวัฒนา อายุ 65 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 65 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เริ่มประชุมเวลา 10.00 น. ณ ห้องประชุมวิภาวดี 2 ชั้น 4 โรงแรมปรีณัฐตัน กรุงเทพ (Princeton Bangkok Hotel) เลขที่ 59 ถนนมิตรไมตรี แขวงดินแดง เขต ดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2019 on Friday, 26 April 2019 at 10.00 hrs., at Vibhavadi 2, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng District, Bangkok 10400, 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2561 เมื่อวันอังคารที่ 31 กรกฎาคม 2561**

Agenda 1 – To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on Tuesday, 31st July 2018.

☐ (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 2561**

Agenda 2 – To acknowledge the operational results of the Company for the year 2018.

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

☐ **วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561**

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

☐ (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 2561**

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.

☐ (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.

☐ เลือกตั้งกรรมการทั้งชุด

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. นายไต้ ชอง อี

Name of the nominated directors

1. Mr.Tai Chong Yih

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายเยพ คิม แยม

Name of the nominated directors

2. Mr.Yap KimYam

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายสมควร มูลิกอินทร์

Name of the nominated directors

3. Mr.Somkuan Musig-in

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

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

บุคคลที่ได้รับการเสนอชื่อ

4. นายอภิชาติ สิวโมกษ์

Name of the nominated directors

4. Mr.Apichart Sivamoke

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2562

Agenda 6 - To consider and approve the fixing of the directors' remuneration for 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 ☐ จดออกเสียง.....เสียง

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2562

Agenda 7 – To consider and approve the appointment of the auditor of the Company and fixing of audit fee for 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 ☐ จดออกเสียง.....เสียง

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

☐ วาระที่ 8 เรื่อง พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท ครั้งที่ 5 (GREEN-W5)

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).

☐ (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 9 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 – To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase.

☐ (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 10 เรื่อง พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda 10 – To consider and approve the allocation of the newly issued shares.

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 11 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 20 และ 21 เพื่อให้สอดคล้องกับกฎหมายที่มีการแก้ไข

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

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 12 เรื่อง พิจารณาให้สัตยาบันการจำหน่ายหุ้นสามัญในบริษัทย่อย (บริษัท กรีนพลัส แอสเซท จำกัด)

Agenda 12 – To consider and approve and ratify the disposal of ordinary shares in 1 subsidiary (Green Plus Asset Co.,Ltd).

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 13 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 13 – To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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. หนังสือมอบฉันทะแบบ ค. 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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจสโตนเดียน(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) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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) ในกรณีที่มิวาร์ที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2562 ในวันศุกร์ที่ 26 เมษายน 2562 เริ่มประชุมเวลา 10.00 น. ณ ห้องประชุมวิภาวดี 2 ชั้น 4 โรงแรมปรีnceตัน กรุงเทพ (Princeton Bangkok Hotel) เลขที่ 59 ถนนมิตรไมตรี แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2019 Annual General Meeting of Shareholders held on 26th April, 2019 at 10:00 AM. at Vibhavadi 2, 4th Floor, Princeton Bangkok Hotel, 59 Mitmaitri Road, Din Daeng District, Bangkok 10400, 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 :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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

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

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

Enclosure 9

☐ 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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำคู่มือหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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 of the Company Proposed for proxy
by shareholders**

| | |
|--|--|
| 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 | 71 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 |
| Years on the Board | 9 Months |
| Listed companies | Audit Committee, Seafco Public Company Limited |
| Non-Listed Companies | - |
| Experiences | |
| 2018 – Present | Independent Director and Chairman of Audit Committee Green Resources Public Company Limited |
| 1971 – Present | Auditor |
| 2004 – Present | Audit Committee, Seafco Public Company Limited |
| Stakeholders on the agenda | Agenda 5 To consider and approve the appointment of directors in place of those retiring by rotation Agenda 6 To consider and approve the remuneration of directors for the year 2019 |
| The number of shares and shareholding in the company | -None- |
| Stakeholders, both direct and indirect, in any transaction | -None- |
| The company or its subsidiaries | |
| Positions in Competing Business / related to the Company's business | -None- |



**Independent Director of the Company Proposed for proxy
by shareholders**

| | |
|--|--|
| Name-Surname | Mr.Virat Jansirivatana |
| Position | Independent Director and Audit Committee Chairman of Nomination & Remuneration Committee Member of Risk Management Committee |
| Age | 65 Years Old |
| Nationality | Thai |
| Address | No. 698/8 Nakornchaisri Road, Thanon Nakhon Chaisi, Dusit District, Bangkok 10300 |
| Education | Bachelor of Engineering (Electrical Engineering) Chulalonglom University |
| Director Training Programs | - |
| Years on the Board | 4 years |
| 1.Listed companies | - |
| 2.Non-Listed Companies | - |
| 3. Not being a director / executive in other businesses (If there is such case) | |



Experiences

| | |
|--------------------|--|
| Jul 2016 - Present | Independent Director and Chairman of Audit Committee, Chairman of Risk Management, Chairman of Nomination & Remuneration Committee, Green Recourses PCL., |
| 2015 – Jul 2016 | Independent Director and Audit Committee, Chairman of Risk Management, Green Recourses PCL., |
| 2012 – 2014 | Deputy Governor (Strategy and Organization Development) Metropolitan Electricity Authority |
| 2011 – 2012 | Deputy Governor (Information and Communication Technology) Metropolitan Electricity Authority |
| 2010 – 2012 | Director of Chulalongkorn University Engineering Alumni |
| 2009 – 2014 | Chairman of Metropolitan Electricity Authority Engineers Club |
| 2009 – 2011 | Assistant Governor (Distribution System Management) Metropolitan Electricity Authority |
| 2007 – 2009 | Director of Fleet Management Department, Metropolitan Electricity Authority |

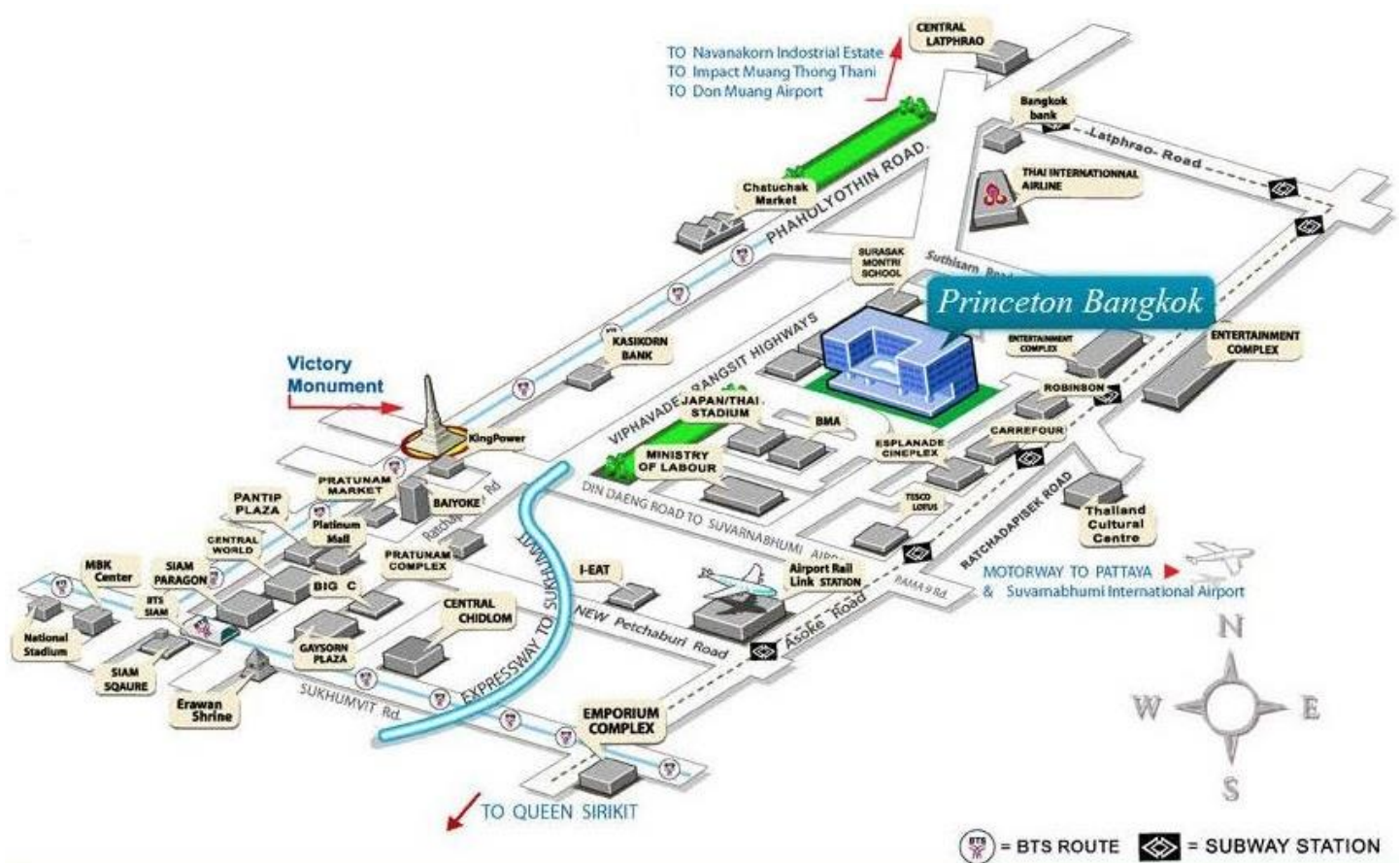
| | |
|---|---|
| 2005 – 2007 | Assistant Director of Computer and Communication System Operation Department, Computer and Communication System Operation Department Metropolitan Electricity Authority |
| 1999 – 2005 | Director of Communication System Division, Power System Maintenance Department, Metropolitan Electricity Authority |
| Stakeholders on the agenda | Agenda 6 To consider and approve the remuneration of directors for the year 2019 |
| The number of shares and shareholding in the company | None |
| Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries | None |
| Positions in Competing Business / related to the Company's business | None |

Map of the Annual General Meeting of Shareholders for the year 2019.

Green Resources Public Company Limited

At Vibhavadi 2 , 4th Floor, Princeton Bangkok Hotel

59 Mitmaitri Road, Din Daeng District, Bangkok 10400 Thailand



Tel : +66 (0) 2617-4600 / Fax : +66 (0) 2617-4699

E-mail : enquiry@princetonbangkok.com / Website : <http://princetonbangkok.com/>