



The Annual General Meeting of Shareholders 2018

Green Resources Public Company Limited

On Thursday 5th April 2018

at 10:00 a.m.



At Suppife 101

Impact forum Building

Muangthongthani no.99

Popular Road, Banmai Subdistrict,

Pakkred District, Nonthaburi 11120

Tel : +66 (0) 2833-4455

GREEN09/2018

14 March 2018

Subject: Notice of the 2018 Annual General Meeting of Shareholders.

Attention: Shareholders of Green Resources Public Company Limited

Enclosures:

1. Copy of the Minutes of 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017;
2. 2017 Annual Report and Financial Statements for the year 2017 (in CD-ROM format);
3. Documents and evidence to be presented prior to attend 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. Information Memorandum on the Change of Investment Form in the Solar Power Plant Project. Total installed capacity of 1.0 MW in Lopburi Province of JE Solar Lopburi Co., Ltd.
7. Proxy Form A, Form B and Form C;
8. List of the names of the Independent Directors for proxy in relation to the shareholders' meetings;
9. Map of the meeting venue

Green Resources Public Company Limited (the “**Company**”) hereby informs you that the Board of Directors resolved to convene the 2018 Annual General Meeting of Shareholders on Thursday, 5 April 2018, at 10.00 hrs., at Sapphire Room 101, IMPACT Forum, IMPACT Muang Thong Thani, No. 99 Popular Road, Banmai Sub-district, Pak Kret District, Nonthaburi 11120, in order to consider the following agenda items:

Agenda Item 1 To consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017.

The Company held 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017. 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.

Opinion of the Board of Directors: The Board of Directors deemed that the Minutes of 2017 Annual General Meeting of Shareholders, convened on Wednesday, 5 April 2017, 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 2017.

The Company has prepared the Company's operating results and significant changes for the year 2017 as per the details set out in the 2017 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 2017.

Agenda Item 3 To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2017.

The Company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31 December 2017, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2017 Annual Report, *Enclosure 2*. The subject matters of the Financial Statements are summarized as follows:

	Consolidated Financial Statements	Separate Financial Statements (Baht million)
Total assets	667.75	661.53
Total liabilities	18.65	11.13
Total revenues	53.05	23.79
Net profit (loss)	(56.51)	(42.86)
Earnings (loss) per share	(0.079)	(0.060)
(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 2017 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 2017.

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.

For the year 2017, the Company incurred losses and, therefore, deemed it appropriate to suspend the allocation of profits and dividend payment as per the details below:

Details	2017 (proposing year)	2016
1. Net profit (loss) (Baht)	(56,512,733)	(119,578,098)
2. Number of shares (shares)	715,020,835	715,020,835
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 2017 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 2018 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows:

- | | |
|-----------------------------|--|
| 1. Mr. Prateep Anantachote | Acting as Chief Executive Officer and Vice President |
| 2. Mr. Apichart Sivamoke | Director |
| 3. Mr. Pipat Viriyamettakul | Director |

In addition, the Company has proposing the Agenda and Name of the person to be elected as director as the Company's director from September 25, 2017 to December 31, 2017 through the Company's website. As a result, there were shareholders presenting the names of persons to be elected as directors at the Annual General Meeting of Shareholders for the year 2018 :

1. Mr. Natee Panicheewa (Attachment 5)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate that the shareholders' meeting approve to appointment of new 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;

- 1) Mr.Natee Panicheewa (To be elected as directors at the Annual General Meeting of Shareholders for the year 2018)
- 2) Mr.Prateep Anantachote (Director who retired by rotation and was nominated for re-election)
- 3) Mr.Apichart Sivamoke (Director who retired by rotation and was nominated for re-election)
- 4) Mr.Pipat Viriyamettakul (Director who retired by rotation and was nominated for re-election)

The Company will propose to the Annual General Meeting of Shareholders for the year 2018. To appoint the Company's directors according to the Company's Articles of Association. (Details are in Enclosure 4)

Agenda Item 6

To consider and approve the fixing of the directors' remuneration for the year 2017 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 and year 2018 in the aggregate amount of not exceeding Baht 5,000,000 (five million Baht) per year, excluding any compensation or fringe benefits to be received by the directors as the Company's officers or employees.

The Annual General Meeting of Shareholders for the year 2017, held on April 5, 2017, 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, it is proposed to consider the remuneration of directors for the year 2017 again, proposed to the Annual General Meeting of Shareholders for the year 2017 to consider and approve the following agendas as follow;

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

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

Detail as follow ;

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

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
The Board of Directors Meeting 6 times		
	771,000.00	
Total remuneration of directors for 3 quarters		
	<u>810,000.00</u>	
<u>Total 2017 remuneration</u>		
	<u>1,581,000.00</u>	
The aggregate of directors' remuneration shall not exceed Baht 5,000,000.00 (five million baht) per year.		

6.2 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	120,000	180,000
2.Chairman of Audit Committee	1 person	120,000	180,000
3.Director and Independent Director	7 person	840,000	1,050,000
Total Director	9 person	<u>1,080,000</u>	<u>1,410,000</u>
<u>Total 2018 remuneration</u>			<u>2,490,000</u>
The aggregate of directors' remuneration shall not exceed Baht 5,000,000.00 (five million baht) per year.			

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the shareholders' meeting for its approval of the directors' remuneration for the year 2017 and year 2018 in the aggregate amount of not exceeding Baht 5,000,000 per year.

Agenda Item 7

To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2018.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accounts from DIA International Auditing as new auditors of the Company and its subsidiary for the fiscal year 2018. The names of certified public accountants who are responsible for signing and certifying the Company's financial statements are as follows:

- | | |
|---------------------------------|---|
| 1. Mrs. Suvimol Krittayakiern | Certified Public Accountant No. 2982 and/or |
| 2. Miss Somjintana Pholhirunrat | Certified Public Accountant No. 5599 and/or |
| 3. Miss Suphaphorn Mangjit | Certified Public Accountant No. 8125 |

The Board of Directors deemed it appropriate to determine the audit fee to be Baht 2,000,000 (Two million Baht). The Board of Directors also deemed it appropriate to propose that the shareholders' meeting authorize the Board of Directors to engage the procurement of other certified public accounts if DIA International Auditing is required to appoint other auditors in case that the aforementioned auditors fail to perform their duties, as well as to approve the review fee that may incur for the financial statements of the Company and its associated companies during the year.

Audit Fee for 2018

Description	2018 (Proposing year)	2017
Audit fee of annual financial statements	925,000	860,000
Consolidating fee for annual financial statements	70,000	50,000
Review fee for quarterly financial statements, three quarters	885,000	755,000
Consolidating fee for quarterly financial statements, three quarters	120,000	90,000
Total	2,000,000	1,750,000

In this regard, the certified public accountants from DIA International Auditing 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, its subsidiary, its executives, or its major

shareholders or their related persons. They are, 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 DIA International Auditing as the auditor of the Company for the year 2018 and the determination of the audit fee of Baht 2,000,000 (Two Million Baht) per year.

Agenda Item 8 To consider and ratify the investment in J.E.Solar Lopburi Co., Ltd

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve and ratify the investment in J.E.Solar Lopburi Co., Ltd under section 107 of Public Limited Companies Act B.E.2535 due to the fact that there has been some change to the investment structure from acquisition of assets to investment by way of shareholding in the operating company as a result of restriction regarding the transfer of the relevant power purchase agreement. The details are as shown in the Information Memorandum on the Change of Investment Form in the Solar Power Plant Project. Total installed capacity of 1.0 MW in Lopburi Province of JE Solar Lopburi Co., Ltd. (Enclosure 6)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve to resolution to ratify the actions of the company shall be in accordance to the law.

Agenda Item 9 To consider other matters (if any)

13 March 2018 is the date to record the names of the shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders.

The Company has prepared the 2017 Annual Report and the Financial Statements for the year 2017 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.

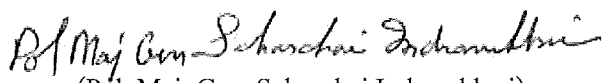
The Company will arrange for registration and verification of documents for all attending shareholders before the meeting time between 08.30 – 10.00 hrs., and will conduct the meeting in accordance with the relevant section of its Articles of Association on shareholders' meetings, as set out in *Enclosure 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 7 to attend the meeting and cast the votes on his or her behalf, by executing the Proxy Form set out in Enclosure 6 and submitting to the chairman of the meeting or any person assigned by the chairman of the meeting before attending the meeting.

If you require additional information, please contact the Investor Relations Department, Office of the Secretariat at telephone number 02-504-5234-41 ext. 511-513 or facsimile number 02-504-5243.

Sincerely yours,

Green Resources Public Company Limited


(Pol. Maj. Gen. Sahaschai Indrasukhsri)

Chairman of the Board

Minute of Annual Shareholder Meeting for 2017

Green Resources Public Company Limited

Date, Time and Place of the Meeting

The meeting was held on 5th April 2017, at 10:00 a.m., at Sapphire 101 Room, Impact Forum Building Muangthong Thani, 99 Popular Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120.

Commencement

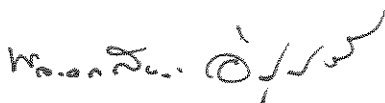
Ms.Issaraporn Weerakongsuwan, the moderator of the meeting, gave welcome greeting to all attendants of 2017 Annual General Meeting of Shareholders Meeting by informing the agenda that Green Resources Public Company Limited welcomed all the attendants of 2017 Annual General Meeting of Shareholders with the following information.

The company has the registered capital of 1,149,760,250 baht, 715,020,835 baht of which was paid capital. The capital is divided into 715,020,835 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 and Investment Committee with tools and mechanisms to operate the company business according to the policies, strategies and directions.

In today's meeting, there were 22 shareholders present with the total share of 62,396,379 shares and 110 attorneys with the total share of 186,816,205 shares, which were 132 shareholders with the total share of 249,212,584 shares or 34.8539 percent of the 715,020,835 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 (238,340,278 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.

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.

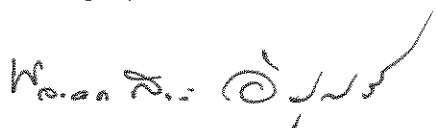
2. Voting count will be counted only the shareholder who **voted /not approved or /abstained only, except for the director election in agenda 5**, which such not approved and abstained votes will be deducted from total number of vote in attendance. The remaining votes shall be considered as approved 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. Mr. Sethavuth Tangkatouch and Mr. Visut Viriyamettrakul was the witness in the vote count. And, to ensure transparency and traceability of the vote count, the company also invited one representative of shareholders to be the witness in the vote count.

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. To ensure that the company complies with the guideline of quality evaluation of good shareholders' meeting, therefore, **in the agenda 5, which is the agenda that approves the election of director to who will be replacing director who resigns**. The company will collect the ballots from shareholders in attendance for all **approved, not approved, and abstained votes**. All shareholders were requested to tick either the **approved, not approved, or abstained** box as well as sign the ballots and raise their hands. The staffs would collect the ballots from shareholders to count how many shareholders **voted approved, not approved, or abstained**. For the proxies who did not get the ballots at the registration, it means that shareholders have already voted in the power of attorney, which such vote would have already been specified consistently with the vote of the shareholder in such power of attorney.

4. Before the voting to each agendum starts, all attendants have chances to ask questions concerning all respects of the agendum. 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 agendum that is being considered, that shareholder can ask the question or express the opinion in the latter sessions of the meeting.

5. 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.



The moderator introduced the board directors, the executives, the financial advisor and independent financial advisor and the legal consultant who attended the meeting, as follows:

- | | |
|--------------------------------------|---|
| 1. Pol.Maj.Gen.Sahaschai Indrasukhsi | Chairman of the Board, |
| 2. Mr.Prateep Anantachote | Vice Chairman of the Board, and Acting as Chief Executive Officer |
| 3. Mr.Aphichat Sivamoke | Director |
| 4. Mr.Pipat Viriyamettrakul | Director |
| 5. Mr.Yap Kim Yam | Director |
| 6. Mr.Tai Chong Yih | Director |
| 7. Mrs.Pawanya Krittachart | Independent Committee/ Chairman of Audit Committee, |
| 8. Mr.Virat Jansiriwattana | Independent Committee/ Audit Committee, |
| 9. Mr.Syn Ekwisahn | Independent Committee/ Audit Committee, and |

The Executives attending the meeting are:

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|--------------------------|--|
| 1. Mrs.Thanida Inthachak | Executive Vice President in Accounting & Financial Division, |
|--------------------------|--|

Legal Consultant Attending the Meeting Weerawong Chinnawat and Peangpanor Co., Ltd.

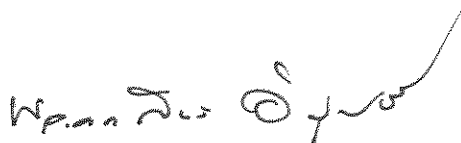
- | | |
|-----------------------------|-------------------------|
| 1. Mr.Witthaya Kaewkugsadan | Senior Legal Consultant |
|-----------------------------|-------------------------|

Auditor in attendance

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|------------------------------|-----------------------------|
| 1. Mrs.Suvimol Krittayakiern | Certified Public Accountant |
| 2. Mrs.Yapaporn Khewnga | Certified Public Accountant |

The moderator invited Pol.Maj.Gen.Sahaschai Indrasukhsi, the Chairman of the Board who was the Chairman of the meeting, to greet and welcome all shareholders who attended the meeting and other attendants, and to give opening speech for the Annual General Meeting of Shareholders (AGM) 2017. The Chairman of the meeting also ran the entire meeting.

The Chairman greeted the present shareholders at the 2017 ordinary shareholder meeting and requested the meeting to consider 9 agenda respectively as follows.



Agenda 1

To consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders on Thursday, 12 May 2016.

The Chairman presented to the meeting the the 2016 Annual General Meeting of Shareholders on Thursday, 12 May 2016 for approval. The company submitted the copy of such meeting report to all the shareholders for consideration in advance, along with the invitation letter for the meeting (as appeared in the detail attachment 2).

The Chairman asked the meeting to consider and adopt one page at a total of 40 pages from 1 to 40, which is a shareholder proposed amendments described below.

Mr.Chaisin Cheocharnpipat : I would like to correct from sentence 1 of page 1 because Regulation 24 prescribes that the invitation to an ordinary shareholder meeting must be sent within 4 months after the former meeting. However, the former meeting was held on 12th May 2016, which was 5 months ago, which has exceeded 4 months. If the first ordinary shareholder meeting was not successful, the second ordinary shareholder meeting or the latter meetings must be called, in accordance with the regulation, an 'extraordinary meeting'. Therefore, in the first sentence, the meeting should have been called the 'extraordinary meeting 1/2016'.

Chairman : I would like to ask for the correction. What do other board directors think? The secretary of the Company, please explain this.

Ms. Sarunrat Seesan : Excuse me. I'm Ms.Sarunrat Seesan, Company Secretary, will explain this matter. In the first meeting, the agenda was incomplete. Public Company Act prescribe that the next meeting must be held and invitation letters should be sent to sharehoilders within 14 days. The new meeting must be regarded as an ordinary shareholder meeting, not an extraordinary one. This is the advice from SET.

Mr.Chaisin Cheocharnpipat : Thus, in this case, what you did is incorrect. The meeting was not legitimate because the invitation to the meeting must be sent within 14 days, but the fact is that the meeting was held 21 day after the first meeting.

Ms. Sarunrat Seesan : I would like to give more explanation. We could not hold another meeting within 14 days after the first meeting because we had to prepare all the documents. The Company had consulted with SET and was told that it could be done in the way we did. Thank you.

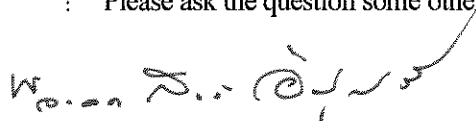
Chairman : Do we need to correct it or not? Since the Company has actually received advice from SET, do we still have to ciorrect it?

Ms. S. Seesan

- Mr. Chaisin Cheocharnpipat : With respect to the agenda, as I have addressed, there are at least 2 mistakes in accordance with Regulation 24. The error is precise because the meeting should have been called the ordinary shareholder meeting 2/2016 in order to be complete.
- Chairman : The Company will check this matter again.
- Mr. Tai Chong Yih : I will not discuss whether the meeting has to be corrected or not. I just would like to ask the Company about the quantity of the proxies for this meeting because the Company has received so many letters of authorization for this meeting because the Company called the shareholders and asked them that the Company would hold this meeting.
- Chairman : I do not think this matter is relevant to the verification of the meeting minute. Can we move to other agenda?
- Mr. Tai Chong Yih : No, we cannot because my second question is whether the proxies will vote in each agendum or not. This has effects on the Company and I would like to get answers.
- Ms. Sarunrat Seesan : Allow me to answer your question. There are 110 authorized proxies or 186,816,205 shares in total. These proxies have authorized their rights to vote to independent directors. They did not vote. Everything depends on independent directors.
- Mr. Tai Chong Yih : All of the proxies?
- Ms. Sarunrat Seesan : Almost all.
- Mr. Tai Chong Yih : How many proxies have not authorized the rights?
- Ms. Sarunrat Seesan : We have not checked the data. We need to check the validity of documents and the authorization before.
- Mr. Tai Chong Yih : I would like people who are in charge of counting the votes to be aware of this matter.
- Ms. Sarunrat Seesan : We will check the information.
- Chairman : Please check the information for shareholders. I would like to continue the verification of the meeting minute. Please go to page 2.
- Mr. Prateep Anantachote : As for shareholders who still do not feel that the issue concerning page 1 is clarified, the Company will consult with SEC in order to get the facts. The correction will be made on the bases of such facts.
- Mr. Chaisin Cheocharnpipat : I would like to argue the Chairman that there are still unclear points and the conclusion has not been made. This is incorrect.



- Chairman : I am sorry. Thus, I would like to conclude that the issues raised by shareholders will be considered and SEC will be consulted. The Company will correct all the mistakes. Now, we can move to page 2, and pages 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16 and 17.
- Mr. Chaisin Cheochcharnpipat : On page 14, sentence 4, the name is 'Orin Property', but there was no 'ty'. Please add 'ty' to the name.
- Chairman : The secretary, please add 'ty' to the name. Next, we will go to pages 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30 and 31.
- Mr. Tai Chong Yih : On page 31, Mr. Sakchai asked about entry 1, which is about 16 MB. Is Mr. Sakchai here? The answer that Mr. Prateep thip had given was incomplete. I would like Mr. Prateep to clearly explain the matter again what the name of this entry is, what it is about and whether there are shares related to Green Company or not.
- Mr. Prateep Anantachote : Those are shares of MMC which is the old name of Green Company. Mr. Sakchai had asked me in last meeting. What about this matter that you, Mr. Tai, would like to know? Would you like to ask questions on behalf of Mr. Sakchai?
- Mr. Tai Chong Yih : I have some doubts on this entry.
- Mr. Prateep Anantachote : When you were in charge of Green Company, you had already known all the details. Why do you still ask questions about this entry?
- Mr. Tai Chong Yih : It is because there are many uncleared issues. I do not know whether such matters made me lose my CEO position or not.
- Mr. Prateep Anantachote : Those matters were irrelevant to each other because it was Mr. Sanan back then. I would like to move such matters to other agenda.
- Mr. Tai Chong Yih : No, you cannot because these matters will affect latter agenda.
- Chairman / Mr. Prateep Anantachote : The question is irrelevant.
- Mr. Tai Chong Yih : It is because this agendum may affect the agendum of the selection of new board directors. Please answer it.
- Chairman : I think we are verifying the minute of last meeting Can that issue be put in other agenda?
- Mr. Tai Chong Yih : No, it cannot. It is too late because other shareholders will not know about this. Such information should be attained first.
- Chairman : Please ask the question some other time. This is the verification of a meeting minute.



- Mr. Tai Chong Yih : When should I ask the question? This matter will affect the selection of new board directors; thus, shareholders need to know it first.
- Mr. Prateep Anantachote : Is Mr. Sakchai present at the meeting today?
- Mr. Tai Chong Yih : I do not know.
- Chairman : Since it is not your concern, Mr. Tai, why did you ask me? I do not know whether you know about the details of this matter or not, but I do not think this matter is relevant now.
- Mr. Tai Chong Yih : Do shareholders know about this?
- Chairman : Would shareholders like to know this? If so, the Company will answer the question.
- Mr. Prateep Anantachote : We have answered what money we earned and how we earned it.
- Mr. Tai Chong Yih : The reason why I said that the data may not be complete is that the mentioned shares have been pledged. Now, I would like to know whether Mr. Prateep has bought the shares or not and whether Mr. Sahaschai has bought the shares or not.
- Chairman : Generally, such matters can be checked.
- Mr. Prateep Anantachote : The matter that Mr. Tai asked is not relevant. I think it should be in another agenda if Mr. Tai would like to know about it.
- Chairman : I would like to ask shareholders about this matter to see whether they want the question to be answered now or in any other agenda.
- Mr. Chaisin Cheocharnpipat : Excuse me! In accordance with international standards that are included in the laws, in an agenda of a meeting, the discussed matters must be related to that agenda. This agenda is the verification of the meeting minute. Hence, we have to consider whether the minute is correctly noted by the Company or not. As for such questions, they can be asked in Agenda 2 or any other agenda lest time is wasted. I would like Mr. Tai to allow this to be in Agenda 2. This is the agenda of the verification of the meeting minute to check its correctness.
- Mr. Tai Chong Yih : Yes, I can wait for Agenda 2.
- Chairman : Thank you very much. Next, please see pages 32, 33, 34, 35, 36, 37, 38, 39 and 40, which is the last page. Is there any shareholder wanting to modify or add anything. If not, the meeting minute will be verified.
- Moderator : Is there any shareholder wanting to hold the vote or vote against this agenda?
- Mr. Chaisin Cheocharnpipat : You should have told the shareholders to approve the meeting minute that has been corrected because there are some corrections.

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Chairman : Yes! The agenda approves the corrections to the meeting minute in case where there are ones.

Moderator : For this agenda, it has to be supported by the majority of the shareholders. If there is no an additional question or opinion, I would like to start the vote in this Agendum. This agendum is Agendum 1 or the verification of the minute of the annual shareholder meeting of 2016 on 12th May 2016. For the shareholders who want to vote against or hold the vote, please raise hands so that our staff members will collect your ballot cards. (None of shareholders raised hand.) I would like to conclude the results from voting.

The board deems that the minute of the shareholder meeting of 2016 is correct and complete, and can be presented to the agenda of a shareholder meeting for verification and approval.

Meeting Resolution : The agenda has the resolution to approve the minute of the meeting of the annual shareholder meeting of 2016 with the votes from the majority of the shareholders attending the meeting as follows:

- Approved	278,670,125 Shares	or 99.9337 %;
- Disapproved	185,000 Shares	or 0.0663 %;
- Total	278,855,125 Shares	or 100 %,
- Wittheld Votes	165,302,210 Shares.	-

Remark : *In this agenda , there are additional 21 shareholders attending the meeting, or 194,944,751 shares. The total number of shareholders attending the meeting is 153 or 444,157,335 shares.*

Agenda 2 To acknowledge the operational results of the Company for the year 2016.

This agenda is for information; therefore, there was no resolution passed, but it aimed to inform the shareholders of the overview and directions of the company operation in the previous account year. In summary, the operational result was prepared for the shareholders with Mr. Prateep Anantachote acting of Managing Director as the presenter in the next meeting as follows.

1. 2016 Performance (according to consolidated financial statement) is as follows;

1.1 Operating income	439,705,218.88	baht
Operating expenses	554,784,526.85	baht

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Loss before financial cost and corporate income tax	(115,079,307.97)	baht
Financial cost	(4,498,790.66)	baht
Corporate income tax	0.00	baht
Profit (Loss) for the period	(119,578,098.63)	baht
Profit (Loss) discontinued operations.	13,386,230.32	baht
Total comprehensive income (expense) attributable year 2016	(106,191,868.31)	baht
1.2 Total assets	734,404,455.61	baht
1.3 Total liabilities	28,793,590.53	baht
1.4 Shareholders' Equity	705,610,865.08	baht

Authorized capital 1,149,760,250 shares at 1 baht each in 2016, or 1,149,760,250 baht.

Issued and paid-up share capital 715,020,835 shares at 1 baht each in 2016, or 715,020,835 baht.

In the overall direction and performance of the Company for the financial year 2016. The summary and progress of the operation in 2017. In conclusion, that we have two current projects with and operate it.

1. Rocia Project (ROCCIA)

2. Origin Condo Rama 2 Project (ORIN)

This year, we have sold almost 20 more units of ORIN project and 2 more units are transferred.

- Mr. Tai Chong Yih : I would like Mr. Prateep to report the sales volumes of the first 6 months of the year and the last 6 months of the years in details. I also would like to know about the expenditures in each period.
- Mr. Prateep Anantachote : As a matter of fact, we have to consider the overview in 2016 because we have to consider the number of customers who had reserved the units and the transfer of units when we bought the ORIN project.
- Mr. Tai Chong Yih : I believe that I was fired because I had not had any performance. I would like to know the reason why I was fired. I would like to know whether it is because of a personal cause or not.
- Mr. Prateep Anantachote : I think we should ask shareholders whether they would like to learn about such details or not because I do not think that it is necessary to report such details.
- Mr. Tai Chong Yih : I am a shareholder and I want to know about them.
- Mr. Prateep Anantachote : You are a shareholder, and now, Mr. Tai, you are a director to.

W. Prateep Anantachote

- Mr. Tai Chong Yih : Yes, I am. That is why I need to know about those details.
- Mr. Prateep Anantachote : That is alright. After considering the matters, I will make a detailed report.
- Mr. Sangiam Siripanitsutha : I would like to know the average price of each of the 105 units.
- Mr. Prateep Anantachote : Approximately, each unit costs around 1.8 MB.
- Mr. Sangiam Siripanitsutha : This means there are around 105 unoccupied units of ORIGIN project, each of which costs around 1.8 MB. Are the 6 reserved units included?
- Mr. Prateep Anantachote : Those 6 units are in the transfer process.
- Mr. Sangiam Siripanitsutha : Does it mean that those 105 units remain unfinished?
- Mr. Prateep Anantachote : They are being sold.
- Mr. Sangiam Siripanitsutha : Are the 6 reserved units being on processed or finished already?
- Mr. Prateep Anantachote : Yes, they are finished already.
- Mr. Sangiam Siripanitsutha : In summary, is this entire project 100% complete?
- Mr. Prateep Anantachote : Yes, it is, but there are some defects of some units that need be fixed. Others are done.
- Mr. Sangiam Siripanitsutha : Does to fix defects mean we have cleared with the contractor for all the 105 units and that we can sell the 105 units right away?
- Mr. Prateep Anantachote : That is correct.
- Mr. Sangiam Siripanitsutha : When can we sell all the 105 units?
- Mr. Prateep Anantachote : According to the plan, everything should be finished within 2017; but there are many factors that affect the economy. However, our target is to sell all the units within 2017. In addition, we will generate power from solar cells that are installed on the ground in order to sell to governmental agencies and agricultural cooperatives in 2017 (as in the proclamation by the War Veterans Organization of Thailand on 20th March 2017). This is just the initial information about the project.
- Mr. Sangiam Siripanitsutha : I have not seen the details of ROCCIA project How is it now?
- Mr. Prateep Anantachote : Currently, 10 units of ROCCIA project have been transferred since 2016, but there is none transferred in 2017. Now, the Company has the policy to let the units, and we are also proposing the sale of the entire building. This operation is being carried out.
- Mr. Sangiam Siripanitsutha : Does it mean 23 units from all the 75 units of ROCCIA CONDO 1 project have been sold and there are 52 units ready to be sold?
- Mr. Prateep Anantachote : All units are ready to be sold.

W. S. Siripanitsutha

- Mr. Sangiam Siripanitsutha : Will there be any problem with account auditors about the determination of the impairments?
- Mr. Prateep Anantachote : Now, all the impairments have been determined.
- Mr. Sangiam Siripanitsutha : How long is ROCCIA project going to be a burden for shareholders?
- Mr. Prateep Anantachote : The Company is trying to solve this problem.
- Mr. Sangiam Siripanitsutha : I am very serious with this project. I would like all the directors to take care of this matter. Next year, if I have to learn about issues of ROCCIA like those in this year, it will be intolerable.
- Mr. Prateep Anantachote : Yes.
- Mr. Sangiam Siripanitsutha : Otherwise, I think we can sell the project to cut loss because it somehow has to bear the depreciation cost, but we will get some cash back.
- Mr. Prateep Anantachote : Yes, Shareholder.
- Mr. Sangiam Siripanitsutha : I am well aware that this agendum is the acknowledgement of business performances and many issues should be discussed in next agendum which concerns the approval. However, the main point of this agendum is the consistent loss that the Company has been facing with. In accordance with the documents for the meeting that I have just received, we have faced with the loss for 3 consecutive years, for almost 100 MB. per year. Therefore, in this agendum, the board directors have to explain to the agenda how this problem can be solved and what rehabilitation plan can be implemented in order to improve the Company. From what I have heard, you have no plan other than to report the historical event to the agenda. I would like to as a question which should be asked in the next agendum. It is about the financial statement. I have read them and become doubted with the figures. I wonder about your business which has been sold for 427 MB. whilst the cost is 385 MB. or 90% of the business. Whoever doing a business like this will face with loss. Why is your cost very high? Next issue is that the total mount of inappropriated accumulated loss that you have is 643 MB. Why has not there been any improvement in the 14 years of your business. Now, we need to improve things but you have not solved any problem. In the documents, it is indicated that affiliates have been established but the board of directors is the same. Some affiliates have to be dissolved, which are good lessons that the same management or ways to loss

W.P. Anantachote

should not be continued. The total doubtful account is more than 40 MB. and the fee for feasibility study is 35 MB., which is around 85 MB. in total, isn't it? Do we have to wait for the execution of lawsuits? Who is the one who lent that money? Who gave that cash out but could not get it back? This cause loss to the Company doesn't it? Is there any punishment or consideration of the errors of the board of directors? All of such matters have to be explained in this agenda. You also have to declare your rehabilitation plan in order to explain how you are going to fix the problems. You should not just let things become worse and worse. (Please applaud.)

Mr. Prateep Anantachote : The board will consider such matters. I would like to inform all shareholders that the board that sent me to attend the DAP (Director Accreditation Program) is the one up there. Had CEO or MD not proposed the plan to the board, the board could have never intervened in the administration. I would like you to know this. As for the incidents that all shareholders have known, we had considered them and an executive resigned. Thus, we have started solving the problems. I have just assume the position in order to replace someone since the past month and have to think what continuous measures should be taken in order to enable the Company to grow. As for the past incidents that all shareholders have known, the board of directors has been aware of them and thinking what it should do in order to perform tasks of a good board of directors. I would like to inform you that all directors of the board have been receiving calls from shareholders who complain about such issues every day. Some ask when the share price will increase. Some have been stuck since the share price was 8 baht per share last year. We have been working and time flies from a month to a year. Now, we come to see shareholders again but there is no progress. All directors are thinking what we should do. In the past year, for instance, we submitted documents to the War Veterans Organization of Thailand in order to apply for the participation of 2 companies, namely, Green Resources (Public) Company Limited and ACD Energy Company Limited, both of which are our affiliates. The two affiliates altogether can generate around 10 megawatts which can be invested because we still have remaining capital from the increase of funds from shareholders who are ready to make the investment. If we can make this investment, we can generate incomes in a long-run, which are sufficient for

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making the figures become positive. As for the immovable properties, we have to correct them and sell them simultaneously. The figures will look better next year. This is the business plan from the directors of the board, who have discussed and thought together in order to find ways to change the financial status of the Company to the positive one again.

Mr. Chaisin Cheocharnpipat : I have to talk because I had raised my hand since while you were talking. You have given erroneous ideas to the agenda. You have fed them poisons by stating that the board of directors has no power or responsibility, but in fact, all the powers and responsibilities belong to the board of directors. If the executives cannot work, you can change them. In addition, the most important issue is the most significant problem. It was incoherent when you mentioned the matter of energy. This Company begins with immovable property business which can be said to be the 'core business' of the Company. For the past 14 years, you have never made this business go well. Rather, you have turned to the alternative power business. You have turned to irrelevant things. You have no special capabilities like the ones that enable the Company to generate profits. This is the reason why our Company has never progressed and all the shareholders are suffering with loss. That is why I told you to fix such problems. What you said is not correct.

Mr. Prateep Anantachote : Yes.

Mr. Tai Chong Yih : What Mr. Prateep has said is incorrect. Mr. Prateep has just stated that I resigned. The fact is that I did not resign. I was fired by this board of directors.

Mr. Prateep Anantachote : I have not mentioned your name, Mr. Tai. Why should you over-react?

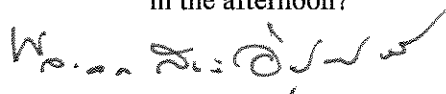
Mr. Tai Chong Yih : I was not over-reacting. It is just because you said that you assume the position to replace someone.

Mr. Prateep Anantachote : I did not mention your name. The resigning person could be any former MD or CEO.

Mr. Tai Chong Yih : Everybody knows it well because you have just assumed the in-charge CEO position.

Mr. Prateep Anantachote : Yes, I have.

Mr. Tai Chong Yih : You assume the position of in-charge CEO after me. However, do Mr. Prateep still comes to work at 11 o'clock in the morning and leaves office at 2 o'clock in the afternoon?



- Mr. Prateep Anantachote : It does not matter. I may come to work at 8 in the morning and leave office at 5 in the afternoon, but if I just sit in my office and do nothing, it is useless.
- Mr. Tai Chong Yih : Mr. Prateep, you just read magazines about amulets.
- Mr. Prateep Anantachote : That is my personal business.
- Mr. Tai Chong Yih : However.
- Mr. Prateep Anantachote : Mr. Tai, now, we are in meeting agendum. I do not want you to discuss personal matters. Do you have any issue, Mr. Tai?
- Mr. Tai Chong Yih : As for ROCCIA project, I have a plan to change ROCCIA CONDO 1 into a hotel. When I first entered the Copany, you told me not to be concerned with ROCCIA because you had appointed M Group Copany Limited to sell the units, which would be definitely sold out.
- Mr. Prateep Anantachote : Mr. Tai, I believe that you may get the wrong point. I think this is a shareholder meeting. What you have stated is the way you work in this Company, but we are having a shareholder meeting. Is the issues you discuss irrelevant? What you would do is the past. I would like to Chairman to continue the meeting agenda.
- Mr. Tai Chong Yih : Some other shareholders also asked about our ideas to solve problems of the Company. I old them that back then, I told the board that I had a plan to solve the problems, such as to turn building 1 of ROCCIA project into a hotel and to let the unsold units. Back then, there was someone not agreeing with my ideas, but when I resigned, you used my ideas.
- Mr. Prateep Anantachote : Those were not your ideas.
- Chairman : Excuse me! I would like the meeting agendum to be focused on.
- Mr. Tai Chong Yih : When can I discuss these topics?
- Mr. Prateep Anantachote : At the end, after the end of the meeting.
- Chairman : If any shareholder is interested in these matters, please ask me.
- Mr. Prateep Anantachote : Please wait until all the meeting agenda are discussed.
- Chairman : How do you think? Is that good? I would like to get collaborations from everyone; otherwise, the meeting today will not finish.
- Mr. Sangiam Siripanitsutha : Chairman, we have been experiencing this for many years. With respect, I have to excuse myself because I cannot accept what Mr. Prateep have said that the board of directors cannot set policies or intervene in the administration. I think each director has to think well, so do I now, with true respect.

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- Mr. Prateep Anantachot : I would like to inform you this. I really attended the DAP course and the lecturers taught us that directors have only CEOs as their subordinates but directors cannot interfere in the in-depth administrative works of CEOs.
- Mr. Sangiam Siripanitsutha : I do not think that is the intervention into the in-depth works. Rather, it is the establishment of policies and strategies. This duty is a major responsibility of the board. In accordance with the regulations of the Company, the roles and responsibilities are stated in 56-1 form. Does this mean that the directors do not comply with such requirements?
- Mr. Prateep Anantachote : Those duties are performed together and under the works of CEOs.
- Mr. Sangiam Siripanitsutha : I have to apologize for discussing these matters in a very rough manner because, as a matter of fact, directors of the board will not set out policies or solve problems of the Company. Another important point is that we have the annual meeting each year and I have met all the directors but I have never met with the CEOs. Thus, we cannot answer questions. I would not like to talk about this. Had I talked, all the shareholders might have sold out their shares. Price of the share of the Company is rising. However, I would like to express my concern with the roles and responsibilities of directors of the board. I would like them to state in a more clearly manner what we are doing and where we are doing things because now, we are just discussing historical events, which is not useful at all. Now, the Company is facing with a crisis. I will tell you how critical the incident is. If we leave things like this, the Company will be in trouble.
- Mr. Prateep Anantachote : Yes, please speak out.
- Mr. Tai Chong Yih : You have just said that the directors do not interfere with the administrative works, which is not true because Mr. Prateep and Mr. Sahaschai are also directors of the board and members of investment committee. Whenever there is a meeting, both people know my proposals and know what I am doing. For each meeting, we make a minute that contains all the meeting agenda and it is indicated that all the agenda are approved. Only in February, we had 2 meetings, namely, the ones on 7th and 17th February. Sorry, the meetings were on 17th and 21st February. In the meeting minute, I had proposed my work plan and things I would do, Three days afterwards, there was a board meeting and you used your director power to vote me out, claiming that I had no work performance.

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- Mr. Prateep Anantachote : Yes, and so what?
- Chairman : I think we should focus on the agenda, not the issue concerning the firing of Mr. Tai.
- Mr. Tai Chong Yih : No, it is not. It is the issue related to the issues mentioned by that shareholder who is very worried with what Mr. Prateep has said. I would like to say that what Mr. Prateep has said is erroneous because Mr. Prateep knows all the activities of the Company. Thus, Mr. Prateep, you should not just stay away from troubles.
- Mr. Prateep Anantachote : No, I am not keeping myself away from troubles.
- Mr. Tai Chong Yih : You know everything.
- Mr. Prateep Anantachote : Yes, I do. I know everything, but can I order you? You are a CEO.
- Chairman : I would like to get collaborations from all the honorary attendants. These things are personal matters. We should focus on the meeting agenda. Mr. Prateep, please continue your report.
- Mr. Prateep Anantachote : Things are as I have explained.
- Mr. Chaisin Cheocharnpipat : I would like to tell you this. We do not come to fight one another on personal issues nor do we want to play with words. I had given you many suggestions, which are proper ones, but you did not answer my questions. You just told me that you would consider the matters, but that is not what I want. I do not want you to consider the matters; I want you to deal with them. You must take actions, make plans and solve the problems of consistent loss and turn loss into profits for the benefits of shareholders. You should have told us that you would take actions not just to consider the matters. This agenda is the consideration of the business performances, but, as I have heard, you have not discussed the operations. You just tell us that you cannot deal with issues. You just hold meetings to receive salaries and allowances. Is that right? Thus, you should improve things. Please tell us that you will take actions.
- Chairman : Yes, as the Chairman of the meeting, I will take actions and solve problems.
- Mr. Tai Chong Yih : Last year, I had proposed that Green Company should modify the leased area. My plan was that, from 6 floors, the Company would manage 3 floors and the rest are let in order to generate incomes. I believed that there would be customers wanting to lease the floors. One floor would be leased and we were looking for lessees of 2 more floors. How is this project?
- Mr. Prateep Anantachote : There are lessees to lease this project.

W. Prateep Anantachote

- Mr. Tai Chong Yih : Have the lessees moved in?
- Mr. Prateep Anantachote : There are lessees but they have not moved in.
- Mr. Tai Chong Yih : How are the 2 other floors?
- Mr. Prateep Anantachote : We are looking for lessees but nobody is interested in leasing them.
- Mr. Tai Chong Yih : Is it that there is nobody interested in leasing them or you are not interested in letting them because I have noticed that the 'For Rent' banners have been removed?
- Mr. Prateep Anantachote : We are telling people orally. If people are interested in leasing the units we will let them. I do not want to show the banner and make people think that it no longer belongs to Green Company.
- Mr. Tai Chong Yih : I wonder why you do not let the 2 other floors.
- Mr. Prateep Anantachote : Yes, we do. We let the units.
- Mr. Tai Chong Yih : Now, who are using those 2 floors?
- Mr. Prateep Anantachote : Floor 6 is the meeting room.
- Mr. Tai Chong Yih : How many units are there on floor 6?
- Mr. Prateep Anantachote : You know how many units are on floor 6. Why did you ask that question?
- Mr. Tai Chong Yih : There are two units. Who is using the other unit?
- Mr. Prateep Anantachote : I do not think that matter is a significant issue. Why did you ask that question?
- Mr. Tai Chong Yih : There is an issue. We let people use the other unit without any profitability.
- Mr. Prateep Anantachote : How do you know that there are people using that room?
- Mr. Tai Chong Yih : I saw it.
- Mr. Prateep Anantachote : You saw it. It means that you are staying in that unit too. Why did you ask that question?
- Mr. Tai Chong Yih : The person you call the 'Chairman'.
- Mr. Prateep Anantachote : Apart from Mr. Sahasachai, do we have any other Chairman?
- Mr. Tai Chong Yih : No, it is not him.
- Mr. Prateep Anantachote : Should we stay focused on the agenda?
- Mr. Tai Chong Yih : I think this topic is also related to the agenda because it is the profitability of the Company.
- Mr. Prateep Anantachote : That is not an issue.
- Mr. Tai Chong Yih : Yes, it definitely is.
- Mr. Prateep Anantachote : What issue is it?
- Mr. Tai Chong Yih : It is an issue. I think it is.

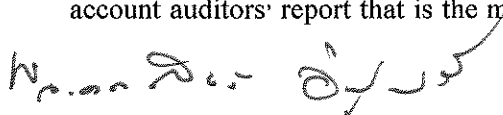
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- Mr. Prateep Anantachote : Can we skip this issue? Mr. Tai, the issue you mention is insignificant.
- Mr. Tai Chong Yih : No, it is not. I think my question hits the bull's eye. I ask why the banner is removed, is it because you do not want the unit to be leased?
- Mr. Prateep Anantachote : No, it is not.
- Mr. Tai Chong Yih : There were 2 banners, one of which was attached to the glass panel and the other was up high. We need not have removed them.
- Mr. Prateep Anantachote : I had considered this matter and realized that the banners were not agreeable to the images of the Company. Thus, I removed them. What is the issue?
- Mr. Tai Chong Yih : The issue is that such decision makes people unaware that the building is let.
- Mr. Prateep Anantachote : The banners had been installed for a long period of time. How many months had you installed the 'For Rent' banners?
- Chairman : Alright! I would like to exercise the power of the Chairman to ask the agenda to acknowledge the business performances of the Company in the past year, and to move to Agenda 3.

Agenda 3 Approval of Financial Report and Consolidated financial statement of the Company as at 31st December 2016

The Company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31 December 2016, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2016 Annual Report, *Enclosure 2*. To comply with the Company's Articles of Association and Section 112 of the Public Limited Companies Act BE 2535. This requires the Board of Directors. Prepare the financial statements at the end of the fiscal year of the Company for the shareholders at the Annual General Meeting of Shareholders for the year 2016.

- Chairman : Is there any one wanting to ask questions or share opinions about the financial report and the consolidated financial statement as at 31st December 2016? As for the details, if you, the shareholders, would like to learn about them, please submit your requests to the Company and the Company will deliver the details to you later.
- Mr. Sangiam Siripanitsutha : Excuse me! If there is no body wanting to ask questions, I will do. I will start with the first page or the page of the licensed account auditors in the financial report. Are account auditors present at the meeting? I think that this is the account auditors' report that is the most difficult one to read because it is the



most detailed one I have ever read. I would like account auditors to transform the texts in the reports into figures, such as the ones related to the determination of impairments of the immovable properties for sale and the determination of allowance for doubtful accounts. I had read them but I could not well understand how these entries affect the financial statement. I would like the account auditors to give explanations.

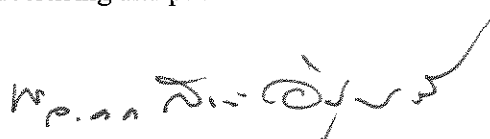
Mrs.Suvimol Krittayakiern : The reason why the financial report and financial statement is longer and more detailed than before is that in 2016, the accounting standard is changed. This is the first year that long explanations have to be made. As for the making of the audit plan for the Company, we have to consider what the essences are. Such essences are called 'KAM' or 'Key Audit Matter' that the auditors have to emphasize on. Our business is in the real estate category. It is for developing general immovable properties. The most important issue in the financial statement is the inventory or the houses that we build for sale. Since products of our Company are old projects that remain unsold, they are essential inputs that auditors have to pay attention to. The accounting standards prescribe that the assets to be shown on the financial statement must be shown by the costs or estimated net sales prices. A cost is any expense that we incur. Even though the market price of an asset is greater, the asset has to be shown by its cost. This is because when we make the consolidated financial statement, we have to consider what locations our properties should be in order that they can be sold out because there are interests as you have said. Such interests occur after we finish developing a building. They are opportunity costs that cannot be recorded as costs in the balance sheet of each year. Therefore, if we cannot sell our properties (units), the cost will rise. Hence, the management for products is to manage the products in order that they will flow in the fastest manner. The products of this Company flow very slowly. Thus, we are here to discuss an important matter or the cost of immovable properties that we develop, which have to bear the impairments in terms of account audit because our projects have been remaining unsold for a long period of time. Therefore, we have had independent appraisers appraise the prices of the properties. Price appraisals have been made and there is no issue. The issue is the impairments. The prices

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have been appraised by appraisers. It is not because we do not trust them but we have to assess the appraisers to see whether they are alright or not. We have to consider all the hypotheses to see whether the appraisals are rational or not. Hence, we believe that the 43.75 million baht is rational because the loss is included in the balance already. This means the balance is based on the cost or the cost has to be equivalent to the net value. If the net value is lower, we consider the impairments. If the net value is higher, we do not determine additional impairments. A unit is the smallest sale unit. In this case, the impairment is 43.75 MB. There is also the issue of doubtful accounts. For auditors, financial statuses, each receivable and each asset has to be considered in order to see whether there is any entry that can be transformed into cash. If there is none, it has to be considered what can be turned into money in accordance with accounting standards. This means we focus on cautiousness in order to set out impairments or allowances for doubtful accounts. This is because if such an entry can be sold, we can record it as revenue in the term in which it is sold or in that fiscal year. In the report, the allowance for bad debts, which is as great as 81 MB., has concealed all the profits that should have been shown. However, things will change in case where there is a bad debt or the construction of a new project that cannot be sold. That is all I would like to explain. If there is any question, please ask me. This year, we have KAM because an affiliate has been dissolved. If there is any affiliate that is established but cannot generate profits, the impairments of the invested money have to be set out again.

Mr. Sangiam Siripanitsutha : Thank you very much. I understand what you have said in terms of the accounting principles. If the market price is lower than the cost, it will not be good. This has to be considered unit-by-unit. I would like to make an easy conclusion from easy construction that if the market price for the actual sale or from the estimation is lower than the cost of the Company, we will have to set up some allowances.

Mrs. Suvimol Krittayakiern : The aforementioned costs include other expenses such as dealer fee and advertising and public relations fees.



- Mr. Sangiam Siripanitsutha : Does it mean that this entry is in the financial statement? Is it the loss from the impairments of this project? Could you please explain in details why the 4 MB. loss became 2 MB. loss in 2015 and 28 MB. loss now, which is almost 30 MB.?
- Mrs. Suvimol Krittayakiern : This matter is in Note 12 on page 108. I would like to say that it is the estimation from 4 MB. to 2 MB. and 33 MB. The figure rises.
- Mr. Sangiam Siripanitsutha : The details of this matter should be explained by the Company. We need not bother the auditors. We would like to know the causes of 33 MB. loss because now, we have only 2 projects, namely, ROCCIA and ORIN. If this loss is caused from ORIN project too, I do not think it is alright.
- Mr. Prateep Anantachote : No, it is from ROCCIA. If the appraised price decreases, the impairments have to be adjusted. We submit the appraised price every year and the appraised price always falls down.
- Mr. Sangiam Siripanitsutha : Is it about ROCCIA? For ROCCIA, we have 25 units in total. There are 4 buildings each of which has 75 units, which is 300 units in total. We have transferred 23 units and the rest 277 units remain. Concerning these 277 units, how much each of them cost? I mean the cost that decreases for 33 MB.
- Mr. Prateep Anantachote : I am not certain about this. I would like Ms. Thanida to answer the questions. I cannot remember the figures.
- Mrs. Thanida Inthachak : This is the first year that SET is strict with the appraisal by internal appraisers. From the appraisal by the independent appraisers, it is apparent that the impairment of ROCCIA is 33 MB. In the year before, the impairment had been 4 MB., so we had to add more impairment in the financial statement. As for the cost, for the remaining 277 units, the total cost is 175 MB. The shareholders have been asking us for 2 - 3 years and we have been trying to find ways to sell the units without any problem next year. Thank you.
- Mr. Sangiam Siripanitsutha : Does it mean that for the 277 units, the cost is 178 MB. or 630,000 baht in average. Now, we sell a unit for 730,000 baht, but what is the actual appraised price? In fact, the project in Mahasarakham Province that the Company optimistically told us that there would be the university has made the cost increase to 175 MB. The Company has bought this project since 4 years ago, using the increased RO.
- Mr. Prateep Anantachote : No, we did not. We increased the RO in 2014 but we bought ROCCIA project in 2013.

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Mr. Sangiam Siripanitsutha : That is because I had increased the capital in one year or a W2. That was the increase of capital by old shareholders in order to buy this Mahasarakham project, and made the W2 until this W2 was 3 years. This means ROCCIA project is 3 years as well. It turns out that this project wastes the increased fund by the shareholders. Thus, I am still doubtful with ROCCIA project and this issue has not been cleared. I would like to know how much the appraisers appraised the project.

Mr. Prateep Anantachote : The appraised price is 520,000 baht.

Mr. Sangiam Siripanitsutha : The appraised price is 520,000 baht. I do not know how the director will manage these 4 buildings. Is it easier for us to abolish the buildings and sell the land? We had better sell the land to cut loss rather than paying the interest. It is like NPL accounts that let a bank seize their assets in order to pay their debts. There have been such problems, but I do not know about the interest. I do not know whether this project is subjected to any interest or not.

Mr. Prateep Anantachote : No, it is not. We bought this project with cash.

Mr. Sangiam Siripanitsutha : Nevertheless, it has made us lose opportunities and expenses on management for those buildings. Concerning the cost of that parcel of land, if there is nothing wrong with my memories, when we bought those buildings the construction had not been completed. What was the value when we bought them? The price was 32 MB. but we bought 4 buildings, so the price of 30 MB. per building was multiplied by 4 and the result was 128 MB. Just the cost of land is 128 MB. already, but we had to renovate the buildings. The costs of the renovation are included until the total cost is 175 MB. now. This means the additional money that I have paid is spent on the construction and maintenance of the project. It is a great waste. Chairman, I feel tired learning about this project. I do not know who can end this problem. I beg you. If you will sell them in the way you have been doing, I do not think it is useful. It will not work.

Mr. Prateep Anantachote : I see.

Mr. Sangiam Siripanitsutha : The board of directors should come up with methods or policies or strategies that the executives can implement.

Mr. Prateep Anantachote : Yes.



- Mr. Sangiam Siripanitsutha : That is all I want to say now. I will stop so that other attendants might want to ask questions.
- Chairman : Thank you. I confirm that this issue will be dealt with. I hope Mr. Chaisin is alright with it.
- Mr. Chaisin Cheocharnpipat : Thank you for mentioning me. I would like to inform all shareholders with respect that as for this agendum of the approval of the financial statement, we do not approve it. The first reason for the unapproval is that this financial statement is very long and detailed. It has 36 pages, so we need be cautious. The second reason is that there is no answer for questions. I had asked about the loss, the solution to problems, the accumulated loss, the matter of 600 or 700 MB., the affiliates and the absence of plans to solve problems, but I received no answer. Thus, we should not approve the financial statement in order to give the board a chance. You have told us that you would take related actions, so please do. In the next meeting, you just present to us the financial statement so that we can consider and approve it. Then, we will do how well you do your homeworks before approving the financial statement. Thus, we have to suspend it for our own's sakes so that the Company should show us how it works. Now, the Company cannot answer any question. I heard the explanation and felt that the Company is optimistic and day-dreaming, but not practical. The Company does not have vision. You have positive thinking but you just build castle in the air. Now, we need tangible and profitable things. Thus, we should not approve the financial statement.
- Mr. Prateep Anantachote : I would like to collect the votes now.
- Mrs. Suvimol Krittayakiern : Excuse me! As an account auditor, I would like to explain that a financial statement describes the business performances in the past. Thus, the Company reports the historical data of all the 5 business cycles in the form of a financial statement. The account auditors will examine whether the financial statement is accurate or not. I had checked the financial statement and saw that it shows the financial statuses and profitability accurately in accordance with the past operations. Meanwhile, the vision is the future, which should have been discussed in Agendum 1 or the business operations because the work of DIA International Company Limited is the audit. We have reported in the auditors'

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report, which is around 2 – 3 pages long in accordance with the standards. The financial statement is also made in accordance with the standards by Federation of Accounting Professions. Thus, it should not be unapproved. It is the work. If you do not approve it, there will be big troubles. Excuse me! It is the work regime. If there is loss, we have to present the loss. We just analyze the profits, loss and expenditures to see what should be recorded in the financial statement. You have to ask the in-charge people where an entry comes from or what an entry is. As you have been explained what the costs are and, as in the notes to financial statement, there are expenses of different natures. Financial statements of some real estate businesses might show that the business outcomes are the loss. Such loss may be caused from advertising fee and some other expenses that have effects in the future, but have to be recorded in the financial statement. You have to check each entry in-depth by asking the executives or CEOs. However, if this financial statement is not approved, my account auditing license will certainly be suspended because it is like I have made mistakes in auditing this financial statement. Sorry!

Mr. Hangchai Akkawatsakul : Excuse me. First, I have intended not to express any opinion but I am worried. If the financial statement is not approved, SEC will implement trading suspension on SP, and the shareholders will be in greater troubles.

Chairman : Please identify yourself first.

Mr. Hangchai Akkawatsakul : Yes! I am Mr. Hangchai Akkhawasakun. I would like to brief you that if the financial statement is not approved, SEC will consider the case, and, I would like to frankly tell you, the account auditors of the Company will have to work harder than we do. This is because it is not easy to draft the 36 pages-report. The auditor has to think about all the facets. There have been only few cases that the account auditors write such a long statement of opinion like this. A tricky account auditor will mark that they do not have any opinion and you will have to change many things. The board of directors will face with more difficulties. I would like to brief something. Actually, I had intended not to say it but it is apparent that Mr. Tai Chong Yih is a director of the Company, isn't he? I would like to ask Mr. Tai Chong Yih whether you are still a director of the board or not.

Mr. Tai Chong Yih : Yes.



Mr. Hangchai Akkawatsakul : Uh! Since you are a director, I do not think that your inquiries to the Company in this meeting are fair to the Company. The conflict among board directors should be solved within the board. The conflicts in the board should not be discussed in a meeting. I think that Mr. Tai should resign from the position of a board director and becomes a shareholder in order to ask such questions. You should not have asked such questions here when you are also a board director. I would like to ask why you do not discuss such topics during a board meeting. That is my first point. The second point is that I do not want Green Company to be frozen because to freeze Green Company will aggravate the situations. We should find ways to enable Green to grow. Even though we may deem that there is no future for Green but its shares are still traded in SET. Thus, there are chances for us to change the situations or to solve the problems in the board. I would like to tell you that if there are still such conflict in the board and if I were a director, I would quit. If I could not talk to the board, I would quit and exercise my rights as a shareholder with more than 100 MB. shares in hand to ask questions rather than being a director. With respect, I would like to say that the laws do not say that Mr. Tai is wrong in case where Green faces with problems, but Mr. Tai is a director of the board. Thus, if a shareholder files a lawsuit, Mr. Tai has to be responsible as a director of the board. I would like to say that when I heard the news, I was shocked with so many issues. I, on behalf of Thai Shareholder Club which is claimed to take part in the election of directors, dissolution of the board and doing so many things, would like to say here that we do not take part in such events, but I would like to suggest Mr. Tai that if I were you, I would resign. If you do so, your voice will be louder. The laws do not give you any exempt in case where the board of Green does something wrong. This is because your director position is almost useless. I attained that conclusion after you were a director for 3 months. You were appointed in the 6th month of last year and resigned in the 2nd month of 2017. This means you had been a director for 8 years. Thus, you have to partly responsible for the aforementioned business performances. You have made the rear building of Estate 2 project unable to return to the market. I have to thank the account auditors. I am really grateful to them. Federation of Accounting

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Professions and I have been collaborating with each other in order to enable local firms to grow like the Big Four in the future. As for the shareholders who have a headache reading the financial statement, I would like to tell you not to feel dizzy. If you are interested in the information, just read it and try to understand the contents. Having been in the fund market for more than 20 years, I would like to suggest Mr. Tai that I had fought this Company until I felt tired. I am not that amicable, but if I were you, I would resign from the board. As a major shareholder, you had better work to protect the benefits of shareholders. They discharged you from the CEO position because of the outcomes which are the effects after the appointment. There should have been problems. This is all my suggestion is. You may or may not listen to me and that is alright. I had listened to you but I did not feel good to learn that you would cause trouble to account auditors. As for the 36 pages financial statement, if I were an account auditor, I would not write such a long report like that. It is not easy to write reports. This is all I would like all shareholders to consider. Please consider it.

Chairman : Thank you.

Mr. Tai Chong Yih : Thank you Mr. Hangchai. If the board could eliminate me, it would. The reason why I am still a director is that I do not trust this board. Even a meeting minute can be changed. For example, in the meeting on 24th February 2017, we had approved the resolution to hold this meeting at Novotel Hotel, Sukhumvit 20, for the convenience of all shareholders. However, ELCID system notified that the meeting would be held at Impact Forum, Mueng Thong Thani. I was astonished because the place approved in last meeting was Novotel, Sukhumvit 20, but all in sudden, the place changed to Mueng Thong Last board meeting, I told the Chairman that the meeting minute was incorrect. Would the Chairman like to answer again in front of the shareholders?

Chairman : After you left, we had another meeting and we re-considered that...

Mr. Tai Chong Yih : What is that another meeting? Is it the

Chairman : After the meeting minute had been written, we asked for the correction. Was it wrong for the board to change the place because Mr. Tai wanted the meeting to be held at Novotel Hotel? Is it in Sukhumvit 24 or 26?

Mr. Prateep Anantachote : Sukhumvit 24 Lane.

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- Chairman : There is not so much space in the parking lot and the hotel is so far away. It is convenient for Mr. Tai only. Other directors and most staff members asked us to hold this meeting here because there are enough parking space and other facilities. Thus, I asked for the change of the place. Is it wrong to change the place for a meeting?
- Mr. Tai Chong Yih : Yes, it is because we had decided in the meeting and the place had been approved. Why was it changed? Whom did you confer with?
- Chairman : I conferred with everyone. All directors voted that they did not want Novotel. The directors did not choose Mr. Tai's proposal.
- Mr. Tai Chong Yih : That is the point. You always reject whatever I propose.
- Chairman : I never reject good things.
- Mr. Tai Chong Yih : I would like to ask other directors who are here whether there was another meeting after I left. Please cross your hearts.
- Chairman : Yes, there was.
- Mr. Tai Chong Yih : I did not ask you, Chairman.
- Chairman : Whom did you ask? Whom did you talk to?
- Mr. Tai Chong Yih : Other directors.
- Chairman : Whom would you like to talk to? Please speak the names out.
- Mr. Prateep Anantachote : Excuse me! I do not think this is an issue, isn't it Mr. Hangchai?
- Mr. Tai Chong Yih : From what Mr. Hangchai have said, I...
- Mr. Prateep Anantachote : No! The change of place is not an essence.
- Mr. Tai Chong Yih : That is just an example. Mr. Virat, please do not feel bothered. It is not your turn yet.
- Mr. Virat Jansirivatana : As an independent director who was present on the day on which there was the approval of the meeting minute, I would like to say that Mr. Tai said that this meeting was determined to be held in Sukhumvit area. Mr. Tai was right when he said that we informed through ELCID system that the meeting would be held at Mueng Thong Thani. Based on comments from directors and shareholders, to travel to Sukhumvit is inconvenient. This is not an essential matter. Mr. Tai, what do you want?
- Mr. Tai Chong Yih : The essence is that we had had a meeting but there was still a change Mr. Virat, you are an independent director, so you should protect the benefits of

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shareholders, especially the minor ones, not just being considerate to the one appointing you. The issue is not the change.

Chairman : May I exercise my power as the Chairman of the meeting? Please speak, shareholder.

Mr. Chaisin Cheocharnpipat : Thank you. I stood up and raised my hand up because I wanted to make an objection, and the Chairman had to let me speak first. Thank you the Chairman for allowing me to speak. I think the issues discussed in this meeting are rather personal and wasting the time for the meeting. I would like to agenda to cut this matter out. This issue emerged because Mr. Hangchai mentioned the director. Normally, he has the right to explain but he has explained the insignificant issues. However, what Mr. Hangchai had blamed him was quite severe and what he should have objected is the issue that Mr. Hangchai said that he is a director and told him whether he could speak in the meeting or not. The laws do not prohibit that. It is just manners, British ones. Meanwhile, in some other countries, that action is not prohibited. For example, in the USA, the party had appointed Trump to represent the party as a candidate for the Chairman election but many members of the party said that they would not vote for trump or spoke against Mr. Trump or did some other things in the public. They did so. Thus, what you said is just manners for some countries. If the laws did not prescribe that, he can be a director. Also, concerning the point that you told the director to be responsible for those things, I would like to tell you that he is responsible for such things but he is not liable for any guilt. This has been stated in many judgments from the Supreme Court. If he objects a matter in a meeting but the board approves that matter, which turns out to be wrong, he will be exempted. He was against it and did not give vote for that matter. Thus, this matter is against the laws. It is general knowledge. I would like this matter to be cut out. We shall never discuss the place for this meeting again. Thank you.

Chairman : Thank you. As the Chairman of this meeting, I would like all directors and shareholders to have a 10 minutes break.

Ten (10) Minutes Break at 12:00 P.M.




- Chairman : Welcome directors and shareholders back to the meeting. The reason why we took the 10 minutes break is that I went to rent the meeting room until two p.m. The rental rate for this meeting room is 4,000 baht per hour, and the IMPACT has allowed us to expand the rental time. Please make everything fast. As for Agenda 3, I would like the shareholders to give votes to approve or disapprove it.
- Mr. Sangiam Siripanitsutha : Excuse me, Chairman. I have not finished asking questions.
- Chairman : Can you do it next time?
- Mr. Sangiam Siripanitsutha : No, I cannot. It is about the financial statement.
- Chairman : Yes, but please hurry.
- Mr. Sangiam Siripanitsutha : Concerning the financial statement, I do not want to cause troubles to account auditors. I asked questions because I wanted account auditors to explain. Thus, I would like to discuss the next part. Part 2 is the impairments, which also have some issues because the account auditors have set out the allowance for doubtful accounts. I would like to know what are included in the allowance for doubtful accounts that the account auditors set out in the note to financial statement. Is it increasing or decreasing now?
- Mrs. Suvimol Krittayakiern : The allowance includes the 46 MB. deposit for land purchase as stated in Item 10 on page 107. The other part is the 35 MB. deposit for the study on a project as in Item 10 on page 107. The total amount of the allowance is 81 MB.
- Mr. Sangiam Siripanitsutha : Chairman, please answer my questions. As for the 46 MB. deposit account from the 81 MB. allowance, what is it for and how it will end? Is it the deposit for the land price? Please explain.
- Mr. Prateep Anantachote : It is the deposit for the price of the land in Mahasarakham Province, which is empty land. First, in the continuous project from ROCCIA, we had planned to buy a parcel of empty land to build a condominium on, so we paid deposit. However, things did not go as planned later because ROCCIA units could not be sold out, so we could not continue our plan. We had sold this right to another company which pay this debt until the debt remained 46 MB. When we claimed for debt payment, this account did not pay. Thus, we are executing a lawsuit against this account now.
- Mr. Sangiam Siripanitsutha : Do you mean that the actual amount is greater than this?

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- Mr.Prateep Anantachote : If I remember things correctly, the actual amount is around 50 MB. but the account gradually paid the money back until the debt remains 46 MB.
- Mr. Sangiam Siripanitsutha : That was not so many percent from 56 MB., wasn't it? The accounting department stated that it had been 56 MB. but was reduced to 46 million baht. Does it mean that account has paid only 10 MB. without interest?
- Mr.Prateep Anantachote : Yes.
- Mr. Sangiam Siripanitsutha : I understand that that was the money from the capital increase last time.
- Mr.Prateep Anantachote : This expense might take place together with the purchase of ROCCIA.
- Mr. Sangiam Siripanitsutha : That was my money too. The tendency is...
- Mr.Prateep Anantachote : Now, we are in the step of investigation on witnesses, but the case has been executed.
- Mr. Sangiam Siripanitsutha : Has the case been filed and executed by the Trial Court?
- Mr.Prateep Anantachote : Yes, it has.
- Mr. Sangiam Siripanitsutha : Is the counterparty in the case an individual or a company?
- Mr.Prateep Anantachote : It is a company.
- Mr. Sangiam Siripanitsutha : Is it related to the Company; and how related is it?
- Mr.Prateep Anantachote : No, it is not related at all.
- Mr. Sangiam Siripanitsutha : And what is the other part?
- Mr.Prateep Anantachote : That 35 MB. is for the study on the project to buy an apartment in Chiang Mai Province or the Noble Project. After the board approved the study, it was discovered that the incomes generated from the project is not worth the investment. The figure is around 90 MB. Thus, we cancelled the purchase and the Company has asked for the refund of the deposit. Now, we are filing a lawsuit against the counterparty.
- Mr. Sangiam Siripanitsutha : Have we gotten the deposit back?
- Mr.Prateep Anantachote : We did not buy the project. It was cancelled.
- Mr. Sangiam Siripanitsutha : I have noticed that the account auditor has noted that the Company had paid 35 MB. deposit to guarantee the project. In accordance with the related agreement, if the Company did not want to invest, the owner of the project had to refund the guarantee. There should have never been anything that hindered use from getting the money back.
- Mr.Prateep Anantachote : That company did not return the money to us.

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- Mr. Sangiam Siripanitsutha : Is it just because that company did not return the money? Is it that easy? Chairman, can that company take our 35 million aht that easily?
- Mr. Prateep Anantachote : Yes. That company did not return the money, so we filed a lawsuit against that company to the Trial Court. However, there has been the security or the apartment. We allow that company to sell the apartment to others in order to get money to be paid back to us. That company told us that they did not have enough cash to pay to us at once.
- Mr. Sangiam Siripanitsutha : Alright. There are 35 MB. deposit and 46 MB. deposit. It means all the deposits which are 81 MB. are gone, doesn't it?
- Mr. Prateep Anantachote : They still remain, not gone.
- Mr. Sangiam Siripanitsutha : It should take many more years. I think all W4 should be spent because we are just in the step of the execution by the Trial Court.
- Mr. Prateep Anantachote : We are just in the step of the Trial Court, which have investigated the witnesses and evidences in June 2017.
- Mr. Sangiam Siripanitsutha : Will it take 10 years?
- Chairman : May I collect the votes first?
- Mr. Sangiam Siripanitsutha : No, you may not, Chairman. There are many other issues concerning the statement. The figures shown in the statement include the estimation for loss and allowance but the problem is, after I subtract such estimates, why are we still facing with more than 100 MB. Last year, we had share premium, but now, as I have said, the situation of the Company is critical. Last year, we had the share premium, but this year, the accumulated loss exceeds the share premium. If we keep things the same, we cannot dissolve the accumulated loss. I have been dreaming for many years that the Company would dissolve the accumulated loss as I have been told that we has share premium. However, now, it is revealed that the premium share will not help if we keep losing 100 MB. a year. Now, the figures in the financial statement are severe and seem to be beyond any solution. On page 83 of the financial statement, we have the share premium of 624 MB., which has not been appropriated, but the accumulated loss is 655 MB., which has exceeded the money we have. If we lose another 100 MB. this year, the Company will have nothing. Now, it takes the Company a very long period of time to turn around and make profits. I think this issue is a



significant one. Now, we have to think what we can do in order to enable the Company to actually turn around. As a matter of fact, there are many other issues in the financial statement. Concerning ACD Energy Company Limited, I am puzzled why there is the 9 million baht impairment because we have not done anything. It turns out that the loss that we incur is from the impairment from the investment, the assets and the receivables. What are these about? When will it lead to the issue how the increased fund last year and the W2 from the exercise of right are spent and how much money remains. I would like the clear and detailed explanation on such issues. I am worried about this issue more than others because there has been a case of last capital increase and the distribution of W2, the money from which has been used by the Company for buying properties that have become burdens nowadays. The W2 right had been exercised but no problems were solved and the money has been spent on administration. What I am worried about is that the money that we have will run out in 2 – 3 years because it will be spent on administration. If we look at the administration, the administration of Green Resources (Public) Company Limited is around 50 MB. How many more years can we spend the money? The money will run out soon. In addition, there is a support from cash flow from business operations on pages 88 and 89. We can see that the financial report for this business only shows that the cash that has been spent on the operations is almost more than 70 MB. This means the Parent Company, which has had no activity other than ROCCIA project, has spent 72 MB. from the invested money. If things are always like this, the money from the capital increase and W2 that other shareholders and I have will definitely run out within a few years. I do not want this event to repeat again after it has occurred for the first time. How do the directors of the board think about this? Many directors were not in-charge when such things happened, but I do not want them to happen again to this board. I might have talked a lot today because I have been involved since last RO and W2 conversion. The new capital increase is W4, and I will have to transform W4 right again. If the Company loses 100 million baht again this year, it will definitely end and Green Company will not exist as well. I do not think the change of the logo from printed alphabets to Italic ones does not help at all.

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- Mr.Prateep Anantachote : We can try.
- Mr. Sangiam Siripanitsutha : I do not know whether or not the board will explain this point, or strategies or visions, or will have brainstorming meetings to find out what to do in order to improve the Company. I have also had a question that I want to ask. It concerns ACD Energy Company Limited for which the Company sets out the impairment to be 9 MB. It is a newly established company and we have not done anything, what does the impairment come from?
- Mr.Prateep Anantachote : I would like the accountant explain what the impairment is from.
- Mrs. Thanida Inthachak : From what I have explained at first, this is the first year in which a financial statement must show actual and current figures. As for the money that we have invested in ACD Energy Company Limited or Aura Dream Company Limited, we will consider the financial statement, the shareholder's equity and the portions of the money that we have invested or the shares that we have held. Thus, we have to show the actual figures by setting out the impairments. Consequently, the impairment of ACD Energy Company Limited is 9 MB. and the impairment of Aura Dream Company Limited is also 9 hundred baht, as shown in the financial statement.
- Mr. Sangiam Siripanitsutha : Chairman, concerning what Mr. Khomsan said, I am not sure whether it is still at the Company or not, but I do not think it is. Last time, Mr. Khomsan presented to the agenda that the Company had not had any business operation, but I do not understand why the 9 MB. impairment must be set out. All in the sudden, my money is gone. I had made an investment but where my 9 MB. was gone. I do not understand what happened. There are allowance for doubtful accounts and impairments in many entries or almost all the entries. It is like what is happening is kept running in the same direction, we will never get the money back. That is the money that we have paid, including the share price or all the estimates. As for the money invested in the Company, on each page there are just impairments and expenses even though the figures in the current financial statements are added to it. I really wonder why the Company cannot make any profit from the sale of the ORIGIN project. I think that the sale of condominium units will generate profits for the Company, but it turns out that the Company has transferred 260 units but still faces with the loss even though we subtract the impairments and allowance for doubtful accounts. If it is still like this, we

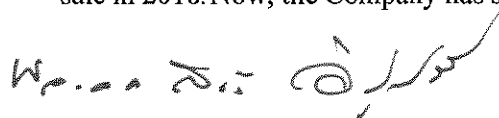
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may not be able to handle the situations even though we have many ORIGIN projects. I do not know what has happened with Green Company.

Mrs. Suvimol Krittayakiern : I would like to give additional explanation. Concerning the alternative power business, we have invested in ACD Energy Company Limited, but now, there are only expenses in accordance with the accounting standards because there must be research and development works. While we were having research works, we have many research projects. In accordance with the accounting standards, if your research works have no clear directions, they have to be cut out. Thus, each year, there are expenses. It is like oil rigging. We have to excavate for oil all the time and the holes we dig cannot be recorded as our assets. They are just expenses. Now, we have only 9 MB., but we still have no clear projects. Thus, we will just keep on working on research and development which nobody knows when will finish. Thus, the impairment has to be set out. If a project that we are going to run is completed and, according to the plan, its cost is 10 MB. and the revenue from it is 20 MB., we will have to cut from the figures in the cashflow of each year; but we cannot find any business to be developed. We still do not know what type of power we are going to do the business on. Thus, we will keep on searching for the business. When we are lucky, the impairment may be inverted.

Mr. Sangiam Siripanitsutha : Thank you. In summary, now, we have 9 MB. which may increase next year because, based on what has been presented, there will be 2 more projects that the Company will study on. How will those projects be? Can I know the details?

Mr. Prateep Anantachote : Those 2 projects concern power. Now, we have submitted an application to work with War Veterans Organization of Thailand under Royal Patronage of His Majesty the King to establish and run solar farms. They give each company the 5 megawatt quota. We have submitted the application to War Veterans Organization of Thailand. Yesterday, the Vice Director of War Veterans Organization of Thailand came to see whether the Company really exists or not and whether the Company has capacity to run the farms for not. This is the initial action. Thus, if we can get the contract as planned, they will give us COD within 2018. This means we have to invest within 2018 and can generate electricity for sale in 2018. Now, the Company has sent 2 affiliates, namely, Green Resources



(Public) Company Limited and ACD Energy Company Limited. If ACD Energy Company Limited can make joint-investment, we will invest and start the business in 2018. We will also recognize the revenue as the account auditors have set out and the loss from the impairments will be inverted. This is the plan. Now, we have short-term, middle-term and long-term plans. We have been thinking what we are going to do, but now, we will accelerate the aforementioned project in order to generate sustainable incomes. As for the real estate projects, we have to stop with the 2 projects and new, we do not have any other project. If the Company can get the contract, we will run the 5 megawatt project. Now, we have enough cash to run the project without the need to borrow money from banks.

Mr. Sangiam Siripanitsutha : Will the Company stop the real estate projects. Is it the policy to stop them?

Mr. Prateep Anantachote : We will not completely quit, but we think we would rather run the 2 projects until they succeed before starting another. However, it does not mean that we will stop with these projects.

Mr. Sangiam Siripanitsutha : I would like to discuss the power project. Is it the power project last year?

Mr. Prateep Anantachote : Yes, it is the one that we could attend the contest. Some parts have been cancelled since the Company joined the cooperative last year.

Mr. Sangiam Siripanitsutha : Have we attended the contest for this project?

Mr. Prateep Anantachote : Yes, we have.

Mr. Sangiam Siripanitsutha : What was the result?

Mr. Prateep Anantachote : Last year, we did not get the contract.

Mr. Sangiam Siripanitsutha : For this contest, how many percents do you feel confident?

Mr. Prateep Anantachote : How many percents does the Company feel confident? If we change the seal of the Company into a new model with Italic alphabets, we are ready.

Mr. Sangiam Siripanitsutha : If we use Italic alphabets, will we get the contract?

Mr. Prateep Anantachote : Yes.

Mr. Sangiam Siripanitsutha : Chairman, would you like the 'Green' name to be written with Italic alphabets?

Chairman : I would like to collect the votes.

Mr. Sangiam Siripanitsutha : If we change the logo, what expenses will we incur?

Mr. Prateep Anantachote : What expenses did you mean?

Mr. Sangiam Siripanitsutha : I meant those related to our joint investments with those 2 affiliates.

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- Mr.Prateep Anantachote : The money is spent on the investment. Now, 1 megawatt is for no more than 40 MB.
- Mr. Sangiam Siripanitsutha : One megawatt is for 40 MB., but we get 5 megawatts.
- Mr.Prateep Anantachote : If we get 5 megawatts, we will have to invest 200 MB.
- Mr. Sangiam Siripanitsutha : If we have the COD and cashflow, in how many years can we recover the invested fund?
- Mr.Prateep Anantachote : It will take no more than 10 years.
- Mr. Sangiam Siripanitsutha : Will it take 10 years?
- Mr.Prateep Anantachote : Yes, it will, but we will recognize the revenue every month and every year.
- Mr. Sangiam Siripanitsutha : Do we have to pay 200 MB. first?
- Mr.Prateep Anantachote : Yes, we do. If we do not invest, how can we get profits?
- Mr. Sangiam Siripanitsutha : Yes, but it exhausts me because it takes too long.
- Chairman : I would like to tell you that we also have many more policies concerning many issues, but I cannot talk about it too much lest I sound like advertising the Company and you will think that I want to lever the price of the Company share. As a matter of fact, we are solving problems and we have an ally who is Mr. Chaisith Viriyamettakul. I would like Mr. Chaisit to say something to the agenda.
- Mr. Chaisith Viriyamettakul : Yes. Greeting the Chairman and all shareholders, as a matter of fact, I have invested in Green for less than one year. I got a big lot of 20 million shares from Mr. Sanan in the price of 3 baht per share when I still did not know what Green was doing. Now, I am the second biggest shareholder to Mr. Tai. All the conflicts that currently happen are problematic. I have been trying to bring in new businesses. We have invested our money, so we should not quarrel one another. We need to make our invested money fruitful. Before I was going to invest, I had had many other projects to invest in or to, in fact, to be put in SET, but I deemed that it would take at least 2 years to put those businesses into SET. Therefore, I consulted with the Company. To buy the projects would generate profits and I would get all the money that I had invested back. If you know me well, you will know that I have never incurred loss from investments. This Company will be the same, but I will have to work rather hard in order to know how to save this Company that I have joined. I have checked the details of the financial statement and they are like what shareholders have said. How much is the total value of the expenses that the Company has. There are monthly

Mr. Chaisith Viriyamettakul

expenses and salaries for employees, all of which is around 1.6 MB. per month. That is the total expenditure. Meanwhile, Green Company has not earned any revenue. This is an issue that I have been thinking about. The other issue concerns Taksila project about which I am going to ask account auditors. If we are going to sell the project, we need not book the depreciation cost, need we?

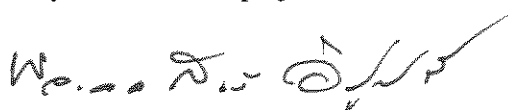
Mrs. Suvimol Krittayakiern : The depreciation cost of Taksila project is over.

Mr. Prateep Anantachote : Yes, the depreciation cost is over.

Mr. Chaisith Viriyamettakul : Does it mean that we will get great profits if we sell it? If we let it, will the depreciation cost be recorded?

Mrs. Suvimol Krittayakiern : Yes, it will. If the project is let, there will be the depreciation cost but it can be a fair that is used for appraisal. If the fair is high, the value of the property can be appraised to be increased. A property for lease is an immovable property for investment, and can be recorded by capital cost after depreciation cost or the fair. If the fair is used, it has to be recorded every 3 and 5 years by getting appraisers to set the fair consistently. In general, this method is not popular.

Mr. Chaisith Viriyamettakul : I have listened a lot. What everyone is worried about is correct because those 2 aforementioned projects are like cancer that has persisted in the Company. How can we eliminate this cancer from the Company? The way is to cut it out or to cut loss. I think that to do a real estate business, we have to brave enough to cut loss because we will be hurt only once. We should invest in profitable projects. I have profitable projects in hand, but they do not belong to me. I am just involved with them. I have a project of 2 megawatts with COD. Someone had asked me to sell it to him but I did. I just want to generate incomes for my children and I have been earning around 2 MB. per month. I think if I bring the aforementioned project into Green, it will help solve the problem of the 1.6 MB. expense per month. I had asked myself whether I am foolish or not for giving such incomes to Green, but my motive was that Green is a company in SET, so it can grow if you walk in the proper direction. The Projects 2, 3 and 4 that we are going to bring in can generate incomes for the Company and the share price will rise. Those are the prospect future. There is another project that is ready to be implemented is the 10 megawatts project but it has to wait longer, may be next year. I have this project in hand. Normally, if you ask them to give you the



contract, you will not get it; but they gave it to you because of me. I cannot explain to you. I have talked to the board that it is one thing that I want to do for this Company because I have invested a great deal of money in this Company, for around 70 – 80 million shares that I have bought. I just think about things that will improve this Company. I cannot worsen it. This can be proved with my history of works for the past 30 years that everyone can check. If I go somewhere and things become worse, I will not be there. This is my personality. Many investors know how I am and what I think. I am straightforward. These characteristics have been built in me since when I was young. That is why I told you to trust me to handle the 2 projects that worry you because I have decided to work on them if you trust me and think that I can lead this Company to the future. Now, my son is a director of this Company. It is Mr. Phiphat, my second son. I have been telling my son to pay attention to works and improve Green. Those are really my intentions. That is all I would like shareholders to know.

Chairman : Thank you very much, Mr. Chaisit. With you as an Ally, I think Green can move forward well. I think it is high time agenda 3 was voted.

Mr. Sangiam Siripanitsutha : I would like to ask 1 more question about increased capital and allocation of warrant. How much money is it? How much money remains? How will we spend the rest of the money? These questions are asked so that we will know how much cash the Company has. If in the future, the situation of the Company is not like what Mr. Chaisit said, we will know for how many years we have cash to spend.

Mr. Prateep Anantachote : Ms. Thanida, please answer what the figure is.

Ms. Jaranya Ngamsiri : I would like to answer this question. The total sum of increased capital in 2015 is 498 MB., 47 MB. from which is from the first W2 conversion, 1 MB. is from the second conversion and 209 MB. is from the latest conversion. Currently, money from RO has been spent and there is 75 MB. left. Meanwhile, the cash in the category of cash equivalents is 200 MB. There is also temporarily invested fund that is in the fixed account, the total amount of which is 300 MB.

Chairman : Thank you.

Mr. Sangiam Siripanitsutha : Excuse me! I am still confused because $498 + 47 + 1 + 209 = 755$ MB. What was the money spent for? Is the 300 million the remaining cash and does it include

W. S. Siripanitsutha

cashflow from business operations? Apart from debts that we have paid, we have condominiums. However, I think that 755 MB. money is separated. I think that everything is mixed up because I want to know how much money from that 755 MB. still remains now. I understand that the Company must report this to SET as the objectives for capital increase. According to the explanation by the accountant, I understand that there is 300 MB. remaining. Does it mean that the Company has spent more than 400 MB.? I do not think it is correct. I do not know. This is because you said that the Company has 755 MB. and 300 MB. remains. Does it mean that more than 400 MB. has been spent?

Mrs. Thanida Inthachak : From the fund from RO and warrant conversion, we have spent more than 400 MB. and 75 MB. remains. Those are the figures concerning capital increase. The 300 MB. is the cashflow. The reason why there is just 75 MB. money from RO and warrant conversion is that we have invested money in all the projects in 2013. We have invested in Taksila project, Mahasarakham project and we have also paid deposit to buy around 27,200 sq.m empty land. During that period, the Company sold the Impress project out. Later, in the period of 2014 – 2015, the Company invested money in affiliates, or around 19 MB. in ACD Energy Company Limited, around 155 MB. in ORIN Property company, around 35 MB. as deposit for Noble project in Chiang Mai province, around 19 MB. for the modification of ROCCIA Condo project, 42 MB. to buy a property for the Company or the headquarters in Mueng Thong Thani, and around 97 MB. for all operations. Thus, the remaining money from the increased capital is 75 MB.. As for the 300 MB. that has been reported, it is cash equivalent, which can be spent on investments.

Chairman : Is it alright? I would like to start the voting now.

Mr. Hangchai Akkawatsakul : Excuse me, Chairman! I think that, lest time is wasted, I would like you to continue other agenda. I have changed my flights because I have to attend a shareholder of another company.

Chairman : Yes, I agree. In order to save time, I would like to open the voting.

Moderator : As for this agendum, it has to be approved by the majority of the shareholders.
The shareholders who would like to vote against the agendum or hold the votes

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please raise your hands so that the staff members will collect your ballot cards.

(None of shareholders raised hand.) I would like to conclude the results from voting.

Meeting Resolution : The agenda has the resolution to approve the financial report and the consolidated financial statement as at 31st December 2016 with the votes from the majority of the shareholders attending the meeting as follows:

- Approved 441,219,075 Shares or 100%;
- Disapproved - ;
- **Total 441,219,075 Shares or 100%,**
- Withheld Votes 4,538,260 Shares.

Remark : *In this agendum, there is an additional shareholder attending the meeting, or 1,700,000 shares. The total number of shareholders attending the meeting is 154 or 445,857,335 shares.*

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 2016.

The Chairman informed the meeting that, the results for the year 2016, the Company had losses from operations. 106,191,546.18 (One hundred six million one hundred ninety one thousand five hundred forty six baht and eighty cen) because the company policy has been paying dividends to shareholders at least 30 percent of net profit after tax. However, the Company will account the structure and the financial investment plan, including the economy, for performance of year 2016, the company is operating loss. Therefore, the commission of the profit appropriation as legal reserves and no dividend payment for performance of the year 2016.

Chairman : Is there anyone wanting to give any other opinion? If there is not, I would like the agenda to give votes.

Moderator : This agenda is the approval of the omission of the allocation of profit and omission of dividend payment for the results from the operation in 2016, which must be approved by the majority of the attendants. The shareholders who would like to vote against the agendum or hold the votes please raise your hands so that the staff members will collect your ballot cards. (None of shareholders raised hand.) I would like to conclude the results from voting.

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- Mr. Sangiam Siripanitsutha : Chairman, in this agendum 4, concerning the dividend and the accumulated loss, how long do you think we can recover and have profits again, or what the tendency is? Could you explain such issues?
- Mr. Prateep Anantachote : Last year, we had planned to use premium to cut accumulated loss, but now, the accumulated loss has exceeded the premium. Thus, we think that if the Company has activities transactions or investments that generate incomes and if the values of both entries can match with each other, we will ask the agenda to vote for the cut of premium again later. Then, we can move forward and pay dividend.
- Mr. Sangiam Siripanitsutha : The solution is the old policy that has been informed to shareholders all the time.
- Mr. Prateep Anantachote : Yes, it is, but now, we have not cut it. Thus, we will ask for approval again.
- Chairman : Is there any one wanting to ask additional questions? If not, I would like to start the voting now.

Meegin Resolution : The agenda has the resolution to approve the omission of the allocation of profit and omission of dividend payment for the results from the operation in 2016 with the votes from the majority of the shareholders attending the meeting as follows:

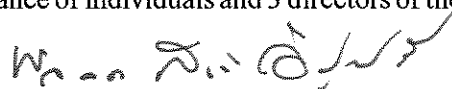
- Approved 443,019,075 Shares or 100%;
- Disapproved - ;
- **Total 443,019,075 Shares or 100%,**
- Withheld Votes 2,838,260 Shares.

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

The Chairman informed the meeting that, according to the Articles of Association requires that the annual general meeting of shareholders at all times. Directors representing one-third, or the number nearest to one third must retire by rotation. This year, the directors are required to retire by rotation for two (3) members, namely *Police Major General Sahaschai Indrasukhsri, Mr. Virat Jansiriwattana and Mrs. Pawanya Krittachart.*

For this agenda. The voting was transparent, 3 directors who are listed in the Directors who retired by rotation. The stakeholders in this agenda for permission to temporarily leave the meeting until after the voting is completed.

The Board of Directors excluding the stakeholders consider criteria including the performance of individuals and 3 directors of the opinion that three directors are all highly qualified,



knowledge is appropriate with full legal and not prohibited. The deserves to be elected as directors for another term. The Board determined that asked the shareholders to elect directors who are considered to be the most beneficial to the operations of the Company. The proposal to elect directors, three persons who retired by rotation, to retain office for another term. By detailing history and contributions of three individuals, shown in Attachment 5.

By voting individually and the Chairman asked the meeting to consider the election of directors to replace those who resigned following the nomination of the above two persons will vote individually, respectively as follows:

1. Police Major General Sahaschai Indrasukhsri,

2. Mr. Virat Jansiriwattana

3. Mrs. Pawanya Krittachart.

Mr. Prateep Anantachote : Is there any one wanting to ask additional questions? If not, I would like to start the voting now.

Moderator : I would like to inform shareholders again that in this agendum, the staff members will collect ballot cards from all of you who vote for and against the agendum and hold the votes. Thus, I would like shareholders and the authorized representatives to submit the ballot cards to staff members.

Mr. Prateep Anantachot : Please vote all the 3 candidates as follows:
Order 1: Police Major General Sahaschai Indrasukhsri,
Order 2: Mr. Virat Jansiriwattana, and
Order 3: Mrs. Pawanya Krittachart.

Mr. Prateep Anantachote : I would like to know whether shareholders have questions or different opinions or not. Now, the staff members are counting the votes. In order to save time, I would like to continue with other agenda. If the scores are finalized, they will be informed to the agenda. Staff members, would you please lead Chairman and three directors to the meeting room.

Meeting Resolution : The agenda has the resolution to approve the appointment of the directors to replace the directors whose terms end with the votes from the majority of the shareholders who attend the meeting as follows.



5.1. Police Major General Sahaschai Indrasukhsri

- Approved 215,068,129 Shares or 52.2479%;
- Disapproved 196,562,412 Shares or 47.7521%;
- **Total 411,630,541 Shares or 100%,**
- Withheld Votes 5,700,694 Shares

5.2. Mr. Virat Jansiriwattana

- Approved 258,454,929 Shares or 58.7185%;
- Disapproved 181,704,712 Shares or 41.2815%;
- **Total 440,159,641 Shares or 100%,**
- Withheld Votes 5,697,694 Shares

5.3. Mrs. Pawanya Krittachart

- Approved 243,594,229 Shares or 86.2855%;
- Disapproved 38,717,624 Shares or 13.7145%;
- **Total 282,311,853 Shares or 100%,**
- Withheld Votes 163,545,482 Shares

Agenda 6

To consider and approve the fixing of the directors' remuneration for the year 2017.

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 in the aggregate amount of not exceeding Baht 5,000,000 baht per year (five million baht). The remuneration does not include compensation or benefits given to the directors as a whole as status for employees or staff of the company. The details of the invitation letter.

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
The aggregate of directors' remuneration shall not exceed Baht 5,000,000.00 (five million baht) per year.		

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- Chairman : The remuneration is the same as the one last year. As a matter of fact, the Company has spent less than the targeted amount. Is there anyone wanting to object or having different opinions?
- Mr. Tai Chong Yih : Concerning this matter, I had suggested in a board meeting that the remuneration should be cut by a half but the board disagreed. Thus, I would like to suggest to shareholders that half of the proposed remuneration for the directors or 15,000 baht from 30,000 baht and 9,000 baht from 8,000 baht is paid.
- Mr. Chaisin Cheocharnpipat : During the election of directors the candidates were not allowed to show their visions that what they would do if they were elected directors and how they would do things they proposed and how they would solve problems. There has never been such discussion. As I have heard, in each meeting old stories are told. Thus, I would like the directors to show their spirit by not receiving the remuneration for one year. You have recently stated that the remuneration should be based on responsibilities and performances, but the recent performances are not so good. Thus, you should refrain from receiving the remuneration for one year. If your performances in next year are good, you can receive remuneration. I would like to suggest they the directors not receive the remuneration to show their spirit.
- Mr. Prateep Anantachote : It depends on the resolution of the agenda.
- Chairman : Is there anyone wanting to ask questions or give any other opinion? If there is not, I would like the agenda to give votes.
- Moderator : Is there any additional question? If there is not, I would like to start the voting in agendum 6. This agendum must be supported by votes from two-thirds of the shareholders who attend the meeting. For the agendum of the consideration of the remuneration for directors in 2017, the shareholders who would like to vote against the agendum or hold the votes should raise hands so that our staff members will collect your ballot cards. (None of shareholders raised hand.)
- I would like to conclude the results from voting.

Meeting Resolution : The agenda has the resolution to **disapprove** the remuneration for directors in 2017 because the agendum is supported by less than two-thirds of the shareholders who attend the meeting as follows:

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- Approved	246,456,663	Shares	or 55.2770%;
- Disapproved	196,712,412	Shares	or 44.1200%;
- Withheld Votes	2,688,260	Shares	or 0.6029%
- Total	445,857,335	Shares	or 100.0000%.

- Chairman : Thank you. Therefore, directors will not receive the remuneration. I work with my heart.
- Mr. Hangchai Akkawatsakul : Chairman, you have said so. Please note that statement. If a shareholder requests a statement to be noted, you have to record it. Otherwise, it is against the laws.
Thank you.
- Chairman : You can record it, but it is for me only. I could have resigned alone but I feel considerate to others. I need not receive the remuneration, but I am worried about other directors who waste their time. Nevertheless, it is alright. If shareholders disapprove, we will not accept the remuneration.

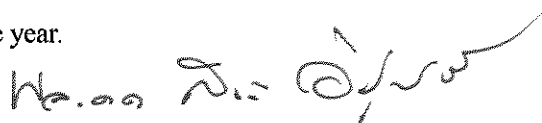
Remark : *The Company will propose this matter to be considered in a board meeting. If there is any progress, we will inform shareholders later.*

Agenda 7 **To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2017.**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accounts from DIA International Auditing as new auditors of the Company and its subsidiary for the fiscal year 2017. The names of certified public accountants who are responsible for signing and certifying the Company's financial statements are as follows:

- | | |
|---------------------------------|---|
| 1. Mrs. Suvimol Krittayakiern | Certified Public Accountant No. 2982 and/or |
| 2. Miss Somjintana Pholhirunrat | Certified Public Accountant No. 5599 and/or |
| 3. Miss Suphaphorn Mangjit | Certified Public Accountant No. 8125 |

The Board of Directors deemed it appropriate to determine the audit fee to be Baht 1,750,000 (one million, seven hundred and fifty thousand Baht). The Board of Directors also deemed it appropriate to propose that the shareholders' meeting authorize the Board of Directors to engage the procurement of other certified public accounts if DIA International Auditing is required to appoint other auditors in case that the aforementioned auditors fail to perform their duties, as well as to approve the review fee that may incur for the financial statements of the Company and its associated companies during the year.



Audit Fee for 2017

money spending and dissolving the incomprehension in financial statements. I would like account auditors to note all the remarks in the notes to each financial statement so that shareholders can ask related questions in each ordinary shareholder meeting (annual meeting). Notes to a financial statement explain essential details. I would like to thank you very much and would love to see local farms grow together with the stock market. My expectations are that the dividend can be paid and we may have local farms as Big Four instead of Big Three in the future.

Mr. Sangiam Siripanitsutha : Excuse me, Chairman. The account audit company is DIA International Company Limited. I will remember this company. I have to thank them for reducing the account audit fee for us.

Mrs. Suvimol Krittayakiern : This is because the number of transactions has decreased.

Mr. Sangiam Siripanitsutha : Ues, it has, and that is the point. The company has fewer transactions, so the account audit fee decreases. I anticipate that, next year, the account audit fee will rise, not decreasing. Thanks to the account audit company.

Chairman : Is there anyone wanting to ask questions or give any other opinion? If there is not, I would like the agenda to give votes.

Moderator : Is there any additional question? If there is not, I would like to start the voting in this agendum of the arpproval for the appointment of account auditors for the Company and affiliates in 2017, which must be supported by votes from the majority of the shareholders who attend the meeting. The shareholders who would like to vote against the agendum or hold the votes should raise hands so that our staff members will collect your ballot cards. (None of shareholders raised hand.) I would like to conclude the results from voting.

Meeting Resolution : The agenda has the resolution to approve the appointment of account auditors for the Company and affiliates in 2017 with the votes from the majority of the shareholders who attend the meeting as follows:

- Approved 441,424,547 Shares or 99.6064%;
- Disapproved 1,744,528 Shares or 0.3936%;
- **Total 443,169,075 Shares or 100%**
- Withheld Votes 2,688,260 Shares

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Agenda 8

To consider and approve the change of seals of the Company. Amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting for its approval of change of the Company's seal and amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal, as per the details below:

Old



New



Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the change of the Company's seal and the amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal.

Mr. Prateep Anantachote : Is there any shareholder wanting to ask questions?


Mr. Hangchai Akkawatsakul : First, I would like shareholders to give your applauds to directors who resume their positions. The applauds are like the unanimous resolution to let you move forward. Most importantly, you have to solve the problems related to the conflicts within the board, which is worrisome. As a matter of fact, I am very much worried about Mr. Tai Chong Yih. As I have insisted, Mr. Chaisith has

given 2 new businesses. I believe that Mr.Chaisith will help Green grow and move forward. I am really worried about shareholders. Now, I have missed my flight and I have changed my flight. I can spend 1,600 baht more. I want to attend a meeting in Vientiane, but I could not help remaining here. Mr. Tai Chong Yih, you should not smile. We will have a meal together. Please wait until I come back from Vientiane. I do not know why you have to quarrel one another. I want everyone to join hands together. I want to see Green grow although I disliked Green at all in the past. Nevertheless, today, I feel sorry for minor investors who have been stuck with the shares. That is my expectation, and this gentleman whom I revere has accidentally joined us. This accident has tired him a great deal. All shareholders rely on the board, which is undeniable. That is all I want to say. I do not want to waste your time.

Chairman : Is there anyone wanting to ask questions or give any other opinion? If there is not, I would like the agenda to give votes.

Mr. Chaisin Cheocharnpipat : I would like to share my opinion about agendum 8. It is like this. For those who have studied, we may remember that when we were young, we had to pronounce the name of Chulalongkorn University as chu-la-long-ka-ra-na. That was what we were taught and when we had examinations, we had to remember this pronunciation. However, in a cabinet meeting, a cabinet member proposed that the 'chu-la-long-ka-ra-na' pronunciation was too long. Thus, they shortened the pronunciation by adding a mark to eliminate a sound. Thus, when the cabinet approved, the mark had to be added to the name and the pronunciation was turned to 'Chulalongkorn'. Dr. Kasem, a chancellor of the university said that the university had to spend a great deal of money on changing the name and signs. It cost the university around a hundred million baht for just adding a short diagonal line. Thus, if you want to change the logo of the Company by adding two lines and turning the lphabets into Italic ones like the name is going to collapse, you have to prepare document, letter head and everything including the name tags. How many things do we have to change? Is it worth? I think the change of logo and seal is the feeling. It is not that worth. Thus, I would like to suggest that the change should not be made. Thank you!

Chairman : I would like to start the voting.



Mr. Prateep Anantachote : I would like to inform you that we will not incur so many expenses like Chulalongjorn University did. We just print new signs. The office of the Company does not need new signs or banners. As for business cards and paper with letter head, we will use the old ones until they are finished. Then, we will print new ones. We will not spend much money.

Mr. Sangiam Siripanitsutha : What is the estimated expense in total?

Mr. Prateep Anantachote : Concerning the total expense on logo change, the Secretary, do we have to notify SET for approval? How much do we have to pay? Is it as much as ten thousand baht or is it free? Apart from that, there is just paper letter head. We can use the old ones until they are out. Then, we can print new ones.

Mr. Sangiam Siripanitsutha : The new logo is similar to the one of another company. I am not sure whether you have checked the logo of Big Camera Company already or not. That logo is in green colour and in the shape of a leaf. I think you should check the logo of Big Camera Company to see whether it has line and Italic alphabets or not lest our logo is the same as that one. Please be careful.

Ms. Sarunrat Seesan : Please let me explain. Before designing the new logo, the Company had checked the data at the Department of Business Development already to see whether the new logo is similar to any other or not. It is discovered that there is no other company using this logo. Hence, it can be used. Thank you.

Chairman : Please vote.

Meeting Resolution : The agenda has the resolution to **disapprove** change of Company logo and modification of Item 38 of the Company Regulations in accordance with the change of Company logo because the agenda is supported by less than three-fourths of the shareholders who attend the meeting as follows:

- Approved	254,032,725	Shares	or 56.9762%;
- Disapproved	157,847,788	Shares	or 35.4032%;
- Withheld Votes	33,976,822	Shares	or 7.6206%
- Total	445,857,335	Shares	or 100%.



Agenda 9

To consider other matters (if any)

Mr. Hangchai Akkawatsakul : I would like to tell everybody about the remuneration for directors of the board by Public Company Act. If the proposed rate is not voted for by the majority of the agenda, the rate used last year will be implemented to paying the remuneration to directors. As for Mr. Chaisit's concern that the directors will not get the allowance for attending the meeting, I would like to say something. As a matter of fact, Mr. Tai Chong Yih has been very rich and he is also a major shareholder, you can cancel the remuneration for him so that we can save more money. I was just kidding. It depends on the willingness of everyone, but I believe that there must certainly be the payment of the remuneration for directors, but the old rate may be applied. Actually, the vote result will manifest something. We, all directors of the board, have been chosen, but the remuneration rate is not approved. That is why other people were astonished, but I was not. That is because I had passed training courses by SEC, SET and Ministry of Commerce. In addition, I have recently talked to many judges. I have talked to them a lot because those judges also invest in the shares. I have talked to them about many legal issues that have also been raised here. I would like everyone to harmonize together. In fact, I briefly know Mr. Tai Chong Yih. I know him but he does not know me. I know him from his fame in the society. We may have chances to talk together later. I want Green to grow and to generate profits. In that case, the one who receives the most benefits is Mr. Tai Chong Yih because he is a big shareholder, but he may not be that big because he dare not resign from his director position in order to play only the roles of a major shareholder. If I were him, I would resign and I would stay at home and would not have to attend a board meeting at 8 or 9 o'clock in the morning. I would like to briefly share my opinion about registered companies. Thai Shareholder Club and Thai Shareholder Association emphasize on good governance as required by SET. However, Thai Shareholder Club wants more than that because it emphasizes on ethics. Why does the club emphasize on ethics? It is because some actions might be compliant with the regulations and requirements of SET in accordance with Public Company Act, but they might not be correct in the current society. The ethics in business administration, spirit expression and



business operations manifests righteousness and sincerity. Lastly, I would like to tell you that I dedicate myself to the stock market. I am an advisor and consultant for many companies but I never receive salaries from them. I have given many comments and suggestions to many companies. Even some conglomerates have also invited me because they know that they need not pay me any money. Recently, there has been an oil company but I will not mention it because nobody asked about stock market and it is not this Company. Just be aware that I, as a consultant, have warned the Chairman but since you, Chairman, did not inform shareholders, I had to ask about essential matters that minor shareholders should know. I am glad that this meeting goes well in accordance with the disposition of the Company. I hope that Mr. Chaisit has informed you and negotiated the matters. Thank you. Please do not fight, just collaborate and share profits to minor shareholders who are stuck with 3 baht, 5 baht and 8 baht shares so that they can grow. Lastly, I would like to thank you again. I would like to see the note for making the meeting minute that can be an example that I can show to other companies. It is very detailed. I would also like to thank the gentleman who have travelled from a far away place. Thank you very much.

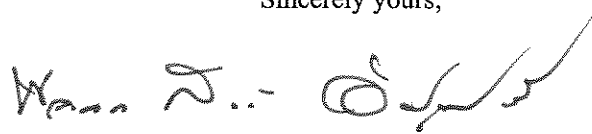
- Mr.Kumpol Uepanit : I would like to go back to the investment plan for 2017 of the Company. Apart from the 10 megawatts power plant project, which has been reported to be submitted, and the projects from Mr. Chaisit, is there anything else?
- Mr. Prateep Anantachote : We are negotiating some projects, but we cannot give you the details yet because we cannot disclose the names of the companies that we are negotiating. We are negotiating with 2 companies.
- Mr.Kumpol Uepanit : Are those projects about alternative power or anything else?
- Mr. Prateep Anantachote : They are about alternative power, solar farms.
- Mr.Kumpol Uepanit : I have heard that last year, the Company mentioned the joint investment in a company that provides services related to industrial waste management. How is that project now?
- Mr. Prateep Anantachote : It has been cancelled.
- Mr.Kumpol Uepanit : Did you mean that we no longer have that project?



- Mr.Prateep Anantachote : No, we do not have it because it is the project to generate electricity from garbage, which seems to be too difficult. I do not think we should invest in that business.
- Mr.Kumpol Uepanit : That is all I want to know.
- Mr. Prateep Anantachote : Yes.
- Chairman : Since this meeting has covered all the agenda, on behalf of the board of Green Resources (Public) Company Limited, I would like to express gratitude to everyone who attends this meeting and would like to confirm that the board, the executives and all employees will do our best for the prosperity of the Company and the possible best benefits for shareholders and stakeholders. I would like to close this meeting now.

Meeting Adjourned at 13.14 PM.

Sincerely yours,



(Pol.Maj.Gen Sahaschai Indrasukhsri)

Chairman of the Boar

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, Identification of proxy, and 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, Passport of proxy and 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. Ministry of Commerce
- (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 pm. On April 5, 2018 onwards.

Company Articles of Association in respect of shareholders meeting of

Green Resources Public Company Limited.

The Shareholders' Agenda

Article 24. The Board must prepare a meeting of shareholders at the annual ordinary meeting within 4 months from the end of the fiscal year account of company to shareholders other than those already mentioned. To call a extraordinary meeting of the Board of Directors, will call extraordinary meeting of shareholders at any time it deems appropriate or the aggregate number of shares not less than 1 in 5 of the total number of issued shares, or shareholders not less than 25 people, which shares amounting to not less than 1 in 10 of the total number of issued shares. To their names for a letter requesting the committee to convene an extraordinary general meeting of shareholders at any time. It must specify the reason for the request to convene promptly in writing of such decision in this case, the commissioner held a meeting of shareholders within one month from the date of receipt of notice from the shareholders.

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 newspapers such invitation for 3 consecutive days before the meeting, not less than 3 days of 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. It 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 preside. 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 shareholders have a special gain an loss interest in the matter. Shareholders will not be entitled to vote in the election of directors, in addition to voting for election 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 year 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. The directors must be qualified by the law defined.

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 3 parts are can't. 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 prize money, pay, bonus, allowances or benefits in other ways. 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.

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.Prateep Anantachote
Position Acting as Chief Executive Officer /Vice Chairman
Age 61 Years Old
Nationality Thai
Education Bachelor's Degree in Accounting, Assumption University.
Director Training Programs DAP 132/2016 at Thai Institute of Directors
Years on the Board 4 year 1 month
Listed companies -
Non-Listed Companies -

**Experiences**

2017 – Present	Acting as Chief Executive Officer , Green Resources Public Company Limited
2014 – Present	Vice Chairman , Green Resources Public Company Limited
	Director, Green Plus Company Limited
	Director, Orin Property Company Limited
	Director, ACD Energy Company Limited
2007 – 31 Mar, 2014	Manager Srinakarin Branch – Thepharak Bank of Ayudhya Public Company Limited.

Meeting attendance in 2016 6/6

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

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.Apichart Sivamoke

Position Director

Age 58 Years Old

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

Years on the Board 2 year 11 month

Listed companies -

Non-Listed Companies Managing Director, Speedway Transport Company Limited
 Managing Director, Speedway Transport Company Limited
 Managing Director, Grate Greenway Company Limited
 Managing Director, Nganlamiad Kanbunteng Company Limited

Experiences

2017 – Present	Member of Investment Committee Member of Nomination and Remuneration Committee Director, Director, Green Resources Public Company Limited
2015 – Present	Director, Green Resources Public Company Limited
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
2012	President of Developer Relations Program, Executive level Directorate of Civil Affairs

2008	Independent Director and Audit Committee, Sunwood PCL.,
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)

Meeting attendance in 2016 4/6

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

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.Pipat Viriyamettrakul
Position Director
Age 34 Years Old
Nationality Thai
Address 55/538 Soi Nawamin 155 , Nuan Chan ,Bueng Kum
Education Bachelor of Marketing, Assumption University
Years on the Board 1 Year 1 Month
Director Training Programs DAP 142/2017 at Thai Institute of Directors
Listed companies -
Non-Listed Companies Taparak Development Co.,Ltd.
 18 Tower Co.,Ltd.



Experiences

2017 – Present	Director, Green Resources PCL.,
2008 - Present	Director, 18 Tower Co.,Ltd.
2008 - Present	Director, Taparak Development Co.,Ltd.
2016 – Present	Director, Bangna Residence Co.,Ltd
2016 - 2017	Deputy Director, Apple Wealth Securities Co.,Ltd , CDC Branch.
2009 - 2016	Senior Investment Consultant, Bualuang Securities PCL.,
2010 - 2010	Account Representative Private wealth management, DBS Vickers Securities Thailand

Meeting attendance in 2016 4/4

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

Supporting Documents

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

To be elected as directors at the Annual General Meeting of Shareholders for the year 2018.

Name – Surname Mr.Natee Panichewa
Age 59 Years Old
Nationality Thai
Address 68 Soi Sathorn 1, South Sathorn Rd, ThungMaha Mek,
Sathorn, Bangkok 10120
Education - MBA, Texas A&M University, USA
- Economic, Chulalongkorn University



Director Training Programs DAP 9/2004 at Thai Institute of Directors
DCP 46/2004 at Thai Institute of Directors

Presently Professional

1. Chairman of Unique Engineering and Construction Public Company Limited
2. Chairman of Pantip Park Co.,Ltd
3. Managing Director of Phaibul Business Co.,Ltd.
4. Chairman of Executive Committee of Paragon Car Rental Co., Ltd.
5. Chairman of Executive Committee of Quality Rent-A-Car Co.,Ltd.
6. Chairman of Executive Committee of Cathay Leaseplan Public Company Limited
7. Chairman of Sima Thani Hotel
8. Chairman of Naporn Co.,Ltd.
9. Chairman of Sathorn 7 Co.,Ltd.
10. Managing Director of Pailuck Co.,Ltd
11. Director of Dhipaya Life Assurance
12. Director of Thai Refined Salt Co., Ltd
13. Director of Koh Chang Island Resort
14. Director of Chiangrai Hill Resort Co.,Ltd

- | | |
|-------------|--|
| 1995 – 1996 | Advisor to Deputy Minister, Ministry of Finance |
| 1997 – 1998 | Member of Finance Sub-Committee |
| | Member of Asset Utilization Sub-Committee , Expressway and Rapid Transit Authority of Thailand |
| 1996 – 2000 | Executive Director of Krungthep Thanakom Co.,Ltd. |
| 1996 – 2004 | Executive Director of Don Muang Tollway Public Co.,Ltd |
| 1983 – 1997 | Executive Director of Cathay Trust Co.,Ltd. |

Extra-Curricular

1. Charter President, Rotary Club -Chiang Mai Airport
2. Secretary General, Faculty of Economics Alumni, Chulalongkorn University
3. Executive Member of Sub-Committee, Association of Children Development Fund
4. Executive Advisor to the Lawn Tennis Association of Thailand
5. Special Lecturer, Administration Faculty, Assumption University
6. Special Lecturer, Master Degree of Administration Faculty, Siam University
7. President Class of 11, Chulalongkorn University Demonstration School

The Prestige Award

1. Year 1994 Excellence in Honors Ethics and Morality Executive Awards by Moral Excellence Executive Club
2. Year 1994 Honorary Award “The Star” for social Benefit by Weekly Newspapers Association
3. Year 1996 Outstanding Persons Awards by Office of Senior Expert Committee and Marketing Magazine
4. Year 2013 Outstanding Persons Awards “Bell Award” for Organization, Business and Personal Development by Broadcaster And Journalist’s Assembly of Thailand
5. Year 2013 Quality Persons of The Year for Insurance and Life Assurance Business Solution Foundation of Science and Technology Council of Thailand
6. Year 2014 CEO Thailand Awards 2014 by Broadcaster And Journalist’s Assembly of Thailand And Administration Management for Development Project, Rajapark Institute
7. Year 2014 Morality Person Awards by Thummaraksila Foundation

Enclosure 5

The number of shares and shareholding in the company 6,451,800 shares representing 0.90 percent of total shares (Information as of the closing date of the share register on February 28, 2018.)

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

GREEN08/2018

12 March 2018

Subject: Additional Clarification on the Change of the Form of Investment in the Solar Rooftop Power Plant Project with Total Capacity of 1.0 Megawatt in Lopburi Province of J.E Solar Lopburi Co., Ltd.

Attention: President
Stock Exchange of Thailand

Enclosure: Information on the Investment in the Solar Rooftop Power Plant Project with Total Capacity of 1.0 Megawatt in Lopburi Province of J.E Solar Lopburi Co., Ltd. (as amended and disclosed to the Stock Exchange of Thailand on 1 September 2017)

Reference is made to fact that Green Resources Public Company Limited (the “**Company**”) had informed the resolution of Board of Directors Meeting No.2/2018, convened on 27 February 2018, to propose that the 2018 Annual General Meeting of Shareholders ratify the investment in J.E Solar Lopburi Co., Ltd. The Company would like to give additional clarification on such agenda item to the Stock Exchange of Thailand (the “**Stock Exchange**”) as follows:

1. The investment structure of the Solar Rooftop Power Plant Project with total capacity of 1.0 megawatt in Lopburi Province (the “Project”) of J.E Solar Lopburi Co., Ltd.

Board of Directors Meeting No.4/2017, convened on 11 August 2017, resolved to approve the Company’s investment in the Project by means of an acquisition of assets and rights to operate the Project and to supply electricity to the Provincial Electricity Authority. The details of the core assets and equipment acquired by the Company are as follows:

- (1) The plot of land of the Project (the “**Project Land**”) with an area of 10-1-34 rai, located in Phattana Nikhom Subdistrict, Phatthana Nikhom District, Lopburi Province, at a total value of THB 2,000,000, purchased from Mr. Charoen Choosorn;
- (2) The structure of the Project Land, a chicken barn and equipment used in power generation for the Project, at a total value of THB 17,000,000, purchased from J Engineering Limited Partnership;
- (3) The equipment and solar cell panels of the Project, purchased from J.E Solar Lopburi Co., Ltd., a party under the Power Purchase Agreement with the Provincial Electricity Authority in the amount of THB 54,205,607.48 with value added tax in the amount of THB 7,794,392.52 (a total value of THB 58,000,000).

In this regard, the total value of the core assets and equipment is THB 77.0 million. Considering that the transaction size of the asset acquisition transaction based on the total asset value is equivalent to 10.9 percent, being lower than 15 percent and that the parties to the transaction are not considered to be connected persons, therefore, the Company is not obligated to comply with the criteria on the disclosure of information in accordance with the notification on acquisition and disposition transactions or the notification on connected transactions. However, since the Project is the first investment for the Company to expand into the energy business, the Company, therefore, had disclosed the information on the investment in the Project to the Stock Exchange in order to inform the shareholders and general investors, as detailed in the Information on the Investment in the Project which was disclosed to the Stock Exchange on 31 August 2017 (Enclosure 1).

2. Reason and necessity for the change of the form of investment and the new investment structure of the Project

Reason and necessity for the change of the form of investment

After the Company purchased the assets relating to the Project from the Seller in August 2017, J.E Solar Lopburi Co., Ltd., as the Seller, sought permission from the Provincial Electricity Authority to assign the rights under the Power Purchase Agreement to the Company in accordance with the provision in the Sale and Purchase Agreement of the Project. However, due to certain restrictions in the Power Purchase Agreement of the Provincial Electricity Authority for which the transferee must be an affiliate company of the transferor before the transfer, J.E Solar Lopburi Co., Ltd. may not make an immediate assignment of the rights to the Company under the Power Purchase Agreement. Therefore, in order for the Company to receive the full benefits under the Sale and Project Sale and Purchase Agreement, all shareholders of J.E Solar Lopburi Co., Ltd. agreed to transfer their shares to the Company.

For the above reason, it is necessary for the Company to change the form of investment from the acquisition of equipment and solar cell panels of the Project from J.E Solar Lopburi Co., Ltd. to the acquisition of shares in J.E Solar Lopburi Co., Ltd. instead. In this regard, the Company would like to inform you that the Company has conducted the legal due diligence and the necessary procedures with respect to such matter and has been aware of the potential risk in that the Provincial Electricity Authority may disapprove the assignment of rights under the Power Purchase Agreement. Notwithstanding the foregoing, the Seller has given us representation for this undertaking and has agreed on such arrangement on the transfer of shares in the case where the assignment of rights is not approved by the Provincial Electricity Authority; the Company, therefore, is of the view that the Company is not exposed to risk in entering into the transaction.

J.E Solar Lopburi Co., Ltd. does not engage in any other business or has any obligations or liabilities other than the operation of the Project. Its shareholding structure and financial position, as well as operating results, are in accordance with the disclosed information in the Information on the Investment in the Project (Enclosure 1).

New investment structure of the Project

The new investment structure of the Project by the Company is as follows:

- (1) The plot of land of the Project (the “**Project Land**”) with an area of 10-1-34 rai, located in Phattana Nikhom Subdistrict, Phatthana Nikhom District, Lopburi Province, at a total value of THB 2,000,000, purchased from Mr. Charoen Choosorn (remain the same);
- (2) The structure of the Project Land, a chicken barn and equipment used in power generation for the Project, at a total value of THB 17,000,000, purchased from J Engineering Limited Partnership (remain the same);
- (3) As to the purchase of equipment and solar cell panels of the Project according to the previous investment structure in the total amount of THB 58,000,000, the transaction has been changed to reflect the new investment as follows:
 - (3.1) The Company accepted transfer of all shares in J.E Solar Lopburi Co., Ltd. From its existing shareholders (registered capital of THB 14.5 million) provided that the Company has made additional payment in the amount of THB 948,398.13; and
 - (3.2) The Company sold equipment for generating electricity of the Project to J.E Solar Lopburi Co., Ltd. in the amount of THB 40,654,205.61 with value added tax of THB 2,845,794.39 (a total value of THB 43,500,000) (the value is after deduction of investment money in the amount of THB 14.50 million according to the registered capital of J.E Solar Lopburi Co., Ltd..

In this regard, the new investment structure pursuant to (3) and (4) above is in accordance with the agreement set forth in the Project Sale and Purchase Agreement made with the seller beforehand, which causes the Company to pay the additional amount of THB 948,398.13 compared with the previous investment structure due to the reason that the Company also acquire all assets and business of J.E Solar Lopburi Co., Ltd. With respect to the basis for fixing the additional payment, the Company did not arrange for the appraisal but it is in accordance with the previous agreement mutually with the seller.

Remark:

The Company accepted the transfer of shares and held the total shares in J.E Solar Lopburi Co., Ltd. causing it considered as the Company's subsidiary on 2 November 2017. Its total registered capital is THB 14,500,000 (fully paid), divided into 145,000 ordinary shares at the par value of THB 100 per share. The current shareholding structure of J.E Solar Lopburi Co., Ltd. is as follows:

Shareholder	Number of Shares	Percentage of Shares
Green Resources Public Company Limited	144,996	99.996%

Shareholder	Number of Shares	Percentage of Shares
Pol. Maj. Gen. Sahasachai Indrasukhsri	1	0.001%
Mr. Prateep Anantachote	1	0.001%
Mr. Charoen Choosri	1	0.001%
Mrs. Jariya Choosri	1	0.001%

After holding shares in J.E Solar Lopburi Co., Ltd., the Company has changed its directors by appointing 2 representative directors to manage and operate business of J.E Solar Lopburi Co., Ltd., Pol. Maj. Gen. Sahaschai Indrasukhsri and Mr. Prateep Anantachote. At present, the directors of J.E Solar Lopburi Co., Ltd. consist of 3 directors namely:

1. Pol. Maj. Gen. Sahaschai Indrasukhsri
2. Mr. Prateep Anantachote
3. Mr. Charoen Choosri (previous director who has no signing authority)

With respect to the income from sale of electricity, the Company has received in full as agreed under the Project Sale and Purchase Agreement, i.e., proceeds from sale of electricity for September 2017, the Company received it directly from J.E Solar Lopburi Co., Ltd. as a consideration under the said agreement, as for proceeds from sale of electricity for October 2017 until present are deemed income of J.E Solar Lopburi Co., Ltd. as a subsidiary that fully owned by the Company.

Such change in investment structure causes the Company to make additional payment to shareholders of J.E Solar Lopburi Co., Ltd. in the amount of THB 948,598.13, which can be calculated as transaction size of 11.02% according to the total consideration basis (the transaction size of the previous investment structure equals to 10.9% according to the total consideration basis) as follows:

No	Basis for Calculation	Formula	Transaction Size*
1.	NTA Basis	$\frac{33,500,000 * 100}{380,543,793.62}$	8.80%
2.	Net Profit Basis	N/A (as the Company incurs loss)	N/A
3.	Total Consideration Basis	Total consideration (THB 77 million + 948,598.13)* x 100 / Total Assets of Company $77,948,598.13 * 100 / 707,051,999.76$	11.02%
4.	Value of Securities Basis	No securities issued	N/A

*Remark: calculated according to the reviewed financial statement of the Company at the time the Board of Directors has approved the initial investment ending 30 June 2017 (if calculate based on the annual financial statement of the Company as of 31 December 2017, the transaction size according to the NTA basis will equal to 7.59%, and the transaction size according to the total consideration basis will equal to 11.67%).

In addition, even though the deposition of equipment for generating electricity of the Project to J.E Solar Lopburi Co., Ltd. in the amount of THB 43,500,000 (VAT inclusive) will be deemed as the deposition of asset transaction, but it is the sale of assets to the Company's fully-owned subsidiary after acquiring all shares in J.E Solar Lopburi Co., Ltd., therefore, it is the internal restructuring within the Company group only.

Please note that the reason that the Company did not disclose such information to the Stock Exchange and to its shareholders is because, at the time in question, the Company was considering the advantages, disadvantages, benefits, and impacts from the change of the form of investment to be in the best interests of the Company. The Board of Directors' meeting No.2/2018 held on 27 February 2018 has resolved that the Company invest according to the new investment structure and propose this matter for further ratify by the shareholders' meeting.

3. Reason for proposing the agenda matter with respect to the ratification of the investment in J.E Solar Lopburi Co., Ltd. to the 2018 Annual General Meeting of Shareholders

The Board of Directors has considered and deemed that the change of investment structure will be for the highest benefit of the Company and in order for the Company to continue its investment in J.E Solar Lopburi Co., Ltd., which now becomes a subsidiary of the Company. This also help retain the various rights and profit under the Project Sale and Purchase Agreement made with the seller and in accordance with investment policy of the Company. The acquisition of total shares in a limited company is considered a purchase or acceptance of the transfer of a business from another company in accordance with Section 107 (2) (a), which requires the votes of no less than three-fourths of the total votes cast by the shareholders attending the meeting and casting their votes; the Board of Directors, therefore, proposes such agenda item to the 2018 Annual General Meeting of Shareholders to resolve to ratify the operation of the Company to ensure it is in compliance with the law. However, if the shareholders' meeting does not ratify as proposed, the Company will make a transfer of power purchase agreement of J.E Solar Lopburi Co., Ltd. to the Company again as previously planned, or dispose of shares to other investors in such Project taking into consideration of the highest benefit of shareholders.

In this regard, the audit committee of the Company have no different opinion from the opinion of the Board of Directors.

Please be informed accordingly,

Sincerely yours,



(Pol. Maj. Gen. Sahaschai Indrasukhsri)

Chairman of the Board

Ref. GREEN50/2017

August 31, 2017

Subject : Asset acquisition relevant to the Solar Rooftop Power Plant with total capacity of about 1 MW in Lopburi Province (Revise)

Attention : President
Stock Exchange of Thailand

The Board of Directors' Meeting No. 4/2560 of Green Resources Public Company Limited (GREEN) held on 11 August 2017 has approved the acquisition of assets relevant to the Solar Rooftop Power Plant with total capacity of about 1 MW in Lopburi Province with the total investment of Baht 77.0 million (Solar Rooftop Project), invested directly by GREEN to manage tax benefits.

As GREEN has been permitted to list from Tourism & Leisure sector to Property Development sector since August 1, 2017, GREEN has maintained the plan to invest in property project as before. The company begins to expand its operation into energy business as informed in the objectives of the capital increase in the Annual General Meeting in 2015. Risks from inexperience of the business are as follows;

1. Risks from project feasibility

GREEN has appointed three appraisal companies to assess the assets and the estimated value is in the range of Baht 68.83-78.37 million (as shown in the table below). Therefore, GREEN has accomplished the transaction at a cost of Baht 77 million, which is in line with the assessment value.

Unit : Baht million

List of appraisal companies	Land	Buildings	Machines	Total
1. Bangkok Property Appraisal Co., Ltd.	1.65	28.65	48.07	78.37
2. Nawamin Appraisal and Consultant Co., Ltd.	1.55	20.52	52.36	74.43
3. Global Asset Valuer Co., Ltd.	1.43	24.90	42.50	68.83

Moreover, GREEN has appointed Asia Plus Advisory Co., Ltd. (Financial Advisor or FA) to conduct a feasibility study of the transaction. FA has evaluated the value of the project by Net Present Value (NPV) approach, Internal Rate of Return (IRR) approach, and payback period approach. FA has given an opinion that the project is considered feasible and appropriate as the project has positive NPV, IRR higher than the company's weighted average cost of capital, and 11 year payback period. FA has forecasted that the project should achieve the EBITDA margin of 84% – 88% over the contract term.

2. Risks from deterioration of buildings

The buildings might rust, erode, or confront with natural disaster, causing damages to building structure in the future. However, GREEN has employed an engineering team to investigate the buildings' structure and roof. The engineering team has written a report to certify as follows;

The buildings and roof structure have a remaining lifetime of 20 years or more by which the buildings are solid and are able to carry the weight of the solar cells. However, annual maintenance, including welding inspection and rust-proof paintings, is required. The team also advised that the buildings should be reinforced by steel in order to support the solar cells' weights, the rust should be removed, and the buildings should be painted by rust-proof oil color.

As the transaction size of 10.9% of total assets is lower than 15% of total assets (referred to the consolidated financial statements as of 30th June 2017), this transaction is not the asset acquisition in pursuant to the Notification of the Capital Market Supervisory Board No. Thor Jor 20/2551 RE: Rules on Entering into Material Transaction Deemed as Acquisition or Disposal of Assets (and amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand RE: Disclosure of Information and Other Acts of Listed Company concerning the Acquisition and Disposition of Asset, 2004 (collectively “the Acquisition or Disposal Notification”). However, GREEN would like to disclose the information of the Solar Rooftop Project to the shareholders as detailed below.

Assets acquisition transaction

1. Date of Transaction

31st August 2017

2. Related Parties

2.1 Green Resources PLC. and Mr. Charoen Choosri

Proprietor	Details
Mr. Charoen Choosri	Mr. Charoen Choosri owns the right of land with the title deed No. 34250 located in Pattananikhom Sub-District, Pattananikhom District, Lopburi Province with the total area of 10-1-34 Rais, pricing at Baht 2 million

2.2 Green Resources PLC. and J Engineering Limited Partnership

Proprietor	Details
J Engineering Limited Partnership	J Engineering Limited Partnership owns the right of buildings on the land and chicken barns and offered the selling price of Baht 17 million.
<u>Board of Directors</u>	
1. Mr. Charoen Choosri	
2. Mrs. Jariya Choosri	
<u>List of shareholders</u>	
3. Mr. Charoen Choosri 92%	
4. Mrs. Jariya Choosri 4%	
5. Miss Jaruphan Choosri 2%	
6. Mr. Jirapong Choosri 2%	

2.3 Green Resources PLC. and JE Solar Lopburi Co., Ltd.

Proprietor	Details
JE Solar Co., Ltd.	JE Solar Co., Ltd. owns the right of equipment, solar cells, and has received the rights in Sale and Purchase Agreement and other related contracts.
<u>Board of Directors</u>	
1. Mr. Precha Chitrattana-anan	
2. Mr. Charoen Choosri	
3. Mrs. Jariya Choosri	
<u>List of shareholders</u>	
1. Mr. Precha Chitrattana-anan 85%	
2. Mr. Charoen Choosri 10%	
3. Mrs. Jariya Choosri 5%	

3. Transaction Details

3.1. Summary of the Solar Rooftop Project

Project Type	Solar Rooftop Power Plant with Photovoltaic PV Technology located in Pattananikhom District, Lopburi Province
Area	4,134 square wahs or 10-1-34 rais
Feed-in-Tariff (FiT)	Baht 6.16 per mwh throughout the contract period
Contract Period	25 years ended on 30 th December 2038. (Contract term of 25 years since the Scheduled Commercial Operation Date (SCOD) as of December 30, 2013 Commercial Operation Date (COD) is in January 2016. The contract period of 21 years and 4 months remains as of September 1, 2017 (Expected date of revenue recognition)
Termination condition	<ul style="list-style-type: none"> - The electric producer has sent a written consent letter to Provincial Electricity Authority to express its willingness to stop the sale and purchase of electric power by contract termination. - The electric producer doesn't follow any requirements stated in the sale and purchase agreement or changes production capacity of Photovoltaic Panel and power point or changes equipment used to produce electric power without consent from Provincial Electricity Authority. - The electric producer doesn't conduct any condition stated in this contract or regulations that Provincial Electricity Authority has set.
Expected date of revenue recognition	September 1, 2017
Production Capacity	994.8 kWp
Tax Privilege	BOI privilege of 8-year waiver of corporate income tax (2016 – 2023)

Acquired Assets	<p>Details of total investment of Baht 77.0 million:</p> <ul style="list-style-type: none"> Baht 2.0 million in Land with the title deed No. 34250 located in Pattananikhom Sub- District, Pattananikhom District, Lopburi Province with the total area of 10-1-34 Rais Baht 17.0 million in 4 hen houses and buildings located on the above land Baht 58.0 million in solar cells and equipment relevant to the Solar Rooftop Project, including the rights of production and sale of electrical power to the Provincial Electricity Authority in pursuant to the Electrical Power Sale and Purchase Agreement No. PV-PEA-0065/2556
Expected revenue	<p>1. Revenue from sale of electric power approximately Baht 700,000 – 800,000 per month</p> <p>2. Revenue from rental of chicken barns Fixed rental rate of Baht 30,000 per month (equivalent to 360,000 per year) during the contract term of 3 years and if the lessee doesn't breach any condition in the contract, the lessee would be able to renew the contract for 2 consecutive times for 3 year period each time.</p>
Source of Fund	GREEN's working capital
Payment	One time at the contract execution date (August 31, 2017)

3.2. Contract Summary

3.2.1. Sale and Purchase Contract for Land

Purchaser	GREEN
Seller	Mr. Charoen Choosri has no relationship with GREEN and is not a connected party.
Contract Date	31 st August 2017
Contract Summary	The parties agree to buy and sell the land with the title deed No. 34250 located in Pattananikhom Sub- District, Pattananikhom District, Lopburi Province with the total area of 10-1-34 Rais at the selling price of Baht 2.0 million. The price shall be paid on the land transfer registration date.

	Seller agrees to register the right in the land with no obligations to the Purchaser at Department of Lands within August 31, 2017, which GREEN already executed as of August 31, 2017.
--	---

3.2.2. Sale and Purchase Contract for Hen Houses and Building

Purchaser	GREEN
Seller	J Engineering Limited Partnership has no relationship with GREEN and is not a connected party.
Contract Date	31 st August 2017
Contract Summary	<p>The parties agree to buy and sell 4 hen houses and building located on the land with title deed No. 34250 at the selling price of Baht 17.0 million. The price shall be paid on the contract date.</p> <p>The sale and purchase of the buildings as stated in this contract is the sale and purchase of the buildings in the present condition by which the Seller has certified and confirmed that the assets belong to the Seller. In any circumstance that eviction is occurred, the Seller will be responsible to the Purchaser at all costs.</p>

3.2.3. Sale and Purchase Contract for Assets

Purchaser	GREEN
Seller	JE Solar Lopburi Co., Ltd. has no relationship with GREEN and is not a connected party.
Contract Date	31 st August 2017
Contract Summary	<p>The parties agree to buy and sell solar cells and equipment relevant to the Solar Rooftop Project, including the rights of production and sale of electrical power to the Provincial Electricity Authority in pursuant to the Electrical Power Sale and Purchase Agreement No. PV-PEA-0065/2556 at the selling price of Baht 58.0 million. The price shall be paid on the contract date.</p>

4. Criteria for determination of consideration

GREEN has appointed three appraisal companies to assess the assets by analyzing costs and applying cost replacement method. The estimated value is in the range of Baht 68.83-78.37 million. Therefore, GREEN has accomplished the transaction at a cost of Baht 77 million, which is in line with the assessment value. The assets assessment has detailed as follows;

Unit : Baht million

List of appraisal companies	Land	Buildings	Machines	Total
1. Bangkok Property Appraisal Co., Ltd.	1.65	28.65	48.07	78.37
2. Nawamin Appraisal and Consultant Co., Ltd.	1.55	20.52	52.36	74.43
3. Global Asset Valuer Co., Ltd.	1.43	24.90	42.50	68.83

5. Financial position and financial performance of JE Solar Lopburi Co., Ltd. (Commercial Operation Date was in January 2016)

Unit : Baht

	2016
Revenue from sale	8,107,545.60
Interest Income	718.00
Total Revenue	8,108,263.60
Costs & Expenses	
Cost of goods sold	2,568,514.43
Selling and administration expenses	140,685.24
Total Costs & Expenses	2,709,199.67
Profit (Loss) before interest and taxes	5,399,063.93
Net Profit (Loss)	5,399,063.93
Total Assets	59,506,513.88
Total Liabilities	39,862,754.75
Shareholder Equity	19,643,759.13
Total Liabilities and Shareholder Equity	59,506,513.88

6. Transaction Size

Referring to the consolidated financial statements as of 30th June 2017, the highest transaction size is 10.9% of total assets which is based on the total value of consideration base. GREEN has no asset acquisition in the past 6 months. The transaction size of 10.9% is lower than 15.0% according to the Acquisition or Disposal Notification.

Base of Transaction Size Calculation	Calculation Details	Transaction Size
1. Net tangible assets (NTA)	$\frac{(\text{NTA of the Target} \times \text{Acquired Shareholding}) \times 100}{\text{NTA of GREEN}}$	NA (This transaction is asset acquisition)
2. Net profit	$\frac{(\text{Net profit of the Target} \times \text{Acquired Shareholding}) \times 100}{\text{Net profit of GREEN}}$	NA (This transaction is asset acquisition)
3. Total consideration value	$\frac{\text{Total consideration value} \times 100}{\text{Total assets of GREEN}}$	10.9%
7. Share swap	$\frac{\text{Number of shares issued} \times 100}{\text{Number of total paid-up shares of GREEN}}$	NA (This transaction is not a share swap transaction)

7. Expected Benefits from the Transaction to GREEN

This transaction will help generate sustainable revenue and profit in the long run which will have a positive impact on GREEN's performance. In addition, this transaction will help diversify business risks and be in compliance with the purpose of fund raising.

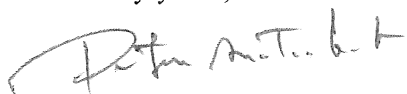
8. Opinion of the Board of Directors

The Board of Directors' Meeting No. 4/2560 has unanimously approved the entering into this transaction as it is suitable, worthy, and beneficial to GREEN in the future.

9. Opinion of the Audit Committee and/or the Directors Having Different Opinion to that of the Board of Directors

-None-

Sincerely yours,



(Mr.Prateep Anantachote)

Acting as 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 นางกัญญา กฤตชาติ อายุ 69 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mrs.Pawanya Kittachart. Age 69 years.

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์คานัลดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

Address at No. 339/137 Mooban Grand Canel Don Muang, Srikan, Don Muang, Bangkok ,Zip Code 10210

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 64 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 64 years

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 2561 ในวันพฤหัสบดีที่ 5 เมษายน 2561 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปิ่นเกล้า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2018 Annual General Meeting of Shareholders to be held on 5 April, 2018 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, 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 ที่จะมอบฉันทะที่จะออกใช้แทนตัว)

(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 นางภวัญญา กฤตชาติ อายุ 69 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mrs.Pawanya Krittachart. Age 69 years.

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์แคนดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

Address at No. 339/137 Mooban Grand Canel Don Muang, Srikan, Don Muang, Bangkok ,Zip Code 10210

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 64 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 64 years

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 2561 ในวันพฤหัสบดีที่ 5 เมษายน 2561 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปอปล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2018 Annual General Meeting of Shareholders to be held on 5 April, 2018 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, 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 ปี 2560 เมื่อวันพุธที่ 5 เมษายน 2560

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017, held on 5 April 2017.

☐ (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 2560

Agenda 2 – To acknowledge the operational results of the Company for the year 2017.

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

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2017.

☐ (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 2560

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 2017.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

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

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. นายประทีป อนันตโชติ

Name of the nominated directors

1. Mr.Prateep Anantachote

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายอภิชาติ ศิวโมกษ

Name of the nominated directors

2. Mr.Apichart Sivamoke

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายพิพัทธ์ วิริยะเมตตากุล

Name of the nominated directors

3. Mr.Pipat Viriyamettakul

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

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

บุคคลที่ได้รับการเสนอชื่อ

4. นายณที พานิชชีวะ

Name of the nominated directors

4. Mr.Natee Panicheewa

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560 และ ปี 2561

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2017 and year 2018;

☐ (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

☐ 6.1 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560

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

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

6.2 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2561

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2561

Agenda 7 – To consider and approve the appointment of the auditor of the Company and fixing of audit fee for 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 8 เรื่อง พิจารณาให้สัตยาบันการเข้าลงทุนในบริษัท เจ.อี.โซลาร์ ลพบุรี จำกัด

Agenda 8 – To consider and ratify the investment in J.E.Solar Lopburi 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 9 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 – 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 และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน 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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of **Green Resources Public Company Limited**

การประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ในวันพฤหัสบดีที่ 5 เมษายน 2561 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย
The 2018 Annual General Meeting of Shareholders held on 5 April, 2018 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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 นางกัญญา กฤตชาติ อายุ 69 ปี

Assign a proxy to the Independent Director and Chairman of the Audit Committee, Mrs.Pawanya Krittachart. Age 69 years.

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์แคนดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

Address at No. 339/137 Mooban Grand Canel Don Muang, Srikan, Don Muang, Bangkok ,Zip Code 10210

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 64 ปี

Assign a proxy to the Independent Director and Member of the Audit Committee, Mr.Virat Jansirivattana. Age 64 years

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 2561 ในวันพฤหัสบดีที่ 5 เมษายน 2561 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปอปล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2018 Annual General Meeting of Shareholders to be held on 5 April, 2018 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ปี 2560 เมื่อวันพุธที่ 5 เมษายน 2560

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017, held on 5 April 2017.

- ☐ (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 2560**

Agenda 2 – To acknowledge the operational results of the Company for the year 2017.

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

☐ **วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560**

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2017.

- ☐ (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 2560

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 2017.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

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

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. นายประทีป อนันตโชติ

Name of the nominated directors

1. Mr.Prateep Anantachote

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายอภิชาติ สิวโมกษ์

Name of the nominated directors

2. Mr.Apichart Sivamoke

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายพิพัทธ์ วิริยะเมตตากุล

Name of the nominated directors

3. Mr.Pipat Viriyamettakul

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

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

บุคคลที่ได้รับการเสนอชื่อ

4. นายณที พานิชวีระ

Name of the nominated directors

4. Mr.Natee Panicheewa

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560 และ ปี 2561

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2017 and 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

☐ 6.1 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560

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

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

☐ 6.2 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2561

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2561

Agenda 7 – To consider and approve the appointment of the auditor of the Company and fixing of audit fee for 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 8 เรื่อง พิจารณาให้สัตยาบันการเข้าลงทุนในบริษัท เจ.อี.โซลาร์ ลพบุรี จำกัด

Agenda 8 – To consider and ratify the investment in J.E.Solar Lopburi 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 9 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 – 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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

(3) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

(4) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

(5) ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.ตามแบบ

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 2561 ในวันพฤหัสบดีที่ 5 เมษายน 2561 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปิ่นเกล้า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

The 2018 Annual General Meeting of Shareholders held on 5 April, 2018 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, 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.

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

☐ วาระที่..... เรื่อง.....

Agenda :Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ 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.

☐ (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	Mrs. Pawanya Krittachart	
Position	Independent Director and Chairman of Audit Committee Member of Nomination and Remuneration Committee Member of Corporate Governance Committee	
Age	69 Years Old	
Nationality	Thai	
Address	339/137 Mooban Grand Canel Don Muang, Sri Kan, Don Muang, Bangkok 10210	
Education	B.ACC. – Finance and Banking Faculty of Commerce and Accountancy Cualalongkron University	
Director Training Programs	Director Accreditation Program 49/2005 ,Thai Institute of Directors Association	
Years on the Board	3 year 1 month	
Listed companies	-	
Non-Listed Companies	Managing Director, Thanapatr Asset Management Co.,Ltd. Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.	
Experiences		
Present	Independent Director and Chairman of the Audit Committee Asia Corporate Development PCL.,	
2014-Present	Managing Director, Thanapatr Asset Management Co.,Ltd.	
2006-Present	Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.	
2009 – 2013	Executive Director, Lynn Philips Asset Management Co.,Ltd.	
2006 – 2008	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group	
2000 – 2006	Managing Director, Thai Keha Credit Foncier Co.,Ltd.	
1997 – 2000	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group.	
1994 – 1997	Managing Director, Thaimex Finance & Security Co.,Ltd.	
1985 – 1994	Assistance to Managing Director, Thaimex Finance & Securities Co.,Ltd.	

1974 – 1985 Loan Manager – Commercial Loan Accounts, The Book Club Finance &
Securities Co.,Ltd.

1971 Accounting Staff, Budget Office of Thai Farmers Bank Head
Office Silom Road, BKK

Stakeholders on the agenda Agenda Item 6 To consider and approve the fixing of the directors’
remuneration for the year 2017 and year 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

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	64 Years Old
Nationality	Thai
Address	No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300
Education	Bachelor of Engineering (Electrical Engineering) Chulalongkorn University
Director Training Programs	-
Years on the Board	3 year 1 month
Listed companies	-
Non-Listed Companies	-



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 Item 6	To consider and approve the fixing of the directors' remuneration for the year 2017 and year 2018.
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The number of shares and shareholding in the company	None
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Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries	None
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Positions in Competing Business / related to the Company's business	None
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Map of the General Meeting of Shareholders for the year 2018.

Green Resources Public Company Limited



At Sapphire 101 Impact forum Building Muangthongthani,

no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120

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