

**Minutes of the Annual General Meeting of Shareholders 2018**

**Green Resources (Public) Company Limited**

**Date, Time and Place of the Meeting**

The meeting was held on 5<sup>th</sup> April 2018, 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.Chonnanart Trisarp, the moderator of the meeting, gave welcome greeting to all attendants of 2018 Annual General Meeting of Shareholders Meeting by informing the agenda that Green Resources Public Company Limited welcomed all the attendants of 2018 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, Investment Committee and Corporate Governance Committee with tools and mechanisms to operate the company business according to the policies, strategies and directions.

In today's meeting, there were 19 shareholders present with the total share of 131,517,123 shares and 58 attorneys with the total share of 253,965,440 shares, which were 77 shareholders with the total share of 385,482,563 shares or 53.9121 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.

**Voting procedure**

1. One shareholder has number of vote equal to number of shares held. Shareholder may either **vote approved, not approved, or abstained** in each agenda. In case of foreign shareholder, who appointed a custodian in Thailand to hold shares and look after their interest on their behalf, may separately vote approved, not approved, or abstained at the same time in each agenda by dividing number of vote equal to number of

*At Mayla Sahaschari Indranthi*

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. Witthaya Kaewkugsadan **Senior Legal Consultant, Weerawong Chinnawat and Peangpanor Co., Ltd** was the witness in the vote count. And, to ensure transparency and traceability of the vote count, On this occasion, the Company would like to invite the shareholders to represent the vote counting. Mr. Pichit Viriyamettakul The shareholders themselves are witnesses 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. If any agenda is the same, the chairman of the meeting shall have one more vote as a casting vote.

5. The result of the vote will be indicated in the vote. Agree / Disagree / Abstain, Each agenda item will use the latest number of shares.

6. The shareholders who submitted the ballots **not approved, or abstained** after the company closed the ballots for each agenda. The Company will not include calculation that votes to determine the score again.

7. Before the voting to each 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.

*R. Maj. An Scharchai Indranth*

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;

**The Director Attendees**

- |                                      |                                                                     |
|--------------------------------------|---------------------------------------------------------------------|
| 1. Pol.Maj.Gen.Sahaschai Indrasukhsi | Chairman of the Board,                                              |
| 2. Mr.Prateep Anantachote            | Vice Chairman of the Board,and<br>Acting as Chief Executive Officer |
| 3. Mr.Apichart Sivamoke              | Director                                                            |
| 4. Mr.Pipat Viriyamettakul           | 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 Attendees**

- |                           |                                                                             |
|---------------------------|-----------------------------------------------------------------------------|
| 1. Mrs.Thanida Inthachak  | Chief Financial Officer and Senior Vice President in<br>Financial Division, |
| 2. Mrs.Sukanya Kankamnerd | Vice President of Business Development                                      |
| 3. Mr.Nawin Tongyeat      | Vice President of Legal Department                                          |

**Legal Consultant Attendee of Weerawong Chinnawat and Peangpanor Co., Ltd.**

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

**The Auditor Attendees**

- |                               |                             |
|-------------------------------|-----------------------------|
| 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) 2018.The Chairman of the meeting also ran the entire meeting.

The Chairman greeted the present shareholders at the 2018 ordinary shareholder meeting and requested the meeting to consider 9 agenda respectively as follows.



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

- Mr. Sangiam Siripanitsutha : The shareholders will ask about authorizing 58 people and 253,965,440 shares. It should be clarified that how many company directors are authorized and how many shares are considered before each agenda. By the way, while waiting for the officials counting scores, the financial statement is not found in the documents, which are made by the company, regarding the 2017 report and the 2017 annual report. I do not know where it is written in the documents. If there is no financial statement, how the shareholders have the information to ask about this. Can you clarify where the financial statement is written in these reports?
- Mr. Tai Chong Yih : The shareholders and the directors showed up themselves. I would like to know whether the company had called the minor shareholders to ask for the proxy.
- Mr. Prateep Anantachote : Had the minor shareholders asked for the proxy? Do you have any specified problems, sir?
- Mr. Tai Chong Yih : Can you answer the question? Yes or no.
- Mr. Prateep Anantachote : You have to ask the company's secretariat because they coordinate with the shareholders.
- Mr. Tai Chong Yih : If so, can the company's secretariat please answer the abovementioned question?
- Ms. Sarunrat Seesun : Hello, Chairman and all of the shareholders. The company had called the shareholders considered inviting them to join the meeting because there is the agenda this time regarding the shareholders' approval for the investment of Lopburi Project; therefore, the shareholders should participate to vote. Thank you.
- Mr. Tai Chong Yih : Had the shareholders been told that the reason is that the company's shareholders split into fractions?
- Ms. Sarunrat Seesun : We have never informed that before, but the shareholders had informed. We had not talked about this case. We had just invited them to join the meeting.
- Mr. Tai Chong Yih : If so, are those shareholders telling a lie?
- Ms. Sarunrat Seesun : I take a stand that I do not make a call of this point.
- Mr. Tai Chong Yih : Do you know who had called?

*Prof. May 'An Sahasachai Indrakhan*

- Ms. Sarunrat Seesun : None. We were repeated that they would be invited to join the meeting only. The shareholders splitting into fractions are not mentioned. However, the shareholders informed us themselves.
- Mr. Tai Chong Yih : Chairman, before the last year's meeting, the shareholders were sent the letters to join the meeting because we did not need the foreigners to occupy the company. Is it true?
- Chairman : I think that is not true, and I think this is not the today's point. Last year it was obvious that no need to ask for because Mr. Tai Chong Yih had done.
- Mr. Tai Chong Yih : Not me. I had never asked for anyone.
- Chairman : But your underling had done it.
- Mr. Tai Chong Yih : Who is my underling?
- Mr. Prateep Anantachote : I do not know. The shareholders informed this. In fact, it is not the point, Chairman. I think we had better answer the question by Mr. Sangiam Siripanitsutha about the authority to the directors.
- Mr. Tai Chong Yih : All in all, do you still confirm your answer?
- Chairman : Yes.
- Mr. Prateep Anantachote : Are the scores completed yet? Are you ready to answer the question by Mr. Sangiam Siripanitsutha about the authority to the directors? Please categorize the authority and the financial statement in the annual report. Can Mrs. Thanida Inthachak answer this? There is no financial statement in here. There is only the financial information without the financial statement in the CD-ROM.
- Mrs. Thanida Inthachak : As the meeting invitation, there is the 2017 financial statement in the Item 2 in the CD-ROM.
- Mr. Prateep Anantachote : Did Mr. Sangiam Siripanitsutha receive the CD-ROM?
- Mr. Sangiam Siripanitsutha : Chairman, if it is like this every year and in every company, there will be the annual report when the meeting is held –the main point is the annual financial statement. Handing out the CD-ROM may not be a good idea because I do not have the player of the CD-ROM because it is already out of date. People nowadays use a flash drive instead. No computer or player of the CD-ROM, no information. Today, there is no financial statement, so what we are going to talk about then? No information to talk about to each other here. How do I have to do if so? When presenting the financial statement, please detail the overall operation because if it is like this, there

*Prof. Maj. Gen. Sahaswini Indrasithi*

- will be no information to discuss. If so, I think the administrative section's operation is terrible.
- Mr. Prateep Anantachote : There is the significant financial statement in the annual report. They can be compared.
- Mr. Sangiam Siripanitsutha : No way. All must include the financial statements by the auditor, the note of financial statement and its details.
- Mr. Prateep Anantachote : Next year, we will stop handing out the CD-ROM because the shareholders have no player.
- Chairman : Can it be made into the volume?
- Mr. Sangiam Siripanitsutha : I think you are in the wrong way. However, the CD-ROM must be included because when the company sends the annual report and the meeting invitation to the shareholders, there can be no CD-ROM, but when the company makes the annual report 56-1, there must be this information. You have you understand this, sir. In the past, the company completely had it. The financial information was summarized by the company, but it is not the auditor's part. The auditor's one includes the auditor's comment, the financial statement and the note of financial statement. Please understand this.
- Chairman : Is it not necessary to have both of these?
- Mr. Sangiam Siripanitsutha : I do not know. That is alright if coming in the report or in the CD-ROM, but there must be in the annual report that we are having the discussion here.
- Ms. Sarunrat Seesun : I would like to inform the shareholders about the annual report and the 56-1 report. The company prepares it the same every year. There is no missing information. For the annual report, we put it into the significant financial information as the rules of the Stock Exchange specifying that what information must be written. We specify in the meeting invitation that if the shareholders need more documents, please inform the request to the company. We will send them via a post individually. Thank you.
- Mr. Sangiam Siripanitsutha : I asked the auditor whether this part should be available in the annual report, the 56-1 report and the company's annual report because it is not like answering that it is like this. How will people, who do not have it, do? When I visited any companies, they all had it. In the past, the company had it every year, but last year no. If you answered like this, I think it will not certainly end up.

*Prof. Majum Sahaschoi Indanun*

- Mrs. Suvimol Krittayakiern : Like in the annual report as the CD-ROM, currently every company sends it as the CD-ROM. The 56-1 report and the annual data statement are not sometimes attached because it is considered available in the annual report. So, they are no need to be available. They will summarize them into the significant financial information. It depends on each company.
- Mr. Sangiam Siripanitsutha : Which is the abovementioned annual report?
- Mrs. Suvimol Krittayakiern : This one that must be included.
- Mr. Sangiam Siripanitsutha : The annual report has no completed part of the auditor.
- Mrs. Suvimol Krittayakiern : There is the auditor's report.
- Mr. Sangiam Siripanitsutha : Which page? On the page 80, there is only the auditor's report excluding the financial statement and the note of financial statement.
- Mrs. Suvimol Krittayakiern : Normally, the annual report must also include the financial statement. Is not there the financial statement in the CD-ROM?
- Mr. Sangiam Siripanitsutha : I have never looked in the CD-ROM.
- Mrs. Suvimol Krittayakiern : It is available in the CD-ROM because this one is the short summary, but there will be the financial statement in the CD-ROM. I do not look in the CD-ROM, either.
- Mr. Sangiam Siripanitsutha : All in all, the financial statement must be included in the annual report, right? It is available here on the page 80-81.
- Mrs. Suvimol Krittayakiern : I am sorry. Is there the annual report in the CD-ROM sent? Here it is made into the short version, the auditor's report.
- Mr. Sangiam Siripanitsutha : It must be commonly included in all annual reports from my experience.
- Mrs. Suvimol Krittayakiern : It will be made into the volume perfectly and completely in other companies.
- Mr. Sangiam Siripanitsutha : Some are not delicately made like this, but they include the financial statement.
- Mrs. Suvimol Krittayakiern : Are you for real? Actually, the good annual report handed out in front of the meeting must include the financial statement because some people do not photocopy it—they ask for it in the meeting. The company will provide for more because they will make a copy like everything in the CD-ROM, but this one may not be completed.
- Mr. Sangiam Siripanitsutha : Correct. Every year, I ask them from the annual report that it is not what the company explained for sure. I confirm that...
- Mrs. Suvimol Krittayakiern : It must be the only copy.
- Mr. Sangiam Siripanitsutha : Also, it must follow the auditor's form. Thank you.

*At My Co. Sathchai Nonthaburi*

- Mr. Prateep Anantachote : The company will consider it for changes. Next year, the financial statement in all pages in the annual report because some shareholders do not look in the CD-ROM.
- Mr. Sangiam Siripanitsutha : Chairman, he is going in the wrong way. He should not use the sarcastic words. It must be included.
- Mr. Prateep Anantachote : We think that we send only the financial information this year.
- Mr. Sangiam Siripanitsutha : Exception. If saying that you failed this year, that is it. It is not okay if you postpone that it will be amended next year.
- Mr. Prateep Anantachote : I am sorry.
- Mr. Sangiam Siripanitsutha : Thank you.
- Chairman : Can I have the score result of authority to the directors?
- MODERATOR : Thank you for your question. The result of recent registration is that the scores from authorizing 39 people are considered 194,185,057 shares –20 people shown up and 168,867,123 shares authorized.
- Mr. Sangiam Siripanitsutha : Recently as explained, there are 715 shares, 19 people shown up, 135 million shares authorized to 58 people and 253 million shares authorized to 58 people will be divided into two parts: the first one is to authorize the shareholders and the other one is to authorize the company's directors. My question is that how many people and shares are granted?
- MODERATOR : Mrs. Pawanya Krittachart is authorized –there are totally 18 authorizing shareholders considered 99,465,197 shares, and Mr. Virat Jansiriwattana is authorized –there are totally 5 authorizing shareholders considered 5,573,300 shares. The question is now answered. Please Chairman.
- Chairman : Go on the first agenda, the report consideration

Chairman informed that this agenda considered Minutes of the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017. The company delivered the copy of the abovementioned meeting report to all of the shareholders along with the meeting invitations as the attachment 1.

Chairman would like the quorum to consider each page (there are 49 pages in total) starting from the page 1 out of 49. No amendment from the page 1 to the page 45. The shareholders would like to amend the details as follows:

- Mr. Chaisin Cheocharnpipat : On the page 46 out of 49, in the line 11, I would like to complete the message “Mr. Kasem Suwannakul, Ph. D.”.
- Chairman : Excuse me. Could you please introduce yourself?

*Dr. Maj. Gen. Sahas Chai Indrakarn*



Mr. Chaisin Cheochcharnpipat : My name is Mr. Chaisin Cheochcharnpipat as the shareholder and proxy, so on the page 46, in the line 11, please add the surname of “Mr. Kasem, Ph. D.” that is “Suwannakul”, and his position is the Former Chairman of Chulalongkorn University –there is not the word “Former” here. Furthermore, I would like to remark on the page 3 that Chairman delivers a greeting and a welcoming speech but an opening speech of the meeting. It is considered very important in foreign countries. Once there was an accusation of delivering an opening speech of the meeting, so please do it otherwise you will lose the case.

Chairman : I would like to deliver an opening speech of the meeting now. Thank you very much. On the page 46, it will be amended as Mr. Chaisin Cheochcharnpipat . What about the page 47, 48 and 49? Any amendments?

Mr. Sangiam Siripanitsutha : I would not like to amend the report, but I have the question that when we commonly hold the ordinary shareholder’s meeting, how many days the meeting report is made to send to the Stock Exchange and public companies or even whether the company’s rules are specified how many days the meeting report are made.

Chairman : Yes. Please the company’s secretary or Mr. Wittaya Kaewkugsadan to clarify.

Mr. Witthaya Kaewkugsadan : As the law, the meeting report will be made within 14 days from the date of holding the meeting.

Mr. Sangiam Siripanitsutha : This one belongs to the public companies, right?

Mr. Witthaya Kaewkugsadan : Yes.

Mr. Sangiam Siripanitsutha : What about the company’s rules?

Mr. Witthaya Kaewkugsadan : It is specified in the company’s regulations conforming to the rules of public companies.

Mr. Sangiam Siripanitsutha : What about the Stock Exchange’s?

Mr. Witthaya Kaewkugsadan : Within 14 days as the same.

Mr. Sangiam Siripanitsutha : How many days will our meeting report be sent? We will let people here know.

Mr. Witthaya Kaewkugsadan : The company confirms that within 14 days, but we have to check which day again. It will be sent to the Stock Exchange and the Department of Business Development, the Ministry of Commerce.

Mr. Sangiam Siripanitsutha : What about the shareholders’? When will they receive it?

*Dr. Maj Gen. Sathasat Sri Indranthana*

- Mr. Witthaya Kaewkugsadan : As the law, it is not specified that the meeting report along with making an appointment of the next meeting will be sent to the shareholders within 14 days, but it is said to send the meeting report along with the invitation of the next meeting that is this year's meeting.
- Mr. Sangiam Siripanitsutha : It means we will have read it next year, right? If so, can we still remember what we had talked about, what the point had been or who had asked the question?
- Mr. Witthaya Kaewkugsadan : Let me clarify it, sir. It will be revealed on the company's website as well.
- Mr. Sangiam Siripanitsutha : When will it be publicized on the website?
- Mr. Witthaya Kaewkugsadan : Within 14 days according to the rules of the Stock Exchange.
- Mr. Sangiam Siripanitsutha : But I have not found it on the website. As the previous meeting, we held the meeting in 4<sup>th</sup> month, but we were capable of reading the meeting report in December. I tried to check on the website. It was found even on the website of the Stock Exchange –we never ELCID. A company with the good governance will send and confirm the amendment, but we never. It takes too long to be able to read it that I will not be able to remember the content we were discussed. I think this point is important that must be emphasized. The administrative must focus on it.
- Chairman : Thank you, Mr. Sangiam Siripanitsutha.
- Mr. Witthaya Kaewkugsadan : The shareholder's comment is accepted for consideration, and the company will amend it. Thank you.
- Chairman : The agenda approves for the certification of meeting report amendment in case of amendment.
- MODERATOR : This agenda must receive the majority vote from the shareholders. If no questions or further comments, it is time to vote in this agenda. This is the first agenda, the consideration of the Minutes of the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017. Anyone here would like to vote for disagreement or would not like to vote? Please raise your hand. The official will collect your ballot. If not, I would like to summarize the score result here.
- The directors reckon that the Minutes of the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017 is completely correct; therefore, it is approved to be certified by the agenda.

*Dr. Maj. Gen. Sahachai Dothakulchai*

**Meeting Resolution :** The agenda has the resolution to approve the Minutes of the 2017 Annual General Meeting of Shareholders on Wednesday, 5 April 2017 with the votes from the majority of the shareholders attending the meeting as follows:

|                  |                    |               |           |                  |
|------------------|--------------------|---------------|-----------|------------------|
| - Approved       | 468,410,677        | Shares        | or        | 100.0000 %       |
| - Disapproved    | -                  | Shares        | or        | -                |
| - <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%</b> |
| - Withhold Votes | -                  | Shares.       |           | -                |

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

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

Mr. Prateep Anantachote : Hello, all of the shareholders. We are talking about the overall operation. Please Ms.Jarunya Ngamsiri, the director assistant of capital accounting section, to clarify the details to the shareholders. Please Ms.Jarunya Ngamsiri.

Ms.Jarunya Ngamsiri : Hello, all of the shareholders. My name is Ms.Jarunya Ngamsiri, the director assistant of capital accounting section. I would like to clarify the details of 2017 overall operation as follows:

|     |                                                     |                 |      |
|-----|-----------------------------------------------------|-----------------|------|
| 1.1 | Operating income                                    | 53,057,311.91   | Baht |
|     | Operating expenses                                  | 109,570,082.17  | Baht |
|     | Loss before financial cost and corporate income tax | (56,512,770.76) | Baht |
|     | Corporate income tax                                | 0.00            | Baht |
|     | Profit (Loss) discontinued operations. 2017         | (56,512,770.26) | Baht |
| 1.2 | Total assets                                        | 667,751,639.10  | Baht |
| 1.3 | Total liabilities                                   | 18,653,430.88   | Baht |
| 1.4 | Shareholders' Equity                                | 649,098,208.22  | Baht |

*Dr. Majum Sahaschai Indrakarn*

Here is the comparison of the overall operation of the past 3 years:

|                                              | 2015         |          | 2016         |         | 2017        |          |
|----------------------------------------------|--------------|----------|--------------|---------|-------------|----------|
|                                              | Audited      |          | Audited      |         | Audited     |          |
|                                              | Amount       | %        | Amount       | %       | Amount      | %        |
| Asset                                        | 767,049.00   | 100.00   | 734,404.00   | 100.00  | 667,752.00  | 100.00   |
| Liabilities                                  | 71,279.00    | 9.29     | 28,793.00    | 3.92    | 18,653.00   | 2.79     |
| Shareholders' equity                         | 695,770.00   | 90.71    | 705,609.00   | 96.08   | 649,096.00  | 97.21    |
|                                              |              |          |              |         |             |          |
| Revenues                                     | 40,502.00    | 100.00   | 439,705.00   | 100.00  | 53,057.00   | 100.00   |
| Cost of sales                                | 12,199.00    | 30.12    | 385,887.00   | 87.76   | 39,980.00   | 75.35    |
| Operating Expenses                           | 141,133.00   | 348.46   | 182,283.00   | 41.46   | 72,952.00   | 137.50   |
| Total comprehensive income (expense) for the | (114,068.00) | (281.64) | (106,192.00) | (24.15) | (56,513.00) | (106.51) |
| Basic earnings (loss) per share              | (0.28)       |          | (0.18)       |         | (0.08)      |          |
|                                              |              |          |              |         |             |          |

|                                                      | 2015      |        | 2016       |        | 2017      |       |
|------------------------------------------------------|-----------|--------|------------|--------|-----------|-------|
|                                                      | Audited   |        | Audited    |        | Audited   |       |
|                                                      | Amount    | %      | Amount     | %      | Amount    | %     |
| Revenues                                             |           |        |            |        |           |       |
| Revenues from sales                                  | 9,347.00  | 23.08  | 427,530.00 | 97.23  | 39,907.00 | 68.41 |
| Revenues from rental and services                    | 537.00    | 1.33   | 0.00       | 0.00   | 4,670.00  | 8.01  |
| Revenues from electricity current distribution       | 0.00      | 0.00   | 0.00       | 0.00   | 1,422.00  | 2.44  |
| Interest                                             | 11,406.00 | 28.16  | 4,161.00   | 0.95   | 3,954.00  | 6.78  |
| Other income                                         | 3,035.00  | 7.49   | 8,014.00   | 1.82   | 3,104.00  | 5.32  |
| Bad debt recovery                                    | 16,177.00 | 39.94  | 0.00       | 0.00   | 0.00      | 0.00  |
| Reversed on devaluation of costs of property project |           |        |            |        | 5,275.00  | 9.04  |
| Revenues Total                                       | 40,502.00 | 100.00 | 439,705.00 | 100.00 | 58,332.00 | 90.96 |

- The 2017 income for 53 million baht compares to the 2016 income for 439 million baht;
- The 2017 loss for 56 million baht compares to the 2016 loss for 106 million baht considered 24 percent of the 2016 income;
- The 2017 decreasing loss per share for 0.08 per share compares to the 2016 loss for 0.18 per share;
- The 2017 incomes consist of:
  - Income from real estate for 39 million baht
  - Income from rentals and services for 4.6 million baht

*Dr. May Gu Sahaschari Indrakhan*

|                                      |       |              |
|--------------------------------------|-------|--------------|
| 4.3) Income from energy business for | 1.4   | million baht |
| 4.4) Other incomes for               | 11    | million baht |
| Total                                | 58.33 | million baht |

Next, please Mrs. Sukunya Kankamnerd, the director assistant of business development field, to clarify the overall image of the company's real estate project.

Mrs. Sukunya Kankamnerd, the Vice President of business development, reports the overall image and status of the company's real estate project as follows:

The overall image and direction of the company's overall operation in the 2017 accounting year in brief including the progress of the 2017 operation will be described in short –currently, the company has two projects running:

1. Origins Condo Rama 2 Project
2. Roccia Project, Maha Sarakham Province

#### **Overall Image of Project**

##### **1. Origins Condo Rama 2 Project**

On 31<sup>st</sup> December 2017:

Transferred 227 units considered 458 million baht

Available units for sale: 97 units considered 186 million baht

##### **On 31<sup>st</sup> March 2018**

Reserved 38 units considered 72 million baht

It is considered 47 percent of the transferred ones from 371 units.

The 2017 circulation is divided into each quarter:

1. Quarter 1: Reserved 9 units  
Transferred 9 units including the installment customers (old and new customers)  
Rejected 5 units
2. Quarter 2: Reserved 5 units (new customers)  
Transferred 9 units (old and new customers)  
Rejected 1 unit (unapproved loan)
3. Quarter 3: Reserved 5 units  
Transferred 3 units  
Rejected 4 units
4. Quarter 4: Reserved 11 units  
Transferred 2 units  
Rejected 9 units

*At Maj an Sahaschai Indranathin*

There were 30 reserved units, 23 transferred units and 19 rejected units in 2017.

The activities stimulating the circulation of the project are as follows:

1. Project Public Relations at Tesco Lotus Mahachai on 16<sup>th</sup>-30<sup>th</sup> September 2017
2. House and Condo Expo at QSNCC on 9<sup>th</sup>-12<sup>th</sup> March 2017
3. Notice Board of Project Public Relations at Each Point
4. Contact Bangmod Hospital and Index Living Mall Rama 2 to Hand out Project Brochure
5. Review Project on Youtube by Home Buyer Guide TV
6. Advertise on [www.home.co.th](http://www.home.co.th)

## **2. Roccia Project, Maha Sarakham Province**

Currently, the project is made into two parts: it is for sale and for rent. Roccia Condo Building 1 is for sale whereas Roccia Condo Building 2 and 3 is for rent due to the cash flow circulated in the company.

Status of Roccia Condo Building 1 on 31<sup>st</sup> December 2017

- Transferred 25 units considered 18 million baht
- Reserved 3 units considered 2 million baht
- Available units: 47 units considered 32 million baht

The status of Roccia Condo Building 3 is open for rent on 1<sup>st</sup> April 2017. It is the right time that university students are finding dormitories; therefore, the total reservation increases 40 percent. In May and June, the monthly units of Roccia Condo Building 3 are almost full. Roccia Condo Building 2; therefore, is open in July 2017 because of good feedbacks from monthly units of university students of Rajabhat Maha Sarakham University, common people and private company employees.

The activities stimulating the circulation of the project are as follows:

1. Hand out Brochure at Maha Sarakham University on 25<sup>th</sup>-27<sup>th</sup> April 2017
2. Hand out Brochure at Rajabhat Maha Sarakham University on 18<sup>th</sup>-19<sup>th</sup> May 2017
3. Advertise via Facebook Page: Roccia Condo Maha Sarakham that get the best feedbacks
4. Advertise on [www.ikkyuads.com](http://www.ikkyuads.com), the leading website of finding dormitory of Maha Sarakham Province
5. Advertise on [www.hongpak.in.th](http://www.hongpak.in.th)

Mr. Tai Chong Yih : It seems you have done a lot of things, but the success is not as expected. I am not sure whether the numbers presented are correct because Origins Condo Rama 2 Project informed that it remained 105 units that were not sold last year. It is informed that it remains 97 units that are not sold out



this year. It indicates that there were 7 units sold out last year whereas the numbers presented are adverse.

Mrs. Sukunya Kankamnerd : Excuse me. The numbers we presented last year of 105 units that were not sold out also included the reserved ones, so it remained 105 units. This year we clearly divide the proportion that which ones are reserved, transferred or vacant because some reserved units can be rejected –we do not know the income, so we do not include them into vacant units.

Mr. Tai Chong Yih : It indicates that informing 105 units that were not sold out is incorrect, does not it?

Mrs. Sukunya Kankamnerd : Last year we were certain that the customers would be able to transfer because we hired WM Company to manage the sale. On the date that we had the meeting, the information of 31<sup>st</sup> December 2017 was pre-approved by the bank that was expected that the customers could transfer, but on the date of transferring, the customers sometimes rejected and purchased a condo from other projects with more financial amounts instead. And yet, the customers' lifestyle of purchasing a condo changes at the present time. The customers in the moderate group –our condos are considered in the moderate group– demand to purchase a condo with remaining money; that is to say, after the customers purchase a condo, they need money around 200,000-300,000 baht to clear the debt or do something else. At the present time, our project does the promotion on the board –the condo price is 1.69 million baht, and old customers who transferred also announce to sell their condos –their prices are around 1.4-1.5 million baht. They will call to ask for more information.

Mr. Prateep Anantachote : They are also considered your competitors.

Mr. Tai Chong Yih : If so, how many units are you selling and with what method?

Mrs. Sukunya Kankamnerd : At the present time, we have the company where manages the sale without the employment but only the commission they will get. They have the experience of selling in a large company and know the customer group in Rama 2 that is the agent group who regularly sells every day and expects only the commission. There will be another agent group who selects the price and presents to another customer group. Recently, I have informed that they are the customer groups who need only the money margin. Now there are two agent groups.

Mr. Prateep Anantachote : Does Mr. Tai Chong Yih need to know whether they all will be sold out this year?

*Prateep Anantachote*

Mrs. Sukunya Kankamnerd : In fact, at the present time, our goals are to transfer all, clear all and close the project as soon as possible. Our team will try the best. We also hope that the project will be closed this year. Thank you.

Mr. Prateep Anantachote : Next, it is the overall image of the energy business. Please Mr. Akeworawut Onchort, the manager of strategy planning of ACD Energy Company Limited, to clarify the overall operation of the energy business in 2017 and 2018. The previous projects that the company invested in 2017 are as follows:

Mr. Akeworawut Onchort Clarification of operating results of the energy business in 2017 and 2018.

The projects received during the year 2017 were:

### 1. Electric Energy Project by J.E. Solar Company Limited

Contract of 1,000-MWp Electric Production (Rooftop Installation)

Production Capacity : 0.995 MWp

FIT in : 6.16 baht/unit

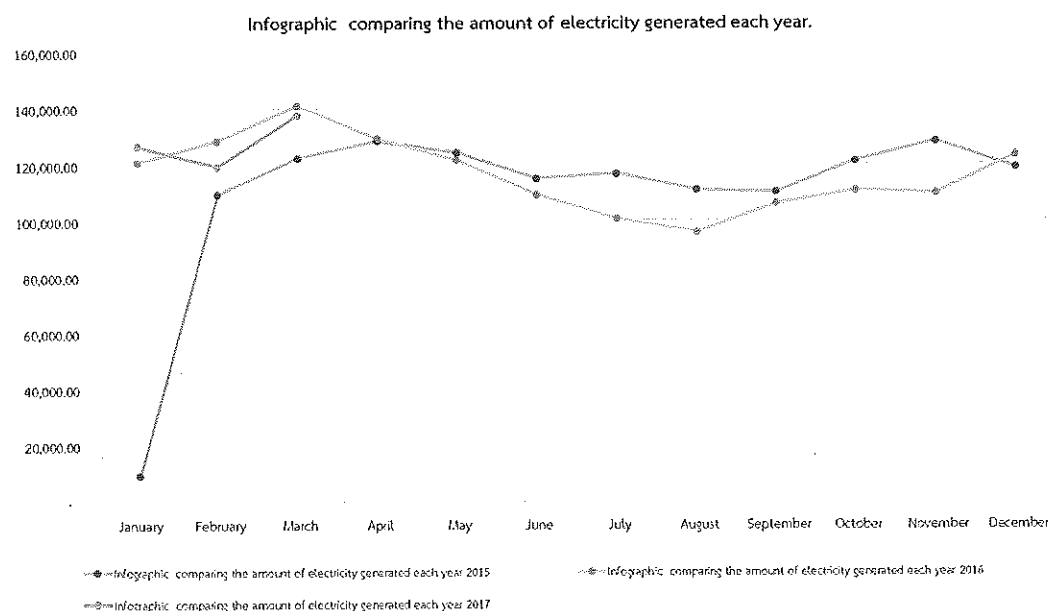
Commercial Operation Date : 1<sup>st</sup> January 2016 Counting Contract Period from SCOD (30<sup>th</sup> December 2013)

Expiration Date : 30<sup>th</sup> December 2038

Contract Period Remains 22 Years and 9 Months

It is the electric energy project installed on the roof that we receive the rental from chicken farm.

1.1) The graph shows the comparison of the number of electric units capable of producing each year

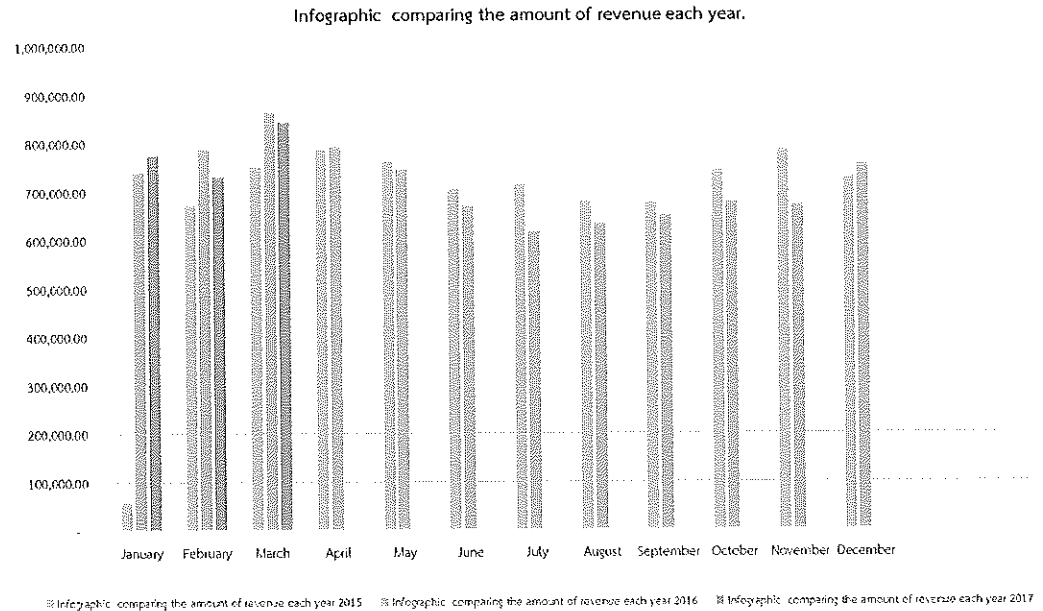


*Prateep Anantachote*



The average of 2016 was around 118,000 units per year, and when the company changed hands in 2017, the average was around 115,000 units per year. After the company ran the business, the average of previous three months was around 120,000 units per year.

1.2) The graph shows the comparison of the amount of money earned each year



In 2016, the average income in the first year from COD was 720,000 baht per year. In 2017, the average income was 700,000 baht per year. The average income of previous three months was around 750,000 baht per month.

## 2. Solar Farm Project, Sra Kaew Province

Contract of 5,000-MWp Electric Production (On-Ground Installation)

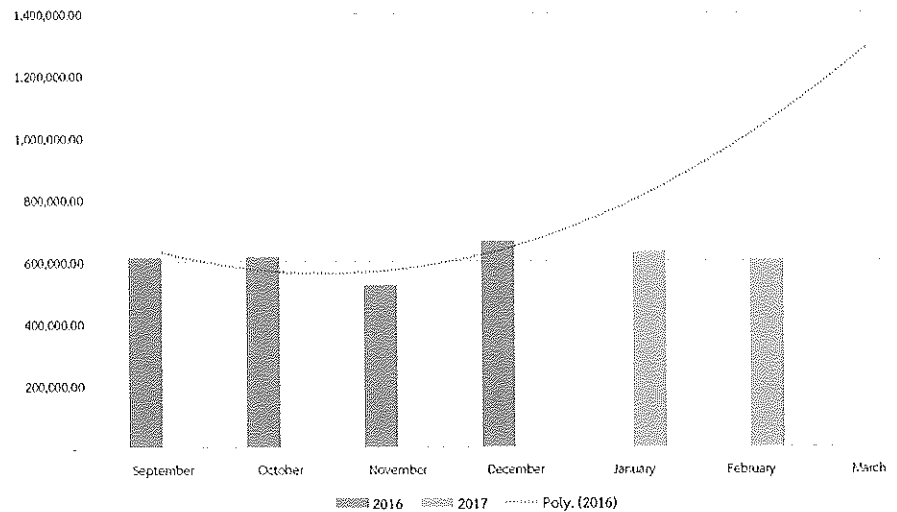
Production Capacity : 4.996 MWp  
 FIT in : 5.377 baht/unit  
 Commercial Operation Date : 31<sup>st</sup> July 2017  
 Expiration Date : 30<sup>th</sup> December 2041

Contract Period Remains 23 Years and 9 Months

2.1) The graph shows the comparison of the number of electric units capable of producing each year

*Prof. May Am Sahaschai Indranthi*

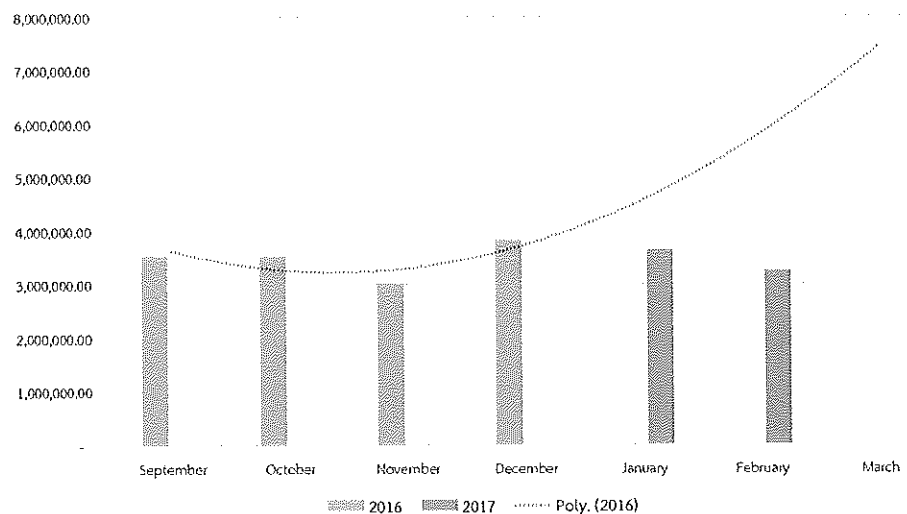
Infographic comparing the amount of electricity generated each year.



Since starting COD, the average was around 600,000 units per month.

2.2) The graph shows the comparison of the amount of money earned each year

Infographic comparing the amount of revenue each year.



The average income was around 3,300,000 baht per month.

### 3. Pipe Line Project Solar Farm and Rooftop in 2018

- 3.1) Quarter 1: Solar Farm Project, Sra Kaew Province: 5MW as Informed Above
- 3.2) Quarter 2: Solar Farm Project, Nakhon Ratchasima Province: 5MW, FIT in 5.66 baht
- 3.3) Quarter 3: Solar Rooftop Project, Petch Kasem, Bangkok: 1MW, FIT in 6.16 baht
- 3.4) Quarter 4: Expected Investment Project such as Self-Consumption: Solar Farm for Home Use and Commercial Solar Industry

*Asst. Maj. Gen. Petchchai Indrakarn*

- Mr. Prateep Anantachote : As the shareholders are informed, they are the action plan and the plan that we are operating this year. Thank you.
- Chairman : Do you have any questions? If not, it is considered you all are aware.
- Mr. Sangiam Siripanitsutha : I'm Mr. Sangiam Siripanitsutha, the shareholder who shows up myself, would like to inform this. Recently, as reported, I think they should report to the administrative section, not report to the shareholders like this because there are a lot of details and confusions, and the administrative section should also summarize the significant point to the shareholders. I would like you to summarize into each item for me, Chairman. Last year you promised to amend it by the time we had the meeting where there were many questions from the shareholders, Chairman. I would like to know how the chairman of the board or the directors or the administrative section solved the problems last year. Could you please summarize them into each item?
- Chairman : Do you want me to send you after summary?
- Mr. Sangiam Siripanitsutha : No. I do not want it, but I need the shareholders here to know how the directors promised or the chairman of the board promised to solve the problem. Only consideration is not enough. It must be solved, too. What is now solved? What is not solved yet? Why? Please tell us into each item.
- Chairman : Please the secretary summarize them for me. I cannot remember them, but a lot are solved, especially Mr. Sangiam Siripanitsutha's requests and the company earned more incomes without debts and deficiency. We can say we tried hard to earn profits. We admit that we had made a lot of losses, but we can do almost what we promised with Mr. Sangiam Siripanitsutha this year. Just a few achievements remain now. We think everything should be profitable next year. I think the company will earn more profits. I can remember all requests by Mr. Sangiam Siripanitsutha that is the only thing I have tried to hasten. Furthermore, it is the requests by Mr. Chaisin Cheochcharnpipat to amend the reports. We have done it all. Some details were sent to the official for the further operation.
- Mr. Sangiam Siripanitsutha : If you cannot remember it, do you still remember how the deputy act for, Chairman?
- Mr. Prateep Anantachote : Last year we thought that we would amend; therefore, this year we come to report to the shareholders. The last time I remembered that Mr. Sangiam Siripanitsutha asked about Roccia Project. We tried to solve the problems, so we talked about the details to see what we can do. Something cannot be

*Prateep Anantachote*

solved –it depends on the economy like Origins Condo that we aimed to sell all of them, but we could sell some. As you know, it depends on the economy. Furthermore, financial institutions let up on a request for credits. We tried to selling them. There are two main points that we have tried to solve: of Roccia Project and Origins Condo Project. We tried to inform the shareholders. So, we sent our members to present the details and report to the executives. Importantly, we need the shareholders to know that what and how we have done.

Mr. Sangiam Siripanitsutha : Excuse me, the independent directors. The independent directors are responsible for taking care of the minor shareholders directly that Chairman and the deputy had clarified this. I would like to know the independent directors' opinion that how this part is taken care by them in the previous year.

Mrs. Phawunya Kritchart : As checking in the rules and the agenda, we made the quotation commented by the shareholders. We asked the company to follow the points. The board of examination pointed out the administrative section to follow the goal like Noble Project. We monitored how the company operated; for example, we urged the company to sue for the deposit in return that we consulted with the examination company. The examination company stated that we should urgently sue. We would like to inform that we had sued for the deposit in return. The board of examination overlooked anymore. What is suggested by the shareholders has been asked the company to follow so far and assisted by the examiners in all points in accordance with the law.

Mr. Sangiam Siripanitsutha : Alright. May I explain them into each item for easier comprehension? The first question is how you solved the problem of Roccia Project. As the previous meeting, Roccia Project has four buildings, but all of them cannot be sold out. So, how to solve this problem? As I listened to recently, last year we sold out only 2 units of the building 1 whereas the building 2 and the building 3 are for rent. The question is that renting out solves the problem because renting out from the previous year, the auditor reserved the money for these buildings and calculated the depreciation. Now the building 2 and the building 3 are for rent. The question is that the properties rented out and monthly earned 200,000 baht will have the depreciation. As the budget, this renting out will make a loss every month because it deducts



the depreciation and other costs even it earns around 200,000 baht per month. However, it is not counted a burden. Therefore, this solves the problem to some extent, but it does not completely solve it. As Origins Condo Project, how many units were transferred last year?

- Mr. Prateep Anantachote : About 17 units transferred.
- Mr. Sangiam Siripanitsutha : How many units were sold out?
- Mr. Prateep Anantachote : Around 30 units. Is it right, Mrs. Sukunya Kankamnerd? I am not sure about this.
- Mrs. Sukunya Kankamnerd : Excuse me. In 2017, we had the total reservation: 30 units were sold out; 23 units were transferred; 12 units were as the regular customers; 11 units were as the new customers; 19 units were rejected. Thank you.
- Mr. Sangiam Siripanitsutha : As running the business of real estate, do you know that are there any project competitors in 5 kilometer or 10 kilometer nearby?
- Mr. Prateep Anantachote : Exactly.
- Mr. Sangiam Siripanitsutha : How many project competitors are there in 10 kilometer nearby? Can they sell? Did you compare about the operation between you and them? Because of the recent report, we have stopped hiring any companies to manage the sale –we have supervised it ourselves. Do you have any information of who the competitors are and how many new projects competitors in 10 kilometer nearby? How much can they sell? How much can we sell? Have you ever compared these?
- Mr. Prateep Anantachote : Now we have not administered the sale ourselves. We have hired the selling agent. As informed by Mrs. Sukunya Kankamnerd, there are now 2-3 teams considered the selling agents.
- Mr. Sangiam Siripanitsutha : What happened if they cannot sell? Keep hiring them, right? Our company did not urge the operation anymore. This building must have been all sold out 2 years ago, but at the present time, it is not –it remains almost a hundred unit considered a sunk cost. This problem is not completely solved. I think we will be getting in trouble.
- Mr. Prateep Anantachote : We have been urging to sell them all –I mention to Origins Condo Project.
- Mr. Sangiam Siripanitsutha : But it seems to have no strategies or plans. Easily, when the company, where is responsible for the sale hired by our company, cannot accomplish the goal we set, just change the new one.
- Mr. Prateep Anantachote : We planned a strategy to stimulate the sale. We also need to sell, but you have to understand that it really depends on the economy because even our

*Dr. Maj Gen Sahaschai Indhakarn*

competitor, where is opposite us, is in the same status as us. It is not we do not need to sell them. We need. We have the selling strategies. We have the selling agent. We set the goal to sell at least 5 units per month. Like Roccia Project, now we receive the rental. We cannot sell the whole building now. We choose to collect the rental instead even deducting the depreciation, but we get cash in return. The abovementioned depreciation is the one of the accounting system. It is better than they are not rented. At least, we earn cash around 500,000-600,000 baht per month. I have two buildings.

- Mr. Sangiam Siripanitsutha : Don't forget that we have to pay for the maintenance cost that is getting expensive and expensive. Solve it. I just would like to inform that the method of solving the problem of Roccia Project seems too easy. It is not considered the best solution. Next, we are talking about the reservation for 46 million baht regarding the land. How has it been? This 46-million-baht case is brought in the provincial court, is not it? How has the case been? Have we received the money in return yet?
- Mr. Prateep Anantachote : Now the trial court sentenced we win. The defendant is now extending an appeal. It is in the appeal court.
- Mr. Sangiam Siripanitsutha : When did the trial court sentence?
- Mr. Prateep Anantachote : A month ago.
- Mr. Sangiam Siripanitsutha : In March 2018 (last month), the trial court sentenced the company wins. How much will we get paid in total?
- Mr. Prateep Anantachote : 46 million baht including 7.5 percent of the interest. Can I check a second about the month? Hmm... it might be last month.
- Mr. Sangiam Siripanitsutha : What is the company where gets transferred?
- Mr. Prateep Anantachote : The defendant is V.P.K. Real Estate Company Limited.
- Mr. Sangiam Siripanitsutha : What does V.P.K. Real Estate Company Limited run the business about?
- Mr. Prateep Anantachote : They run the business of real estate. As we know, they run the business in Maha Sarakham Province. Formerly, they ran the business of precast concrete with real estate companies.
- Mr. Sangiam Siripanitsutha : Is the company now bankrupt? Why not pay use the debt?
- Mr. Prateep Anantachote : No, they just do not have enough money to pay us.
- Mr. Sangiam Siripanitsutha : Is the company still running the business?
- Mr. Prateep Anantachote : Yes.
- Mr. Sangiam Siripanitsutha : As the court's judgment, how do we execute them?
- Mr. Prateep Anantachote : Now they ask for extending an appeal. So, we have to wait.

*Dr. Maj. Gen. Scharchai Indranthini*

- Mr. Chaisin Cheocharnpipat : Excuse me. I think the deputy's answer is not clear enough. This is the important point regarding the execution. The deputy only said we win from the trial court's judgment. In the commercial procedure code, it is specified that after the court sentences, we can execute –no need to wait for the extending an appeal. This is very important. You must miss this.
- Mr. Sangiam Siripanitsutha : By the way, we have the legal consultant. I think we should consult him/her. How has the case been? All in all, the first one finishes executing, and the second one is 35-million-baht security money.
- Mr. Prateep Anantachote : Now we are submitting an appeal in the appeal court. The trial court sentenced we lose because we should have purchased such a quantity. Now we are submitting the appeal.
- Mr. Sangiam Siripanitsutha : Why did the trial court sentence we lose?
- Mr. Prateep Anantachote : Sorry, I cannot remember the court's judgment. Just we lose. The court acquitted.
- Mr. Sangiam Siripanitsutha : Not at all? We should get 35 million baht in return, but it appears that we have not received any yet. I am sure that they sue us back in the note of financial statement, plus we will not receive any money, either. So, I would like to know that why we have not received money yet?
- Mr. Prateep Anantachote : It is the legal term. Please the legal section clarify this. Why did the court acquit? Please Mr. Nawin Tongyeat or Mr. Wittaya Kaewkangsadan give the details here because we hire the external lawyer for the court's details.
- Mr. Nawin Tongyeat : Hello, Chairman and all of the shareholders. I come to take care of this case in the second half. After prosecution, this case is responsible by the external lawyer. The court sentenced to acquit and judged that we are not entitled to cancel the contract. I consulted the executives and the case owner's lawyer. In the lawyer's view, the company is entitled to cancel the contract, so it is suggested enforcing the right of appealing. We submitted the appeal on 28<sup>th</sup> November 2017. Therefore, the case is in the proceedings of consideration by the appeal court. Do you have any questions?
- Mr. Sangiam Siripanitsutha : What should not we do? Can you repeat it?
- Mr. Nawin Tongyeat : The court judged that we cannot cancel the contract now.
- Mr. Sangiam Siripanitsutha : Should not we cancel the contract?
- Mr. Nawin Tongyeat : In fact, we cancelled it by the contract provisions. I think it is the power under the contract provisions, but the court disagrees with this, and the lawyer also disagrees with this. So, they suggest appealing.

*Prof. Maj. Gen. Sathachai Indhakarn*

- Mr. Sangiam Siripanitsutha : If so, what did the court suggest us not to do?
- Mr. Nawin Tongyeat : No. Just cannot cancel the contract now. That is it.
- Mr. Sangiam Siripanitsutha : So, I will turn back to ask the administrative section. Why did we cancel the contract with them?
- Mr. Nawin Tongyeat : As I read the accusation, the company is entitled to cancel the contract with the contract provisions. The court did not raise this point to talk about. They ignored this point. Technically, when making the contract, the contract partners always bind up with the contract considered the major principle, but the court did not raise this point as I had said.
- Mr. Sangiam Siripanitsutha : The court did not raise the point. It means there were other points. Why did we cancel the contract? Please the administrative section answer this.
- Mr. Prateep Anantachote : Actually, it takes time to talk about this. In brief, we knew afterwards that the income of their apartment is not worth to invest. So, the board of directors voted to cancel purchasing them. We sent the letter of cancellation and asked for money in return.
- Mr. Sangiam Siripanitsutha : Simple question here like common investors. If I built an apartment, I must have had the returns for 8 years approximately, but if I purchased them, it was around 10 years. I got the profit. How many years of return investment did we firstly contact to purchase them?
- Mr. Prateep Anantachote : Around 10-12 years as the owner giving the numbers.
- Mr. Sangiam Siripanitsutha : Not the owner giving the numbers. It is us. Our administrative section made the contract with them. Can you tell me again about the numbers?
- Mr. Prateep Anantachote : Around 10-12 years.
- Mr. Sangiam Siripanitsutha : Why did we decline this project?
- Mr. Prateep Anantachote : We were aware of the numbers ourselves afterwards that the income is not enough and not worth to invest. So, we sent the letter of cancellation to them.
- Mr. Sangiam Siripanitsutha : How many years will we certainly get back?
- Mr. Prateep Anantachote : Around 20 years. Something like that. Like they informed us that they could earn 1,000,000 baht per month, but in fact they could earn only 600,000 baht per month.
- Mr. Sangiam Siripanitsutha : The reason I listed this point is because if you, Chairman, go to Chiang Mai these days, there will be a lot of Chinese tourists. If we purchased it at the time, we could sell the whole building even nobody rented it. But now we are sued for 35 million baht.
- Mr. Prateep Anantachote : We sued them.

*R. Maj. Lu Sahachai Indranthini*



- Mr. Sangiam Siripanitsutha : We sued them. We lost. We are sued back for almost 50 million baht. What have we done in the previous year?
- Mr. Prateep Anantachote : We stop 50 million baht in this case that we sued for 35 million baht.
- Mr. Sangiam Siripanitsutha : Certainly, the point is that we have not received any money in return and we have been sued. I wonder that why it becomes 20 years from 10 years. The numbers are quite different. How comes? I think the court may have another point to raise and consider that there is no reason to cancel the contract. How were the number analyzed from 10 years to 20 years? It is such a big difference!
- Mr. Prateep Anantachote : There is the further information afterwards because the first doer had quitted. We found it is not worth because they would sell up to 90 million baht. The price sent to evaluate was not accepted.
- Mr. Sangiam Siripanitsutha : The dormitory is close to Chiang Mai University like Roccia Project where is close to Rajabhat Maha Sarakham University. I do not know why we got the answer of 20 years. This is considered one doubt. There is no actions from the administrative section. We only submitted the appeal. When we lose in the appeal court, we submit a petition. It is over. That is it. Finally, we must pay for the court fee and 35 million baht along with the interests. We are sued back. This one also, I think.
- Mr. Prateep Anantachote : It is not revealed yet. It is in the court's consideration.
- Mr. Sangiam Siripanitsutha : Next, we are talking about the subsidiary company. ACD Energy Company Limited was established last year and reserved 9 million baht. How far can we go so far?
- Mr. Prateep Anantachote : ACD Energy Company Limited as Mr. Akeworawut Onchort presented is the investor like in the project in Sra Kaew Province.
- Mr. Sangiam Siripanitsutha : Excuse me. I wonder that why the company spent 9 million baht when the company was newly established. What is the act that auditor reserved 9 million baht? What was 9 million baht paid for?
- Mr. Prateep Anantachote : It was paid for the expense of establishing the company. At that time, they might be preparing to draw lots with the cooperatives around 2015. At that time, Mr. Sanun Siripanichsutha took a position of MD, so establishing ACD Energy Company Limited. With the need of drawing lots with the cooperatives, then make the contract with the agricultural cooperatives without knowing that it would succeed in drawing lots because it had to pay for the expenses with all agricultural cooperatives, so it is the cause of

*Pl Maj An Sathachai Indranthi*

those wondered expense. If we fail to draw lots, no income is earned –there is only expense. This year we think ACD Energy Company Limited will invest the project in Sra Kaew Province and the next project that we are studying now. We will let ACD Energy Company Limited to make a profit as the subsidiary company.

- Mr. Sangiam Siripanitsutha : The money was spent in the age of the previous executive, right?
- Mr. Prateep Anantachote : Yes. It was all the expenses.
- Mr. Sangiam Siripanitsutha : The executive said it was caused by the previous executive. Mr. Sanun Siripanichsutha was a person who paid 9 million baht, right?
- Mr. Prateep Anantachote : It was the necessary expenses at that time.
- Mr. Sangiam Siripanitsutha : I do not know the fact is. The previous executive is not here to answer the question. Another last year's problem is solving the problem of loss and accumulated loss. We have not received anything except 1MW. It still has the problem. It has to ask for the approval of 5MW. Still, it is in the procedure. I will sum up for you now –the item 4 regarding earning new incomes from solar cell auction. Last year we said to join the auction, but we could not. We have got nothing.
- Mr. Prateep Anantachote : Auction does not mean we get paid back. The War Veterans Organization of Thailand returned money.
- Mr. Sangiam Siripanitsutha : It is difficult to make the company profitable because a few units of Origins Condo Project are sold out and transferred, plus Roccia Condo is rented out. It still makes a loss with deduction of depreciation including other expenses. This is the last year's summary in the meeting. Thank you for listening to this.

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

- Mr. Sangiam Siripanitsutha : The financial statement seems to be difficult a bit because we do not have the information about it. I have to borrow the CD-ROM player used to print the financial statement out. The previous investment fund was 100 million baht in 2016. In 2017, it became 0 baht. Why? I would like to know how it has gone. Other shareholders in the meeting were also stunned. Where did you bring the numbers from despite of the fact that nobody printed the financial statement out?

*Dr. Maj Gen Sahachai Mohanlin*

- Mr. Prateep Anantachote : Please Mrs. Thanida Inthachak to examine what page are the numbers asked by Mr. Sangiam Siripanitsutha in and please answer the question.
- Mrs. Thanida Inthachak : In fact, Mr. Sangiam Siripanitsutha may be saying that RO money is the remaining investment fund, but it may be in the fixed deposit for 100 million baht. The company changes from the fixed deposit for 100 million baht to the investment for 100 million baht. There are the projects that the company will invest in because we will not get the interest if we do not rush to change it as mentioned with the bank, and the money is invested in the J.E. Solar Project for 77 million baht along with the energy project for 19 million baht at the end of the year.
- Mr. Sangiam Siripanitsutha : It is concluded that 100 million baht is withdrawn by the company to invest in the 77-million-baht electric project and the new project, right?
- Mrs. Thanida Inthachak : Correct. And in terms of cash deposit of the company, the balance is approximately 19 million Baht. From the past 3 years, the company has deposited cash with banks and earned interest; therefore, if this sum of money is invested in a business, more returns will ensue despite taking some time. Thank you.
- Mr. Sangiam Siripanitsutha : The amount of account receivables and other current receivables in the consolidated financial statement of 2016 is 6 million Baht. However, in 2017, the amount rose to 12 million Baht, while the company did not have so many activities. What did the amount rise?
- Mr. Prateep Anantachote : Are the receivables from the subsidiary companies, Mrs. Thanida?
- Mrs. Thanida Inthachak : Hold on a second.
- Mr. Sangiam Siripanitsutha : Chairman, I don't want to know that. It takes too long.
- Mrs. Thanida Inthachak : A moment, please.
- Mr. Sangiam Siripanitsutha : So, let's discuss another important issue about the guarantee of the project in the financial statement. It shows 0, but in Remark No. 9, there is one item added from the original of 45 million and 35 million, and in another year, the number rose to 19 million. What is this 19 million for?
- Mr. Prateep Anantachote : For the 19 million, it is for a project in Sakaew that we paid to the original owner with whom we have invested, but the project is not completed. This year, the company pursues the project. It is a project in Sakaew, so this year, 19 million Baht has been recorded in the statement.

*Dr. May Lee Sahachai Indhakarn*

- Mr. Sangiam Siripanitsutha : Then, why don't we clarify it to the auditor so that she doesn't have to set the allowance because this year we have to continue the operation. Why is the 19 million Baht in minus? In terms of accounting, why is that so?
- Mrs. Suvimol Kittayakiern : May I clarify? On the date of audit, the company said it would cancel this project, but after the audit, we came to know that the company would continue the project. However, in the 1<sup>st</sup> quarter, it seems possible to transfer the amount back.
- Mr. Sangiam Siripanitsutha : So, for what that has been done, the executives cannot explain to the auditor clearly about the project in which we have invested 19 million Baht, can they? I don't really get it.
- Mr. Prateep Anantachote : As the auditor has clarified.
- Mr. Sangiam Siripanitsutha : No. It's not about the auditor, but it's directly about the executives to clarify to the auditor how the company is going to carry out its operations because in fact if we cancel this 19-million-Baht project, we can take back this amount of money. Is it correct?
- Mrs. Thanida Inthachak : Correct. Actually, in the financial statement as of December 31, 2017, the contract is not in accordance with the favorably made with the company; therefore, the project was cancelled and 19 million Baht was regarded as debt. After the closing of the financial statement and other details such as the PPA, the company considered the maximum benefits it would gain from the investment and proceeded with the investment. However, it was the situation after such period. What actually happened was the contract was cancelled and the money was requested to be returned.
- Mr. Sangiam Siripanitsutha : It doesn't make much sense: investing in project and cancelling the contract, and today you said you would continue with the investment. I don't understand what you're doing. If you think it's too late, why don't you serve a notice to delay the auditor so that she doesn't have to set these allowances because we have set these allowances: last year at 80 million and this year at 20 million, totaling 100 million baht. And it is going to be like other projects in the past. I deem that the executives must tell the auditor not to set up this 19-million allowance. I'm not sure why the executives did not explain this to the auditor.
- Mrs. Thanida Inthachak : This item is for the energy project.

*At Maj An Sathachan Inthachak*

Mr. Sangiam Siripanitsutha : Notes to Financial Statement No. 27 which other people do not have documents that show the compensation for the executives in 2017 which is 11 million Baht. In terms of the staff, the amount is around 17 million Baht, and including the total compensation it is 28 million Baht: 11 million Baht for the administration which makes up 40% . Is this how the administration department paid? I'm raising this issue because I don't know how it goes. Chairman, I'd like to inform you that this item is in Notes to Financial Statement No. 27. And another issue, I saw it on the agenda concerning ratification. This is questionable about the purchase and sales of 1 megawatt. We bought it as assets and said finally that it wasn't possible. The electricity authority can't transfer it to us because the terms and conditions make us a shareholder. We sold it back and bought the shares instead. My question is that who is responsible for this tax? We have to pay tax, and who is responsible?

Mr. Prateep Anantachote : Thanida, could you clarify this?

Mrs. Thanida Inthachak : For the investment in J.E. Solar Project, 2 million Baht has been invested on the land, buildings and structure, and another 17 million Baht has been invested on the land. These 2 items won't change and will be in the name of Green Resources Company, and they are assets of the original company. For another 58 million Baht is the amount we discussed with the seller. This 58 million Baht includes value added tax which will be responsible by the seller. On the transfer date, PPA couldn't make it because it was against the electricity authority's terms and conditions, so we had to change plants to secure maximum benefits of the company. Therefore, we purchased shares instead, the investment of which is 14.5 million Baht. This 14.5 million Baht will be deducted with 58 million Baht, making it 43 million Baht which will be the assets of the electricity authority and J.E. Solar. Is it correct? And 43 million must include tax. For 14.5 million Baht, it is the investment budget which is tax free, but we receive tax from them in the first place which came with that 58 million Baht. We have to return this amount because the company doesn't get any benefits. We have to discuss this in the 8<sup>th</sup> agenda because we want such income to be with Green Company not the J.E. Company. Now we have consulted with the electricity authority, and they replied that you're entitled to transfer PPA according to the original means.

*R/Maj An Sakornchai Indranchai*

Mr. Sangiam Siripanitsutha : Let's talk more about the 8<sup>th</sup> agenda. Let me talk about the budget in terms of profit and loss statement. There is 39.9 million Baht from the sales or approximately 40 million Baht. I understand that it's Orin Property. The cost of the sale is around 35 million Baht because we sell it at 40 million Baht. However, the cost is 35 million Baht which is 87.5%. So what is left for us? This is the 1<sup>st</sup> question to ask. The 2<sup>nd</sup> question is we have income from the rent being 4.6 million Baht, but we have the cost of rent and service of 5 million Baht. This is considered as loss. What about the income from the sale of electricity being 1.4 million Baht, the cost of which is 4 hundred thousand Baht. This item seems to be good, but I suppose it can be better if we do it in a right way. We will ratify this on the 8<sup>th</sup> agenda. In terms of loss and depreciation of the investment being 19 million Baht jumping to 23 million Baht, I'm not sure what caused it. In terms of profit and loss statement and doubtful accounts, it is 35 million Baht which increases by 19 million Baht. It's probably from the project in Sakaew that we mentioned earlier. Mainly, the financial statement that I mention, the company still lose profits. For example, Orin transferred, but it lose profits. Origin leased, but it also lost profit from the gross profit. So, it is clear that the depreciation from the original price last year was 3.4 million Baht, but this year it is 6.4 million Baht. The increase came from the Roccia Project that has been lease which produces the depreciation. It's not that we gain a lot of benefits from this. And for the net cash obtained from the operation in summary, it's still in minus. The parent company has 80 million Baht in minus, along with 33 million Baht from the subsidiary companies. The money will be spent up in a few years. Next month, the company will exercise the W4 right. If the operation is like this, who will dare convert the right. The money is insufficient, and it can be used up. This is for the financial statement.

Mrs. Thanida Inthachak : Thank you very much.

Chairman : Please conclude this agenda.

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

*Dr. May Am Sahachai Indhakarn*

**Meeting Resolution** : The agenda has the resolution to approve the financial report and the consolidated financial statement as at 31<sup>st</sup> December 2017 with the votes from the majority of the shareholders attending the meeting as follows:

|   |                |                    |               |           |                   |
|---|----------------|--------------------|---------------|-----------|-------------------|
| - | Approved       | 468,410,677        | Shares        | or        | 100.0000%         |
| - | Disapproved    | -                  |               |           | -                 |
| - | <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - | Withhold Votes | -                  | 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 2017.

The Chairman informed the meeting that, the results for the year 2017, the Company had losses from operations. 56,512,770.26 (fifty six million five hundred twelve thousand seven hundred seventy baht and twenty six 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 2017, the company is operating loss. Therefore, the commission of the profit appropriation as legal reserves and no dividend payment for performance of the year 2017.

Chairman : Is there anyone who'd like to ask or raise opinions?

Mr. Chaisin Cheocharnpipat : I don't have any question but opinion. The duty of the directors is not to wait to hear the report from the staff about profit or loss. Your responsibility is how to make profits from the operation, distribute dividend to shareholders at the rate no below the bank interest rate which is now very low, and increase the share value. Therefore, from the past operation, the directors fail to do this, and it is questionable. I'd like the director to improve. Thank you.

Chairman : Thank you. As directors, we have done our best. I think next year will be better. I hope to make it better. Thank you and we will try.

Chairman : Please cast your vote.

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

*As Maj Gen Sahasitorn Inthaburi*

**Meeting 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 2017 with the votes from the majority of the shareholders attending the meeting as follows:

|   |                |                    |               |           |                   |
|---|----------------|--------------------|---------------|-----------|-------------------|
| - | Approved       | 468,410,677        | Shares        | or        | 100.0000%         |
| - | Disapproved    | -                  |               |           | -                 |
| - | <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - | Withhold Votes | -                  | Shares.       |           | -                 |

**Agenda 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 2.Mr.Apichart Sivamoke 3. Mr.Pipat Viriyamettakul

All three directors leave the meeting room.

MODERATOR : According to the votes from 4 individuals, the 4<sup>th</sup> individual suggested to add Mr. Natee Panichcheewa to be a director in the 2018 company shareholder meeting. For the agenda today, we will make consideration based on the criteria specified in the Articles of Association Clause12 which provides that “the shareholder meeting shall appoint a director based on the majority of votes according to the criteria and procedures as follows:

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

Mr. Sangiam Siripanitsutha : So, there are 3 vacating directors, and 1 newly appointed director. How are shareholders going to vote?

MODERATOR : Vote for each individual, which is 4 in total. The directors with the highest to lowest votes shall be appointed respectively to be the directors in 2018.

Mr. Sangiam Siripanitsutha : I don't get something about this agenda. There are vacating directors, and we have to vote for them to return. This is for them to return, but I don't

*Ref Maj Gen Sahasrai Indrakul*



understand. Assume that there are 3 individuals, the agenda has to be to vote for them to return or not to return to office. I don't get it.

Mr. Witthaya Kaewkugsadan : I, as a legal consultant, would like to clarify tis. Well, for the matter concerning the appointment of 3 directors who have just vacated office, the director meeting decided to bring them all back, and at the meantime there is 1 director who has just been appointed as an additional director. Therefore, the shareholder meeting will consider and conclude who to vote for. Finally, we will compile the votes of these 4 individuals and rank them according to the Articles of Association which provides that the individual with the highest votes shall return to office as a director this year. Thank you.

Mr. Sangiam Siripanitsutha : Well, you mean, count the votes. But if one of them no long wishes to be a director?

Mr. Witthaya Kaewkugsadan : So don't vote for him. The rest is up to the majority of votes at the meeting. Talking about the rights, shareholders are entitled either to vote or not to vote for any person.

Mr. Chaisin Cheocharnpipat : In the ballot, there are Favorable and Dissenting and Abstain from Voting. We just tick the Favorable box if we deem that the person should continue to be a director. I think one person should vote for no more than 3 individuals.

Mr. Witthaya Kaewkugsadan : Correct. If they ask about the rights and if shareholders deem that these 4 individuals are qualified to be fit, they can vote for these 4 individuals which is their right to do so.

Mr. Chaisin Cheocharnpipat : If we dissenting with someone, we tick the Dissenting or Abstain from Voting and conclude the votes.

Mr. Witthaya Kaewkugsadan : Yes. Thank you.

MODERATOR : I'd like to inform the shareholders again that for this agenda, the staff will collect your ballots from those who case Dissenting or Abstain from Voting. Therefore, I ask the shareholders and proxies who are authorized to vote submit to the staff for both Favorable, Dissenting and Abstain from Voting. Please submit the ballot to the staff.

Mr. Sangiam Siripanitsutha : Excuse me. To avoid confusion for this agenda, there are 4 individuals in total, and 3 will be directors. Is that correct?

Mr. Chaisin Cheocharnpipat : Correct.

Mr. Sangiam Siripanitsutha : So to make 3 directors, I need to cast Favorable for 3 individuals, and for the 4<sup>th</sup> individual with whom I dissenting, I don't have to submit anything, right?

*R/Maj An Sasachin Indrakhin*

- Chairman : You should vote for each individual.
- Mr. Sangiam Siripanitsutha : I'm confused.
- Mr. Chaisin Cheocharnpipat : The advisor said that you could favorable with these 4 individuals, but someone may dissenting. But overall, there will be 3 directors who will continue to be in office.
- Mr. Tai Chong Yih : If we vote for the director and the votes don't reach 50%, is it yes or no?
- Mrs. Mrs.Thanida Inthachak : Excuse me. This is the 5<sup>th</sup> agenda which is divided into 5.1 which is the ballot for Mr. Prateep Anantachote, 5.2 for Mr.Apichart Sivamoke, 5.3 for Mr. Pipat Viriyamettakul and 5.4 for Mr.Natee Panicheewa, according to the ballots. The MODERATOR notified that they would collect only Dissenting and Abstaining from Vote for convenience. The order of collection will be as mentioned earlier. For the votes, they will be ranked from the highest to the lowest in 3 places. It's unnecessary to reach 50%.
- Mr. Tai Chong Yih : So, what about those who don't get 50%? Can they still be directors?
- Mrs. Thanida Inthachak : Yes, they can because the votes will be ranked and only 3 places will be considered. For example, the 1<sup>st</sup> individual got 800, the 2<sup>nd</sup> got 700 and the 3<sup>rd</sup> got 600. Something like this.
- Mr. Tai Chong Yih : Is there a law governing this?
- Mr. Witthaya Kaewkugsadan : According to the Articles of Associations, we have to proceed this way.
- Mr. Sangiam Siripanitsutha : But these 3 directors are considered as vacating, aren't they?
- Mr. Chaisin Cheocharnpipat : Yes, they all are.
- Mr. Witthaya Kaewkugsadan : Yes, they are. The nomination is for them to return to office.
- Mr. Sangiam Siripanitsutha : Last year, we had this agenda, and it was 75% before the vote. This year, this number doesn't exist. Why is that? Is it because there's 1 additional director? If I don't want any of them to be a director and the vote is 75% to 50%, what will happen?
- Mr. Witthaya Kaewkugsadan : If so, they will return to office.
- Mr. Sangiam Siripanitsutha : So, these 3 individuals don't vacate their office.
- Mr. Witthaya Kaewkugsadan : May I further explain? If the shareholders deem that any director or a new director shouldn't be appointed as a director, it is their rights to nominate an additional name.
- Mr. Sangiam Siripanitsutha : I'm not talking about the new director. I'm asking about these 3 individuals. If there's no new director and the old ones vacate office and the Dissenting votes are around 75%, will that director still be a director?

*Dr. May An Sahachai Indhakarn*

- Mr. Witthaya Kaewkugsadan : Yes, according to the Articles of Association. The top 3 candidates from the votes.
- Mr. Sangiam Siripanitsutha : I suppose it's not normal. Otherwise, minor shareholders can't take out any director, can they? I don't think it's correct.
- Mr. Witthaya Kaewkugsadan : I think it's about the majority of votes.
- Mr. Sangiam Siripanitsutha : If my vote exceeds 75% and I dissenting 75%, will that director be able to stay?
- Mr. Witthaya Kaewkugsadan : Exceeds 75%. It is not in accordance with the terms and conditions of vote for this agenda, but it may be other matters instead which is not about the appointment of directors.
- Mr. Sangiam Siripanitsutha : So, the minor shareholders can't dismiss the directors, can they?
- Mr. Witthaya Kaewkugsadan : It depends on the shareholder meeting, but it's not the right of an individual to dismiss or not to appoint a director.
- Mr. Chaisin Cheocharnpipat : May I? I see the point that Mr. Tai Chong Yih asked earlier if it needs to be 50% or not and the dismissal of directors. But if the legal consultant says that it's in accordance with the Articles of Association, it has to be that way. If asked if we can dismiss any director, I think there may be a provision or something which can dismiss a director such as nomination for dismissal which requires votes. If the majority of votes are in favor, that director will be dismissed. I don't know, but I have dismissed directors in many companies. I don't mean those in the stock market, but I mean other businesses which they can dismiss directors in meetings.
- Mr. Sangiam Siripanitsutha : Yes. I understand that, but what is the process we need to follow now?
- Mr. Chaisin Cheocharnpipat : According to the Articles of Association, the majority of votes prevail, and the top 1-3 will be considered, respectively, even with 30%. The legal consultant says so and it's according to the Articles of Association. They may not be strict, but other companies may have provided that those with no more than 50% may not return to office. This is a flaw of the company about setting regulations.
- Mr. Sangiam Siripanitsutha : In this regard, I'd like to say that for public companies, the public company laws must provide this matter. I believe they must.
- Mr. Chaisin Cheocharnpipat : Thank you. Anyway, it has to go this way first, and you'll have to notify SEC that this company violates the laws and request to dismiss some directors whose scores don't meet the criteria. I think we can do it; it's the shareholders' rights. We shouldn't waste any more time. Thank you.

*R/Maj. Gen. Seksachai Indrakarn*

- Mr. Sangiam Siripanitsutha : Let me conclude again. If we mark Dissenting on the ballot, it's only for certain individuals. Is it correct?
- MODERATOR : Yes. In order not to waste more time, may I collect Dissenting and Abstain from Voting ballots only and we will take those votes out.
- Mr. Sangiam Siripanitsutha : Okay. Thank you.
- MODERATOR : Please cast a vote for each individual.

No. 1: **Mr. Prateep Anantachote**

I'd like the shareholders and proxies to submit the ballots. For those dissenting or abstaining from voting, please raise your hand so that the staff can go and collect the ballots. Anyone would like to submit the Dissenting or Abstain from Voting ballots? If not, I'd like to close the vote for the first director, Mr. Prateep Anantachote.

No 2: **Mr. Apichart Sivamoke**

I'd like the shareholders and proxies to submit the ballots. For those dissenting or abstaining from voting, please raise your hand so that the staff can go and collect the ballots. Anyone would like to submit the Dissenting or Abstain from Voting ballots? If not, I'd like to close the vote for the first director, Mr. Apichart Sivamoke.

No. 3: **Mr. Pipat Viriyamettakul**

I'd like the shareholders and proxies to submit the ballots. For those dissenting or abstaining from voting, please raise your hand so that the staff can go and collect the ballots. Anyone would like to submit the Dissenting or Abstain from Voting ballots? If not, I'd like to close the vote for the first director, Mr. Pipat Viriyamettakul.

No. 4: **Mr. Natee Panicheewa**

I'd like the shareholders and proxies to submit the ballots. For those dissenting or abstaining from voting, please raise your hand so that the staff can go and collect the ballots. Anyone would like to submit the Dissenting or Abstain from Voting ballots? If not, I'd like to close the vote for the first director, Mr. Natee Panicheewa.

Is there anyone who hasn't cast a Dissenting or Abstain from Voting? So, it's done for these 4 individuals. For this agenda, the appointment of each director will take some time to count the votes. Please wait a moment.

Mr. Sangiam Siripanitsutha : Chairman, while we're waiting for the results, may I ask the audit committee and independent committee about the form book 56-1 concerning Section 1 on Page 44 regarding the law. It's provided that Ms. Chuenjit filed a lawsuit against Green Resources Company in the undecided case numbered Phor

*R/Maj Gen Sahasabai Indurathin*

1585/2559 and claimed for damage of 50 million Baht on the offense of terminating the contract due to fraudulent investment in the project. They used this term “fraudulent”. What does this mean?

Mrs. Phawunya Kritchart : Please ask the legal department of the company.

Mr. Sangiam Siripanitsutha : Saying that it’s fraudulent isn’t the cause of terminating the contract and claiming for insurance money of 35 million Baht, but the company has to pay the damage for Ms. Chuenjit being 50 million Baht on the offense of fraud.

Mr.Nawin Tongyeat : May I clarify the allegation in the form 56-1. It is the lawsuit filed by Ms. Chuenjit is not the final judgment of the court. It is the exercise of right from Nonthaburi Provincial Court. The company terminated a fraudulent contract, the statement of which is specified in this document. That’s all. Nothing more than this. Now the case is on disposal because nothing happens, but we have to wait for the case lodged at Taling Shan Provincial Court to end first.

Chairman : Are the votes completed?

MODERATOR : For the summary of the votes to appoint new directors to replace the vacating ones, I’d like to announce the results from the highest to the lowest. The director with the highest votes is.

**1.Mr. Pipat Viriyamettakul**

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 468,340,677        | Shares        | or        | 100.0000%         |
| - Disapproved    | -                  |               |           | -                 |
| - <b>Total</b>   | <b>468,340,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | 70,000             | Shares.       |           | -                 |

**2.Mr. Apichart Sivamoke**

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 270,274,037        | Shares        | or        | 57.7032%          |
| - Disapproved    | 198,112,740        | Shares        | or        | 42.2968%          |
| - <b>Total</b>   | <b>468,386,777</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | 23,900             | Shares.       |           | -                 |

**3. Mr. Prateep Anantachote**

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 269,904,037        | Shares        | or        | 57.6242%          |
| - Disapproved    | 198,482,740        | Shares        | or        | 42.3758%          |
| - <b>Total</b>   | <b>468,386,777</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | 23,900             | Shares.       |           | -                 |

*Dr. Maj. Gen. Sahachai Techarat*

**4. Mr. Natee Panicheewa**

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 208,542,230        | Shares        | or        | 44.5212%          |
| - Disapproved    | 259,868,447        | Shares        | or        | 55.4788%          |
| - <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | -                  | Shares.       | -         |                   |

**Meeting Resolution** : According to the meeting resolution, it is approved to appoint:

- 1.Mr.Pipat Viriyamettakul
- 2.Mr.Apichart Sivamoke
- 3.Mr.Prateep Anantachote

Who have the highest votes to return directors who were retired by rotation 2018.

Chairman, please proceed to the next agenda.

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

This year, the board of directors have considered determining the compensation for directors based on their duties and responsibilities. In 2017 and 2018, the total amount doesn't exceed 5,000,000 Baht (five million Baht only). In this regard, the compensation does not include compensations or allowances which the directors receive as the company's staff or employees. The details are as appearing on the invitation to the meeting.

**MODERATOR** : According to the 2017 ordinary shareholder meeting on April 5, 2017, there was no resolution to approve the compensation for the directors in 2017 due to the favorable votes of less than two-thirds of the total votes of the shareholders present at the meeting. However, the company directors sacrificed their time to work for the company during 2017. Therefore, it was appropriate to consider determining the compensation for the directors in 2017 again which was proposed to the 2018 ordinary shareholder meeting to consider approval according to the sub-agenda as follows:

**6.1 Consideration of approval of compensation for directors in 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             |

*Asst. Maj. Gen. Sahachai Indranthakul*

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

6.2 Consideration of approval of compensation for directors in 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. |                       |                          |                  |

- Chairman : Is there anyone who'd like to ask or raise other opinions?
- Mr. Tai Chong Yih : I'd like to know if the Chairman and the deputy Chairman still receive the monthly salary from the company.
- Chairman : Yes, we do.
- Mr. Prateep Anantachote : This depends on the directors.
- Mr. Tai Chong Yih : No. As the Chairman. I mean, the Chairman of the board is not in 56-1.
- Mr. Prateep Anantachote : So, it's the Chairman of the board and the managing director, which depends on the resolution of the directors whether the directors approve or disapprove.
- Mr. Tai Chong Yih : Have you read the 56-1 at all?

*P. Meij An Schachin Indhanthi*

- Mr. Prateep Anantachote : I have, but not all.
- Mr. Tai Chong Yih : Mr. Sahaschai is the Chairman of the board.
- Mr. Prateep Anantachote : Chairman of the board.
- Mr. Tai Chong Yih : He's not entitled to receive the monthly salary.
- Mr. Prateep Anantachote : He's also the managing director.
- Mr. Tai Chong Yih : No. And I'd to know how much he receives for his monthly salary.
- Mr. Prateep Anantachote : This is the company's confidential information. Why didn't you ask about this when you were a director?
- Mr. Tai Chong Yih : It's another story. So, are you going to answer it or not?
- Mr. Prateep Anantachote : How much the monthly salary is confidential. For the compensation of the Chairman of the board, I'll leave it to Mr. Wittaya to answer this instead.
- Mr. Witthaya Kaewkugsadan : May I clarify? It's the right of shareholders to ask this question, but it's the Chairman who deems if it's appropriate or not to answer or not to answer. It's confidential information which shouldn't be disclosed. I'll answer it after the meeting. Thank you.
- Chairman : I'll answer you in private.
- Mr. Tai Chong Yih : Thank you.
- Mr. Chaisin Cheocharnpipat : I'm a shareholder and a proxy. May I ask a question in Item 6.1 about the compensation of directors in 2017? According to the meeting report, there was a consideration disapproving the compensation of directors in 2017 due to the favorable votes of no more than two-thirds of the total votes of the shareholders present at the meeting. The meeting passed the resolution, and why would you bring this up again? It is to review or consider? When you asked about it again despite having done it before and being rejected, it should have ended according to the meeting protocols, not to bring it up again. Therefore, for Item 6.1, I'd like to dismiss it. Thank you.
- Mr. Witthaya Kaewkugsadan : I'd like to inform that this matter was received by the company's board of directors, and they confirmed that they'd bring this matter to this meeting so that the shareholders could reconsider it because the board sacrificed their times to work for the company. Speaking of the fairness, those who work for the company deserve compensation. Last year, it wasn't approved because the shareholders disagreed with the suggestion of the boards in the previous year. The board considered and reviewed it and deemed that it should be reconsidered. When the shareholders disagree, the board will have to reconsider it in the next meeting as appropriate.

*Dr. Maj' Lu Sahaschai Indrabhai*



- Mr. Chaisin Cheocharnpipat : According to the protocols, the board shouldn't propose this matter because it has been considered already or bring it up without notifying that it wasn't approved in the previous year.
- Mr. Prateep Anantachote : As Mr. Wittaya mentioned earlier, the board has worked for the company, so it has been proposed to the shareholder meeting for consideration. Therefore, we have divided our agenda into Agenda 6.1 and 6.2. If you disagree, do cast a dissenting vote.
- Mr. Sangiam Siripanitsutha : Does the compensation in 2017 include the monthly salary?
- Mr. Prateep Anantachote : No, it doesn't.
- Mr. Sangiam Siripanitsutha : So, for the 11 million Baht I mentioned, it has to add 1.5-1.6 million Baht. Correct or not.
- Mr. Prateep Anantachote : It'll be the expenses for 2018.
- Mr. Sangiam Siripanitsutha : So, it means that for the director and the administration department, the total expense is approximately 13 million Baht, while the staff's expense is 17 million Baht. Thus, I think the expense of the board and the administration department is very high, while the outcome is like this. I don't think it's appropriate. The directors should look for ways to reduce costs and increase more profits for the company, not to bring up the compensation matter in the shareholder meeting like this. Last year, it wasn't approved. If it's not approved again this year, will they bring this up again in the next shareholder meeting?
- Mr. Prateep Anantachote : Yes, they will, if the board is of the opinion to propose it in the meeting.
- Mr. Sangiam Siripanitsutha : This means the company doesn't care about the good governance at all, does it? The company doesn't have this, does it?
- Mr. Chaisin Cheocharnpipat : I suggest that it should not be voted for because: 1) Mr. Sangiam expressed his opinion that the compensation of the directors makes up 40% which is a very high ratio, 2) I think that the vacating directors who request to return to office shows that they receive benefits higher than their performance. Therefore, I disagree. Thank you.
- MODERATOR : For this agenda, it requires no less than two-thirds of the total votes from shareholders present at the meeting. Should there be no question or opinion, may I invite you to vote? I was wondering if there is any shareholder wishing to vote Dissenting or to abstain from voting. Please raise your hand, and the staff will walk to collect your ballot (none). May I conclude the vote?

*At May Be Sahachai Indrasanti*

6.1 Consider and not approve the fixing of the directors' remuneration for the year 2017.

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 264,997,937        | Shares        | or        | 56.5738%          |
| - Disapproved    | 203,412,740        | Shares        | or        | 43.4262%          |
| - <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | -                  | Shares.       |           | -                 |

Mr. Sangiam Siripanitsutha : Mr. Chair, I'm curious if Agenda 6.1 is passed and there are vacating directors, next year, will they be paid retroactively?

Chairman : It depends on the board's opinion.

MODERATOR : Please recount the votes for Agenda 6.2 for correction. And without wasting time, please proceed with the next agenda, Mr. Chair.

**Remark** Due to mistake in counting the votes for Agenda 6.2., the votes were recounted, and the results are as follows.

6.2 Consider not approve the fixing of the directors' remuneration for the year 2018.

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 264,997,937        | Shares        | or        | 56.5738%          |
| - Disapproved    | 203,112,740        | Shares        | or        | 43.3621%          |
| - <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | 300,000            | Shares.       |           | -                 |

**Meeting Resolution** : The agenda has the resolution as follow;

6.1 not approve the fixing of the directors' remuneration for the year 2017.

6.2 not approve the fixing of the directors' remuneration for the year 2018.

**Agenda 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

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*Prof. May An Sahaschari Indranthi*

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<br>(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           |
| <b>Total</b>                                                         | <b>2,000,000</b>         | <b>1,750,000</b> |

Chairman : Is there anyone who'd like to ask or raise other opinions? If not, I'd like the shareholders to cast a vote for this agenda.

MODERATOR : For this agenda, it requires the majority of votes from the shareholders present at the meeting of no less than two-thirds of the total shares of the shareholders present at the meeting. Should there be no question or opinion, may I invite you to vote? I was wondering if there is any shareholder wishing to vote Dissenting or to abstain from voting. Please raise your hand, and the staff will walk to collect your ballot (none). May I conclude the vote?

**Meeting Resolution** : The agenda has the resolution to approve the appointment of the auditor of the Company and fixing of audit fee for the year 2018, with the votes from the majority of the shareholders who attend the meeting as follows:

|   |                |                    |               |           |                   |
|---|----------------|--------------------|---------------|-----------|-------------------|
| - | Approved       | 468,340,677        | Shares        | or        | 100.0000%         |
| - | Disapproved    | -                  |               |           | -                 |
| - | <b>Total</b>   | <b>468,340,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - | Withhold Votes | 70,000             | Shares.       |           | -                 |

**Remark** The results for Agenda 6.2 were announced retroactively due to mistake in counting the votes.

*At Maj An Sahaschai Indranthi*

Mr. Chaisith Viriyamettakul : May I? Well, I'd like to introduce myself first. I'm Mr. Chaisith Viriyamettakul. Today, I'm a proxy authorized from a shareholder to attend this meeting. Since the compensation agenda is very important, I've talked to some shareholders and they feel sick and tired of this company. They attend the meeting every year, and the company keeps losing profits and argue endlessly like this. The company is unable to move forward if people are arguing. The compensation is an important matter for 2017. We have to accept the resolution. Last year, the performance was not good, so the shareholders didn't approve it, which is reasonable. But this year, may I be honest? My son is a director, and last year the Chairman suggested the shareholders who know me to help the company make profits. However, over the past year, I've been sick and tired of this company. The upcoming projects that my son is working on, which I'm certain there are 2-3 projects, will happen, but you don't provide them with supplies to work. So, he is dead on the way and lacks motivation to work. Actually, I should've said this before voting this agenda. I'd like to ask the shareholders if I clarify this matter and the shareholders don't approve, it's up to the shareholders' consideration. I'd just like to speak of the background of these upcoming projects. This year, I've been doing a lot of homework since August 2017 because my son has been appointed to work and I have to be his consultant to guide him on how to make profits for the company. I've come to the conclusion that 1) the company has a 1-megawatt power project in Lopburi Province, 2) a 3-megawatt from 5-megawatt power project in Sakaew Province and 1 upcoming project which is the one in Nakhon Ratchasima Province. This is a pretty huge project with the volume of 5 megawatts, and I've calculated the income from these 3 projects which is sufficient for the company. So to speak, the company will have income to pay the staff of around 2 million Baht per month, according to the previous numbers. So, I'm thinking about how we can make it work. After my calculation, these 3 projects will pay off without worry in 2018. Now, there are projects awaiting which are the 4<sup>th</sup>, 5<sup>th</sup> and 6<sup>th</sup> projects. Where can the company take funds from to invest because the company's balance is around 290 million Baht? I think I'll have to take loans from banks, and the banks will have to consider the

*Dr. Maj. Gen. Sahaschandra Indrakarn*

qualifications of borrower and I'll be the contact person myself. It may be possible because I'm the contact person. The loan to be taken is around 150 million Baht. Next month, we'll have around 200 million Baht from W4 share transfer, so we have some cash flow. Now, it's the 2<sup>nd</sup> quarter and we're reach the 3<sup>rd</sup> and 4<sup>th</sup>. We'll have cash flow for the 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> projects by selecting the one with highest returns and which is good for the company so that we can be at ease. When I first came to this company, the company which had been losing profits stopped losing its profits. I thought I would come to help the company to stop losing profits. I pledged last year. I wasn't just saying, but I put money into the shares so that they realized that I was serious. Mr. Tai Chong Yih and I are allies; you can ask him. I said why we had to fight because you invested 100 million Baht and I invested 100 million Baht. What are we fighting for? Let's help each other work. Wouldn't it be better? If Mr. Tai has any good project, please propose. Mr. Sangiam and I just met him for the first time, and I looked into his eyes and knew how he felt. Otherwise, why would he vote for my son? When we become allies, we are united. So, I'd like to come back to Agenda 6.2 about the compensation, I'd like it to be reconsidered. If I'm here and get nothing, why would anyone want to come in and work? Is it correct? Because they'll feel unmotivated. If you don't pay the compensation in 2017, that's fine because we will produce good outcome for the company, I'm sure. So, I'd like you to reconsider Agenda 6.2. Please motivate the directors to work. And Mr. Tai Chong Yih, please help me. If it turns out well, it'll benefit everyone. Is it right? If not, you can blame me next year. I put my heart and soul into this. If you don't approve 6.1, I don't mind. But please, for 6.2, I'd really like it to pass.

- Mr. Tai Chong Yih : Thank you, Mr. Chaisith for sending your son and sister to help work at Green Company. For the compensation for the directors, I think we should wait for next year so that the directors can propose it restoratively again. Another thing is the directors who are employees still receive the monthly salary, and I don't think they should receive this sum. Please don't mind me and let's wait until next year.
- Mrs. Pawanya Krittachart : With all due respect, the shareholders have mentioned about the administration fees of the company which makes up 40% . This is

*Ref. Maj. Saichai Indachai*

- misleading. For the directors, it is a million Baht, excluding expenses and monthly salary of the directors. May I correct this?
- Mr.Chaisith Viriyamettakul : I'd like the meeting allowance and compensation agenda to pass, which is not related to the monthly salary. I don't understand why 5 million Baht was proposed.
- Chairman : Excuse me. That 5 million Baht is the limit.
- Mr.Chaisith Viriyamettakul : I think we already have details, so why do we need the limit for the directors to feel more uncomfortable. This will be 2.4 million Baht or 5 million Baht. I think if you have any projects, you can propose so that the company can move forward. If you keep hindering it, so how can the company move forward? You have to think about others. If my project is bad or risky, I'm pleased to listen to logical complaints. Not that we don't take this and that project. So how can we work? Let me ask you.
- Mr. Tai Chong Yih : You can vote for this through me. If it is to be passed, the person who receives money must not get this part so that I can vote to pass it. I think it's already fair, but it depends on the company. Some companies don't do this.
- Mr. Sangiam Siripanitsutha : Thank Mr. Chaisith for confirming that you will help the company. I think it's right that the directors who work get paid. Nevertheless, it depends on the performance. If Mr.Chaisith has pledged to use all your effort and sent your son to work and is able to do so, I think Mr.Chaisith is capable. I agree with Mr.Chaisith about Item 6.2, but I don't know if it can be reconsidered. I'm not sure about the process. I have to thank Mr.Chaisith for seeing which director the company can go and for your effort for helping the company solve problems. Thank you.
- Mr.Witthaya Kaewkugsadan : May I clarify? If there's any further suggestion according to the law, we can do it. But we have to conclude this meeting as usual first before proposing other matters for consideration. According to the law, a matter to consider requires one-thirds of the votes from the total shareholders before approval. I'd like the Chairman to conclude this meeting first before starting the process of considering the new compensation. Thank you.
- Chairman : Thank you.

*Dr. May Ch. Sakasorn Indranthi*

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

Mr.Prateep Anantachote, acting as Chief Executive Officer informed details to shareholders as follow,

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 follow;

- Mr. Prateep Anantachote : As Mrs.Thanida has informed the shareholders that J.E. Solar Company in Lopburi has produced electricity for a long time. Our original intention was to have Green Company purchase the business and assets and change the contract party to Green. We first consulted with the engineers from the PEA, and they said we could. So, we purchased the assets. But when we prepared and submitted documents to the PEA, the legal department notified that it was impossible because we did not hold shares or become directors. So, we had to hold shares in J.E. Solar Company, the registered capital of which is 14.5 million Baht, and we made it our subsidiary company according to Section 107 of the Public Company Act. The board deemed that it was necessary to ratify it with the shareholders. Originally, we expected that we would hold part of the shares and change some directors in 6 months. So, the company served a letter to ask the PEA if it was possible then to change the contract party. The PEA called and notified that their legal department agreed to change the contract party to Green, but the letter awaited the PEA director's signature before being returned to us so that we could change the contract party to Green Company. It may require the J.E. Solar Company to shut down. Therefore, today we come to ratify with the shareholders about the change from asset purchase to shareholding. We can receive the power costs into J.E. Solar Company as usual, and the approximate monthly income is around 7-8 hundred thousand, being around 9 million Baht per annum.
- Mr. Tai Chong Yih : I don't know why our consultant did not warn us when we made the mistake about documentation before signing to transfer the shares. It had to go through the legal department, is it right?

*Raj Maj An Sahaschai Indurathin*

- Mr. Prateep Anantachote : Our legal consultant asked the electrical engineers, but they said it was possible because they have produced electricity for one year. So, we informed the board that it was possible.
- Mr. Tai Chong Yih : It's another matter, Mr. Prateep. Before receiving the share transfer, our legal consultant didn't warn us that Green couldn't receive this. If Green was to receive this, it needed permission from the shareholders first. If we didn't ask the legal consultants, what do we have them for?
- Mr. Prateep Anantachote : For this part, we thought it may be possible. We had them sign to transfer the shares to prepare. We didn't expect that the PEA legal consultant would said that it was impossible because we thought it was possible.
- Mr. Tai Chong Yih : Did the documents for receipt of share transfer come from the legal department?
- Mr. Prateep Anantachote : The documents were prepared by the legal department. They'd sign to transfer the shares on the date that we paid.
- Mr. Tai Chong Yih : If so, our legal department isn't qualified to perform their task. Is it correct?
- Mr. Prateep Anantachote : It's hard to measure the quality, Mr. Tai.
- Mr. Tai Chong Yih : This is about the public act; it's so simple. Anyone knows that.
- Mr. Prateep Anantachote : Probably so.
- Mr. Tai Chong Yih : I'd like to ask what will happen if the shareholders don't ratify.
- Mr. Prateep Anantachote : We may have to sell this plant if the shareholders don't ratify. Now, we receive the electricity costs, but there may be some accident so we need ratification because at first I thought the registered capital was only 14.5 million Baht. The size is not that big, but it is according to Section 107. Now, it needs ratification by the shareholders. Do the shareholders not want to invest because now we receive the electricity costs every month?
- Mr. Tai Chong Yih : It's another matter.
- Mr. Prateep Anantachote : It is. I tried to explain it to you. Well, if we want to invest, we also hire FA. They thought it was appropriate to invest. This is the part we wanted to invest and to purchase shares, but next time we need ratification from the shareholder or the sizes of investment. Everyone sees that we want to invest in what can give us good returns.
- Chairman : Anyone wants to ask anything else. If not, shall we vote?
- Mr. Sangiam Siripanitsutha : This is another part that shows our administration because this is a big matter. Soon we will purchase a large amount of power. If every project we've purchased has a problem and we don't study it well, we won't have

*Prof. Maj. Gen. Sahachai Indrakarn*



information and need to ask the PEA. I think that answer isn't right because actually we have to study it in the first place. Last year, we intended to purchase from the cooperatives, and we knew they had their conditions. They clearly notified the terms and condition about the auction and the change last year, but this year we purchased it without knowing anything. After that we had a problem. What if the PEA said we can't change the contract party or hold shares? I don't even know how much percent of share was originally held. Above all, it generates income for the company which is a good thing. We don't blame this, but what we blame is the terms and conditions and rules which have to be clear. The administration department has to be clear. The people in charge and those proposing this need to make it clear with them and won't let this mistake occur and be unable to fix it. If we ratify and it's not approved, what are we going to do? We'll have another problem. Or if we purchase assets and they can't be transferred, we'll have another problem because the account auditor has to prepare the reserve and lose another 77 million Baht and make the reserve for loss for another 77 million Baht. It's a loop. It reflects how we administer. Generating income is already the right thing which is necessary, but it has to be thorough and correct. Thank you.

MODERATOR

: For this 8<sup>th</sup> agenda, it requires no less than three-fourths of the total votes from shareholders present at the meeting and entitled to vote. I was wondering if there is any shareholder wishing to vote Dissenting or to abstain from voting. Please raise your hand, and the staff will walk to collect your ballot. Please wait for the summary of the votes for Agenda 8.

Chairman

: While waiting, let's proceed to other agenda.

**Meeting Resolution**

: The agenda has the resolution to approve the consider and ratify the investment in J.E.Solar Lopburi Co., Ltd with the votes from the majority of the shareholders who attend the meeting as follows:

|   |                |                    |               |           |                   |
|---|----------------|--------------------|---------------|-----------|-------------------|
| - | Approved       | 468,410,577        | Shares        | or        | 100.0000%         |
| - | Disapproved    | -                  |               |           | -                 |
| - | <b>Total</b>   | <b>468,410,577</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - | Withhold Votes | 100                | Shares.       |           | -                 |

*Dr. Maj. Gen. Sahachai Indrakhan*

**Agenda 9 To consider other matters (if any)**

- Chairman : Anyone wants to propose any additional agenda?
- Mr. Pitipat Patthanathanchok : This is the first time I came here. I'd better not talk about other things, so let's get to the question. I agree with Mr. Chaisith, but the agenda was voted and it may be a little difficult. I'd like to ask about what the Chairman wrote on the annual report saying that the company entered the CAC and there was a policy. I'd like to know how you work with the staff or the company on website and some progress about it.
- Chairman : Thank you. The company submitted the request and expressed its intention to join the CAC project on October 5, 2015. We would have to audit the internal control according to the principles determined by the company (71 items) and the third person (the chairman of the audit committee or the accredited account auditor) would verify the correction of data before submitting to the CAC Council for approval. We're working on it.
- Mr. Sangiam Siripanitsutha : Chairman, I saw in our report. Now we have a problem about the administration. Last year on October 24, 2016, there was a resolution for Mr. Tai Chong Yih to resign from the position of the Chairman of the Chief Executive Officer because at that time Elcid Company learned that Mr. Tai resigned because he didn't have performance. Now the acting person's performance turned out this way, so I don't know if they'll use the same criteria. This is the 1<sup>st</sup> issue. The 2<sup>nd</sup> issue is that having an acting person without an MD isn't a good thing for a company in SEC. Being an acting person requires a lot of responsibilities, and I'm not sure if it can replace the real MD. So, there're 2 issues. About the performance, if we use the same criteria as last year and have the MD resign because of no performance, this year I see that there is no performance but problems. About the acting person, what is the difference in terms of authority of the acting person and the real MD in terms of legal aspect? Being an acting person for a long time isn't good. Thank you.
- Mr. Tai Chong Yih : I agree with Mr. Sangiam because I think I'll propose the appointment of Mr. Pipat as the CEO to substitute Mr. Prateep.
- Chairman : I'll propose this to the next board meeting. I'm not taking your side Mr. Prateep, but between Mr. Prateep and I'd better not say it will fight. Are we going to reconsider Agenda 6.2? Who is requesting for it?
- Mr. Prateep Anuntachoti : Mr. Wittaya, can you reconsider it?

*Prof. Maj. Gen. Sahaschai Indrachai*

Mr. Witthaya Kaewkugsadan : Certainly, but it has to follow the process of law. If there're other agenda to be proposed for consideration, it requires no less than one-thirds of the votes from the total shareholders. Therefore, for the convenience, I'd like to ask the shareholders at this meeting if there is anyone who disagree and would like to propose other agenda about the compensation for the directors in 2018 for reconsideration. If so, please raise your hand. If not, please raise your hand so that we can check the votes according to the law. So, let me conclude that the meeting agreed with the proposal of an additional agenda. May I go back to the slide of Agenda 6.2 about the table of the compensation for the directors again? According to the summary from the shareholders, our new agenda is consideration of **Consider not approve the fixing of the directors' remuneration for the year 2018 for the 2<sup>nd</sup> time.** The compensation will be at the rate specified on the table, but there will be no red texts "**the total compensation shall not be more than 5,000,000 (five million Baht only) per year**", which will be cut off. This is the proposal for consideration. Next, shall we vote? For shareholders who want to vote dissenting or abstain from voting, please use the ballot and submit it to the staff. For shareholders who dissent or abstain from voting, please raise your hand.

Mr. Sangiam Siripanitsutha : If I'm not mistaken, are we saying that we're going to reconsider Agenda 6.2?

Mr. Witthaya Kaewkugsadan : We're considering other agenda.

Mr. Sangiam Siripanitsutha : But the terms and conditions are the same without any deletion.

Mr. Witthaya Kaewkugsadan : Delete the red texts to avoid confusion.

Mr. Sangiam Siripanitsutha : In this regard, the total compensation shall not be more than 5,000,000 (five million Bhat only) per annum. May I ask why we delete this part when we have to specify the maximum amount at any meeting. Now, it's provided that it doesn't exceed 5 million Baht which doesn't make any sense. Actually, it may be too much; I don't know. But for this number, we need the maximum to block it, which I'm proposing. For the number, I don't know, but we need to have the limit. I attend meetings, and most directors always set the limit for it. Or it should not exceed three million Baht, round number.

Mr. Witthaya Kaewkugsadan : I'd like to inform that the compensation for directors in 2018 will be as shown in the table on the screen. The total compensation shall not be more than 5,000,000 (five million Baht only) per year. Next, shall we vote? For

*Dr. Maj An Sakasorn Indhanthi*

shareholders who want to vote dissenting or abstain from voting, please use the ballot and submit it to the staff. For shareholders who dissent or abstain from voting, please raise your hand. So, no one. May I count the votes for a moment?

**Meeting Resolution** : The agenda has the resolution to not approve the fixing of the directors' remuneration for the year 2018 with the votes from the majority of the shareholders who attend the meeting as follows:

|                  |                    |               |           |                   |
|------------------|--------------------|---------------|-----------|-------------------|
| - Approved       | 312,137,589        | Shares        | or        | 66.6376%          |
| - Disapproved    | 156,273,088        | Shares        | or        | 33.3624%          |
| - <b>Total</b>   | <b>468,410,677</b> | <b>Shares</b> | <b>or</b> | <b>100.0000%,</b> |
| - Withhold Votes | -                  | Shares.       | -         | -                 |

**Remark** The MODERATOR announced the results of votes for Agenda 8 retroactively after the announcement of the result of votes for Agenda 9.

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 13.22 PM.

Sincerely yours,



(Pol.Maj.Gen Sahaschai Indrasukhsri)  
Chairman of the Board