



INVITATION LETTER

Annual General Meeting of shareholder 2024

GREEN RESOURCES PCL.

**ON THURSDAY 25 APRIL 2024
10.00 HRS.**



GREEN05/2024

15th March, 2024

Subject: Notice of the Annual General Meeting of Shareholders 2024.

Attention: Shareholders of Green Resources Public Company Limited

Enclosures:

1. Copy of the Minutes of 2023 Annual General Meeting of Shareholders on Thursday, 20th April 2023
2. 56-1 One Report and Financial Statements for the year 2023 (in QR Code)
3. Documents and evidence to be presented prior to attend before the meeting;
4. Articles of Association regarding shareholders' meetings;
5. Profiles of the directors who are due to retire by rotation and proposed to be re-appointed for another term;
6. Proxy Form A, Form B and Form C;
7. List of the names of the Independent Directors for proxy in relation to the shareholders' meetings;
8. Map of the meeting venue

Green Resources Public Company Limited (the “Company”) hereby informs you that the Board of Directors resolved to convene the Annual General Meeting of Shareholders 2024 on Thursday, 25th April 2024, at 10.00 hrs., at Green Resources Public Company Limited Building, Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kret District, Nonthaburi Province in order to consider the following agenda items:

Agenda Item 1 **To consider and approve the Minutes of the 2023 Annual General Meeting of Shareholders**

The company held Annual General Meeting of Shareholders 2023 on Thursday, 20th April 2023 and have prepared the minutes of the Annual General Meeting of Shareholders 2023 and sent a copy of the meeting report to the Stock Exchange of Thailand within the specified period with details appearing in *Enclosure 1*

Opinion of the Board of Directors: The Board of Directors deemed that the Minutes of 2023 Annual General Meeting of Shareholders on Thursday, 20th April 2023, were accurately recorded, therefore, it is appropriate to propose them to the shareholders' meeting for its further consideration and approval.

Voting conditions

: The resolution on this agenda must be approved by a majority vote.

Agenda Item 2 **To acknowledge the operational results of the Company for the year 2023.**

The company has prepared the Company's operating results and significant changes for the year 2023 as per the details set out in the 2023 Annual Report, *Enclosure 2*.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results and Annual Report for the year 2023.

Voting conditions

: There will be no voting on this agenda. But in order for shareholders to see the overall picture and direction of the company's operating results in the past fiscal year in summary.

Agenda Item 3 **To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2023.**

The company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31st December 2023, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2023, Annual Report, *Enclosure 2*. The subject matters of the Financial Statements are summarized as follows:

Unit:(Million Baht)

Financial Statement Details	Consolidated Financial Statements	Separate financial statements
1. Total assets	1,044.87	705.64
2. Total liabilities	277.69	7.12
3. Equity	767.19	698.52
4. Net profit (loss) for the year	(30.72)	(39.55)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the Financial Statements for the year ending 31st December 2023 as proposed.

Voting conditions

: The resolution on this agenda must be approved by a majority vote.

Agenda Item 4

To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2023.

The Public Limited Company Act B.E. 2535 (1992) (including its amendment thereto) provides that no dividends may be paid other than out of the profits and shall be paid if the Company has incurred losses. It also prescribes that the Company must allocate not less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund.

In this regard, the Company has a policy to pay dividends to its shareholders for no less than 30 percent of the net profit after deduction of the corporate income tax. Nevertheless, in consideration of dividend payment, the company will take into account the financial structure and position, investment plans, and economic conditions.

In this regard, the company's operating results in 2023 saw a loss of 39.56 million baht and the company still has accumulated losses. Therefore, it is considered appropriate to propose to the shareholder meeting to consider refraining from paying dividends and refraining from allocating profits. To be a legal reserve with the following details:

Dividend payment details	Year 2023
1. Net profit (loss)	(39,556)
2. Cumulative loss	(713,744)
3. Number of shares (shares)	818,025
4. Dividend per share (Baht: shares)	do not pay
5. Total dividend payment (Baht)	do not pay
6. Dividend payout ratio	do not pay

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the omission of profit allocation as a legal reserve and refrain from paying dividends for the 2023 operating results of the Company as proposed.

Voting conditions

: The resolution on this agenda must be approved by a majority vote.

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

It is required in the Articles of Association that one-fifth of the directors shall vacate. In this 2024 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows:

- | | |
|---------------------------------|-----------------------------------|
| 1. Mr. Chaisith Viriyamettakul | Chairman of the Board |
| 2. Mr. Pornthape Thunyapongchai | Independent Director |
| 3. Mr. Pipat Viriyamettakul | Director, Chief Executive Officer |

In addition, the Company has proposing the agenda and name of the person to be elected as director as the Company's director from 10th November 2023 to 29th December 2023 through the Company's website. As a result, there were shareholders presenting the names of person to be elected as directors at the Annual General Meeting of Shareholders for the year.

In this regard, there are 3 directors who are retired by rotation, namely, Mr. Chaisith Viriyamettakul, Mr. Pornthape Thunyapongchai, Mr. Pipat Viriyamettakul. Which the company will consider and propose to the meeting to consider appointing directors according to the company's regulations.

Opinion of the Board of Directors: The Board of Directors has considered that the person nominated to be an independent director will be able to express their opinion independently and in accordance with the relevant rules. Considered appropriate to propose to the shareholders' meeting to consider and approve the re-appointment of 3 directors to be the Company's directors for another term as follows:

- | | |
|---------------------------------|--|
| 1) Mr. Chaisith Viriyamettakul | (Directors vacating office upon the nominated term to be back in position) |
| 2) Mr. Pornthape Thunyapongchai | (Directors vacating office upon the nominated term to be back in position) |
| 3) Mr. Pipat Viriyamettakul | (Directors vacating office upon the nominated term to be back in position) |

However, the person nominated this time has passed the screening process. or careful consideration of the Board of Directors. The company will propose to the 2024 Annual General Meeting of Shareholders to consider and appoint the company's directors. according to the Company's regulations (Details appear in Enclosure 5)

Voting conditions

: The resolution on this agenda must be approved by a majority vote.

***Must show the scores of 3 nominees (sorted in descending order)

Agenda Item 6

To consider and approve the remuneration of directors for the year 2024.

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

The Nomination and Remuneration Committee has considered together. There is an opinion that necessary and appropriate compensation. Both in monetary and non-monetary terms. The directors' remuneration is determined by taking into account the performance of the Board of Directors. Obligations and responsibilities of the board and comparisons with other listed companies in the same industry and similar sizes Therefore, proposing the determination of directors' remuneration for the year 2024. Directors will receive remuneration in the total amount not exceeding 3,000,000 baht (three million baht) per year which is the same rate as last year. As an employee or employee of the company until the shareholders' meeting resolves to change otherwise.

Director's Remuneration Limit	Year 2023 (last year)	Year 2024 (proposed year)	Any other benefits
(Unit : Baht)	3,000,000	3,000,000	None

In this regard, the compensation requested for approval is mentioned above. It consists of the following details:

	<u>Remuneration</u> (Baht/Person/Quarter)	<u>Meeting allowance</u> (Baht/Person/Time)
1. Chairman	40,000.00	25,000.00
2. Chairman of the Audit Committee	40,000.00	25,000.00
3. Director and Audit Committee	40,000.00	20,000.00

○ Annual compensation for 2024 (proposed year estimate)

		<u>Remuneration</u> (4 Times/Year)	<u>Meeting allowance</u> Estimated 7 Times/Year
1. Chairman	1 Person	160,000	175,000
2. Chairman of the Audit Committee	1 Person	160,000	175,000
3. Director and Audit Committee	7 Persons	1,120,000	980,000
<u>Total remuneration of directors</u>	9 Persons	<u>1,440,000</u>	<u>1,330,000</u>
<u>Total compensation amount for 2024 (estimated)</u>			<u>2,770,000</u>

○ Director remuneration and meeting allowance in 2023 (last year)

- Meeting allowance for the Board of Directors 4 times 760,000
- Directors' remuneration for 4 quarters 1,440,000

Total amount of meeting allowances and directors' remuneration for 2023 2,200,000

Opinion of the Board of Directors: The Board considered and agreed to propose to the shareholders 'meeting to approve the directors' remuneration for the year 2024 in the amount not exceeding 3,000,000 (Three million baht only) which is the same rate as last year The remuneration for such directors, which has been considered by the Nomination and Remuneration Committee.

Voting conditions

: Resolutions on this agenda must be approved by two-thirds of the total votes of shareholders present at the meeting.

Agenda Item 7

To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2024.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the appointment of the certified auditor of Dharmniti Auditing Co.,Ltd. to be the auditor of the Company and its subsidiaries. For the fiscal year 2024, with the list of certified auditors responsible for certifying the company's accounts as follows:

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

And determine the auditor's remuneration of Dharmniti Auditing Co.,Ltd in the amount of 1,747,500 baht (one million seven hundred thousand forty-seven thousand five hundred baht). In the event that all 11 of the certified auditors are unable to perform the tasks, the faculty The Board of Directors has the power to approve the company procure other auditors to perform

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

Summary of audit fees for 2023 and 2024 (proposed years)

Descriptions	2023	2024 (Proposing year)
Audit fee of annual financial statements	965,000	972,000
Consolidating fee for quarterly financial statements, three quarters	765,000	775,500
Total	1,730,000	1,747,500

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

Opinion of the Board of Directors: The Board of Directors considered and agreed to propose to the shareholders' meeting to consider appointing the certified auditor of Dharmniti Auditing Co.,Ltd as the company and subsidiary company 'auditor for the year 2024 and fix the auditor's remuneration in the amount of 1,747,500 baht (one million seven hundred thousand and forty seven thousand five hundred baht) per year.

Voting conditions

: The resolution on this agenda must be approved by a majority vote.

Agenda Item 8

To consider other matters (if any)

The Company has determined that March 8, 2024 is the date to determine the rights of shareholders who attend the Annual General Meeting of Shareholders 2024 (Record Date).

The company has prepared the 2023 56-1 One Report and the Financial Statements for the year 2023 in QR Code. If any shareholder wishes to obtain a hard copy of the Annual Report, please contact the Company at follow :

- Telephone number : 02-504-5237-39 ext.511
- E-mail address : info@greenresources.co.th

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

The shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders on the aforementioned date, time and venue, and are requested to prepare the evidence for the meeting as detailed in Enclosure 3. In order to protect the rights and interests of the shareholders, in the event that a shareholder is unable to attend the meeting in person and intends to grant a proxy to an independent director of the Company to attend the meeting and cast votes on his or her behalf, the shareholder can select one of the Company's independent directors, whose names and profiles are set out in Enclosure 7 to attend the meeting and cast the votes on his or her behalf, by executing the Proxy Form set out in Enclosure 6 and submitting to the chairman of the meeting or any person assigned by the chairman of the meeting before attending the meeting.

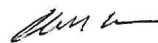
If shareholders wish to request a proxy document, Form B, contact the Company Secretary Office. From 25 March 2024 to 20 April 2024

For more information, contact the Investor Relations Department. Company Secretary Office

- Telephone number : 02-504-5237 - 39 ext. 511
- E-mail address : info@greenresources.co.th

Sincerely yours,

Green Resources Public Company Limited



(Mr. Chaisith Viriyamettakul)

Chairman of the Board

-Translation-

Minutes of the Annual General Meeting of Shareholders for the year 2023

of

Green Resources Public Company Limited

Date and Venue

The meeting was held on Thursday 20th April 2023, at 10.00 hrs., at Green Resources Meeting Room Floor 3, 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kret District, Nonthaburi Province 11120

There are 9 directors (from 9 members of Board of Directors attending the Meeting, or equivalent to 100.00 percent):

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|----|-----------------------------------|---|
| 1. | Mr.Chaisith Viriyamettakul | Chairman of the Board and Chairman of the Executive Committee |
| 2. | Pol.Maj.Gen.Sahaschai Indrasukhsi | Vice Chairman of the Board, Executive Committee
Chairman of Nomination and Remuneration Committee |
| 3. | Mr.Pipat Viriyamettakul | Director, Executive Committee, Chairman of Investment Committee, Chief Executive Officer |
| 4. | Mrs.Pawanya Krittachart | Director, Executive Committee , Member of Investment Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee |
| 5. | Mr. Apichart Sivamoke | Director/ Executive Committee |
| 6. | Mr. Somkuan Musig-in | Independent Director and Chairman of Audit Committee
Chairman of Risk Management Committee, Chairman of Corporate Governance Committee |
| 7. | Mr.Virat Jansiriwattana | Independent Director and Audit Committee
Member of Risk Management Committee
Member of Nomination and Remuneration Committee |
| 8. | Mr. Peerapong Pitripibulpatit | Independent Director and Audit Committee |
| 9. | Mr.Pornthape Thunyapongchai | Independent Director / Member of the Corporate Governance Committee |

Executives attending the Meeting:

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

Company advisor attending the meeting **Advisory One Co., Ltd.**

- | | |
|-----------------------------|-----------------|
| 1. Mr. Chainarin Sairungsri | Company Advisor |
|-----------------------------|-----------------|

Auditors attending the Meeting: Dharmniti Auditing Co.,Ltd.

- | | |
|-----------------------------|-----------------------------|
| 1. Miss Techinee Pornpenpob | Certified Public Accountant |
| 2. Miss Sunisa Noupan | Certified Public Accountant |

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

- Mr. Ongart Thongpitaksakul

The person verifying and examining the vote was OJ international co, Ltd. that recorded the vote and act as the witness of the vote verification of this meeting.

In this regard, there was 1 representative from a minor shareholder who witnessed the voting process. Mr. Patchakorn Samanphanchai is a shareholder attending the meeting in person.

Minutes Recorder :

Ms.Sarunrat Seesun	Company Secretary and Moderator
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Before meeting, Ms.Sarunrat Seesun ,Moderator introduced the Committee, Executives and attending shareholders and announced the agendas which will be considered today, totally 8 Agendas, the details were presented in the Invitation Letter for the year 2023 and in order for the meeting to be in accordance with the good governance in terms of voting and the meeting practices, the methods of counting the shareholders' votes had to be clarified. The shareholders were required to vote for a resolution for each agenda. The meeting regulation for this meeting according to the practices and regulation is as follows:

Voting procedure

1. One shareholder has number of vote equal to number of shares held. Shareholder may either vote **Agreed / Disagreed /Abstained** in each agenda. In case of foreign shareholder, who appointed a custodian in Thailand to hold shares and look after their interest on their behalf, may separately vote approved, not approved, or abstained at the same time in each agenda by dividing number of vote equal to number of shares they hold using the ballots acquired at the registration. In case voting is different from the method mentioned above, such voting shall be considered as invalid.
2. In counting the votes, only the votes of disapproval or abstention will be counted, **except for the election of directors in Agenda 5**, with the **dissenting** and **abstaining** votes Deducted from the total votes attended The remaining votes will be considered votes that agree in that agenda. The shareholders who cast votes **in disagreement or abstain** shall raise their hands so that the officer will walk to collect the ballot to record and summarize the results for further acknowledgment.

In this regard, the voting in this meeting. It was an open voting. Not a secret vote But the ballot papers for all attendees were collected after the meeting 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, Chairman of the meeting shall have one more vote as a casting vote.
5. The result of the vote will be indicated in the vote. **Agreed /Disagreed /Abstained**, each agenda item will use the latest number of shares.
6. The shareholders who submitted the ballots **Disagreed /Abstained**, after the company closed the ballots for each agenda. The Company will not include calculation that votes to determine the score again.
7. Before the voting to each agenda starts, all attendants have chances to ask questions concerning all respects of the agenda. The shareholders who desire to ask questions have to inform the agenda of their names and family names before asking questions so that the meeting minute can be properly made. In case where a shareholder has any

question or opinion concerning any issue other than the agenda that is being considered, that shareholder can ask the question or express the opinion in the latter sessions of the meeting.

Start meeting: 10 AM.

Ms.Sarunrat Seesun , the moderator of the meeting, gave welcome greeting to all attendants of 2023 Annual General Meeting of Shareholders Meeting by informing the agenda that Green Resources Public Company Limited welcomed all the attendants of 2023 Annual General Meeting of Shareholders with the following information.

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

At today's meeting, there were 35 shareholders attending the meeting in person and by proxy, holding a total of 362,222 ,652 shares or 44.2802 of the total 818,024,729 shares sold. A quorum was constituted according to the Public Company Limited Act B.E. 1992 and the Company's Articles of Association stipulates that there must be at least 25 shareholders attending the meeting and must hold shares in aggregate of not less than one-third of the total issued shares of the Company. (equivalent to 272,674,909 shares)

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

The Chairman of the meeting delivered a welcome speech for Annual General Meeting of Shareholders for the year 2023 and conducted the meeting in accordance the Agendas for the meeting was as follows:

Agenda 1 **Consider and approve the minutes of the 2022 Annual General Meeting of Shareholders on Thursday 21st April 2022.**

The Chairman informed that this agenda is to certify the minutes of the 2022 Annual General Meeting of Shareholders **Thursday 21st April 2022.**, with the company sending a copy of the said minutes to all shareholders together with the invitation letter. As detailed in Attachment 1.

Board of directors Therefore, requested the Annual General Meeting of Shareholders for the year 2022 to consider certifying the minutes of the 2022 Annual General Meeting of Shareholders

The Chairman gave the shareholders an opportunity to ask questions, object or request amendments to the minutes of the 2022 Annual General Meeting of Shareholders. It appears that no shareholders objected or requested amendments to the report. Recommendations from the shareholders' rights protection volunteers are as follows:

1. In agenda 3 about the financial statements Summary of Financial Statement Details Please compare the present with the past year. in order to see a clear picture of both Agenda 3 and Agenda 4

2. Voting matters Please specify in the meeting invitation letter of each agenda how to use resolutions. In general, other companies specify completely the same.

The Chairman acknowledged the suggestion and further improved and corrected. therefore proposed to the meeting to consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

Resolution

The meeting resolved to approve the 2021 Annual General Meeting of Shareholders report on **Thursday 21st April 2022** , as proposed with a unanimous vote of the shareholders who attended the meeting. And voting as follows.

- Agreed	362,222 ,652	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-
- Total	362,222 ,652	Shares	Percentage	100.0000

Agenda 2

To acknowledge the operational results of the company for the year 2022.

Chairman inform this agenda is for information; therefore, there was no resolution passed, but it aimed to inform the shareholders of the overview and directions of the company operation in the previous account year. In summary, the operational result was prepared for the shareholders with Mr. Pipat Viriyamettakul , Chief Executive Officer to present to the meeting regarding the company's operating results and significant changes in 2022.

Mr. Pipat Viriyamettakul , Chief Executive Officer reported the company's operating results and significant changes in 2022 to the meeting as follows;

Overview of the operation results for the year 2022

Income			Unit : Thousand Baht
			<u>Year 2022</u>
Revenue from electricity sales			85,110.00
	Lop Buri Project 1	8,287.00	
	VT Project	38,402.00	
	SK1 Project	38,421.00	
Revenue from electricity installation services			690.00
Rental income and related services			11,340.00
Revenue from sale of real estate			23,580.00
	Maha Sarakham Condo Project Building K	690.00	
	Orin Rama 2 Project	22,890.00	
Other income			43,953.00
	Dividend	9,787.00	
	Interest income	9,673.00	
	Bad debts and expected credit losses (reversal)	14,072.00	
	Profit from the sale of financial assets	-	
	Gain on financial assets measured at fair value through profit or loss	8,255.00	
	Other income	2,166.00	
Total income			<u>164,673.00</u>

The Chairman gave shareholders the opportunity to ask questions. with questions from Mr. Ongart Thongpitaksakul Volunteer to protect shareholders' rights as follows:

1. The company had a loss of 713.44 million baht, what was the tendency and direction of the operation?

Answer: In terms of financial structure the company has a share premium of about 624 million baht. will be able to reduce the accumulated loss and offset the share premium because of the management policy for shareholders to receive dividends in the near future. It can be seen that during the company's attempt to increase capital The issuance and offering of warrants to purchase newly issued ordinary shares of the Company No. 5 (GREEN-W5)

in order for the Company to have sufficient funding for the implementation of new projects. But it was not approved by the shareholders' meeting, so the management was in a limited scope. But it still received more credit from financial institutions giving more credit, for example, all 3 power plant projects received credit from banks. At a low interest rate (less than 4%), even though the company is small, the financial cost can be managed well. This makes the project that the company invests reflect that there is a profit from the acquisition. which is currently in the process of managing the existing funds to grow more the surplus money is used to buy debentures with a return interest rate of approximately 7%. When considering the financial figures, it can be seen that there is interest received to generate income for the company. If the money is deposited in the bank and receive less than 1% interest and investing in stocks of the stock exchange, which has more than 100 companies, paying dividends is quite high. The company has invested some money. which in the past year There may be some negative numbers. But don't worry too much. because of the number invested It is a loss reflecting the stock's value. And there is a continuous dividend payment every year. For example, Sri Trang Company has a dividend payment of 2 baht per share, which is considered a dividend payment rate of more than 10%. As I have been in this industry for 30 years, I will manage the company's business with caution. With the investment of the company is quite limited. If used to invest in a large project therefore quite difficult but in the past, it has done quite well and in the year 2023, it seems that there should be more sustainable businesses. focus on energy Because at present, the cost of electricity in every household is quite high. must rely on solar cells The problem of this business is that factories if solar cells alone are not enough. But there is a project to install to save the energy of the power plant during the day and use it during the night by investing 300,000 baht, saving about 70% of electricity bills, which is considered an interesting business. because it uses less personnel There are many projects that will continue to operate in this field, expecting that in 2023 the results should be profitable and will try to reduce the accumulated loss as soon as possible. in order to be able to provide dividends to shareholders in the future

2. As the CEO mentions other income, I don't know if I understood correctly that it is technical income. Not an entrepreneurial income?

Answer: It is primarily management income. The company wants to focus on the core business. But because the cash flow is insufficient, therefore, the money in the system must be used to increase profits. However, it is still focused on the core business of the company. When the cash flow is sufficient, the money will be used for management in order to increase the money into the system. create benefits for shareholders and income from all channels so that the company can make a profit

When there were no other questions from shareholders, Mr. Pipat Viriyamettakul The Chief Executive Officer (CEO) has reported the progress and development of the Anti-Corruption Policy as summarized below. In this regard, in the part of the anti-corruption policy Currently, the company has announced its intention to participate. To apply for certification of the Coalition Against Corruption of the Thai Private Sector (CAC) and is in the process of preparing a self-assessment form or checklist of 71 items for further certification from the CAC.

Resolution The meeting acknowledged the operation report of year 2022 as proposed by the Chairman with no resolution.

Agenda 3 **To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2022.**

The Chairman informed the meeting that this agenda was to consider and approve the Company's statement of financial position and comprehensive income statement for the past fiscal year, which had been audited by an authorized auditor and considered. Liked by the Audit Committee Details are shown in the 56-1 One Report form and the annual financial statements in QR Code format that have been sent to all shareholders in Attachment 2 along with the meeting invitation letter. Details appear in Enclosure 2. In order to comply with the Company's Articles of Association and Section 112 of the Public Limited Companies Act B.E. 2535, which stipulates that the Board of Directors Prepare financial statements at the end of the Company's fiscal year Propose to the shareholders' meeting in the annual general meeting.

The Chairman invited Mr. Pipat Viriyamettakul, the Chief Executive Officer (CEO) to present this to be considered the approval of the financial statement and the company's total annual financial statement ended on 31st December 2022.

Unit : million baht	Consolidated financial statements		Separate financial statements	
	Year 2022	Year 2021	Year 2022	Year 2021
total assets	1,105.15	1,149.35	746.01	766.31
total liabilities	306.95	344.70	7.67	7.61
operating income	164.67	192.28	70.94	121.22
Profit (loss) for the year	(6.44)	47.10	(20.38)	47.18
Equity	798.20	804.65	738.34	758.70
Profit (loss) per share	(0.01)	0.06	(0.02)	0.06

The Chairman gave an opportunity for shareholders to ask questions or comment when no shareholder would like to inquire or giving additional opinions, the Chairman then proposed to the meeting to consider and approve the Company's financial statements and consolidated financial statements for the year ended 31st December 2022.

Resolution The Meeting considered and approved the financial statements for the year ended 31st December 2022 with the majority of the shareholders attending the meeting and voting as follows:

Agreed	362,222,652	Shares	Percentage	100.0000
Disagreed	-	Shares	Percentage	-
Abstained	-	Shares	Percentage	-
Voided ballot	-	Shares	Percentage	-
Total	362,222,652	Shares	Percentage	100.0000

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 2022.

The Chairman informed the shareholders that the Company has a policy to pay dividends to shareholders at least 30% of the net profit after corporate income tax deduction. However, the company will take into account Structure and financial status, investment plans, and economic conditions. From the operating results of the company in 2022 will have a net profit. But the company is still unable to pay dividends. because there are still accumulated losses Therefore, it is appropriate to propose to the shareholders' meeting to consider refraining from paying dividends. and refrain from allocating profits as a legal reserve For the operating results for the year 2022, details are as follows:

Unit : million baht

Dividend payment details	Year 2022	Year 2021
1. Net profit (loss)	(20,379)	47,183
2. Cumulative loss	(713,744)	(693,389)
3. Number of shares (shares)	818,024,729	818,024,729
4. Dividend per share (Baht: shares)	Pay off	Pay off
5. Total dividend payment (Baht)	Pay off	Pay off
6. Dividend payout ratio	Pay off	Pay off

The Chairman opened the floor for shareholders to ask questions or comment when there were no shareholders wishing to make inquiries. The Chairman then proposed to the meeting to approve the omission of profit allocation and no dividend payment for the year 2022 operation.

Resolution The Meeting considered and approved the omission of the allocation of profit and omission of dividend payment for the results from the operation in 2022 with the votes from the majority of the shareholders attending the meeting and voting as follows:

Agreed	362,222,652	Shares	Percentage	100.0000
Disagreed	-	Shares	Percentage	-
Abstained	-	Shares	Percentage	-
Voided ballot	-	Shares	Percentage	-
Total	362,222,652	Shares	Percentage	100.0000

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

The Chairman informed the shareholders that According to the Company's Articles of Association, at the meeting Annual General Shareholders every time Directors representing one-third or the number closest to one-third must retire by rotation. In this year, there are three (3) directors who must retire by rotation, namely 1. Pol.Maj.GenShaschai Indrasukhsri 2. Mrs. Pawanya Krittachart 3. Mr.Virat Jansirivatana

In addition, the Company has given the opportunity to shareholders to nominate a person who is considered qualified. to be selected as the Company's directors from 11th November 2022 to 29th December 2022 via the Company's website. As a result, no shareholders proposed names of persons to be appointed as directors in the 2023 Annual General Meeting of Shareholders.

The Chairman informed the meeting that for this agenda In order for the voting to be transparent, the 3 directors who are listed in the directors who must retire by rotation Ask for permission to temporarily leave the meeting room until the vote counting is complete. By voting will be an individual vote. And the chairman asked the meeting to consider electing 3 directors to replace the directors who retired from the list proposed above, totaling 3 from the proposed 3 directors. The votes will be cast individually in the following order:

1) Pol.Maj.GenShaschai Indrasukhsri

(A committee member vacates office at the end of the term who has been nominated to be reinstated.)

2) Mrs. Pawanya Krittachart

(A committee member vacates office at the end of the term who has been nominated to be reinstated.)

3) Mr.Virat Jansirivatana

(A committee member vacates office at the end of the term who has been nominated to be reinstated.)

The resolution of this agenda will be considered in accordance with the rules stated in Article 12 of the Company's Articles of Association, which states that "The shareholders' meeting shall appoint directors by majority vote in accordance with the following rules and procedures:

1) A shareholder has a vote equal to one share per one vote.

2) Allow shareholders to vote for the election of directors individually.

3) Persons receiving the highest votes in descending order shall be elected as directors equal to the number of directors to have or be elected at that time. In the case where the persons elected in descending order have equal votes exceeding the number that should have or should be elected at that time, the person who is elected in descending order shall The chairman is the casting vote."

The Chairman gave shareholders the opportunity to ask questions. or comment There are questions from shareholders' rights protection volunteers as follows:

1. Does the company have a policy to determine the proportion of female directors?

Answer : At present, there is 1 female director. If shareholders have knowledgeable persons, they can nominate. The Company provides an opportunity for shareholders to propose meeting agendas. as well as to nominate a person to be elected as the Company's director in advance every year.

2. Does the company have a general policy to set the agenda of independent directors?

Answer: At present, the company has a policy to practice the guidelines of The Stock Exchange of Thailand (SET). In the case of independent directors, the term of 9 years is not a regulation or a rule, only a guideline for compliance with good corporate governance principles.

As there were no other questions from the shareholders, the Chairman proposed to the meeting to consider electing directors to replace those who had to retire by rotation.

Summary of the votes in the agenda for considering the election of new directors to replace the directors who must retire by rotation can be sorted as follows:

5.1. Pol.Maj.GenShaschai Indrasukhsri

- Agreed	362,222 ,652	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-

5.2 Mrs. Pawanya Krittachart

- Agreed	362,222 ,652	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-

5.3 Mr.Virat Jansirivatana

- Agreed	362,222 ,652	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-

Resolution

Meeting by a majority approved the appointment of 3 directors to replace the directors who must retire by rotation for the year 2023 as follows:

1. Pol.Maj.GenShaschai Indrasukhsri

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

2. Mrs. Pawanya Krittachart

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

3. Mr.Virat Jansirivatana

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

The 3 persons listed above were the ones who received the majority of votes and received the highest votes in order of the number of directors that should have this time.

Agenda 6

To consider and approve the fixing of the directors' remuneration for the year 2023.

The Chairman informed the meeting that this year the Board of Directors the directors' remuneration has been determined reflecting the duties and responsibilities of the directors in 2023 in the amount of not more than 3,000,000 baht per year (three million baht only) received as an employee or employee of the company The details appear in the invitation letter.

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 as detailed above.

The Chairman gave shareholders the opportunity to ask questions. or comment There were questions from shareholders:

Mr. Ongart Thongpitaksakul Proxies from Shareholders' Rights Protection Volunteers Thai Investors Association Inquire with the following details.

1. The company's remuneration is set in terms of money but no details. separately as compensation Meeting allowance, etc. Do not know whether to specify or not.

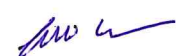
Answer: No objection. Next year, the above details will be provided in full. In the past year 2022, the company was approved for a limit of 3 million baht. The company did not pay the full amount of compensation.

As there were no other questions from the shareholders, the Chairman then proposed to the meeting to consider and approve the directors' remuneration for the year 2023.

Resolution:

The meeting resolved to approve the determination of the directors' remuneration for the year 2023 as proposed by a vote of not less than two-thirds of the total votes of the shareholders who attended the meeting with the following votes:

- Agreed	362,222 ,652	Shares	Percentage	100.000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-
- Total	362,222 ,652	votes,	Percentage	100.0000



Agenda 7

To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2023.

The Chairman informed in the deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accounts from Dharmniti Auditing Company Limited as new auditors of the Company and its subsidiary for the fiscal year 2023. The list of 11 certified auditors responsible for certifying the company's accounts are as follows:

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

And determine the auditor's remuneration of Dharmniti Auditing Company Limited in the amount of 1,730,000 baht (one million seven hundred and thirty thousand baht only). In the event that all 11 of the certified auditors are unable to work, the faculty The Board of Directors has the power to approve the company. Procure other auditors including authorizing the Board of Directors also approve the financial review fees of subsidiaries and associates that may occur during the year.

Audit fees for the year 2022 and the proposed year (2023)

List	Year 2022	Year 2023 (Proposed year)
Annual financial statement audit fees	965,000	965,000
Consolidated Quarterly Financial Statement, Quarter 3 Quarter Total	765,000	765,000
Total	1,730,000	1,730,000

However, the auditor from the company. The above Dharmniti Auditing Company Limited has no relationship or interest with the company, subsidiary, management, major shareholders or those related to the said person. Therefore is independent in auditing and providing opinions on the financial statements of the company.

The Chairman gave shareholders the opportunity to ask questions. or comment There were questions from shareholders:

Mr. Ongart Thongpitaksakul Proxies from Shareholders' Rights Protection Volunteers Thai Investors Association Inquire with the following details.

1. Does the company have an investment committee? I would like to know what roles and opinions have been expressed in the past, especially in 2023.

Answer: Most of them discussed their ability to invest. It is a project that will be given priority. who do not want the company to go into too much debt, try to stay within the capability of investment by considering the risk of the business to be invested There is a high/low risk by looking at businesses with high returns and set out priorities as principles that the company will consider all businesses for investment but there are more or less risks that vary. But we don't need to take risks. Any business that

exceeds the capacity can do it. But it will look like a joint venture with a stronger alliance. And try to look at some of the businesses that are least risky. will always consider How much can the company do? If not, then one must find someone who is better and stronger than his limbs.

Our main business is a publicly traded company. and strive to take care of shareholders to receive money maximum and maximum profit and the least risk This is the principle we think. less money Trying to owe a lot Will avoid doing business, not very greedy, sometimes looks good but takes shareholders to risk as inevitable as the idea, the work, the project, the money that is in the company is an efficient use of money. not taking risks.

As there were no other questions from the shareholders, the Chairman then proposed to the Meeting to consider and approve the directors' remuneration for the year 2023. The Chairman then proposed to the Meeting to consider and approve.

Resolution The meeting approved the appointment of the auditor and the remuneration of the year 2023 in the amount of 1,730,000 baht per year as proposed by the majority votes of the shareholders who attended the meeting and cast their votes. With the following votes.

- Agreed	362,222 ,652	Shares	Percentage	100.0000
- Disagreed	-	Shares	Percentage	-
- Abstained	-	Shares	Percentage	-
- Voided ballot	-	Shares	Percentage	-
- Total	362,222 ,652	votes,	Percentage	100.0000

Agenda 8

To consider other matters (if any)

The Chairman informed the meeting that if all shareholders and employees of the company Including any relatives who wish to vaccinate against COVID (anti-virus new) can sign a request through the staff of the company can inject it free of charge. Because Vibhavadi Hospital has been vaccinated by the government to take care of people thoroughly.

The meeting has proceeded with all agenda items. The Chairman said on behalf of the Board of Directors of Green Resources Public Company Limited. Thank you to all shareholders who attended today's meeting. And would like to confirm that the Board of Directors, executives and all employees will do their best for the prosperity of the company. and for the benefit of shareholders stakeholders We would like to adjourn the meeting at this time.

The meeting was adjourned at 10 :50 a.m.



.....
(Mr.Chaisith Viriyamettakul)

Chairman of the meeting



.....
(Ms.Sarunrat Seesun)

Company Secretary/Secretary of the meeting



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

1. Individual

1.1 Shareholders of Thai nationality

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

1.2 Shareholders foreigners

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

2. Juristic person

2.1 Juristic person which registration in Thailand

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

2.2 Juristic person which registration abroad.

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

Shareholders or their proxies can be registered and submission of documents for inspection at the meeting will start at 10:00 a.m. On Thursday 25th April 2024 onwards.

**Company Articles of Association in respect of shareholders meeting of
Green Resources Public Company Limited.**

The Shareholders' Agenda

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Board of Directors

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

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

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

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

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

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

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

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

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

Supporting Documents

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

The name and profile's directors offer to the shareholders appointed to again.

● Name-Surname	Mr. Chaisith Viriyamettakul	
● Position	Chairman of the Board	
● Type of appointment	Director	
● Age	75 Years Old	
● Nationality	Thai	
● Address	55/63 Soi Nawamin 155, Nuanchan Subdistrict, Bueng Kum District, Bangkok 10230	
● Education	Bachelor of Engineering, Chulalongkorn University, Class 2511	
● Director Training Programs	Director Accreditation Program, Class 20/2004	
● Work Experience		
Present	Chairman of the Board of Directors, Green Resources Public Company Limited	
1998 – Present	Chairman of the Executive Board, Vibhavadi Hospital Public Company Limited	
2002 – Present	Vice Chairman of the Board of Directors, Chao Phraya Hospital Public Company Limited	
2003 – Present	Director, Chiang Mai Ram Medical Business Public Company Limited	
	Director / Executive Director, Vibharam Hospital Co., Ltd.	
	Director, Seri Rak Hospital Co., Ltd.	
	Director, Sin Medical Company Limited	
	Director, Medical Intelligence Company Limited	
	Director, Viparam Laemchabang Company Limited	

Director, Dynasty Ceramic Public Company Limited

Director, Princeton Park Suites Company Limited

Director, Thepharak Pattanakarn Company Limited

Director, Dhipaya Bodin Company Limited

Director, Legacy Golf (Thailand) Company Limited

Director, Sikarin Public Company Limited

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

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

1. Green Resources Public Company Limited	<u>Position</u>	Chairman of the Board
2. Vibhavadi Hospital Public Company Limited	<u>Position</u>	Chairman of the Executive Board
3. Chao Phraya Hospital Public Company Limited	<u>Position</u>	Vice Chairman of the Board of Directors
4. Chiang Mai Ram Medical Business Public Company Limited	<u>Position</u>	Director
5. Dynasty Ceramic Public Company Limited	<u>Position</u>	Director
6. Sikarin Public Company Limited	<u>Position</u>	Director

2. Holding positions in businesses other than listed companies.

- There are a total of 9 companies as per the work experience details above.

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

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

● **Number of term and number of years being a director.**

- Number of 2 terms, total 6 years

● **Meeting attendance in 2023**

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Executive committee	6/6	100

- **Number of shares and shareholding proportion in the company.**
 - No securities holding
- **Direct and indirect interests in any business in which the company or subsidiary is a contract party.**
 - Every agenda in the Annual General Meeting of Shareholders 2024, there is no special interest.
- **The nominated persons have gone through the screening process. And have carefully considered the Board of Directors.**

Supporting Documents

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

The name and profile's directors offer to the shareholders appointed to again.

- **Name – Surname** Mr.Pornthape Thunyapongchai
- **Position** Independent Director
- **Type of appointment** Director
- **Age** 74 Years Old
- **Nationality** Thai
- **Address** 89/68 Thetsaban Songkhro Road, Ladyao Subdistrict, Chatuchak District, Bangkok
- **Education** Master of Engineering (Electrical Engineering) Chulalongkorn University
Master of Commerce (Business Administration) Thammasat University
Bachelor of Engineering (2nd Class Honors) (Electrical Engineering), Chulalongkorn University.
Diploma, National Defense College (Class 4515)
- **Director Training Programs** Certificate of Director Certification Program (DCP) Class 84 from the Association of Directors Thai Institute of Directors (IOD)
- **Work Experiences**
 - 2020-present
Committee on Ethics, Council of Engineers
Advisor to the Sub-Committee Electrical Engineering. The Engineering Institute of Thailand
 - 2019-present
Advisor to the Knowledge Testing Subcommittee Professional engineering expertise at ordinary level / qualification / associate of special engineer Electrical Engineering, Council of Engineers.
Specialist Knowledge Testing Subcommittee Professional expertise General Engineering / Qualification / Associate of Special Engineers Sacha Electrical Engineering, Council of Engineers.



Sub-Committee for Budget and Finance Management, Council of Engineers.

Subcommittee for Licensing Professional Engineering Professionals, Council of Engineers.

Member of the ERC Sandbox Project Review Subcommittee, Thailand Energy Regulatory Commission (ERC).

Advisor to the Board of Directors, IEEE Power & Energy Society Thailand.

2014 – 2018 Chairman of the Energy Regulatory Commission Office of the Energy Regulatory Commission (ERC).

2012-2014 State Enterprise Quality Assessment Supervision Subcommittee Ministry of Finance
Prepare a memorandum of agreement and evaluation of the performance of state enterprises (Sub PAC).

2009-2010 Governor of the Metropolitan Electricity Authority (2nd term)

2005-2009 Governor of the Metropolitan Electricity Authority (1st term)

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

1. Holding positions in other 4 listed company which are as follows.

1. Green Resources Public Company Limited	<u>Position</u>	Independent Director
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2. Holding positions in businesses other than listed companies.

- None

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

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

● **Number of term and number of years being a director.**

- Number of 1 terms, total 3 years

- **Meeting attendance in 2023**

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Executive Committee for Good Corporate Governance	1/1	100

- **Number of shares and shareholding proportion in the company.**

- No securities held.

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


- Every agenda in the Annual General Meeting of Shareholders 2024, there is no special interest.

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

Supporting Documents

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

The name and profile's directors offer to the shareholders appointed to again.

● Name-Surname	Mr. Pipat Viriyamettakul	
● Position	Chief Executive Officer (CEO)	
● Type of appointment	Director	
● Age	41 Years Old	
● Nationality	Thai	
● Address	55/538 Soi Nawamin 155, Nuanchan Subdistrict, Bueng Kum District, Bangkok	
● Education	Bachelor's Degree, Marketing, Assumption University.	
● Work Experiences		
2017 - present	Chief Executive Officer / Executive Director, Green Resources Public Company Limited.	
2023 - present	Director, Ti La Kao Company Limited	
2021 - present	Director, Le Destin Company Limited	
2019 - present	Director, Phuket Dive Center Company Limited	
2019 - present	Director, Double Twins Company Limited	
2018- present	Director Panalai Veterinary Hospital Company Limited	
2008 - present	Director, 18 Tower Company Limited	
2004 - present	Director, Theparak Pattanakarn Company Limited.	
2015 - present	Director, Bangna Residence Company Limited.	
2016 - 2017	Deputy director Apple Wealth Securities Company Limited CDC Branch (CDC).	
2010 - 2016	Senior Investment Advisor, Bualuang Securities Public Company Limited.	
2009 - 2010	Account Representative Private wealth management ,DBS Vickers Securities Thailand.	

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

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

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

2. Holding positions in businesses other than listed companies.

- There are a total of 8 companies as per the work experience details above.

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

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

- **Number of term and number of years being a director.**

- Number of 2 terms, total 6 years

- **Meeting attendance in 2023**

Board meeting / Subcommittee	Times	Percentage
Board of directors	4/4	100
Executive committee	6/6	100
investment committee	1/1	100

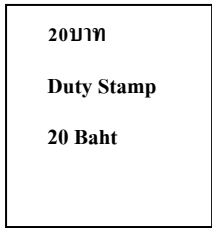
- **Number of shares and shareholding proportion in the company.**

- 5,000,000 shares, equivalent to 0.611 percent

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

- Every agenda in the Annual General Meeting of Shareholders 2024, there is no special interest.

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



แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

เขียนที่.....

Written At

วันที่.....เดือน.....พ.ศ.....

Date Month Year

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

I/We

Nationality

Address

Road

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

Sub-District

District

Province

Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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

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

Ordinary share

shares

equal to voting right

votes

3. ขอมอบฉันทะให้

Hereby appoint

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายสมควร มุสิกอินทร์ อายุ 76 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Somkuan Musig-in. Age 76 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ต.ตลาดขวัญ อ.เมืองนนทบุรี จ.นนทบุรี รหัสไปรษณีย์ 11000

Address at 24/265 Moo 7, Talad Khwan Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัตน์ จันทศิริวัฒนา อายุ 71 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Virat Jansirivatana. Age 71 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครชัยศรี ตำบลถนนนครชัยศรี อำเภอดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at 698/8 Nakhon Chai Si Road, Thanon Nakhon Chai Si Subdistrict, Dusit District, Bangkok Code 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2024 on Thursday, 25th April 2024 at 10.00 hrs., Green Resources Public Company Limited Building, Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

DateMonthYear

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

I/WeNationalityAddressRoad

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

Sub-DistrictDistrictProvinceZip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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

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

Ordinary share shares equivalent to voting right votes

3. ขอมอบฉันทะให้

Hereby appoint

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

AgeAddressRoad

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

Sub-DistrictDistrictProvinceZip Code; or,

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

AgeAddressRoad

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

Sub-DistrictDistrictProvinceZip Code; or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายสมควร มูลิกอินทร์ อายุ 76 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Somkuan Musig-in. Age 76 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ต.ตลาดขวัญ อ.เมืองนนทบุรี จ.นนทบุรี รหัสไปรษณีย์ 11000

Address at 24/265 Moo 7, Talad Khwan Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัต จันทศิริวัฒนา อายุ 71 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Virat Jansirivatana. Age 71 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครชัยศรี ตำบลถนนนครชัยศรี อำเภอดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at 698/8 Nakhon Chai Si Road, Thanon Nakhon Chai Si Subdistrict, Dusit District, Bangkok Code 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 202 on Thursday, 25th April 2024 at 10.00 hrs., Green Resources Public Company Limited Building, Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันพฤหัสบดีที่ 20 เมษายน 2566

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2023 on Thursday, 20th April 2023.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

- ☐ วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2566

Agenda 2 – To acknowledge the operational results of the Company for the year 2023.

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

- ☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2023.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

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 2023.

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

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

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. นายชัยสิทธิ์ วิริยะเมตตากุล

Name of the nominated directors

1. Mr.Chaisith Viriyamettakul

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายพรเทพ ธัญญพงศ์ชัย

Name of the nominated directors

2. Mr. Ponthape Thunyapongchai

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายพิพัทธ์ วิริยะเมตตากุล

Name of the nominated directors

3. Mr.Pipat Viriyamettakul

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda 7 - To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 - To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

หมายเหตุ**Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of Green Resources Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders held on Thursday, 25th April, 2024 at 10:00 AM. at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature

Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

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

I/We

Nationality

Address

Road

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

Sub-District

District

Province

Zip Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

In the capacity of custodian with

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือ หุ้นจำนวนทั้งสิ้น.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amounting of shares

and the voting right equals to

votes as follows:

หุ้นสามัญ.....หุ้น

ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง

Ordinary share

shares

equivalent to voting right

votes

3. ขอมอบฉันทะให้

Hereby appoint

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายสมควร มุสิกอินทร์ อายุ 76 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Somkuan Musig-in. Age 76 years old.

อยู่บ้านเลขที่ 24/265 หมู่ที่ 7 ต.ตลาดขวัญ อ.เมืองนนทบุรี จ.นนทบุรี รหัสไปรษณีย์ 11000

Address at 24/265 Moo 7, Talad Khwan Subdistrict, Mueang Nonthaburi District, Nonthaburi Province, Code 11000

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 71 ปี

Assign a proxy to the Independent Director and Audit Committee, Mr.Virat Jansirivatana. Age 71 years old.

อยู่บ้านเลขที่ 698/8 ถนนนครชัยศรี ตำบลถนนนครชัยศรี อำเภอดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

Address at 698/8 Nakhon Chai Si Road, Thanon Nakhon Chai Si Subdistrict, Dusit District, Bangkok Code 10300

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์ส เซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders Year 2024 on Thursday, 25th April 2024 at 10.00 hrs., Green Resources Public Company Limited Building, Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

Grant partial shares of

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

5. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่พฤหัสบดีที่ 20 เมษายน 2566

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2023 on Thursday, 20th April 2023.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

☐ วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2566

Agenda 2 – To acknowledge the operational results of the Company for the year 2023.

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

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31st December 2023.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจ่ายกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

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 2023.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all nominated directors

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

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. นายชัยสิทธิ์ วิริยะเมตตากุล

Name of the nominated directors

1. Mr.Chaisith Viriyamettakul

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายพรเทพ ธัญญพงษ์ชัย

Name of the nominated directors

2. Mr. Ponthape Thunyapongchai

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นายพิพัทธ์ วิริยะเมตตากุล

Name of the nominated directors

3. Mr.Pipat Viriyamettakul

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 - To consider and approve the fixing of the directors' remuneration for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda 7 - To consider and approve the appointment of the auditor of the Company and fixing of audit fee for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 - To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ก. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้กัสดิเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

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

(3) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

(4) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

(5) ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก.ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of Green Resources Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เริ่มประชุมเวลา 10.00 น. ณ อาคาร กรีน รีซอร์สเซส จำกัด (มหาชน) ห้องประชุมชั้น 3 เลขที่ 405 ถนนบอนด์สตรีท ซ.13 ต. บางพูด อ.ปากเกร็ด จ. นนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2024 Annual General Meeting of Shareholders held on Thursday, 25th April, 2024 at 10:00 AM. at Green Resources Public Company Limited Building , Meeting Room Floor 3, No. 405 Bond Street Road, Soi 13, Bang Phut Subdistrict, Pak Kred District, Nonthaburi Province, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่..... เรื่อง.....

Agenda :Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำคูปองหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

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

- **Name-Surname** Mr. Somkuan Musig-in
- **Position** Independent Director and Chairman of the Audit Committee
- **Type of appointment** Independent Director and Chairman of the Audit Committee
- **Age** 76 Years Old
- **Nationality** Thai
- **Address** 24/265 Moo 7 Talat Khwan Subdistrict, Mueang Nonthaburi District,
Nonthaburi Province 11000
- **Education** Bachelor of Business Administration (Accounting), Thammasat University.
- **Director Training Programs** Director Accreditation Program (DAP) No.21/2004



Director Certification Program (DCP) No.97/2007

- **Work Experiences**

2018 - Present	Independent Director and Chairman of the Audit Committee Green Resources Public Company Limited
2004 – 2022	Independent Director and Audit Committee Member, Seafco Public Company Limited
1994 – 2006	Manager Director GREAT ERA ELECTRONICS CO., LTD.
1994 - 1993	Finance Director, AT&T (Thailand) Co., Ltd. Finance Director, AT&T Telecommunication Products Company Limited
1985 – 1988	Finance Director Mandarin Oriental, Bangkok
1981 - 1984	Director of Finance, Feders (Thailand) Co., Ltd.
1977 – 1980	Director of Administration Siam Credit Co., Ltd.
1975 - 1976	Accountant, New York Office, Air Siam Company Limited
1970 – 1974	Auditor, SG V Na Klang Office

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

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

1. Green Resources Public Company Limited	<u>Position</u>	Chairman of the Audit Committee
---	------------------------	---------------------------------

2. Holding positions in businesses other than listed companies

- None

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

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

- **Number of term and number of years being a director**

- Number of term 2 term, total 6 years

- **Meeting attendance in 2023**

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

- **Number of shares and shareholding proportion in the company.**

- None

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

- For every agenda in the Annual General Meeting of Shareholders 2024, there is no special interest.

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

- **Name-Surname** Mr.Virat Jansirivatana
- **Position** Independent Director and Audit Committee
- **Type of appointment** Independent Director and Audit Committee
- **Age** 71 Years Old
- **Nationality** Thai
- **Address** 698/8 Nakhonchaisri Road, Khwaeng Thanon Nakhonchaisri, Dusit, Bangkok
Postal Code 10300
- **Education** Bachelor of Engineering in Electrical Power Engineering Chulalongkorn
University
- **Director Training Programs** Director Accreditation Program (DAP) Class 142/2018 from the Thai Institute
of Directors Association (IOD)
- **Work Experiences**
 - July 2016 Present Independent Director and Audit Committee / Risk Management
Committee / Chairman of the Nomination and Remuneration Committee, Green
Resources Public Company Limited
 - 2015 - 2016 Independent Director and Audit Committee Chairman of the Risk Management
Committee, Green Resources Public Company Limited
 - 2012 - 2014 Executive 13 Deputy Governor, Corporate Planning and Development
Metropolitan Electricity Authority
 - 2011 - 2012 Executive 13 Deputy Governor Information Technology and Communication
System Metropolitan Electricity Authority royal
 - 2010 - 2012 Committee of Chulalongkorn University Engineering Alumni Association
 - 2009 - 2014 Chairman of the Metropolitan Electricity Authority Engineers Club Metropolitan
Electricity Authority
 - 2009 - 2011 Executive 12 Assistant Governor (Distribution system management services)
Metropolitan Electricity Authority royal
 - 2007 - 2009 Executive 11 Director of Vehicle and Mechanical Management Metropolitan
Electricity Authority
 - 2005 - 2007 Executives 10 Assistant Director for Communications and Computer Operations
Metropolitan Electricity Authority



1999 - 2005

Executive 10 Director of Communication Systems Division, Electrical System
Maintenance Department Metropolitan Electricity Authority

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

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

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

- 2. Holding positions in businesses other than listed companies.**

- None

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

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

- **Number of term and number of years being a director.**

- Number of 2 terms, total 6 years

- **Meeting attendance in 2023**

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

- **Number of shares and shareholding proportion in the company.**

- No securities held.

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

- Every agenda in the Annual General Meeting of Shareholders 2024, there is no special interest.

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

Map of the Annual General Meeting of Shareholders for the year 2024.

Green Resources Public Company Limited

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



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