



The Annual General Meeting of Shareholders 2017



Green Resources Public Company Limited
On Wednesday 5th April 2017
at 10:00 a.m.

At Suppife 101 Impact forum Building
Muangthongthani no. 99 Popular Road, Banmai Subdistrict,
Pakkred District, Nonthaburi 11120
Tel : +66 (0) 2833-4455

GREEN19/2017

14 March 2017

Subject: Notice of the 2017 Annual General Meeting of Shareholders

Attention: Shareholders of Green Resources Public Company Limited

Enclosures:

1. Copy of the Minutes of 2016 Annual General Meeting of Shareholders on Thursday, 12 May 2016;
2. 2016 Annual Report and Financial Statements for the year 2016 (in CD-ROM format);
3. Documents and evidence to be presented prior to attend the meeting;
4. Articles of Association regarding shareholders' meetings;
5. Profiles of the directors who are due to retire by rotation and proposed to be re-appointed for another term;
6. 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 2017 Annual General Meeting of Shareholders on Wednesday 5 April 2017, at 10.00 hrs., at Sapphire Room 101, IMPACT Forum, IMPACT Muang Thong Thani, No. 99 Popular Road, Banmai Sub-district, Pak Kret District, Nonthaburi 11120, in order to consider the following agenda items:

Agenda Item 1 To consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders on Thursday, 12 May 2016

The Company held 2016 Annual General Meeting of Shareholders on Thursday, 12 May 2016. The Minutes of the Meeting was prepared and submitted to the Stock Exchange of Thailand within a given period as per the details set out in *Enclosure 1*.

Opinion of the Board of Directors: The Board of Directors deemed that the Minutes of 2016 Annual General Meeting of Shareholders, convened on Thursday, 12 May 2016, were accurately recorded, therefore, it is appropriate to propose them to the shareholders' meeting for its further consideration and approval.

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

The Company has prepared the Company's operating results and significant changes for the year 2016 as per the details set out in the 2016 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 2016.

Agenda Item 3 To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2016.

The Company prepared the Consolidated Financial Statements and Separate Financial Statements for the year ending 31 December 2016, which had been audited and certified by the auditors, and approved by the Board of Directors as per the details set out in the 2016 Annual Report, *Enclosure 2*. The subject matters of the Financial Statements are summarized as follows:

	Consolidated Financial Statements	Separate Financial Statements (Baht million)
Total assets	734.40	706.00
Total liabilities	28.79	12.74
Total revenues	439.70	14.18
Net profit (loss)	(119.58)	(136.33)
Earnings (loss) per share (Based on net profit/loss)	(0.182)	(0.27)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the Financial Statements for the year ending 31 December 2016 as proposed.

Agenda Item 4 To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2016.

The Public Limited Company Act B.E. 2535 (1992) (including its amendment thereto) provides that no dividends may be paid other than out of the profits and shall be paid if the Company has incurred losses. It also prescribes that the Company must allocate not less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund. In this regard, the Company has a policy to pay dividends to its shareholders for no less than 30 percent of the net profit after deduction of the corporate income tax. Nevertheless, in consideration of dividend payment, the Company shall take into account the financial structure and position, investment plans, and economic conditions.

For the year 2016, the Company incurred losses and, therefore, deemed it appropriate to suspend the allocation of profits and dividend payment as per the details below:

Details	2016 (proposing year)	2015
1. Net profit (loss) (Baht)	(119,578,098)	(113,435,000)
2. Number of shares (shares)	715,020,835	585,496,058
3. Dividend per share (Baht: share)	Suspended	Suspended
4. Total paid dividends (Baht)	Suspended	Suspended
5. Dividend payout ratio	Suspended	Suspended

Opinion of the Board of Directors: The Board of Directors deemed it appropriate that the shareholders' meeting approve a suspension of the allocation of profits and dividend payment for the 2016 operating results of the Company as proposed.

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

It is required in the Articles of Association that one-third of the directors shall vacate. In this 2017 Annual General Meeting of Shareholders, the directors who are due to retire by rotation are as follows:

1. Pol. Maj. Gen. Sahaschai Indrasukhsri	Chairman of the Board of Directors
2. Mr. Virat Jansirivattana	Independent Director and Chairman of Audit Committee
3. Mrs. Pawanya Krittachart	Independent Director and Audit Committee

Given that the directors due to retire by rotation possess necessary qualifications and expertise and have knowledge that is beneficial to the business operation of the Company, the Board of Directors deemed it appropriate to propose that they are re-appointed for another term.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the re-appointment of Pol. Maj. Gen. Sahaschai Indrasukhsri, Mr. Virat Jansirivattana and Mrs. Pawanya Krittachart to hold office for another term.

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

The Company has determined the directors' remuneration by taking into account the performance of the directors, their scope of duties and responsibilities, and comparison with other listed companies of similar size in the same industry. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting for its consideration of the directors' remuneration for the year 2017 in the aggregate amount of not exceeding Baht 5,000,000 (five million Baht) per year, excluding any compensation or fringe benefits to be received by the directors as the Company's officers or employees, as per details below:

Board of Directors	Remuneration (Baht/Person/Quarter)	Meeting Allowance (Baht/Person/Quarter)
1. Chairman of the Board of Directors	30,000.00	18,000.00
2. Chairman of the Audit Committee	30,000.00	18,000.00
3. Directors and Audit Committee Members	30,000.00	15,000.00
The aggregate of directors' remuneration shall not exceed Baht 5,000,000.00 (five million baht) per year.		

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

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

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

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

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

Audit Fee for 2017

Description	2017 (Proposing year)	2016
Audit fee of annual financial statements	860,000	890,000
Consolidating fee for annual financial statements	50,000	50,000
Review fee for quarterly financial statements, three quarters	750,000	795,000
Consolidating fee for quarterly financial statements, three quarters	90,000	90,000
Total	1,750,000	1,825,000

In this regard, the certified public accountants from DIA International Auditing are not related persons of the Company, its subsidiary, its executives, or its major shareholders or their related persons and do not have any interest in the Company, its subsidiary, its executives, or its major shareholders or their related persons. They are, therefore, independent and impartial in performing the auditing of and expressing their opinion on the financial statements of the Company.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accountants from DIA International Auditing as the auditor of the Company for the year 2017 and the determination of the audit fee of Baht 1,750,000 (one million, seven hundred and fifty thousand Baht) per year.

Agenda Item 8 To consider and approve the change of seals of the Company. Amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal.

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

Old



New



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

Agenda Item 9 To consider other matters (if any)

10 March 2017 is the date to record the names of the shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders, and 13 March 2017 is the date to close the share register to list the names of the shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992).

The Company has prepared the 2016 Annual Report and the Financial Statements for the year 2016 in CD-ROM format. If any shareholder wishes to obtain a hard copy of the Annual Report, please contact the Company at telephone number 02-504-5234-41 ext. 511-514 or facsimile number 02-504-5243.

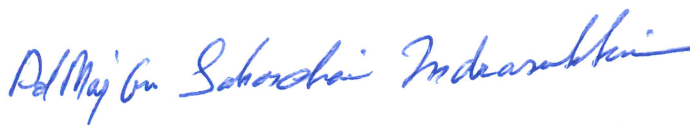
The Company will arrange for registration and verification of documents for all attending shareholders before the meeting time between 08.30 – 10.00 hrs., and will

conduct the meeting in accordance with the relevant section of its Articles of Association on shareholders' meetings, as set out in Enclosure 4.

The shareholders are cordially invited to attend the 2017 Annual General Meeting of Shareholders on the aforementioned date, time and venue, and are requested to prepare the evidence for the meeting as detailed in Enclosure 3. In order to protect the rights and interests of the shareholders, in the event that a shareholder is unable to attend the meeting in person and intends to grant a proxy to an independent director of the Company to attend the meeting and cast votes on his or her behalf, the shareholder can select one of the Company's independent directors, whose names and profiles are set out in Enclosure 7 to attend the meeting and cast the votes on his or her behalf, by executing the Proxy Form set out in Enclosure 6 and submitting to the chairman of the meeting or any person assigned by the chairman of the meeting before attending the meeting.

If you require additional information, please contact the Investor Relations Department, Office of the Secretariat at telephone number 02-504-5234-41 ext. 511-514 or facsimile number 02-504-5243.

Sincerely yours,
Green Resources Public Company Limited



(Pol. Maj. Gen. Sahaschai Indrasukhsri)

Chairman of the Board of Directors

Minute of 2016 Annual General Meeting of Shareholders

Green Resources Public Company Limited

Date, Time and Place of the Meeting

The meeting was held on 12th May 2016, at 10:00 a.m., at Sapphire 201 Room, Impact Forum Building Muangthong Thani, 99 Popular Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province 11120.

Commencement

Ms. Achiraya Rabeenavinnurak, the moderator of the meeting, gave welcome greeting to all attendants of 2016 Annual General Meeting of Shareholders Meeting by informing the quorum that Green Resources Public Company Limited welcomed all the attendants of 2016 Annual General Meeting of Shareholders with the following information.

The company has the registered capital of 1,149,760,250 baht, 585,496,058 baht of which was paid capital. The capital is divided into 585,496,058 ordinary shares with 1 baht par value. The administrative project consists of the company directors who determine policies, strategies and directions for the company operations. There are administration committee, auditing committee, risk management committee, recruitment and compensation committee and investment committee with tools and mechanisms to operate the company business according to the policies, strategies and directions.

In today's meeting, there were 20 shareholders present with the total share of 33,216,679 shares and 47 attorneys with the total share of 114,599,202 shares, which were 67 shareholders with the total share of 147,815,881 shares or 25.2463 percent of the 585,496,058 distributed shares. In terms of quorum pursuant to Public Company Act B.E. 2535 (1993) and the company regulation, it is stipulated that there must be at least no less than 25 shareholders or attorneys present and the total share must not be less than one third of the distributed shares. Since the 2016 ordinary shareholder meeting was the meeting postponed from the 2016 ordinary shareholder meeting on 21st April 2016 which could not be convened due to insufficient quorum, this meeting did not require that the quorum had to be fulfilled.

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.



Item 1 A shareholder can give votes in accordance with the quantity of shares held by that shareholder. For each agendum, each shareholder can vote for or against or give no vote, but cannot vary the votes to each agenda, except the cases of shareholders in foreign countries, who appoint their custodians to hold the shares in Thailand and to manage their benefits. Each of shareholders in foreign countries can vote for or against or give no vote to an agendum, and can vary his/her votes in accordance with the quantity of the shares held by using the voting card provided at the registration. In case where any shareholder gives votes in the manner other than the aforementioned ones, it must be granted that such votes are null.

Item 2 For each agendum, if there is no shareholder voting against or holding the votes, it is granted that all shareholders approve or agree with the agendum. For shareholders who want to vote against or hold their votes in an agendum, they can right their votes in the voting card provided and raise their hands so that the crews will collect their cards.

Item 3 In calculating the votes for each agendum, the numbers of the against-votes and the held votes will be subtracted from the number of the for-votes. The margin is the score or number of the votes for the agendum. For those voting for the agendum, they should keep their voting cards with them and return the cards after the meeting.

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

Item 4 Before the voting to each agendum starts, all attendants have chances to ask questions concerning all respects of the agendum. The shareholders who desire to ask questions have to inform the quorum of their names and family names before asking questions so that the meeting minute can be properly made. In case where a shareholder has any question or opinion concerning any issue other than the agendum that is being considered, that shareholder can ask the question or express the opinion in the latter sessions of the meeting.

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

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|----|--------------------------|-------------|--|
| 1. | Pol. Maj. Gen. Sahaschai | Indrasukhsi | President of the Director Board, |
| 2. | Mr. Prateep | Anantachote | Vice President of the Director Board, and Acting of
Managing Director |
| 3. | Mr. Aphichat | Siwamok | Director. |



- | | | |
|-----------------|----------------|--|
| 4. Ms.Korawan | Chaiwandee | Director |
| 5. Mr. Virat | Jansiriwattana | Independent Committee/ President of Audit Committee, |
| 6. Mrs. Pawanya | Kritachart | Independent Committee/ Audit Committee, |
| 7. Mr.Syn | Ekwisahn | Independent Committee/ Audit Committee, and |

The Board of Director consists of 9 directors, 7 from which attended the meeting. The 2 directors who did not attend the meeting because of their engagement to overseas duties are as follows:

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|---------------------------|--------------|
| 1. Mr. Glen Lao Lian Seng | Director and |
| 2. Mr. Ooi Boon Aun | Director. |

The Executives attending the meeting are:

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|-----------------|--------------|---|
| 1. Mrs. Thanida | Inthachak | Executive Vice President in Accounting &
Financial Division, |
| 2. Mr.Komson | Thammarakkit | Executive Vice President in Real Estate Business
Division of ACD Energy Co.,Ltd, and |

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

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

The moderator invited Pol. Maj. Gen. Sahaschai Indrasukhsi, the President of the Director Board who was the president of the meeting, to greet and welcome all shareholders who attended the meeting and other attendants, and to give opening speech for the first extraordinary shareholder meeting for 1/2016. The president of the meeting also ran the entire meeting.

The Chairman greeted the present shareholders at the 1/2016 ordinary shareholder meeting and requested the meeting to consider 8 agenda respectively as follows.

Agenda 1 Consideration to approve the 1/2016 extraordinary shareholder meeting on Thursday, 14th January 2016

The Chairman presented to the meeting the 1/2016 extraordinary shareholder meeting held on Thursday, 14th January 2016 for approval. The company submitted the copy of such meeting report to all the shareholders for consideration in advance, along with the invitation letter for the meeting (as appeared in the detail attachment 2).

Pol. Maj. Gen. Sahaschai Indrasukhsi

- Mr. Sakchai Sakulsrimontri : Authorized by Mr. Somchai on page 20 in the paragraph where the shareholder asked Mr. Thitipong but obtained no answer. I do not know if this is due to mistyping, so I would like to ask where it is or did the company not answer. Mr. Thitipong Sopon-udomsul asked the company but there was neither answer nor record, so I would like to ask if the company did not answer or there is no record.
- Chairman : For the answer that the shareholder asked, it is in the meeting report paged 21, and for other parts, we will answer in the next agenda so that it will not be waste of time.
- Mr. Pramot Liprattanasakul : As for page 31, Item 1 where Mr. Wisit Permpoonpanich asked about S Class Benz being 10 million baht, the real answer should be written in the 1st and 2nd order according to the questions because it is quite confusing. Could you please summarize the issue about the aforementioned Benz.
- Chairman : I will have it edited or answer the question in the next agenda.
- Mr. Pramot Liprattanasakul : What should I do if I do not understand it? That is why I would like you to clarify further because I was not here in the first place, so I am not sure what the answer is like.
- Chairperson : I will answer the question; there is no need to edit the meeting report.
- Mr. Pramot Liprattanasakul : I would like to mark it for observation.
- Chairman : Go on and consider the agenda on page 35.
- Mr. Visit Permpoonpanich : One item has not been recorded in this invitation letter in the book that I have, which is about the money that the company has baht, being 35 million baht which is the deposit for the Nobel Project in Chiang Mai. The company informed that it would provide information and details for me since the last meeting in January, but now I have not received that information. I want the company to clarify the details in this meeting. Another issue, as far as I have examined this book, is that the question that I asked last time was not recorded.
- Mr. Prateep Anantachote : About the deposit for the Nobel Project in Chiang Mai being 35 million baht, after the ordinary shareholder meeting, the company held a meeting with the company board of directors to study the possibility of the project to see if it

Dr. Maj Gen. Sakchai Sakulsrimontri

was worth the investment. The conclusion was that the company would cancel this item. As of now, the company has submitted the letter to ask the project owner to refund the deposit for Green Resources PCL.

Mr. Visit Permpoonpanich : There is no clarity. I would like to know reasons and details why it was cancelled, when the deposit will be refunded and how. Please provide details because your question is quite vague.

Mr. Prateep Anantachote : Actually, the company studied the possibility of the project and the Cost estimate is the reason that supports the directors' analysis and consideration on the break even point. Briefly, the income is not sufficient for the company to invest in this project. As of now, the company has submitted the letter to ask the project seller, and the negotiation to refund the deposit to Green Resources PCL is in progress.

Mr. Visit Permpoonpanich : How many days has it been?

Mr. Prateep Anantachote : About 1 month.

Mr. Visit Permpoonpanich : What is the customer's response?

Mr. Prateep Anantachote : The company has tried to negotiate with the seller, and it is in progress. They are negotiating the way that the seller will fully refund to the company.

Mr. Visit Permpoonpanich : Could you determine the duration for the conclusion of the refund? How many days does it going to take so that I can come back for more details again to see what the tendency for the refund will be and is it going to be the full amount or will there be any legal dispute?

Mr. Prateep Anantachote : The final way is to proceed with the legal proceedings.

Mr. Visit Permpoonpanich : So, do you think there will be any problem?

Mr. Prateep Anantachote : Well, if the negotiation is not successful, that will be the final way.

Mr. Visit Permpoonpanich : So, may I know how many day it will take so that I will ask the company and tell them the tendency and if there will be any legal dispute? How many day approximately?

Mr. Prateep Anantachote : Probably 15 days.

Mr. Visit Permpoonpanich : Thank you, sir.



Chairman : May I not edit the meeting report? I will clarify other agenda. Please go on and consider the meeting report page 36-38.

Mr. Hangchai Akawasakul : In the name of the Thai shareholder association, I am not here as the attorney. I am the owner of Green Resources because I purchased the share. I would like to inform Mr. Visit about the fact that the company did not record your question. It is actually on page 16. The company put it in the last paragraph with your name who thanked all minor shareholders. Today, I am here on behalf of the Thai shareholder under the Thai shareholder association. I would like to thank you in the meeting report because the association members called and told me to thank you for recording thorough details in the meeting report. I would like to inform Mr. Visit that the company will ask the operational agenda and there will be more records, and I expect that this is what I request with Green Resources in terms of morality. Do you believe that some companies know it but do not do anything? They claimed good governance This is about the image. I submitted this book (meeting report) to the company with thorough details to see as an example because the legitimate one has to be like this. Thank you again for putting it in the meeting report.

Chairman : Thank you.

Moderator : As for this agenda, it requires the majority votes from the shareholders. If there is no question or any more suggestion, I will proceed with the vote. For this agenda, it is the first agenda to verify the 1/2016 ordinary shareholder meeting held on Thursday, 14th January 2016. I do not know if there is any shareholder who wishes to vote "disagree" or abstain from voting. Please raise your hand so that the staff will collect the ballot. (No) May I conclude the vote?

The board of directors had a mutual agreement for the 1/2016 ordinary shareholder meeting that it was correct and complete. Therefore, it is appropriate to submit it to the shareholder to verify the report.

Meeting Resolution : The quorum approved the minute of the 1/2016 ordinary shareholder meeting with the majority votes from all the attendants as follows:

– Approved 190,296,892 votes, equal to 100%



- Disapproved - votes, equal to -
- Abstained 190,296,892 votes, equal to -

Remark: In this agenda, there were 16 more shareholders attending in total, which was 42,481,011 shares.

The total number of the present shareholders was 83 individuals, which was 190,296,892 share

Agenda 2 Consideration to acknowledge the company operation as of year 2015

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

1. 2015 Performance (according to consolidated financial statement) is as follows;
 - 1.1 Operating income 40,502,769.49 baht
 - Operating expenses 153,268,305.25 baht
 - Loss before financial cost and corporate income tax (112,765,535.76) baht
 - Financial cost 30,879.83 baht
 - Corporate income tax 0.00 baht
 - Total Comprehensive Profit (Loss) for 2013 (82,377,555.90) baht
 - 1.2 Total assets 303,719,176.39 baht
 - 1.3 Total liabilities 12,981,666.01 baht
 - 1.4 Shareholders' Equity 290,737,510.38 baht

Authorized capital 1,149,760,250 shares at 1 baht each in 2015, or 1,149,760,250 baht

Issued and paid-up share capital 585,496,058 shares at 1 baht each in 2015, or 585,496,058 baht

Chairman : As for the overview and direction of the company performance in the previous account year in summary, I would like to invite Mr. Prateep Anantachote, the deputy chairperson, to present the data for the shareholders.

Mr. Prateep Anantachote : As for now, for the real estate business, there are 2 projects as follows:

1. Taksila Project, which is the previous name, has been changed to Rocia Project located in Mahasarakham with 4 buildings, each of which is 75 units. The sales for the first 75 units of Rocia 1 have commenced, and the ownership

Dr. May Gem-Sanchai Indhamkhai

of 20 rooms has been transferred from the 85 rooms. The company opens the sales for 2 buildings since the other two buildings are not 100 percent completed, but there is actually approval from the financial institution, and 18 more rooms can be transferred. At the end of this month, the other two buildings will be 100 percent completed, and the company will start the sales in June. It is expected to reach out to the new market and customer group.

2. Origin Project Condo Rama 2 consists of 371 units. The company will transfer the ownership during the date of using the measures to boost the real estate business by reducing the fees for registration and real estate mortgage to 0.01 percent. At the end of 28th April 2016, the ownership of 144 rooms has been transferred, and the income is 240 million baht. As for the rest parts of the project, it is during the defect inspection process by the customers, and the approval from the financial is being expected because 28th April is the last day, and the company officer can transfer the ownership until 9 am of 29th April because it has to end by 28th April and the government sector does not proceed with the measures for reducing the fees for transfer and mortgage. Therefore, the company is trying to transfer as much ownership as possible. As for the rest 169 rooms and the 33 rooms for pending sales, it is expected to be completed within the third quarter in order to acknowledge more income. The details of the two projects will be notified to the shareholders.

Chairman : Does anyone have any question?

Mr. Poomrapee Anantasingha : Authorized by Thai Investor Support Association, I have two issues, sir. Going back to the project in collaboration with Orin Company, I do not know if it is finished or there will be a new project soon. That is the first question. The second question is that I want to know the reason or vision for the energy business operation. I do not know how it comes about, so I want to know what the direction is. Is there anything you could tell us because I know that some information is confidential? Could you briefly tell us about it?

Mr. Prateep Anantachote : I discussed this issue with the board of directors meeting. As for the Origin Project, Bangmod Rama 2, the company will try to transfer as much ownership as possible to settle the bank debt. The rough number from the credit from the financial institution is one third. Therefore, if there is more ownership transfer, the

Prof. Maj. Gen. Sanchai Indrachai

company will be able to successfully settle the debt. I deem that Green Company focuses on real estate, but the company is the parent company of ACD Energy. As for ACD Energy, may I talk about it later so that I can have Mr. Komsan to clarify what ACD Energy can do, what the direction in the future will be in terms of renewable energy and environmental conservation that the company is currently in charge of. The real estate is being considered in the operational plan because after the completion of these two projects, the company will have to start with the next project. The vision of the board of directions is to generate the income as soon as possible and gain profits for the benefits of the shareholders because there are new projects coming in for consideration. However, as of now, the company cannot proceed further because the company is preparing to increase the capital for 2 projects and will invest in the energy business. As for the energy business, I would like to invite Mr. Komsan who is charge of ACD Energy to clarify the issue.

Mr. Poomrapee Anantasingha : Thank you.

Agenda 3 To consider financial statement and approve the financial statements consolidated for the year ended December 31, 2015.

The president informed the meeting that, this agenda is to approve the statement of financial position profit or loss of the Company for the fiscal year, which was audited by the auditor is allowed and considered for approval by the Audit Committee. **Details are shown on the CD-ROM was sent to all shareholders with the notice of meeting. As detailed in the Attachment 2** in order to comply with the Articles of Association and Section 112 of the Companies Act year B.E.2535, which the Board of Directors.Preparation of the financial statements at the end of the fiscal year of the Company, proposed to the shareholders in the Annual General Meeting. The agenda was presented to the annual ordinary shareholder meeting. If any of you would like to ask about details, you may proceed.

Mr. Sakchai Sakulsrimontri : I would like to know which quarter the company income will be transferred.

Mr. Prateep Anantachote : Partly in the first quarter of 2016.

Mr. Sakchai Sakulsrimontri : Has it been announced?

Mr. Prateep Anantachote : We have to wait for the approval for the company approval from the shareholders today in order to verify the statement of 1/2016 quarter.



- Mr. Sakchai Sakulsrimontri : For the income, how many percent is it for the project?
- Mr. Prateep Anantachote : Around 35-40 percent.
- Mr. Sakchai Sakulsrimontri : After this, will there be more?
- Mr. Prateep Anantachote : It will be coming in the 2nd and 3rd quarters of 2016.
- Mr. Sakchai Sakulsrimontri : I see. What about the company's previous project? Isn't there any more income?
- Mr. Prateep Anantachote : The main previous business is recreation. The company stopped the operation in 2014, so there is no income from it.
- Mr. Sakchai Sakulsrimontri : If the company does the backlog (42.10) for these 2 projects and nothing happens, I am not sure if the income will grow because the company has not prepared a backlog for these 2 projects.
- Mr. Prateep Anantachote : The company has it now, but it has not been announced to be in use. However, it does not mean that the company will reconsider it after finishing the 2 projects. There will be continuous consideration, but the company cannot return the money or clarify the details because it needs to be studied and requires approval from the board of directors. Therefore, the company cannot disclose it to the public.
- Mr. Sakchai Sakulsrimontri : I am a little bit late, so I have not seen the statement. So, I would like to ask only this question in case others would like to ask more questions.
- Mr. Pramot Liprattanasakul : About the increased capital, what is it for?
- Mr. Prateep Anantachote : Part of the increased capital is for the investment in Origin Project, Bangmod, and I think it was already answered earlier, and you may not be there because the company has invested part of it in Origin Project and purchased office buildings. The outstanding balance will be for the energy business operation in the future.
- Mr. Pramot Liprattanasakul : But now the company has not borrowed more loans, has it?
- Mr. Prateep Anantachote : The company has the loan liability with Orin Property, but there is no loan or credit liability with Green Company.
- Mr. Pramot Liprattanasakul : What is the proportion for the liability per shareholder?
- Mr. Prateep Anantachote : I would like to skip this agenda and I will have the person in charge of this issue clarify it in other agenda.

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Chairman : May I pass the resolution?

Moderator : For this resolution, it requires approval by the majority votes of the present shareholders. I do not know if any of you would like to vote “agree” or abstain from voting. Please raise your hand so that the staff will walk to you and collect your vote. (No) May I conclude the vote?

Meeting Resolution : The meeting approved the balance sheet and profit and loss statements. For the period ended December 31, 2015 as proposed with the following votes.

- Approved 190,296,892 votes, equal to 100%
- Disapproved - votes, equal to -
- Abstained 190,296,892 votes, equal to 100%

Agenda 4 To consider approve the allocation of profit and no dividend payment for the year 2015.

The president informed the meeting that, the results for the year 2015, the Company had losses from operations. 113,449,391.06 (One hundred and thirteen million four hundred and forty-nine thousand three hundred ninety and six cents baht.) because the company policy has been paying dividends to shareholders at least 30 percent of net profit after tax. However, the Company will account the structure and the financial investment plan, including the economy, for performance of year 2015, the company is operating loss. Therefore, the commission of the profit appropriation as legal reserves and no dividend payment for performance of the year 2015. Is there anyone who would like to object?

Mr. Sakchai Sakulsrimontri : Chairman, could you look at page 70 in the shareholders' equity? I would like to ask whether the excess of the shareholders and the value of the share in 2014 which is 292 million baht and of the share in 2015 which is increased to 628 million baht is the increased capital.

Chairman : Could you report the name, please?

Mr. Sakchai Sakulsrimontri : I am Mr. Sakchai. What I am asking is that for the excess of share which has been increased, I do not know if at the end the company loses the profit for the accumulated profit 200/200 million and the accumulated deficit is added to 500 million baht. In the future, for the accumulated deficit, how is the company going to solve this problem because the dividend cannot be paid due to the terms and conditions?

Mr. Prateep Anantachote : For the access of value, the company deems that in the future the company will take advantage of it for the company tax in case the company has sufficient

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income. The board of directors has consulted and deemed that the company will deduct part of it for the accumulated deficit. When the income is stable, the company will pay the dividend based on that money. This is the company's plan, but it is not due today; it will be in effect in the near future because it requires the resolution from the shareholders. Therefore, this is the company's plan. If the accumulated deficit is paid off, the company will be able to show good performance and pay dividend timely for everyone's benefit.

- Chairman : Is there anyone who would like to object? If no, I will proceed with the resolution.
- Moderator : For this resolution, it is the consideration to approve the profit appropriation and suspension of dividend for the performance of 2015 which has to be approved by the majority votes of the present shareholders. I do not know if any of you would like to vote "agree" or abstain from voting. Please raise your hand so that the staff will walk to you and collect your vote. (No) May I conclude the vote?

Meeting Resolution : The Meeting resolved that no dividends payment for the year 2015. As shareholders of the Company As proposed with the following voting.

- Approved 190,296,892 votes, equal to 100%
- Disapproved - votes, equal to -
- Abstained 190,296,892 votes, equal to 100%

Agenda 5 To consider and approve the appointment of the auditor of the Company and its subsidiaries for the year 2016

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accounts from DIA International Auditing as new auditors of the Company and its subsidiaries for the fiscal year 2016 in replacement of the existing auditors who are certified public accountants from Grant Thornton in Thailand. The names of certified public accountants responsible for signing and certifying the Company's financial statements are as follows:

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

The Board of Directors deemed it appropriate to determine the audit fee to be Baht 1,825,000 (one million, eight hundred and twenty-five thousand Baht). In this regard, the increased audit fee was in line with the business expansion of the Company with the addition of Orin Property Co., Ltd as a

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

Audit Fee for 2016

Description	2016 (Proposing year)	2015
Audit fee of annual financial statements	890,000	790,000
Consolidating fee for annual financial statements	50,000	50,000
Review fee for quarterly financial statements, three quarters	795,000	435,000
Consolidating fee for quarterly financial statements, three quarters	90,000	60,000
Total	1,825,000	1,335,000

In this regard, the certified public accountants from DIA International Auditing are not related persons of the Company, its subsidiary, its executives, or its major shareholders or their related persons and do not have any interest in the Company, its subsidiary, its executives, or its major shareholders or their related persons. They are, therefore, independent and impartial in performing the auditing of and expressing their opinion on the financial statements of the Company.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the appointment of the certified public accountants from DIA International Auditing as the auditor of the Company and the determination of the audit fee of Baht 1,825,000 per year.

- Chairman : May I proceed with the resolution? Is there anyone who doubts or has any question?
- Mr. Visit Permpoonpanich : Generally, the appointment and the expenses for account auditing in each year will increase from the original rate by 5-10% only. This rate increases from 1,335,000.- baht to 1,825,000.- baht. The increased proportion is the high percentage. Generally, as for the high additional rate, I would like to ask the company if there is any other account auditor and there is any criterion for the selection because the increased rate is beyond the standard. Thank you.
- Mr. Prateep Anantachote : We use the same auditor (Grand Thornton Company) and the company has informed that it could not perform the auditing for us because there were a number

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- Mr. Anuwong Sarajit : But the annual statement, there is the 4th quarter, isn't it? It has to increase with the 4th quarter, but turning out it is the same. The company worked hard for the third quarter but did not do anything for the fourth quarter.
- Ms. Thanida Intachak : It is the same, but the auditor charges higher rate as informed.
- Mr. Anuwong Sarajit : Because I understand that it is based on the workhour. If you talked about the 3rd quarter, I understand that it has more workhours and more expenses. But for the 4th quarter, the workhour and the console does not increase.
- Mr. Thanida Intachak : Not increase.
- Mr. Anuwong Sarajit : Ok. So I understand that it does not increase.
- Chairman : Thank you. Please proceed with the resolution.
- Moderator : If there is no additional question, I would like to proceed to the resolution. For this resolution, it considers the approval of appointment of company account auditor for the company and its subsidiary company for the account year 2016 which requires the approval by the majority votes of the present shareholders. I do not know if any of you would like to vote "agree" or abstain from voting. Please raise your hand so that the staff will walk to you and collect your vote. (No) May I conclude the vote?

Meeting Resolution : The Meeting resolved to approve directors' remuneration for the year 2015 as proposed with the following votes.

- Approved 190,296,892 votes, equal to 100%
- Disapproved - votes, equal to -
- Abstained 190,296,892 votes, equal to 100%

Agenda 6 To consider and approve the appointment of directors who were retired by rotation.

- Chairman : May I invite Mr. Prateep Anantachote, acting of Managing Director, to preside the meeting for this agenda.
- Mr. Prateep Anantachote : I would like to inform the shareholders that according to the company regulation for the annual ordinary shareholder meeting, one third of directors or some number close to this will complete their term. This year, there are three (3) directors who will resign which are **Ms. Korawan Chaiwandee, Mr. Syn Ekwisahn, Mr. Glen Lao Lian Seng.**

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For this agenda, in order for the voting to be transparent, 3 directors who will vacate the position who is benefited from this agenda will be out of the room until the voting is completed.

The board of directors, excluding those interested directors, have considered the overall qualification and performance of the 3 directors individually and deemed that these 3 directors are experts who are qualified with ability according to law and have not restricted characteristics. Therefore, they should be appointed to be the board of directors for another term. Therefore, the board requests the company to consider appointing those three directors to serve another for the company's benefit. The profile details for those 3 individuals are as attached in Attachment 5.

With individual vote, the chairperson requests the meeting to consider appointing the directors to replace those who will complete their term according to the suggested name list below. You will cast a vote in order as follows.

Number One : Ms. Korawan Chaiwandee

Moderator : For Ms. Korawan Chaiwandee, I do not know if there is anyone having a question. If not, I will proceed to the resolution. In this agenda, the staff will collect the ballot from you who are either agree, disagree or abstain from voting. Therefore, I would like the shareholders and the authorized attorney who vote "disagree" or "abstain from voting" to submit the ballot to the staff and then I will proceed to the next.

Number Two : Mr. Syn Ekwisahn

Moderator : For Mr. Sin Ekwisahn, I do not know if there is anyone having a question. If not, I will proceed to the resolution.

Mr. Anuwong Sarakit : As for Ms. Korawan Chaiwandee, she holds 34 million shares. In this case, can she vote for herself?

Chairman : No, she cannot.

Mr. Anuwong Sarakit : Well, generally, she can. It depends on the company whether to allow it or not.

Mr. Wittaya Kaewkangsadal : The director is also a shareholder. There should not be any right to cast a vote practically.

Mr. Prateep Anantachote : Thank you, Mr. Wittaya.

Mr. Thara Supranee : Just now, I asked about the directors' voting according to the public company act, they can vote because there is an exception, provided that if the shareholder has

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special interest in certain agenda, he/she will not be able to vote, except for the appointment of directors, which is an exception. Therefore, she should have the right to vote, but for the compensation, it is still an endless issue.

Moderator : For Mr. Syn Ekwisahn, I do not know if there is anyone who would like to vote “disagree” or “abstain from voting”? Please raise your hand. If no, I will conclude the vote and have the staff collect the ballot before proceeding to the 3rd one and announce the result finally.

Number Three : Mr. Glen Lao Lian Seng who is now on the mission abroad and cannot attend the meeting.

Mr. Sakchai Sakulsrimontri : For the last director, what national is he?

Mr. Prateep Anantachoti : Singaporean.

Mr. Sakchai Sakulsrimontri : As far as I have observed, he has been appointed since 2015 and there were 24 meetings, but this director was present only once. I do not understand if he has a mission abroad or he does not have one in Thailand.

Mr. Prateep Anantachote : Well, here is the thing. The company board of directors meeting is held on a monthly basis and the date always changes. Mr. Glen is Singaporean, but the company collaborates with, calls and consults work with him normally because he has to travel. He is the administrator for Qatar fund, so the company invited him to be the director to help the company when there is investment. We are always in touch because some meeting date falls into the date he has to travel, which makes him unable to attend the meeting.

Mr. Sakchai Sakulsrimontri : I do not know if he could send his self-introduction file for us because I do not want to approve the person whom I have never seen the face. He could send the video clip for us. For approving the director compensation, he only attended the meeting once and receives the compensation like others; I will not approve that.

Mr. Prateep Anantachote : I would take that into consideration. We can do VDO Conference and turn it on at the meeting.

Chairman : We sometimes do that, but we do not show it.

Mr. Prateep Anantachote : There is consultation every month.

Moderator : I do not know if there is any more questions. If no, I will proceed to Mr. Glen Lao Lian Seng. I do not know if there is anyone who will vote “disagree” or “abstain

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from voting". Please raise your hand. If no, I will conclude the vote and have the staff collect all ballots. May I conclude the result for these 2 directors?

Meeting Resolution : The company passed the resolution to appoint the substitute directors for the ones resigning upon completion of term from the majority of the votes of the shareholders present at the meeting and entitled to vote as follows.:

6.1 Ms.Korawan Chaiwandee

– Approved	156,257,830	votes,	equal to	99.9999%
– Disapproved	102	votes,	equal to	0.0001%
– Abstained	-	votes,	equal to	-
– Total	156,257,932	votes,	equal to	100.0000%

6.2 Mr.Syn Ekwisahn

– Approved	190,296,790	votes,	equal to	99.8210%
– Disapproved	102	votes,	equal to	0.0001%
– Abstained	-	votes,	equal to	-
– Total	190,296,892	votes,	equal to	100.0000%

6.3 Mr.Glen Lao Lian Seng

– Approved	190,296,671	votes,	equal to	99.9999%
– Disapproved	221	votes,	equal to	0.0001%
– Abstained	-	votes,	equal to	-
– Total	190,296,892	votes,	equal to	100.0000%

Agenda 7 To consider and approve the fixing of the directors' remuneration for the year 2016

The Company has determined the directors' remuneration by taking into account the performance of the directors, their scope of duties and responsibilities, and comparison with other listed companies of similar size in the same industry. The Board of Directors, therefore, deemed it appropriate to propose to the shareholders' meeting for its consideration of the directors' remuneration for the year 2016 in the aggregate amount of not exceeding Baht 5,000,000 (five million Baht) per year, excluding any compensation or fringe benefits to be received by the directors as the Company's officers or employees, as per the details below:

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Board of Directors	Remuneration	Meeting Allowance
	(Baht/Person/Quarter)	(Baht/Person/Quarter)
1. Chairman of the Board of Directors	30,000.00	18,000.00
2. Chairman of the Audit Committee	30,000.00	18,000.00
3. Directors and Audit Committee Members	30,000.00	15,000.00
The aggregate of directors' remuneration shall not exceed Baht 5,000,000.00 (five million baht) per year.		

- Chairman : Is there anyone objecting or having other opinions?
- Mr. Anuwong Sarakit : I would like to ask about Items 2-3. For the compensation when compared to that of the previous year, does it increase, decrease or stay the same?
- Mr. Prateep Anantachote : It increases because the compensation has been considered to be increased. The company originally had the allowance for the meeting which was paid to the directors who were present in each meeting. For those not attending, they would not receive the allowance. This year, the company considered that 2 directors were abroad and could not attend the meeting as informed earlier. Therefore, the company will pay the compensation of 30,000 baht per quarter, which is 10,000 baht per month. If directors do not attend the meeting, they will not receive the meeting allowance but will receive the compensation.
- Mr. Anuwong Sarajit : What about last year? How much was it?
- Mr. Prateep Anantachote : We did not pay the compensation last year.
- Mr. Anuwong Sarajit : No. Is the meeting allowance the same?
- Mr. Prateep Anantachote : Yes, it is.
- Mr. Anuwong Sarajit : I have the second question about the compensation. I understand that the company still provides the compensation for directors who do not attend the meeting at all, but I am surprised because the chairperson and the directors receive the same rate of compensation. Normally, for several companies, the chairperson will receive a little bit more because the chairperson is the expert and is invited from many others. Therefore, the company needs to pay more respect to the chairperson. Now, I would like to know why it is the same rate.
- Chairman : Thank you very much.
- Mr. Prateep Anantachote : Well, the chairperson deems that the meeting allowance has already been determined to be higher than normal directors, but the compensation is like to

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express that actually the chairperson love everyone as brothers. So, it is determined the same. If the shareholders do not approve, it does make that much difference. Is that right, Mr. Chair?

Chairman : True.

Mr. Anuwong Sarajit : Thank you so much because some companies have piled on the chairman. Alright, the number 3, right? In this case, if it is in the case of an employee or a company worker, the company will get more. From these 15 people, which ones are an employee and get more?

Mr. Prateep Anantachote : No. There are only the chairman and the vice chairman position that get a salary and a meeting allowance whereas other committee members have no salary.

Mr. Anuwong Sarajit : Are the chairman and committee members having a salary, bonus, compensation and meeting allowance from the company divided into 4 parts?

Mr. Prateep Anantachote : Yes. They get a salary, compensation and meeting allowance.

Mr. Anuwong Sarajit : Thank you so much.

Chairman : Any questions?

Mr. Anuwong Sarajit : No wonder! The chairman said he got as the same as others because of getting a salary and bonus.

Mr. Prateep Anantachote : Because the chairman and the vice chairman work every day.

Moderator: Do you have any questions? If no, I would like to vote in agenda 7. For this agenda, it has to vote two in three of stockholders who is meeting and votes. For this agenda, it is about the committee payment in 2016. Any stockholders prefer to vote or not. If yes, please raise your hand. The staff will collect your card (If no) May I summarize the result?

Meeting Resolution : The Meeting resolved to approve the directors' remuneration for the year 2016 as proposed with the following votes.

-	Approved	190,299,792	votes,	equal to	99.8211%
-	Disapproved	100	votes,	equal to	0.0001%
-	Abstained	-	votes,	equal to	-
-	Total	190,299,892	votes,	equal to	100.0000%

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Remark : For this agendum, there were 1 more shareholders attending the meeting, which was accounted for 3,000 shares, making the total number of the attending shareholders become 84 and the total shares become 190,299,892 .

Agenda 8 To consider and approve the amendment of the objectives of the Company, and memorandum of association of the Company to be in line with the amendment of the objectives.

Mr. Prateep Anantachote : The board have agreed to propose it in the shareholder's meeting for approval of editing the 5 company objectives and amounted to 85 objectives in order to certify business process in the future of the company with details below:

Clause (81) To provide the service for installation, inspection, and maintenance of all types of energy-saving equipment.

Clause (82) To engage in the business and provide the service for inspection, energy management, energy conservation in a controlled building, and solutions for environmental problems from the use and generation of energy; to give advice and recommendation on energy management, training, energy conservation and energy management, other types of energy conservation, including energy-related costs.

Clause (83) To engage in the power business, which is to purchase, sell, explore, develop, procure, transform, plan, build, inspect, analyze, design, install, produce, acquire, deliver, maintain, collect, reserve, make a bid for construction, repair, import, export, undertake any action relating to power, natural energy resources, such as water, wind, natural heat, sunlight, minerals or fuel, oil, coal, chemicals from coal, or gas, as well as atomic energy for power generation, and other work in support of such business.

Clause (84) To engage in all types of power business, such as thermal power plants, combined cycle power plants, energy power plants, nuclear power plants, power plants from natural energy resources, such as water, wind, natural heat, sunlight, minerals or biomass fuel, biogas, other types of power plants and power distribution plants, power generator plants, power grids, as well as equipment of such power.



Clause (85) To accept concessions or participate in all types of state undertakings, as well as to provide and receive service, and procurement through electronic commercial centers (e-procurement, e-auction)

In this regard, the authorized directors of the Company or any person assigned by the authorized directors shall have the authority to make any changes or amendments to the Company's objectives pursuant to the order of Public Companies Registrar by taking into account the best interests of the Company and its shareholders to the extent that such action does not affect the subject matter of the objectives.

In addition, in order to be in line with the amendment to the Company's objectives, it is deemed appropriate to propose that the shareholders' meeting approve the amendment to Clause 3 of the Company's Memorandum of Association as follows:

"Clause 3. The objectives of the Company consist of 85 clauses, as detailed in accordance with BorAorJor.002 attached hereto."

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to the Company's objectives and amendment of the Company's Memorandum of Association to be in line with the Company's objectives.

- Mr. Prateep Anantachote : This must be permitted by the shareholder's meeting resolution.
- Moderator : Any questions from shareholders in this agenda?
- Mr. Thara Chonpranee : I have a few questions to ask if any additional objectives are complete, such as in No. 8, it is said that "Installing, checking, testing, and maintaining all of energy-saving equipment." I wonder as it said "Installing, checking, testing, and maintaining all of energy-saving equipment, so it means that the company doesn't have a duty to distribute. This means that company's customer or customer's company purchases the product then the company is responsible to only install, check, test, and maintain the equipment. Then, I am suspicious that why the company is not cover all of nature of business to cover more than just only installing. Moreover, for No. 85, I wonder that "concession or attending all manner of government commerce including service provider and service recipients, and e-procurement. Therefore, I realize that when the

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- Mr. Prateep Anantachote : Both businesses. Parallel walk.
- Mr. Anuwong Sarajit : Parallel walk but the company must be either registered as real estate or energy.
- Mr. Prateep Anantachote : Now the company will request to change to real estate. Soon nothing changes, so the company cannot change from entertainment to energy. Changing to real estate at first is required that is running this business.
- Mr. Anuwong Sarajit : The company's proportion in the future is expected to increase. The company tends to more underline energy than real estate or vice versa.
- Mr. Prateep Anantachote : It more tends to underline energy than real estate.
- Mr. Anuwong Sarajit : Maybe, underlining real estate instead of entertainment and finally energy, isn't it?
- Mr. Prateep Anantachote : Yes.
- Mr. Anuwong Sarajit : Thank you so much.
- Moderator : Do you have any questions? If no, I would like to vote in agenda 8. For this agenda, it has to vote two in three of stockholders who is meeting and votes. For this agenda, it is about the amendment of the objectives of the Company, and memorandum of association of the Company to be in line with the amendment of the objectives. Any stockholders prefer to vote or not. If yes, please raise your hand. The staff will collect your card (If no) May I summarize the result?

Meeting Resolution : The Meeting resolved to approve the amendment of the objectives of the Company, and memorandum of association of the Company to be in line with the amendment of the objectives with the following votes.

– Approved	190,299,892	votes, equal to 100%
– Disapproved	-	votes, equal to -
– Abstained	-	votes, equal to -
– Total	190,299,892	votes, equal to 100%

Agenda 9 Others

- Mr. Prateep Anantachote : According to a shareholder's question about a ratio. Turn to page 93. In the annual information list, there is a financial ratio. For other ratios, they are on page 92 and 93.

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Mr. Thara Chonpranee : I would like to ask more about a moment ago that the shareholders asked about the ratio. And you answered that you view energy business as 70 percent more than real estate. In last meeting, I asked you in page 29 in the last meeting report about the ratio. You stated that real estate business in page 29 from all 38 pages. In this point, you answered that in real estate business for 70 percent and energy business 30 percent. Today, it is contrast. It has changed within few times. I want to know what's going on.

Mr. Prateep Anantachote : Last time I answer because 1. A few minutes I asked the shareholders, in the present, the company holds fully one hundred percent in real estate. It is because the company makes 2 projects, but the energy is the thing that important that the company is studying and want to do. However, in the future, if doing in energy, I think real estate would do in the future, if the energy business didn't grow more than real estate. In last meeting, the company was random to draw lots; however, the luck is not beside our company. The company is not able to draw lots. Otherwise, the company draws lots and got 5 megawatt if the company have seriously invested 300 million baht. Therefore, the company grows more megawatt, so it should be 600 million baht. The company will be growth. I talk about the future. If the company can earn the profit and stability, the company must proceed continuously.

Mr. Thara Chonpranee : I would like to ask more details about annual report. The financial statement in page 69 exhibits the financial status. I wonder if the company provides long-term loan from financial institution which has 5.367 million annual maturities and long-term loan from financial institution with noncurrent debt 42.96 million over 1 year. The total net is approximately 48 million. I suspect that the company provides cash and cash equivalent and in large amount of temporary investment. Why the company has a long-term loan with 50 million? The company spends fix-termed deposit to warranty in some part of 50 million with deposit interest not over 1.5 percent. There are many rates in the report, but the loan debt is about 2.5. I wonder that when the company got roughly 1 percent loan interest. It means that the company has to pay 2.5



percent interest. Then, the company lost 1 percent. Instead of remaining cash and cash equivalent with 0.6 interests, roughly 2.5 percent, why doesn't the company pay cash and cash equivalent for 50 million debts? I wonder why the company manages the cash and cash equivalent in this way. Why doesn't the company complete the debts by paying with cash? And spend the cash for other investment. The cash would be downturn when the company needs it, but the company got a loan because it has one million number warranties. Why doesn't the company use this way?

Mr. Prateep Anantachote : The company have used that way but it will be found in the financial budget in the first quarter of 2016 because now the company have paid and aborted all of the financial amount.

Mr. Thara Chonpranee : Now the company has no long-term debt, isn't it?

Mr. Prateep Anantachote : Yes.

Mr. Thara Chonpranee : Thank you so much.

Chairman : Anything else?

Mr. Sakchai Sakulsrimontri : I am authorized. In profit and loss statement, according to the company's income, who is a creditor of bad debt recovery that returns 16 million baht. No details here. The company unreasonably gets back 16 million baht.

Mr. Prateep Anantachote : This is the old case, getting repayment from old accusation. The company got repayment from a debtor that was an old business partner. After they sold the shares, repaying the company about 20 million baht that was 16 million as a principle and the rest as an interest.

Mr. Sakchai Sakulsrimontri : The case was ended, wasn't it?

Mr. Prateep Anantachote : Yes. No more.

Mr. Sakchai Sakulsrimontri : My dear present, in other agenda, I would suggest that you wrote the company has operated and made an annual report and financial statement in CD-ROM. I don't know people who suggest to provide in CD-ROM. Why it has to be CD-ROM. Can it be in flash drive? The CD-ROM can use only used and turn to be rubbish. If you provide flash drive 4 GB, if you didn't finished distribution. You can recopy next year. But the CD can't be use again. The president, throw it in the bin. Who think it would be CD-ROM?

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- Mr. Prateep Anantachote : Can we ask a law consultant that it can be done? If so, the company will consider to change it.
- Mr. Sakchai Sakulsrimontri : 4GB flash drive price does not reach 50 baht. They are very useful. If there is a leftover, it can be given out later in 2017. For who wants later, get it.
- Mr. Prateep Anantachote : Because in general, the company will send to all shareholders like there are 5,000 shareholders at the present.
- Mr. Sakchai Sakulsrimontri : Comparing with CD-ROM, if you produced them and became trash. It is also considered costly. But a flash drive is more useful. In the aspect of business, it is counted useful. I do not understand why SEC forces to produce CD-ROM?
- Mr. Prateep Anantachote : The company will consider.
- Mr. Sakchai Sakulsrimontri : And in the invitation to the meeting stated that "If anyone would like annual report, please telephone or fax." Why doesn't the company distribute the envelop? Telephoning and faxing can cause expense. Why doesn't the company provide the paper correspondence without stamp? Just write and fold three times and then submit by attaching behind. Yes or No? When you suggest solutions but not the way without paying, the way you provide is to give an expense. If I fax, I have to pay. When I telephone, sometimes the line is busy, and then I have to call 2-3 times. That's all I said is about expense. Why don't you first provide the envelop? Why I have to choose? These are things I gave you to consider. I remember that the company still has PP, or doesn't have now. My dear boss.
- Mr. Prateep Anantachote : There is no PP.
- Mr. Sakchai Sakulsrimontri : Abort it, isn't it? Because I read the meeting report, it is still available. At the price 4.50 baht, is it aborted yet?
- Mr. Prateep Anantachote : The company must be permitted by shareholders to abort after this.
- Mr. Sakchai Sakulsrimontri : Can I ask that use it or not or abort it? Because it is a lump.
- Mr. Prateep Anantachote : It must be aborted.
- Mr. Sakchai Sakulsrimontri : If the company abort it, is money enough to invest in electricity or increasing the capital?
- Mr. Prateep Anantachote : In a part of producing electricity, if the company can produce 5 megawatts, the company has enough money to produce and a financial institution is also ready to lend for a kind of this business. If it is too big, a current size cannot

Prof. Maj. Gen. Sakchai Sakulsrimontri

be done or in the future if the company is supported by a fund or maybe increase the capital.

Mr. Sakchai Sakulsrimontri : The last question, sir. Does Mr. Snan who just left currently own shares or sell out? Recently, he is ranked but I am not sure.

Mr. Prateep Anantachote : Not found in the first 20 ranks.

Mr. Sakchai Sakulsrimontri : Isn't it? Thank you so much.

Mr. Pramot Wiwerksakul: On page 8 of the annual report, the company sets the devalued investment of Phuket Pennicela for 138 million baht. How is it now?

Mr. Prateep Anantachote : The company have set a support of Phuket Pennicela for a long time. So far, it cannot be developed because it was already auctioned. The project at Phuket Pennicela is a continuous project from the previous company, Mida Meddalist Entertainment (Public) Company Limited.

Mr. Pramot Wiwerksakul : Does the company get a share when auctioning?

Mr. Prateep Anantachote : No because when auctioning, there is not enough money to repay Krungthai Bank.

Mr. Prateep Anantachot : If nothing more, I invite Mr. Komsan Thammarakkit to explain additional details because as we requested more 5 objectives it concerns the business that the company is looking for and doing in the future. Welcome Mr. Komsan Thammarakkit, a deputy managing director, who sustains ACD Energy Company Limited, the energy business.

Mr. Komsan Thammarakkit : Renewable Energy

ACD Energy Co. Ltd.

The company was founded on 11 March 2016 with 50,000,000 (50 million) authorized capital. The company signifies about the renewable energy in Thailand which is a country that has suitable topography and climate such as solar, wind, and water. Moreover, Thailand is an agricultural country as it is a top-world exporting agricultural products. The by-product is the source of fuels in producing electricity. The company determines to distribute electricity to Electricity Generating Authority of Thailand, Metropolitan Electricity Authority, and Provincial Electricity Authority.

Dr. Maj Gen. Sakchai Sakulsrimontri

Energy Management Company

Business Energy Service Company (ESCO)

Green Resources Co. Ltd. (Public Company) plans to operate energy conservative business such as in buildings, offices, industries etc. Green Resources Co. Ltd. (Public Company) cooperates with companies with over 10 years experiences in consulting in energy for both public and private sectors. Now, they are signing for MOU in order to join business together.

Garbage Management Industry

Green Resources Co. Ltd. (Public Company) signs MOU in order to cooperate with company which manages garbage and sewage from industries. The company has experiences over 10 years and ranks as top 1 in 5 in this industry.

- Mr. Komsan Thammarakkit : 3 businesses that the company started to run and I think it will be clear this year. Thank you so much.
- Mr. Prateep Anantachote : There are 3 types that the company has informed the shareholders that the company is registered to support the business that the company sees that we will keep doing in the future. Any shareholders have some question?
- Shareholder #1 : I understand that the company will not generate income from assets next year. From the direction of management, it announced that now the company doesn't have any backlog or anything. The company just only negotiates about garbage management industry. If the process has completed within the determined time, within fiscal year 4, will the company's income generate from garbage management industry in next year (2016)? I would like to know that what and how is the company's view of business return. Does the company briefly evaluate the income? Does the company think to cooperate with the company which already signed for MOU? If yes, how does the company evaluate the income?
- Mr. Komsan Thammarakkit : Can I answer in number, not in finance? IRR of company business from producing energy is about 15-18 percent and trash reaching 20 percent.
- Shareholder #1 : Can the company create a trash power plant in the future?
- Mr. Komsan Thammarakkit : Honestly saying that the partnerships who join the business with us already had a license and expired. At the present, the company tries to manage a license renewal.

Dr. Maj Gen. Sanchai Ditchanok

- Shareholder #1 : Is it the company in a stock market?
- Mr. Komsan Thammarakkit : No but it is a big company of Thailand.
- Shareholder #1 : Thank you so much.
- Shareholder #2 : Asking about an atomic business. Are there any projects?
- Mr. Prateep Anantachoti : It is just adding an objective covering in the future. This business is expected not to be done.
- Mr. Thara Chonpranee : In a few minutes, I have a question about cash management. As the company has 50 million debts, cash and cash equivalent, and temporary investment about 200 million baht, which compute the debts remaining 170 million baht temporary investment, what could the company manage? What does the company plan to spend this cash? Meanwhile, the answer was IRR's energy business is about 15-18 percent, and the garbage is 20 percent. How do you portion this cash? How much cash does the company manage about energy and garbage business? Could you please tell about that? If the illustrates this project, the company will ensure about the tendency. Because the company got a huge loss, the company sets the impairment loss. In the present, the company can eliminate the deficit. I understand that all accounts were clear. As I See. I don't see any progress. I am not sure because I didn't see any details. If there are no other parts interrupting the company, I would see the company generating a huge income. Set a positive financial statement instead of all the time negative financial statement. Is this true? Could you please expand more details? Thank you very much.
- Mr. Prateep Anantachote : As I inform before that the green company focuses on real estate, which operates ongoing business. Nowadays, there is still Backlog Company, but can't disclose now. In energy business, the company funds 200 million baht in stage of pre-operation. In the present, the company is not able to determine to do garbage business for 200 million baht. The renewable energy business is solar farm. Now, the company is negotiating and can't disclose, too. The expectation would spend 100 million baht and try to complete in fiscal year 4/2016 as the company is negotiating to cooperate. In conclusion, 200 million funds invest energy business. Because of the real estate business, the company expects to get returns in funding and operate ongoing business.

Dr. Maj Gen. Sanchai Indhakulchai

- Mr. Thara Chonpranee : For more information, beforehand, the company earned money from selling condos of 2 projects. After selling, the company invested in real estate and 200 million baht was prepared for the energy business. There must be a border of debt to equity ratio. The company set a border that B/E of the company must not be over 1 or 2 because if the company has cash, how many debts the company has, the company will know how much the company has to borrow more, how much the company can invest and how much the company gets bonus. How does the company assign all of these?
- Mr. Prateep Anantachote : The company would consider in each project. Supposing in energy business, the company owned 200 million baht, but the company invested more about 400 million baht. The company has to loan more 200 million baht. How much does IRR remain? This has to study the possibility of breaking even investment, the reduction of yield. If it is reduced, the new business will set or add more funds by not more loaning, which based on the project. It also has to be approved by the business committee again. If the company try to avoid loaning in order to impact the interest expense. If some part of payment is worth, the investment will be ongoing.
- Mr. Thara Chonpranee : Now the company is looking for borrowing money from financial institutions or increasing the capital. I do not understand that the company now has the authorized capital about 1 billion bhat but paying just 500 million baht. The company still has many behindhand authorized capitals. Will the company increase the capital?
- Mr. Prateep Anantachote : No. Let's talk about the future. But now the company is looking forward to the result of convertible rights of purchasing ordinary shares Green W2, Green W3 and Green W4. If the company gets this money, it does not need to increase the capital this year. If not, the company will consider a loan because the company has a loan policy.
- Mr. Thara Chonpranee : How does the company now see the possibility of using convertible rights of Green W2, Green W3 and Green W4?
- Mr. Prateep Anantachote : Green W2 expects that shareholders will use the rights. Green W3 has only shareholder.
- Mr. Thara Chonpranee : If it is expended, how much does the company get more?

Dr. May Gem-Sanchai Indhamthani

- Mr. Prateep Anantachote : About 100 million baht.
- Mr. Thara Chonpranee : Thank you so much.
- Mr. Anuwong Sarajit : I have a question. According to the first business of the company named ACD, will it be changed in the future?
- Mr. Prateep Anantachote : ACD Energy, isn't it?
- Mr. Anuwong Sarajit : Yes. Is it changed to Green Energy?
- Mr. Prateep Anantachote : Maybe not. ACD as the previous.
- Mr. Komsan Thammarakkit : It depends on the consideration of the company board.
- Mr. Prateep Anantachote : No change. If it is such a trouble, use ACD Energy as previous.
- Mr. Anuwong Sarakit : Can I ask about energy business? In the case that the company will join the venture with an experienced company, how does the company invest? Do you invest and get dividend or hire more employees and do all businesses with partnerships? Because as you said, the company have known experienced company more than 10 years. If the company shares investment with partnerships, how does the company do with hiring personnel or managing everything and having partnerships do that the company is an investor?
- Mr. Prateep Anantachote : There are 2 types. We are now negotiating that the company shares investment with the conditions: if more than 51 percent, they will become a daughter company. Then the company send personnel to co-manage and sustain finance and accounting. If lower than 50 percent, it is considered a joint venture. The company will send personnel to co-manage.
- Mr. Anuwong Sarakit : Work with or let the partnerships manage it themselves?
- Mr. Prateep Anantachote : We do not absolutely let them manage it themselves. There must be personnel working with as an engineer as well.
- Mr. Anuwong Sarakit : The company is ready this way. We have personnel, knowledge and skill. To sum up, working with them. Not investment or administration.
- Mr. Prateep Anantachote : No. The company may not leave the future with investment without having a part in.
- Mr. Anuwong Sarakit : I am concern. If the personnel is nominated as arbiter and administer account, it seems that the company invests in energy business such as solar farm IRR about 10-15 percent. During the first investment, it took 5-6 years to get return. Many companies which operate energy business in first 4-5 years were in

Dr. Maj Gen. Sanchai Indhakulchai

deficit ally and continuously. The dividend may slow. Unlike the former business which is about real estate, the return will take 3-4 years. Because it is real estate, the income is secure and proceeds gradually. In one part that needs to be considered carefully, there are factors in public sectors whether approve or not. If not approve, does the COD have a distributor? These include the factors which impact the long-term effects. Investing 200 million baht takes longer time to fully return and to get dividend. In each year, it would get more or less, or gradually get. Some stockholders can't stand waiting as it takes long time. In other side, the personnel which the company invests, in the present, there is conflict in contending for personnel. Suddenly, the excellent personnel moved to another company, which is now very popular. I afraid that the personness's company resign and set up their own business. Could you please consider this point? Thank you.

Chairman :

Because the meeting runs all agendas, on behalf of a representative of company board of Green Resources (Public) Company Limited, thank all shareholders who join the meeting today and assure that the board, executives and all employees will officiate as good as possible for the company's prosperity and for shareholders and interested persons' benefits. I declare the meeting closed.

Meeting Adjourned at 12.30 PM.

Sincerely yours,



(Pol.Maj.Gen.Sahaschai Indrasukhsri)

Chairman of the Board

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

1. Individual

1.1 Shareholders of Thai nationality

- (A) Identity of shareholders. (Identity card or government card, or identification state enterprises card.)
- (B) In the case of proxy, Identification of proxy, and identification card or passport (In case of a foreigner) of the proxy.

1.2 Shareholders foreigners.

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

2. Juristic person

2.1 Juristic person which registration in Thailand

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

2.2 Juristic person which registration abroad.

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

Shareholders or their proxies can be registered and submission of documents for inspection at the meeting will start at 8:30 pm. On April 5, 2017 onwards.

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

The Shareholders' Agenda

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

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

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

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

less than one-half of all shareholders. It shares amounting to not less than 1 in 3 of the total number of issued shares to constitute a quorum. If it appears that a meeting of shareholders at any time. In the event that the first hour ago of the shareholders who attended the meeting as defective quorum as defined. If the meeting of shareholders have been called because the shareholders request shall be canceled. If the shareholders meeting is not convened because the shareholders' request. Such to call for new meeting and the notice of meeting sent to shareholders at least 7 days before the meeting, in this meeting is not required quorum of a meeting of shareholders, the President will seat for the meeting for Chairman. If don't have president of the meeting or the chairman is not attend the meeting. If have vice chairman, the vice chairman shall preside. If no vice chairman or he is unable to perform his duties. The meeting was the election of the shareholders who attended the meeting as president.

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

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

In the event that shareholders have a special gain an loss interest in the matter. Shareholders will not be entitled to vote in the election of directors, in addition to voting for election directors.

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

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

- (F) Company merger or dissolution.
- (G) Any other matters as required by law.

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

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

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

Board of directors

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

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

- (1) Each shareholder has one vote for one share.
- (2) The shareholders vote for each director individually.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be

elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.

Article 13. In every annual general meeting the directors shall retire from 1 in 3 from the position. If the number of directors to be divided into 3 parts are can't. Then the number nearest 1 of 3 directors to retire in the first and second years after the registration of the Company to use a draw lots to determine who will take out the subsequent years, the directors who the longest shall retire from office. Directors who retire by rotation may be selected to serve for a new one.

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

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

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

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

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

Name-Surname	Pol.Maj.Gen Sahaschai Indrasukhsri	
Position	Chairman of the Board	
Age	68 Years Old	
Nationality	Thai	
Education	Bachelor of Laws, Sripatum University College Bachelor of Economics, FRANKLIN PIERCE COLLEGE, NEW HAMPSHIRE, USA	
Director Training Programs	Director Accreditation Program (DAP), Class 34/2004 From Thai Institute of Directors Thailand.	
Years on the Board	3 year 7 month	
Listed companies	-	
Non-Listed Companies	-	
Experiences		
2014 - Present	Chairman of the Board Green Resources Public Company Limited	
2014 - Present	Member of Nomination and Remuneration Committee Kang Yong Electric Public Company Limited	
2012 - Mar,2014	Product Pricing Committee Kang Yong Electric Public Company Limited	
2005 -Present	Audit Committee and Independent Committee Permsin Steel Works Public Company Limited	
1997- 1999	Deputy Commander of the police public security officer	
Meeting attendance in 2016	12/12	
The number of shares and shareholding in the company	28,526,100 shares (representing 3.99 percent of total shares)	
Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries	None	
Positions in Competing Business / related to the Company's business	None	

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

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

Name-Surname	Mr.Virat Jansirivatana
Position	Independent Director and Chairman of Audit Committee Chairman of Risk Management, Chairman of Nomination & Remuneration Committee
Age	64 Years Old
Nationality	Thai
Address	No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300
Education	Bachelor of Engineering (Electrical Engineering) Chulalongkorn University
Director Training Programs	-
Years on the Board	2 year 2 month
Listed companies	-
Non-Listed Companies	-
Experiences	
Jul 2016 - Present	Independent Director and Chairman of Audit Committee, Chairman of Risk Management, Chairman of Nomination & Remuneration Committee, Green Recourses PCL.,
2015 –Jul 2016	Independent Director and Audit Committee, Chairman of Risk Management, Green Recourses PCL.,
2012 – 2014	Deputy Governor (Strategy and Organization Development) Metropolitan Electricity Authority
2011 – 2012	Deputy Governor (Information and Communication Technology) Metropolitan Electricity Authority
2010 – 2012	Director of Chulalongkorn University Engineering Alumni
2009 – 2014	Chairman of Metropolitan Electricity Authority Engineers Club



2009 – 2011	Assistant Governor (Distribution System Management) Metropolitan Electricity Authority
2007 – 2009	Director of Fleet Management Department, Metropolitan Electricity Authority
2005 – 2007	Assistant Director of Computer and Communication System Operation Department, Computer and Communication System Operation Department Metropolitan Electricity Authority
1999 – 2005	Director of Communication System Division, Power System Maintenance Department, Metropolitan Electricity Authority

Meeting attendance in 2016 11/12

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

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

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

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



Name-Surname	Mrs. Pawanya Krittachart
Position	Independent Director and Audit Committee
Age	69 Years Old
Nationality	Thai
Address	339/137 Mooban Grand Canel Don Muang, Sri Kan, Don Muang, Bangkok 10210
Education	B.ACC. – Finance and Banking Faculty of Commerce and Accountancy Cualalongkron University
Director Training Programs	Director Accreditation Program 49/2005 Thai Institute of Directors Association
Years on the Board	2 year 2 month
Listed companies	-
Non-Listed Companies	-Managing Director, Thanapatr Asset Management Co.,Ltd. -Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.
Experiences	
2016-Present	Independent Director and Audit Committee Green Resources PCL.,
2015-2016	Independent Director and Chairman of the Audit Committee Director of Investment Committee Green Resources PCL.,
2014-Present	Managing Director, Thanapatr Asset Management Co.,Ltd.
2006-Present	Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.
2009 – 2013	Executive Director, Lynn Philips Asset Management Co.,Ltd.

2006 – 2008	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group
2000 – 2006	Managing Director, Thai Keha Credit Foncier Co.,Ltd.
1997 – 2000	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group.
1994 – 1997	Managing Director, Thaimex Finance & Security Co.,Ltd.
1985 – 1994	Assistance to Managing Director, Thaimex Finance & Securities Co.,Ltd.
1974 – 1985	Loan Manager – Commercial Loan Accounts, The Book Club Finance & Securities Co.,Ltd.
1971	Accounting Staff, Budget Office of Thai Farmers Bank Head Office Silom Road, BKK

Meeting attendance in 2016 11/12

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

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

20บาท

Duty Stamp

20 Baht

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

เขียนที่.....

Written At

วันที่.....เดือน.....พ.ศ.....

Date Month Year

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

I/We

Nationality

Address

Road

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

Sub-District

District

Province

Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

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

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

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

Ordinary share

shares

equal to voting right

votes

3. ขอมอบฉันทะให้

Hereby appoint

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 64 ปี

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

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

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

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นางกัญญา กฤตชาติ อายุ 69 ปี

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

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์คานัลดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันพุธที่ 5 เมษายน 2560 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปิ่นเกล้า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2017 Annual General Meeting of Shareholders to be held on 5 April, 2017 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion shares.

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะออกใช้ลงคะแนนด้วย)

(Proxy Form containing specific details)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

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

I/We

Nationality

Address

Road

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

Sub-District

District

Province

Zip Code

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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

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

Ordinary share

shares

equivalent to voting right

votes

3. ขอมอบฉันทะให้

Hereby appoint

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

; or,

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

; or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายวิรัตน์ จันทศิริวัฒนา อายุ 64 ปี

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

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

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

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นางกัญญา กฤตชาติ อายุ 69 ปี

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

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์คานัลดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันพุธที่ 5 เมษายน 2560 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนปิ่นเกล้า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2017 Annual General Meeting of Shareholders to be held on 5 April, 2017 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

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

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ปี 2559 เมื่อวันพฤหัสบดีที่ 12 พฤษภาคม 2559

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2016, held on 12 May 2016.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

- ☐ วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2559

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

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

- ☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2559

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2016.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559

Agenda 4 – To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2016.

- ☐ (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. พลตำรวจตรีสหัชชัย อินทรสุขศรี

Name of the nominated directors

1. Pol.Maj.Gen.Sahaschai Indrasukshri

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายวิรัต จันทศิริวัฒนา

Name of the nominated directors

2. Mr. Virat Jansirivattana

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นางภวิญญา กฤตชาติ

Name of the nominated directors

3. Mrs.Pawanya Krittachart

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2560

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งออกเสียง.....เสียง

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

☐ วาระที่ 8 เรื่อง พิจารณานุมัติการเปลี่ยนแปลงดวงตราบริษัทและแก้ไขข้อบังคับของบริษัท ข้อ 38 เพื่อให้สอดคล้องกับการเปลี่ยนแปลงดวงตราบริษัท

Agenda 8 – To consider and approve the change of seals of the Company. Amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal.

☐ (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 ☐ งออกเสียง.....เสียง

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

☐ วาระที่ 9 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 – To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งออกเสียง.....เสียง

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

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

การประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันพุธที่ 5 เมษายน 2560 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2017 Annual General Meeting of Shareholders held on 5 April, 2017 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

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

☐ จดออกเสียง

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

☐ จดออกเสียง

Abstain

☐ วาระที่..... เรื่อง.....

Agenda : Subject :.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature

Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature

Proxy Holder

(.....)

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For foreign shareholders who have custodians in Thailand only)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

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

I/We

Nationality

Address

Road

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

Sub-District

District

Province

Zip Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

In the capacity of custodian with

2. เป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

Being a shareholder of Green Resources Public Company Limited

โดยถือ หุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amounting of shares and the voting right equals to votes as follows:
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนเสียง ได้เท่ากับ.....เสียง
Ordinary share shares equivalent to voting right votes

3. ขอมอบฉันทะให้

Hereby appoint

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

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

Age

Address

Road

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

Sub-District

District

Province

Zip Code

: or,

(3) ☐ มอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ นายวิรัตน์ จันทรศิริวัฒนา อายุ 64 ปี

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

อยู่บ้านเลขที่ 698/8 ถนนนครไชยศรี แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร รหัสไปรษณีย์ 10300

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

(4) ☐ มอบฉันทะให้กรรมการอิสระและกรรมการตรวจสอบ นางภวัญญา กฤตชาติ อายุ 69 ปี

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

อยู่บ้านเลขที่ 339/137 หมู่บ้านแกรนด์แคนดอนเมือง แขวงสีกัน เขตดอนเมือง จังหวัดกรุงเทพมหานคร รหัสไปรษณีย์ 10210

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2560 ในวันพุธที่ 5 เมษายน 2560 เริ่มประชุมเวลา 10.00 น. ณ ห้องแชฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99
ถนนปิ่นเกล้า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2017 Annual General Meeting of Shareholders to be held on 5 April, 2017 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

Grant partial shares of

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

5. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ **วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ปี 2559 เมื่อวันพฤหัสบดีที่ 12 พฤษภาคม 2559**

Agenda 1 – To consider and certify the Minutes of the Annual General Meeting of Shareholders 2016, held on 12 May 2016.

☐ (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 2559**

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

☐ **วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2559**

Agenda 3 – To consider and approve the Financial Statements and Consolidated Financial Statements of the Company for the accounting period ending 31 December 2016.

☐ (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 พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559

Agenda 4 – To consider and approve the omission of the allocation of profits and not paying the dividend payment for the operational results of the year 2016.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 5 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เลือกตั้งกรรมการทั้งชุด

Vote for all nominated directors

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

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated directors

บุคคลที่ได้รับการเสนอชื่อ

1. พลตำรวจตรีสหัชชัย อินทรสุขศรี

Name of the nominated directors

1. Pol.Maj.Gen.Sahaschai Indrasukshri

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

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

บุคคลที่ได้รับการเสนอชื่อ

2. นายวิรัต จันทรศิริวัฒนา

Name of the nominated directors

2. Mr. Virat Jansirivattana

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

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

บุคคลที่ได้รับการเสนอชื่อ

3. นางภวิญญา กฤตชาติ

Name of the nominated directors

3. Mrs.Pawanya Krittachart

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

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

☐ วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2560

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและค่าตอบแทนผู้สอบบัญชีประจำปี 2560

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 8 เรื่อง พิจารณานุมัติการเปลี่ยนแปลงดวงตราบริษัทและแก้ไขข้อบังคับของบริษัท ข้อ 38 เพื่อให้สอดคล้องกับการเปลี่ยนแปลงดวงตราบริษัท

Agenda 8 – To consider and approve the change of seals of the Company. Amendment to the Articles of Association Clause 38 to be in line with the change of the Company's seal.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่ 9 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 – To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจสโตนเอดิเยน(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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำค่อแบบหนังสือมอบฉันทะแบบ ค.ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท กรีน รีซอร์สเซส จำกัด (มหาชน)

The Proxy of the shareholder of Green Resources Public Company Limited

การประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันพุธที่ 5 เมษายน 2560 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 101 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2017 Annual General Meeting of Shareholders held on 5 April, 2017 at 10:00 AM. At Sapphire 101 Impact Forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

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

☐ วาระที่..... เรื่อง.....

Agenda : Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ (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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำคู่มือหนังสือมอบฉันทะถูกต้องบริบูรณ์และความเป็นจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signature Proxy Grantor

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signature Proxy Holder

(.....)

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



Name-Surname	Mr. Virat Jansirivatana
Position	Independent Director and Chairman of Audit Committee Chairman of Risk Management, Chairman of Nomination & Remuneration Committee
Age	64 Years Old
Nationality	Thai
Address	No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok, Zip Code 10300
Education	Bachelor of Engineering (Electrical Engineering) Chulalongkorn University
Director Training Programs	-
Years on the Board	2 year 2 month
Listed companies	-
Non-Listed Companies	-
Experiences	
Jul 2016 - Present	Independent Director and Chairman of Audit Committee, Chairman of Risk Management, Chairman of Nomination & Remuneration Committee, Green Recourses PCL.,
2015 – Jul 2016	Independent Director and Audit Committee, Chairman of Risk Management, Green Recourses PCL.,
2012 – 2014	Deputy Governor (Strategy and Organization Development) Metropolitan Electricity Authority
2011 – 2012	Deputy Governor (Information and Communication Technology) Metropolitan Electricity Authority
2010 – 2012	Director of Chulalongkorn University Engineering Alumni
2009 – 2014	Chairman of Metropolitan Electricity Authority Engineers Club

2009 – 2011	Assistant Governor (Distribution System Management) Metropolitan Electricity Authority
2007 – 2009	Director of Fleet Management Department, Metropolitan Electricity Authority
2005 – 2007	Assistant Director of Computer and Communication System Operation Department, Computer and Communication System Operation Department ,Metropolitan Electricity Authority
1999 – 2005	Director of Communication System Division, Power System Maintenance Department, Metropolitan Electricity Authority

Stakeholders on the agenda	Agenda 5	To consider and approve the appointment of directors who were retired by rotation.
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The number of shares and shareholding in the company	None
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Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries	None
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Positions in Competing Business / related to the Company's business	None
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**Independent Director of the Company Proposed for proxy
by shareholders**



Name-Surname	Mrs. Pawanya Krittachart
Position	Independent Director and Audit Committee
Age	69 Years Old
Nationality	Thai
Address	339/137 Mooban Grand Canel Don Muang, Sri Kan, Don Muang, Bangkok 10210
Education	B.ACC. – Finance and Banking Faculty of Commerce and Accountancy Cualalongkron University
Director Training Programs	Director Accreditation Program 49/2005 Thai Institute of Directors Association
Years on the Board	2 year 2 month
Listed companies	-
Non-Listed Companies	-Managing Director, Thanapatr Asset Management Co.,Ltd. -Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.
Experiences	
2016 - Present	Independent Director and Audit Committee Green Resources PCL.,
2015 – 2016	Independent Director and Chairman of the Audit Committee Director of Investment Committee Green Resources PCL.,
2014-Present	Managing Director, Thanapatr Asset Management Co.,Ltd.
2006-Present	Independent Director, Member of the Audit Committee The Royal Ceramic Industry Plc.
2009 – 2013	Executive Director, Lynn Philips Asset Management Co.,Ltd.
2006 – 2008	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group

2000 – 2006	Managing Director, Thai Keha Credit Foncier Co.,Ltd.
1997 – 2000	Advisor – TL Management Co.,Ltd., Thai Life Insurance Group.
1994 – 1997	Managing Director, Thaimex Finance & Security Co.,Ltd.
1985 – 1994	Assistance to Managing Director, Thaimex Finance & Securities Co.,Ltd.
1974 – 1985	Loan Manager – Commercial Loan Accounts, The Book Club Finance & Securities Co.,Ltd.
1971	Accounting Staff, Budget Office of Thai Farmers Bank Head Office Silom Road, BKK

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

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction None

The company or its subsidiaries

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

Map of the General Meeting of Shareholders for the year 2017.

Green Resources Public Company Limited



At Sapphire 101 Impact forum Building Muangthongthani,

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

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