

ABM/AGM 2561

25 March 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

Attention: Shareholders

- Enclosures:
1. One copy of the Minutes of the 2018 Annual General Meeting of Shareholders, convened on 26 April 2018;
 2. One copy of Annual report for the year 2018 and the Statement of Financial Position and the Profit and Loss Statement for fiscal year ended 31 December 2018 (in a QR-CODE format);
 3. Profiles of the persons who would be retired by rotation and are nominated as directors for another term;
 4. Proxy Form A (general form), Proxy Form B (form with specific details), and Proxy Form C (for a foreign investor who appoints a custodian in Thailand);
 5. Profiles of the company's auditor for the year 2019
 6. Profiles of Independent Directors for the appointment of proxy and the definition of an independent director;
 7. Guidelines for the registration and appointment of a proxy, and the documentation and evidence required to be presented on the date of the meeting;
 8. Copy of the Articles of Association of the Company Limited with respect to the shareholders' meetings;
 9. Map of the meeting venue: THE BRIGHT Meeting Room, 3rd floor, Building A

With this letter, Asia Biomass Public Company Limited (the “**Company**”) hereby informs you that the Meeting of the Board of Directors No. 1/2019 resolved to convene the 2018 Annual General Meeting of Shareholders on 26 April 2019 at 14.00, at The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150 to consider the following agenda items:

Agenda Item 1 **To consider and certify the Minutes of the 2019 Annual General Meeting of the Shareholders**

Objectives and

Rationale:

The Company had held the 2018 Annual General Meeting of Shareholders on 26 April 2018 and had also prepared the Minutes of the 2018 Annual General Meeting of Shareholders, details are appeared in Enclosure 1, which has been sent to the shareholders together with this invitation.



Opinion of the Board of Directors: The Board of Directors considers that the Minutes of the 2018 Annual General Meeting of Shareholders held on 26 April 2018 were correctly and completely recorded and the Board of Directors deems appropriate to propose to the shareholders' meeting to adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on 27 April 2018 as detailed in the Enclosure 1.

Voting : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 2 To consider and acknowledge the operational results for the year 2018

Objectives and Rationale: The Company has summarized the operational results and the significant changes that occurred during the year 2018 in the annual report for the year 2018, as detailed in Enclosure 2 which has been sent to the shareholders together with this invitation.

Brief Summary

List	Consolidated financial statements		Separate financial statements	
	31-Dec-18	31-Dec-17	31-Dec-18	31-Dec-17
Total Asset (Million Baht)	648	808	563	706
Total Liabilities (Million Baht)	408	655	324	555
Total Shareholders' Equity (Million Baht)	239	153	239	150
	Y-61	Y-60	Y-61	Y-60
Total Revenues (Million Baht)	1,298.21	1,246.06	1,116.54	1,155.37
Profit for the year (Million Baht)	(35.96)	15.42	(34.65)	7.95
Profit attributable to equity holders of the parent (Million Baht)	(31.15)	15.63	(34.65)	7.95
Earnings per Share attributable to equity holders of the parent (Baht)	(0.108)	0.074	(0.120)	0.037

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to acknowledge the operational results and the significant changes that occurred during the year 2018, as detailed in Enclosure 2.

Voting : This agenda is for acknowledged; therefore, no voting is required.

Agenda Item 3 To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2018 for fiscal year ended 31 December 2018

Objectives and Rationale: Section 112 of the Public Limited Company Act and Article 39 of the Articles of Association of the Company prescribes that the Board of Directors have to prepare the Statement of Financial Position and the Profit and Loss Statement at the end of each fiscal year for proposing to the shareholders in the annual general meeting of shareholders.

In this regard, the Company has already prepared the Statement of Financial Position and the Profit and Loss Statement for the year 2018 for fiscal year ended 31 December 2018, as detailed in the Annual report for the year 2018 of the Company,



as per Enclosure 2, which has been sent to the shareholders together with this invitation. Such Statement of Financial Position and the Profit and Loss Statement for the year 2018 for fiscal year ended 31 December 2018 have been audited by the certified auditor of the Company, who had been appointed by the 2018 Annual General Meeting, and reviewed by the Audit Committee and approved by the Board of Directors.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2018 for fiscal year ended 31 December 2018, which have been already audited by the certified auditor of the Company and reviewed by the Audit Committee and approved by the Board of Directors, as per the details above.

Voting : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 **To consider and approve non-declaration of appropriate of profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2019**

Objectives and Rationale: According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Furthermore, The Company has the policy to pay dividend at the rate of not less than 40% of the Company's net profit after accounting for all necessary reserves according to the Company article and legal by considering the Company's operating performance, financial status, investment plan, and consistency on dividend payment to the shareholders. The Company has the current capital reserve would be Baht 6,100,000.

The Company has loss from the operating result for the year ended 31 December 2018. The Board of Directors has considered and deems appropriate to propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating result of the year 2018.

Opinion of the Board of Directors: The Board of Directors considered the financial statement in 2018, which the Company reported the net losses from operation of Bath 34,654,953 (thirty four million six hundred fifty four thousand and nine hundred fifty three Baht). Therefore, the Board of Directors recommended to propose the shareholders' meeting to approve for omission

the dividend payment of the year 2018 and no legal reserve appropriation in 2018

Voting : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the reappointment of directors retired by rotation

Objectives and Rationale: According to Section 71 of the Public Limited Company Act and Article 17 of the Articles of Association of the Company prescribes that, in each Annual General Meeting of Shareholders, one-third (1/3) of the total number of the directors must retire by rotation. In the case that the number of directors cannot divide into 3 proportions, a number of directors closest to one-third (1/3) shall retire. The directors who will be retired in the first and second years after the registration of that company shall be drawn up by lottery method. For the subsequent years, the longest position is the one who must vacate his office. The directors retiring by rotation may be re-elected.

In the 2019 Annual General Meeting, there are 2 directors who will retire by rotation, namely:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2018	Number of subcommittee meeting attendance in year 2018	Remark
1.	Miss Tiyada Kuansataporn	Director/ Managing Director	5/5	2/2* 12/12**	retirement by rotation
2.	Dr. Sarit Chockchainiran	Director/ Chairman of the Audit Committee /Independent Director	5/5		retirement by rotation

Remark: * The Nomination and Remuneration Committee's Meetings

** The Executive Committee's Meetings

In this regard, the Nomination and Remuneration Committee has considered the qualifications of the directors who will retire by rotation in the 2019 Annual General Meeting of shareholders as detailed in Enclosure 3 and has an opinion that the 2 directors are knowledgeable, experienced and skilful which will benefit the Company's operations. In addition, in considering the qualifications of the 2 directors, the Nomination and Remuneration Committee has complied with the regulations and procedures for nomination and deems that such 2 nominated persons have full qualification and do not have any prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and other relevant regulations. Thus, the Board of Directors deems appropriate to propose



to the shareholders' meeting to consider and approve the reappointment of the 2 directors.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to approve the reappointment of the 2 directors retired by rotation, namely:

No.	Name of directors	Position
1.	Miss Tiya Kuansathaporn	Director/Managing Director
2.	Dr. Sarit Chockchainiran	Director/ Chairman of the Audit Committee /Independent Director

Voting : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes (when considering the appointment of directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).

Agenda Item 6 To consider and approve the 2019 remuneration of directors

Objectives and Rationale: According to Section 90 of the Public Limited Company and Article 22 of the Articles of Association of the Company, the remuneration of directors must be approved by the shareholders' meeting.

The Nomination and Remuneration Committee has thoroughly considered the appropriateness on various factors, i.e. from the operation results of the Company, size of the Company's business and duties and responsibilities of the directors and the sub-committees of the Company, by comparing with the remuneration rate of directors and the sub-committees in the companies that are in the same industry as the Company. The Board of Directors deems appropriate to propose to the shareholders' meeting to determine the remuneration of the directors and the sub-committees of the Company for the year 2019 in the amount of not exceeding Baht 5,000,000 with details as follows:

Remuneration of the directors of the Company

Position	Meeting Allowance of the Directors/per attendance	Remuneration of the Directors/per month
Chairman of the Board of Directors	Baht 25,000 per person/per attendance	Baht 25,000 per person/per month
Directors	Baht 20,000 per person/per attendance	Baht 20,000 per person/per month

Remuneration of the Audit Committee (excluding the remuneration of the directors of the Company)

Position	Meeting Allowance of the Audit Committee/per attendance
Chairman of the Audit Committee	Baht 25,000 per person/per attendance
Audit Committee	Baht 20,000 per person/per attendance

Remuneration of the Nomination and Remuneration Committee (excluding the remuneration of the directors of the Company)

Position	Meeting Allowance of the Nomination and Remuneration Committee/per attendance
Chairman of the Nomination and Remuneration Committee	Baht 25,000 per person/per year
Nomination and Remuneration Director	Baht 20,000 per person/per year

In addition, the comparison of the remuneration of the directors and the sub-committees of the Company for the year 2019 and the year 2018 are detailed as follows:

Remuneration	2019 (proposed)	2018
Remuneration of the Directors		
- Chairman of the Board of Directors	Baht 25,000 per person/per month	Baht 25,000 per person/per month
- Director	Baht 20,000 per person/per month	Baht 20,000 per person/per month
Meeting Allowance of the Directors		
- Chairman of the Board of Directors	Baht 25,000 per person/per attendance	Baht 25,000 per person/per attendance
- Director	Baht 20,000 per person/per attendance	Baht 20,000 per person/per attendance
Meeting Allowance of the Audit Committee		
- Chairman of the Audit Committee	Baht 25,000 per person/per attendance	Baht 25,000 per person/per attendance
- Member of the Audit Committee	Baht 20,000 per person/per attendance	Baht 20,000 per person/per attendance



Remuneration	2019 (proposed)	2018
Meeting Allowance of the Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	Baht 25,000 per person/per year	Baht 25,000 per person/per year
- Nomination and Remuneration Director	Baht 20,000 per person/per year	Baht 20,000 per person/per year

In this regards, the remuneration of the directors and the sub-committees of the Company above will not be exceeding Baht 5,000,000 and the Company will not pay any other remunerations and benefits to the directors of the Company other than the remunerations mentioned above.

Opinion of the Board of Directors: The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the 2019 remuneration of directors and sub-committees, which shall not exceed Baht 5,000,000, as per the details above.

Voting : Resolution in this agenda shall be approved by no less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda Item 7 To consider and approve the appointment of the auditors and 2019 auditor fee

Objectives and Rationale: Pursuant to the Company's Articles 36 of Association, it determines that the Company appoint the auditor with compensation. And the clause 120 of the Public Company Act and notification of the Securities and Exchange Commission regarding rotation of the auditor, which prohibit any auditor to audit any Company's financial statement for five consecutive years, but not prohibit the new auditor in the same auditing firm.

The Audit Committee Meeting No.1/2019 held on February 25, 2019 has considered the qualification of the auditor with the Executive Committee by considering knowledge, experience, reliability, independently, consulting in accounting standards, certification of financial statement on time and agreed to propose one of these auditors as follows:

Name	Certified Public Accountant No.
(1) Mr. Virach Aphimeteetamrong	1378
(2) Mr. Chaiyakorn Aunpitipongsa	3196
(3) Mr. Apiruk Ati-anuwat	5202
(4) Mr. Preecha Suan	6718

From Dr. Virach and Associates Company Limited to be auditor for the year 2019 as the second year. Then, the Board of Director agreed to propose the shareholder's

meeting to appoint the auditor from Dr. Virach and Associates Company Limited as the two year consecutive years.

In addition, in the case the aforementioned auditors are unable to perform their duties, Dr. Virach and Associates Company Limited shall be authorized to appoint any of Dr. Virach and Associates Company Limited's qualified auditors to be the auditor of the Company.

Thus, the auditor as above has been selected to be the auditor of 3 subsidiaries for the year 2019 1. Papapat Co.,Ltd. 2. Sathapornatanapat Co.,Ltd. 3. Asia Pellets Co.,Ltd. The auditors' profiles are shown in Enclosure 5

The auditor of the Company's international subsidiaries, the Board of Directors will oversee to ensure that the financial statement will be prepared within the due date.

Furthermore, the Board of Director deems appropriate to propose to the shareholders' meeting to consider and approve the audit fee for the annual audit and the quarterly review of the financial statement for the year 2019 in relation to the separate financial statement and the consolidated financial statement to be 1,655,000 Baht. Such audit fee does not include the non-audit services fee, the details are as follows:

No.	Auditor Fee	2019 (proposed)	2018
1.	Auditor Fee of the Company	Baht 1,655,000	Baht 1,650,000
2.	Non-Audit Services	None	None
Total		Baht 1,655,000	Baht 1,650,000

The audit fee for the year 2019 has increased from the previous fiscal year by Baht 5,000 or 0.3 percent due to the increase in the amount of work. Such audit fee does not include the non-audit services fee.

The appointment of the auditor of the Company and the audit fee above were approved by the Audit Committee. The Audit Committee considered the qualification and the experience of each auditor and has an opinion that Dr. Virach and Associates Company Limited is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The 4 aforementioned auditors do not have any relationship nor any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties.

Opinion of the Board of Directors:

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the appointment of the following auditors from Dr. Virach and Associates Company Limited to be the auditors of the Company for the fiscal year ended 31 December 2019:



Name		Certified Public Accountant No.
(1) Mr. Virach	Aphimeteetamrong	1378
(2) Mr. Chaiyakorn	Aunpitipongsa	3196
(3) Mr. Apiruk	Ati-anuwat	5202
(4) Mr. Preecha	Suan	6718

And the audit fee for the year 2018 shall be not more than Baht 1,655,000, as per the details above.

Voting : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda Item 8 **To consider and acknowledge the minor change to the purpose of utilization of proceeds obtained from the initial public offerings.**

Objectives and Rationale: The Notification of the Office of the Securities and Exchange Commission No. SorChor.63/2561 (2018) Re: to adjust the capital or expense by the Purpose of IPO Proceeds Utilization under Securities Offering Statement Form and Draft Prospectus ("Notification No. SorChor.63/2561"), the allocated capital and expense from purpose of utilization of proceeds obtained from the initial public offerings

ABM reported on Jan 29, 19 that to sell the common share to public in order to increase capital are ended on Jan 31, 2018. ABM offer the changing of no. 1 and no. 2 purpose with not be proceed the prospectus utilization. The allocated capital and expense from purpose no.1 and no.2 to no.4 to be the revolving fund, the details hereunder:

Objective 1. To expand the palm kernel shells stockpile in Indonesia and Malaysia.

Amount of utilized projection 30.00 Million Baht

Voting

The Board of Director decided to re-allocate the amount given in objective 1 of 30.00 Million Baht to be added to objective 4 to be used as working capital for the company.

Reason and necessity

Due to a rapid change in the regional's renewable energy industry last year, the management has chosen to take extra precaution in the allocation of capital increased by the initial public offering. In addition, the company believe that current stockpiles are sufficient to serve customers.

Expected impacts on the business of the company

No effect because of directly sourcing from Indonesia' suppliers. The directly sourcing, the Palm shell has the lower cost than own searching and storage. To proceed the Sales plan, ABM could control the product quality and risk reduction from the stockpile in Malaysia.

Objective 2. To invest in the wood pellets plant joint with the company in the south of Thailand.

Amount of utilized projection 31.00 Million Baht

Voting

The board of director decided to re-allocate the capital in objective 2 of 31.00 million to be used in the investment in wood pellets plant in objective 3 of 20.00 million baht and used as working capital in objective 4 of 11.00 million baht.

Reason and necessity

Refer to the notify of cancellation of establishing a joint venture of Fancy Wood Industries Public Company Limited which disclosed to the Stock of Exchange (“SET”) on 15 May 2018. The Board of Directors resolved to cancel the establishment of a joint venture with Asia Biomass Public Company Limited. And the Company also has disclosed the cancellation of the joint venture to the SET on 8 June 2018.

Expected impacts on the business of the company

No effect according to the own wood pallet investment plan and cooperation with wood pallet industrial

Unit: Million Baht

Objective	Amount of utilized projection	The requested Amount	Approximate Period of time
1. To expand the palm kernel shells stockpile in Indonesia and Malaysia.	30.00	-	
2. To invest in the wood pellets plant joint with the company in the south of Thailand.	31.00	-	
3. To invest the wood chips plant and wood pellets plant at Tambol Bangkung, Amphur Mueang Surat Thani, Surat Thani.	20.00	40.00	Within the year 2019
4. To use as working capital.	41.84	82.84	Within the year 2019
Total	122.84	122.84	

To change to purpose of IPO proceeds utilization previously disclosed in securities offerings statement form will not affect the Company’s business operation and forecast since such information relates to future projects and had not been calculated as revenues.

Opinion of the Board of

The Board of Directors deems appropriate to propose to the shareholders’ meeting to

Directors: acknowledge the minor change to the purpose of utilization of proceeds obtained from the initial public offerings is the allocated capital and expense from purpose of utilization of proceeds obtained from the initial public offerings. The Board of Directors to consider the minor change to the purpose of utilization of proceeds obtained from the initial public offerings according to the Notification of the Office of the Securities and Exchange Commission No. SorChor.63/2561, the details of which are as follows:

New Purpose of IPO Proceeds Utilization

Objective	Amount of utilized projection	Approximate Period of time
1. To invest the wood chips plant and wood pellets plant at Tambol Bangkung, Amphur Mueang Surat Thani, Surat Thani.	40.00	Within the year 2019
2. To use as working capital.	82.84	Within the year 2019
Total	122.84	

Voting : This agenda is for acknowledged; therefore, no voting is required

Agenda Item 9 To consider other matters (If any)

Objectives and Rationale: The Board of Directors deems appropriate to give an opportunity for the shareholders to propose agendas, in addition to those specified by the Board of Directors in the invitation letter, however, such proposed matters shall be subject to the criteria and method as required by law.

In addition, the Company has set the date for determining the names of shareholders who shall have the right to attend the 2019 Annual General Meeting of Shareholders on March 18, 2019 (the Record Date).

In addition, the Company had published the invitation letter for the shareholders' meeting with the enclosures on the Company's website at <http://www.asiabiomass.com/>. The Company, therefore, hereby invites all shareholders to attend the 2019 Annual General Meeting of Shareholders, on April 26, 2019, at 14.00 a.m., at The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150. The map of the meeting venue is set out in Enclosure 9.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please use either Proxy Form A or Form B,

and for the foreign shareholders who have appointed a custodian, please use Proxy Form C, as set out in Enclosure 4. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can use Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in Enclosure 5 to attend the meeting and cast votes on his or her behalf, then submit the Proxy Form B with supporting documentation to the Investor Relations Department, Asia Biomass Public Company Limited, at No. 273/2, Rama 2 Road, Samae Dam Sub-district, Bangkhunthian District, Bangkok 10150, Telephone No. (662) 415-0054. Furthermore, in order for the Company to facilitate the verification of the documents, please submit all documentations to the Company by 24 April 2019.

It is recommended that the shareholders study the guidelines for registration and appointment of a proxy, and the documentation and evidence required to be presented on the date of the meeting date as set out in Enclosure 6. The Company will conduct the meeting in accordance with the Articles of Association of the Company, Chapter 6 with respect to the shareholders' meetings, as set out in Enclosure 7.

In order to facilitate the rapidity of the registration of attendees at the 2019 Annual General Meeting of Shareholders, the Company will allow the shareholder and proxies to register their names from 12.00 p.m. on the date of the meeting at The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150. Furthermore, since the Company will use the barcode system in the registration and counting of votes at this meeting, the shareholders and proxies are required to present the registration form and other supporting documentations as set out in Enclosure 6 on the date of the meeting.

The Company has prepared the Annual report for the year 2018 and the Statement of Financial Position and the Profit and Loss Statement for fiscal year ended 31 December 2018 in a QR-CODE format and sent them to the shareholders. Nevertheless, if the shareholders would like to request for the Annual report for the year 2018 and the Statement of Financial Position and the Profit and Loss Statement for fiscal year ended 31 December 2018 in a paper form, the shareholders may make a request for them with the Public Relations Department, Asia Biomass Public Company Limited, at No. 273/2, Rama 2 Road, Samae Dam Sub-district, Bangkhunthian District, Bangkok 10150, Telephone No. (662) 415-0054.

The Company hereby invites the shareholders to attend the meeting on the date, time and venue specified above.

Sincerely yours,



(Mr. Apisit Rujikeatkamjorn)

Board Chairman