

## Articles of Association

### Asia Biomass Public Company Limited

#### Chapter 6

#### Shareholders' Meetings

Section 31. The Board of Directors shall call for an annual ordinary meeting of shareholders within four (4) months from the end of the accounting period of the Company.

Shareholder's meeting other than as specified in the first paragraph shall be called extraordinary meetings. The Board of Directors may call for an extraordinary meeting of shareholders at any time as the Board of Directors deems appropriate.

The shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of the shares sold or shareholders numbering not less than twenty-five (25) persons holding shares amounting not less than one-tenth (1/10) of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within one (1) month from the date of receipt of such letter from the shareholders.

Section 32. In calling a shareholder meeting, the Board of Directors shall prepare an invitation letter stating the place, date, time, agendas of the meeting and the matters to be proposed to the meeting with sufficient details by indicating clearly whether it is the matter for acknowledgment, for approval or for consideration, as the case maybe, including the opinions of the Board of Directors in the said matters, which shall be delivered to the shareholders and registrar for their information not less than seven (7) days prior to the date of the meeting. The invitation letter calling for the meeting shall be advertised in a newspaper prior to the date of meeting for not less than three (3) consecutive days, and not less than three days (3) prior to the meeting.

The place at which the meeting is to be held may be the location in the area where the Company's head office is situated, or any nearby province as may be specified by the Board of Directors.

Section 33. On the date of the shareholders' meeting, the shareholders and proxies (if any) attending the meeting in the amount of not less than twenty-five (25) persons or not less than half

(1/2) of the total number of shareholders, and having the aggregate shares of not less than one-third (1/3) of the total number of shares sold shall constitute a quorum.

At any shareholders' meeting, if after one (1) hour elapsed and the total number of shareholders attending the meeting does not constitute a quorum as required by the foregoing paragraph, the meeting shall be cancelled in case the shareholders' meeting was called by the shareholders, and in other cases, the meeting shall be rescheduled by the sending of another invitation letter to shareholders not less than seven (7) days prior to the date of the re-scheduled meeting. In the subsequent meeting, a quorum is not required.

Section 34. The chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the chairman of the board is not present at a meeting or is unable to perform the duty, the vice- chairman of the board shall act as the chairman of the meeting. If there is no vice- chairman of the board or the vice- chairman of the board is unable to perform the duty, the shareholders present at the meeting shall elect one attending shareholders' meeting to be the chairman of the meeting.

Section 35. To vote in the shareholders' meeting, one (1) share shall bear one (1) vote. In case any shareholder has special conflict of interest in any matter, such shareholder shall not be entitled to vote on such matter, except for the voting for election of the director. The resolution of the shareholders' meeting must consist of the following votes:

- (1) In normal case, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have another casting vote.
- (2) In the following cases, votes of not less than three-fourth (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote:
  - (a) Sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) Purchase or acceptance of transfer of the business of other private companies or public companies by the Company;
  - (c) Making, amending or terminating contracts with respect to the granting of lease of the whole or important parts of the business of the Company, assignment of the management of the business of the

Company to any other persons or the amalgamation of the business with other persons with purpose of profit and loss sharing.

- (d) Amendment of the Memorandum of Association or Articles of Association of the Company
- (e) Increase or decrease of the registered capital of the Company.
- (f) Dissolution of Company.
- (g) Issuing of debenture of the Company.
- (h) Consolidation of business with other company.

Section 36. The annual ordinary general meeting of shareholders shall be held for:

- (1) Consideration for acknowledging of report of the Board of Directors showing the Company business during the past year.
- (2) Consideration for approval of statement of financial position and comprehensive profit and loss statement.
- (3) Consideration for profit allotment and dividend payment.
- (4) Consideration for appointment of new director replacing the directors who retire by rotation.
- (5) Consideration for determination of the remuneration of the directors.
- (6) Consideration for appointment of auditor and fixing the remuneration of auditor.
- (7) Other matters



### **Announcement of COVID-19 prevention policy for Annual General Meeting 2020**

According to the epidemic of COVID-19, the Company would like to inform you of our prevention policy with adhered to suggestion of Department of Disease Control, Ministry of Public Health for the upcoming Annual General Meeting 2020 as stated below:

1. The Company will disclose its Invitation Letter for the 2020 Annual General Meeting of Shareholders, together with related documents on the Company's website <https://www.asiabiomass.com> as well as sending by postal mail to shareholders in advance.
2. Kindly requests Shareholders' cooperation in giving their proxy authority to ABM's Independent Director.
3. Shareholders are welcome to submit relevant questions prior to the meeting. Shareholders are requested to include their name, telephone number, email address (if any) in the following channel: E-mail: [secretary@asiabiomass.com](mailto:secretary@asiabiomass.com) or send their questions together with the proxy form. The Company will provide answers to the questions on the Company's website.
4. In case there are shareholders who wish to attend the Meeting in person, these shareholders are required to strictly comply with relevant laws and measures stipulated by the government entities. Your attendance to the Meeting can not to be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, you also agree to bear any risks and impact from participating the meeting, including agreeing to take care of your own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures.
  - 4.1 The Company shall conduct health screening, in compliance with the guidelines of the Department of Disease Control, at the meeting room entrance. Attendees shall be required to truthfully fill in the COVID-19 Screening Questionnaire attached herewith regarding possible infection of Coronavirus Disease 2019 in advance before entering the venue. Please note that concealment of health information or traveling records is considered a violation of the Communicable Diseases Act B.E. 2558. The Company has organized appropriate social distancing of 2 meters in various areas, e.g., temperature-screening points, document-checking points and registration counters.
  - 4.2 The company reserves the right to deny attendees' entry into the meeting, specifically those who are identified with a body temperature of 37.5 degrees Celsius or higher or those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health in less than fourteen (14) days from international travel, including those who have had close contact with people who have visited or returned from any disease infected zones in less than fourteen (14) days



from international travel. It also includes those having a fever or showing any signs of COVID-19 infection or respiratory symptoms.

- 4.3 In case of participant(s) has(have) one of the following symptoms including, but not limited to, fever, cough, sore throat, sneezing and runny nose, participant(s) would be suspended meeting attendance. Accordingly, participant(s) could grant the proxy to the independent director of the Company instead in order to vote on your behalf. The registration staff will facilitate the documents and stamp duty for your convenience.
- 4.4 The Company will arrange the seat with appropriate social distancing at the minimum of 1-2 meters from each other. This will reduce the number of seats available in the meeting room. In the event that the seats are all taken by the prior attendees, the Company will request for your cooperation to consider giving a proxy to attend the meeting on his/her behalf instead.
- 4.5 The Company requests that every shareholder who passed through the screening point and would like to attend the 2020 Annual General Meeting of Shareholders to follow these recommendations:
  - Wear a facemask
  - Wash your hands with soap or hand sanitizer
  - Avoid touching your face (eyes, nose and lips) whenever possible
  - Avoid touching or sharing personal items with others
  - Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties
- 4.6 On the day of the meeting, to ensure the conciseness of the meeting, the Company kindly requests shareholders who wish to ask questions to write them down and submit them in the question box, instead of speaking through the microphone. Paper and pens will be provided by our staff. The answers will be published on the Company's website within one week after the meeting.
- 4.7 Neither meal nor will be served at the meeting in order to minimize the risk of spreading the disease.
- 4.8 The Company will provide a handwashing point or alcohol gel adequately in the meeting place. Especially in areas with a lot of common uses such as meeting rooms, registration points etc.
- 4.9 The Company will emphasize the venue's staffs to clean equipment and a lot of common uses areas with liquid detergent, cleanser and/or 70%-alcohol regularly.

Printed copies of the 2019 Annual Report, Financial Report will not be provided at the meeting for sanitation and in order to minimize personal direct contact, and to reduce any environmental impact.



In case there are any changes in the situation or additional AGM-related measures that come from the Government entities, the Company may inform Shareholders via the Company's website ([www.asiabiomass.com](http://www.asiabiomass.com)) and other media channels as appropriate.

The Company hereby apologizes for any such inconvenience that may arise.

Sincerely yours,

Asia Biomass Public Company Limited

Corporate Secretary

Tel.+66 2415 0054



SCREENING QUESTIONNAIRE COVID-19  
Before attending the 2020 Annual General Meeting of Shareholders

Due to the outbreak of Coronavirus 2019 (COVID-19), PTTEP sets out this questionnaire as a preliminary screening measure. The Company kindly requests your cooperation to complete the following questions.

<b>Name and Surname</b>	
<b>Mobile Phone Number</b>	

**1. Do you have any of the following symptoms in past 14 days? Please circle all that apply:**

Yes / No	Fever/ Chills	Yes / No	Wet cough/ Dry cough
Yes / No	Shortness of Breath/ Tiredness/ Difficulty breathing	Yes / No	Sore throat
Yes / No	Body aches and muscle pains	Yes / No	Nasal congestion/ Runny nose

**2. Do you have any existing condition which weakens your immune system?**

Did you have close contact (shared living quarters, or provided care) OR spent time within speaking distance (if infection control precautions were not used) with a person who does have, or is under investigation for COVID-19?	Yes / No
<b>Did you go to the place where identified as below? If yes, please tick mark.</b>	Yes / No
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> restaurants (except takeout and restaurants serving food for hotel guests)  <input type="checkbox"/> shopping malls (except supermarket zones, drugstores or zones selling necessary items and food shops)  <input type="checkbox"/> markets and weekend markets (except sales of fresh and dried food and cooked meals for takeout, animal feed, drugstores and other necessary items)  <input type="checkbox"/> beauty salons  <input type="checkbox"/> tattoo service shops  <input type="checkbox"/> skate and rollerblade venues or other similar services  <input type="checkbox"/> amusement parks, bowling lanes  <input type="checkbox"/> gaming and internet shops  <input type="checkbox"/> golf courses or golf driving ranges <input type="checkbox"/> swimming pools or similar service venues ≤ fighting cock venues </div> <div style="width: 48%;"> <input type="checkbox"/> Buddha amulet sales stalls  <input type="checkbox"/> exhibition and convention centers  <input type="checkbox"/> educational institutions at all levels including tuition schools  <input type="checkbox"/> weight-control services and cosmetic clinics  <input type="checkbox"/> health spas  <input type="checkbox"/> animal spas  <input type="checkbox"/> massage parlors  <input type="checkbox"/> herbal treatment centers  <input type="checkbox"/> cinemas, theatres  <input type="checkbox"/> fitness center  <input type="checkbox"/> entertainment places  <input type="checkbox"/> boxing stadiums and boxing schools  <input type="checkbox"/> sports stadiums  <input type="checkbox"/> horse race tracks </div> </div>	

**3. Please list names of the province (if you were in Thailand) or city and country (if you were not in Thailand) where you stayed during the past 14 days in the table below.**

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Signature \_\_\_\_\_ Date \_\_\_\_\_