



2022

Asia Biomass Public Company Limited

Invitation Letter for Extraordinary General Shareholders' Meeting

No. 1/2022

on Wednesday 26 October 2022 Time 2.00 p.m. (E-EGM)



Asia Biomass Public Company Limited

บริษัท เอเชีย ไบโอบีโอส จำกัด (มหาชน)

273/2 Rama II Road, Samae Dam, Bang Khun Thian, Bangkok 10150

Tel. 0-2415-0054, 0-2416-3911 Fax. 0-2415 -1102 www.asiabiomass.com

Corporate Registration no: 0107560000061

ABM/EGM-01-2022

October 5, 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

To: Shareholders

Asia Biomass Public Company Limited

Enclosures

1. A copy of the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022.
2. Summary of the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (ABM-W1)
3. Capital Increase Report Form (F53-4)
4. Articles of Association relating to the shareholders' meeting
5. Procedures for attending the meeting via electronic media (E-AGM), voting and vote counting via electronic media
6. Attendance acceptance form via electronic media, Asia Biomass Public Company Limited
7. 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).
8. Profiles of Independent Director for appointment of Proxy

Asia Biomass Public Company Limited ("the Company") would like to inform you that the Board of Directors Meeting No. 3/2022, convened on August 10, 2022, has resolved to approve the convening of the Extraordinary General Meeting of Shareholders No. 3/2022. No. 1/2522 on Wednesday, October 26, 2022, at 2 p.m. by organizing an electronic meeting (E-EGM) in accordance with the rules prescribed in the law relating to electronic meetings from The Company Meeting Room, located at 273/2 Rama 2 Road, Samae Dam Subdistrict, Bang Khun Thian District. Bangkok 10150

In the Extraordinary General Meeting of Shareholders No. 1/2565, there were agendas together with the opinions of the Board of Directors as follows:

Agenda 1: To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

Purpose and Rationale : The Company held the Annual General Meeting of Shareholders of 2022 on April 27, 2022. The Company has prepared the minutes of the Meeting, the details as



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shown in Enclosure 1 which has been delivered to shareholders with the invitation letter.

Board of director's Opinion : The Board of Directors agrees that the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022, have been recorded accurately and completely. Therefore, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022, with details as shown in Enclosure 1.

Resolution : The resolution of this agenda must be approved by a majority of all shareholders who attended the meeting and voted

Agenda 2: To consider and approve the issuance of newly issued ordinary shares in the amount of not more than 100,000,000 shares with a par value of 0.50 baht per share to the existing shareholders on a proportional basis (Right Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 1.80 baht per share.

Purpose and Rationale : The company intends to issue new ordinary shares to strengthen the company's financial position and to create readiness for the company to have a capital structure and financial ratio that is suitable for business expansion, such as the expansion of a new warehouse to support the distribution of biomass fuel investment in production machinery and businesses related to the current business or other businesses in the future according to the strategic plan for continuous growth according to company goals as well as a reserve fund to be used as working capital for current projects. By requesting the meeting to consider and approve the issuance and allocation of newly issued ordinary shares in the amount of not more than 100,000,000 shares (one hundred million shares) with a par value of 0.50 baht (fifty satang) per share for the issuance and offering to the shareholders. The Company's existing ordinary shares in proportion to its shareholding (Rights Offering) at the offering price of 1.80 baht per share (one baht and eighty satang). The company will receive the total amount not exceeding 180,000,000.00 baht, which the company will use the money received to 1.) pay off loans to financial institutions in the amount of 90,000,000.00 baht, 2.) expand a new warehouse, in the amount of 50,000,000.00 baht, and 3.) increase production capacity to support the



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distribution of biomass fuel and investment in production machinery in the amount of approximately 40,000,000.00 baht (the use of such funds may change the proportion of use of money according to the ability to raise funds, including the appropriateness of investment in each situation to invest in new business projects any other additions in the future that the Company deems that there will be a good return and benefits to the Company and its shareholders. The Company will continue to comply with the rules of the Stock Exchange of Thailand regarding the acquisition and disposal of assets) by allocating in the ratio of 3 existing shares to 1 newly issued ordinary share. In the case of fractions of shares, such fractions shall be rounded up, and the shareholders can subscribe for newly issued ordinary shares in excess of their rights by allocating the newly issued ordinary shares that have not been subscribed in the first allocation to the shareholders who oversubscribe and paid the subscription price for all shares by allocating the remaining shares to be in accordance with the existing shareholding proportion of the oversubscribed shareholders in each and every round ("Right Offering"). However, the allotment of oversubscribed shares shall be in accordance with the following details:

- 1) In the case that the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is greater than or equal to the shares oversubscribed by the existing shareholders will allocate the remaining shares to those who oversubscribe and pay for all such shares in accordance with the amount indicating their intention to oversubscribe.
- 2) In the case that the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round are less than the shares oversubscribed by the existing shareholders will allocate the remaining shares to the oversubscribing persons according to the following steps:
 - 2.1) Allocate according to the shareholding proportion of each subscriber who oversubscribe by multiplying the existing shareholding proportion of each oversubscribed person by the number of remaining shares will be the number of shares that each oversubscriber has the right to be allocated. If there are fractions of shares, such fractions shall be discarded. However, the number of shares to be allocated will not exceed the number of shares subscribed and paid for by each shareholder.



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2.2) In the case that there are still shares remaining after the allocation under Clause 2.1) shall be allocated to each oversubscriber and has not been allocated in full according to the original shareholding proportion of those who subscribed for more than the rights of each individual. By multiplying the original shareholding proportion of each oversubscriber by the number of remaining shares, it will be the number of shares that each oversubscriber has the right to be allocated. In the case of fractions of shares, such fractions shall be discarded. The number of shares to be allocated will not exceed the number of shares that have been subscribed by each shareholder and paid for the subscription. However, the allocation of shares to those who oversubscribed according to the method in 2.2) this until there are no remaining shares from the allocation.

Allotment of oversubscribed shares as detailed above in any case must not cause any shareholder who subscribes for the newly issued ordinary shares in excess of their right to hold the Company's shares in a manner that increases to or crosses the point where a tender offer is required as prescribed in the Notification of the Board of Directors Capital Market Supervisory No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers and in a manner that violates foreign shareholding restrictions as specified in the Company's Articles of Association At present, foreigners are allowed to hold shares in the company not more than 49% of the total number of shares sold of the company.

In this regard, the date for determining the names of shareholders who are entitled to offer for sale of newly issued ordinary shares in the offering of newly issued ordinary shares of the Right Offering (Record Date) is September 23, 2022, and the date for the subscription of ordinary shares newly issued date is 21 – 28 November 2022, totaling 6 working days. However, the determination of such rights is still uncertain and subject to approval from this Extraordinary General Meeting of Shareholders.

In this regard, the Board of Directors and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Chief Executive Officer is authorized to perform the following actions:

- 1) Consider the details of the allocation of newly issued ordinary shares to offer the existing shareholders of the Company in proportion to their shareholding



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in accordance with the laws and regulations related to the issuance and offering of securities under Thai law and laws or regulations of foreign countries

- 2) Set or change Method of allocation of newly issued ordinary shares, such as allotment at one time, in whole or in several occasions offering period Offering ratio, offering price, payment method or details on other allocations and offerings
- 3) Sign a request for permission, request for a waiver, a notice as well as any documents related to the allocation of the newly issued ordinary shares This includes contacting and filing documents with officials or representatives of any relevant authority. as well as listing the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. ("SET") and
- 4) Take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects. to be offered to the existing shareholders of the Company in proportion to their shareholding under the terms of the relevant laws

Board of director's Opinion

: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company who are entitled to be allocated according to their respective shareholding proportions (Right offering) in the amount of not more than 100,000,000 shares at the offering price of 1.80 baht per share, which is a par value of 0.50 by allocating in the ratio of 3 existing shares to 1 newly issued ordinary share. If there is a full booking, the company will receive the total amount not exceeding 180,000,000.00 baht as a source of funds for business expansion, such as the expansion of a new warehouse to support the distribution of biomass fuel investment in production machinery and businesses related to current business or other businesses in the future, details are shown in Enclosure 3.

Resolution

: The resolution of this agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.



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Agenda 3: To consider and approve the issuance of warrants to purchase the Company's ordinary shares No. 1 (ABM-W1) in the amount not exceeding 50,000,000 units to be allocated to the existing shareholders who subscribe for the Company's newly issued ordinary shares in proportion to their respective subscription

Purpose and Rationale : The Company intends to issue ABM Warrant No. 1 ("Warrant No. 1 (ABM-W1)") in the amount not exceeding 50,000,000 units to allocate to the existing shareholders of the Company who subscribed and allocated newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding in the ratio of 2 newly issued ordinary shares per 1 unit of Warrants No. 1 (ABM-W1) without offering price (the offering price per unit is 0 baht) and the exercise price is 1.80 baht per share and the exercise period is 2 years. If there are fractions remaining of ABM-W1 from the calculation according to the said allocation ratio, such fraction shall be rounded down. The details are shown in Enclosure 3

In this regard, assign the Board of Directors and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Chief Executive Officer who determines or changes the necessary details and conditions and/or in connection with the issuance and allocation of ABM-W1 Warrants in all respects under the terms of relevant laws and under the framework of the approval of the Extraordinary General Meeting of Shareholders No. 1/2565, with the aforementioned details including but not limited to (a) preparation of the terms and conditions of ABM-W1 Warrants; (b) details relating to the allocation of ABM-W1 Warrants, etc.; (c) inform, contact, arrange any documents necessary or related to the issuance and allocation of ABM-W1 Warrants to the Securities and Exchange Commission. The Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce and other related agencies or persons (d) listing the warrants and ordinary shares arising from the exercise of the rights to purchase ordinary shares under the ABM-W1 Warrants for registration in the Stock Exchange of Thailand (e) Appointment of a proxy, etc., and to be empowered to take any necessary and appropriate actions in connection with the issuance and allocation of ABM-W1 Warrants for the issuance and allocation of Warrants to accomplishes The ABM-W1.



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Board of director's Opinion : The Board of Directors is of the opinion that the issuance of Warrants No. 1 (ABM-W1) will help strengthen the Company, increase financial flexibility in operations and reserve funds for use as working capital of the Company which is consistent with the company's business plan and increase liquidity for the company in the future. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the issuance of Warrants No. 1 (ABM-W1) in the amount of not more than 50,000,000 units to be allocated to the existing shareholders of the Company who have subscribed and allotted ordinary shares in proportion to their shareholding and the delegation of relevant powers as mentioned above.

Resolution : The resolution of this agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 4: To consider and approve the Company's registered capital increase

Purpose and Rationale : To support the issuance of newly issued ordinary shares by issuing and offering to the existing shareholders in proportion (Right Offering), issuing and offering warrants to purchase ordinary shares of the Company No. 1 (ABM-W1), the Company intends to increase the registered capital in amount of 75,000,000 baht from the original registered capital of 150,000,000 baht, divided into 300,000,000 ordinary shares with a par value of 0.50 baht per share, to be the registered capital of 225,000,000 baht, divided into 450,000,000 ordinary shares with a par value of 0.50 baht per share by issuing 150,000,000 newly issued ordinary shares with a par value of 0.50 baht per share.

Board of director's Opinion : The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2565 to consider and approve the increase of the Company's registered capital in the amount of 75,000,000 baht from the original registered capital of 150,000,000 baht, divided into 300,000,000 ordinary shares with a par value of 0.50 baht per share. To be registered capital of 225,000,000 baht divided into 450,000,000 shares with a par value of 0.50 baht by issuing 150,000,000 new ordinary shares with a par value of 0.50 baht per share.



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Resolution : The resolution of this agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 5: To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.

Purpose and Rationale : To comply with the above registered capital increase, the Company must amend Clause 4 of the Company's Memorandum of Association by using the following text instead. And the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

"Clause 4. Registered capital of	225,000,000	baht	(Two hundred and twenty-five million baht)
Divided into	450,000,000	shares	(Four hundred and fifty million shares)
Par value of	0.50	baht per share	(Fifty satang)
Which are separated into:			
Common Shares	450,000,000	shares	(Four hundred and fifty million shares)
Preferred shares	-	shares	(-)"

Board of director's Opinion : The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the amendment of the Memorandum of Association Clause 4 to be in line with the increase in registered capital of the Company which business development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar.

Resolution : The resolution of this agenda must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.



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Agenda 6: To consider and approve the allocation of the Company's newly issued ordinary shares

Purpose and Rationale : As a result of Agenda 4, which is considered and approved to increase the registered capital of the Company in the amount of 75,000,000 baht from the original registered capital of 150,000,000 baht, divided into 300,000,000 ordinary shares with a par value of 0.50 baht per share, representing a registered capital of 225,000,000 baht, divided into 450,000,000 Shares at a par value of 0.50 baht per share, details appear in the capital increase report form (F 53-4) (Enclosure 3). Therefore, the Company proposes to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not more than 150,000,000 shares with a par value of 0.50 baht per share as follows:

- (1) Allocate not more than 100,000,000 newly issued ordinary shares with a par value of 0.50 baht (fifty satang) per share to support the issuance and offering of the Company's newly issued ordinary shares to the Company's shareholders; Proportion of shareholding (Right Offering) at the offering price of 1.80 baht per share (one baht and eighty satang) by allocating in the ratio of 3 existing shares to 1 newly issued ordinary share.
- (2) Allocate not more than 50,000,000 newly issued ordinary shares to support the issuance and offering of warrants to purchase the Company's ordinary shares (ABM-W1) with free of charge in the ratio of 2 newly issued shares per 1 unit of warrant No. 1, not exceeding 50,000,000 units.

Board of director's Opinion : The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of newly issued ordinary shares of not more than 150,000,000 shares with a par value of 0.50 baht per share to 1) support the issuance and offering newly issued ordinary shares to the existing shareholders of the Company (Right Offering) and 2) support the issuance and offering of warrants to purchase ordinary shares of the Company No. 1 (ABM-W1).

Resolution : The resolution of this agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.



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Agenda7: To consider other matters (If any)

Board of director's : The Board of directors Appropriate to give an opportunity for the shareholders to
Opinion 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.

The company determines the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on September 23, 2022.

In addition, the company has published the invitation letter for the shareholders' meeting together with supporting documents for the meeting on the company's website at <http://www.asiabiomass.com>. Therefore, we would like to invite the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on October 26, 2022, at 2:00 p.m. by the Electronic Shareholders' Meeting (E-EGM) from THE Company meeting room, located at 273/2 Rama 2 Road, Samae Dam Subdistrict, Bang Khun Thian District. Bangkok 10150

In the case, shareholders are unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and vote on his/her behalf, please use either Proxy Form A or Form B. For foreign shareholders, the custodian is the depository and keeper of the shares, please use the Proxy Form C as in Enclosure 7 and to protect your rights. And the benefits of shareholders in case of being unable to attend the meeting in person and wishes to appoint independent directors of the Company to attend the meeting and vote on his/her behalf. Shareholders can appoint a proxy using Proxy Form B to the independent directors of the company.

In this regard, shareholders are requested to study the procedure for attending the meeting via electronic media (E-AGM), voting and vote counting via electronic media, the details are shown in Enclosure 5. The Company will conduct the meeting in accordance with the Company's Articles of Association, Chapter 6 regarding the Shareholders' Meeting, the details are shown in Enclosure 4.

The company will use the method of registration to attend the meeting including voting and vote counting method via electronic media only for shareholders or proxies who wish to attend the meeting, please study the acceptance form via electronic media of Asia Biomass Public Company Limited, details as shown in Enclosure 6.

In addition, the Company would like to invite all shareholders to attend the meeting via electronic media E-AGM on the date and time mentioned above.

Yours sincerely,

Asia Biomass Public Company Limited

(Mr. Apisit Rujikeatkamjorn)

Board Chairman

ABM/AGM01/2565

Minutes of the 2022 Annual General Meeting of Shareholders
of
Asia Biomass Public Company Limited ("The Company")

The 2021 General Meeting of Shareholders (the "**Meeting**") was held on on 27 April 2022 at 14.00 by the Electronic Shareholders' Meeting (E-AGM) of Shareholders, at The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150. with Mr. Apisit Rujikeatkamjorn presided as the Chairman of the meeting. ("**Chairman**")

The current situation of the Covid-19 epidemic. The company is concerned with the health of the shareholders. The company is concerned with the health of the shareholders ,has set the guidelines for attending the meeting by the Electronic Shareholders' Meeting (E-AGM).

The Company Secretary informed the meeting that 27 shareholders were present in person and by proxy, altogether holding 214,107,600 shares, equivalent to 71.3692 percent of the total issued shares, thus constituting a quorum of the meeting pursuant to the Company's regulation no. 33 stated that there must be at least twenty-five(25) shareholders or not less than a half (1/2) of all shareholders with one-third (1/3) of the total issued shares to constitute a quorum of the meeting. The Chairman then declared the 2020 General Meeting of Shareholders open at 02.00 P.M.

The Board of Director attending the meeting, namely:

- | | | |
|----|----------------------------|--|
| 1. | Mr. Apisit Rujikeatkamjorn | Chairman of the Board of Director |
| 2. | Mrs. Natpapha Kuansataporn | Vice Chairman of the Board of Director/Director/the Executive director |
| 3. | Ms. Tiyaada Mekpongsatorn | Director/Manager Director/ Chairman of the Executive Director/ Member of Nomination and Compensation Committee |
| 4. | Mr.Panom Kuansataporn | Director/ Member of Nomination and Compensation Committee/ the Executive director |
| 5. | Dr.Sarit Chockchainiran | Director/ Independent Director/ Chairman of the Audit Committee |
| 6. | Mr.Wichai Pornkeeratiwat | Director/ Independent Director/ Audit Committee / Chairman of the Nomination and Compensation Committee |
| 7. | Ms.Pattarawan Manassatit | Director/ Independent Director/ Audit Committee |

There was no director taking leave of the meeting, therefore all 7 directors considered to have attended the meeting. This shareholder in full Representing 100% of the board members attending the meeting.

ABM/AGM01/2565

The Executive and Advisors attending the meeting, namely:

- | | |
|----------------------------|--|
| 1. Mr.Pongtham Danwungderm | Deputy Managing Director/Vice Chairman of the Executive Director/ Director of Finance and Information Technology |
| 2. Miss Oramol Dulyakasem | Accounting and Financial Manager |
| 3. Mrs. Apiratee Sakulin | Company Secretary/ Director of Human Resources and Administration |

The Advisors attending the meeting, namely:

- The auditor :** Ms. Porntip Chanatreerattanaphan NPS Siam Audit Company Limited
- Ms. Nantana Sriraksa NPS Siam Audit Company Limited
- The Attorney :** Mr.Sarawut Sinsajatham Keattitham Lawer Co.,Ltd.

The Company Secretary explained The Board of Director of Asia Biomass Public Company Limited, therefore, hereby invites all shareholders to attend the 2021 Annual General Meeting of shareholders, April 27th , 2022 at 02.00 P.M. by the Electronic Shareholders' Meeting (E-AGM) of Shareholders. At The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150. To consider various matters According to the agenda and Inform the meeting about the current company information as follows:

-	The company has registered capital	150,000,000	Baht
-	Paid-up capital	150,000,000	Baht
-	Ordinary shares	300,000,000	Shares
-	Par value	0.50	Baht

The Company had approved the schedule of the date to determine the names of the shareholders entitled to attend the 2022 Annual General Meeting of the Shareholders (Record Date) on March 11th , 2022.

According to Article of Association Chapter 6, Shareholders' Meeting Section 33 the company prescribes that " 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". Now the shareholders' and proxies attending the meeting as follow;

The shareholders attend the meeting themselves	6 persons	representing	105,809,478	shares
And by proxies	21 persons	representing	108,298,122	shares

ABM/AGM01/2565

Totally 27 persons, holding altogether 214,107,600 shares, calculated as 71.3692 % exceeding one-third of total shares sold. A quorum was thus constituted in accordance with the Company's Articles of Association and There were no shareholders attending the meeting between the agenda.

According to Section 104 of the Public Limited Company Act B.E. 2535 (as amended) and Article 34 of the Articles of Association of the company set out that, the chairman of the Board of Directors shall be the chairman of the shareholders' meeting.

The Chairman informed the shareholders and proxies to attend the meeting as a quorum in the company's articles of association, Therefore opening the Annual General Meeting of Shareholders for 2022.

The Company secretary informed the meeting that in this meeting, the company has considered the importance of shareholders. And to promote good corporate governance. Therefore, in this meeting the company gives shareholders opportunity to propose agenda items in advance on the company's website. For the board to consider to put it in agenda from 28th October 2021 to 30th December 2021, it appears that no one proposed an agenda.

The Annual General Meeting of shareholders for the year of 2022 will be 5th year . This year using E-Voting to count the votes. Voting will be made openly. By counting the number of shares. One share has one vote. Except for proxies from foreign investors that appointed custodians in Thailand to be custodians, the proxies must vote as according to the shareholders specify the proxy. Before starting to consider the various agendas, the details of the voting are clarified as follows:

In voting, except for Agenda 5 and 6, if there is no shareholder disapproving or abstaining from voting, the shareholders are presumed to approve or agree based on the number of votes they have on the proposed resolution. Shareholders who disagree or choose to abstain from voting may vote using the E-Voting tab.

When the score is totaled, the Company will deduct the disapproved or abstained votes from the total number of votes cast, and the remainder will be considered "approval" votes. For those who voted in favor of these agendas via the e-voting system, this meeting's voting was open, not secret.

For Agenda 5 and Agenda 6, to consider and approve the appointment of directors to replace those who have retired by rotation, to consider and approve the increase in the number of directors and appoint new directors, and for the number of shares and the number of votes to be the same in this agenda, the Company will temporarily stop accepting registration for attending the meeting since the beginning of Agenda 5, with the purpose of conducting a thorough and accurate count of the vote base until the conclusion of this agenda in order to adhere to the requirements for conducting an effective shareholder meeting. All shareholders are allowed to vote in the E-Voting system. Shareholders who do not vote in the E-Voting system, the system will immediately assume that they vote "agree."

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I'd like to advise the meeting of the voting and vote-counting procedures in order to guarantee that the meeting adheres to the principles of good corporate governance, which are as follows:

1. For voting at the meeting, each shareholder will be entitled to the number of votes equal to the number of shares they own, one share equals one vote.
2. In the case of shareholders attending the meeting in person and proxies in the form prescribed by law, carry out voting following the electronic voting method.
3. In the case of a shareholder who has executed a proxy form b. authorizing the attendance of other individuals or assigning the directors or independent directors to vote and requiring the proxies to vote in accordance with the shareholders' or proxies' wishes, the proxies will vote in accordance with the shareholders' or proxies' wishes.

In the case of a shareholder who has executed a proxy form C. in the case of foreign shareholders who appoint a custodian in Thailand to be a share depository and keeper, the shareholders can vote independently on each agenda item, agreeing, disapproving, or abstaining, by dividing the votes to be cast by the number of shares held.

4. Under Article 35 (1) of the Company's Articles of Association, "in most circumstances, a majority vote of the shareholders who attend the meeting and cast their votes shall be held. If the votes are tied, the chairman of the meeting has one additional vote as a casting vote." Unless specified otherwise, in considering shareholders' majority votes whether they agree or not, only the "approved" and "disapproved" shareholders who attended the meeting and voted were counted. If shareholders vote as "abstain", the Company will not count such votes as the vote-counting base.
5. Shareholders who desire to return first or who are absent on any agenda in the Zoom Cloud Meeting room can exercise their rights by sending their ballots in advance in the E-Voting system before leaving the Zoom meeting room.
6. The number of shareholders' votes on each agenda may not be equal due to the gradual entry of shareholders and proxies into the meeting room. As a result, the number of attendees on each agenda may not be the same.
7. For speed, accuracy, and transparency in this vote-counting process, the company will have a representative from Keattitham Advocates & Solicitors Co., Ltd., Mr. Sarawut Sinsatchatham, as a witness in this vote-counting.
8. Before voting on each agenda, the Chairman will allow the attendees to ask questions related to that agenda appropriately by asking shareholders or proxies who wish to ask questions to always inform their name and surname to the meeting before asking questions or giving opinions.

In case the shareholders have questions or opinions other than the agenda under consideration, please ask or give points on other issues at the end of the meeting and ask the shareholders to express their thoughts or ask succinctly and refrain from asking questions or expressing points of view on duplicate issues to allow other shareholders to exercise their rights as well. Therefore, shareholders are requested to cooperate to make the meeting go well and manage the convention within the specified time.

Electronic Voting Method

1. Since this meeting is a meeting via electronic media, the ballots for the attendees were not printed.
2. To vote, the shareholders go to the E-Voting tab to vote on each agenda within 1 minute. After voting, the popup window will appear asking for vote confirmation. Press OK to confirm the vote.
3. If the shareholder wishes to change the vote, it can be done by casting a new vote again. If the agenda has been closed for voting, shareholders will not be able to vote or change the vote. For attendees via mobile devices or tablets, please switch from Zoom to Chrome to vote in the E-Voting menu.
4. When you have finished voting, please return to the E-meeting window (Zoom Program) to continue watching the meeting's video and audio.
5. The system will collect points by counting the total votes of those who voted via E-Voting and those who voted in advance via proxy.
6. In voting via the E-Voting system, you will be able to vote for each agenda by voting to agree, disagree, or abstain one only. If you do not vote on any agenda, the system will immediately assume that you vote in agreement (Use the vote-counting method by pouring the votes towards agreeing).

In the case that shareholders want to ask questions by typing text, they can do as follows:

1. Go to the Chat menu in the Zoom program to type a message.
2. Press the Enter key to send the message to the system.

In the case that shareholders want to inquire through discussion, they can do as below:

1. Go to the Reactions menu at the bottom and press the "Raise Hand" button.
2. When the MC calls your name, the staff will proceed to open the microphone for you to inquire. You will need to press "unmute" button and turn on the microphone on your device. In the case that the shareholder cannot speak through the microphone (within 1 minute), please type your questions via Chat instead so that the MC will read the questions to the meeting on your behalf.

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3. To ask each question, either by typing or through conversation, the attendees always need to inform the name-surname and specify that they are an attendee on their own or an authorized person before asking questions for the benefit of taking minutes of the meeting completely and accurately.
4. The Company gives the opportunity for the attendees to submit questions for each agenda. In the case that none of the attendees inquires within 2 minutes, the Company will continue the meeting. If any shareholders have additional questions, they can type them via Chat, then, the staff will read their questions later.

Agenda No.1 To acknowledge Minutes of the 2021 Annual General Meeting of Shareholders

The Chairman to present the details to the Meeting as follows:

The company held the 2021 Annual General Meeting of Shareholders at April 28th, 2021 and the copy of which was attached to the notice of this Meeting.

Opinion of the Board of Directors:

The Board of Directors considers that the Minutes of the 2021 Annual General Meeting of Shareholders held on April 28th, 2021 were correctly and completely recorded and the Board of Directors deems appropriate to propose to the shareholders' meeting to adopt the Minutes of the 2021 Annual General Meeting of Shareholders held on April 28th, 2021 as detailed in the Enclosure 1 the Invitation Letter.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve the Minutes of the 2021 Annual General Meeting of Shareholders.

Resolution of the meeting

The meeting had considered, by a unanimous decision, acknowledging the Minutes of the 2021 Annual General Meeting of Shareholders held on April 28th, 2021 as follows:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 26 shareholders	214,107,600	100.00

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Remark This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.2 To acknowledge 2021 Company's performance

The Chairman informed in the meeting that the Company has prepared an annual report in the form of QR-CODE and sent to shareholders as listed on the attachment 2 came with the meeting invitation letter. The annual report was published on the company's website since March 30th , 2022. In this agenda, the Chairman invited Ms.Tiyada Mekpongsatorn, Managing Director to report the summary report of the company's performance year 2021.

Overall Results

The Company's total revenue in the year of 2021 was 1,928 Million Baht, an increase of 23% compare to the previous year. Divided into the sales revenue of 1,889 Million Baht, Revenue from transportation of 19 Million Baht and other's revenue of 20 Million Baht.

Revenue from the sales of Biomass Fuel

The company has an income from sales of Biomass Fuel in the year of 2021 1,889 Million Baht, an increase from the previous year with the income from sales of Biomass Fuel of 1,535 Million Baht an increase of 23% , a slightly increase while the sales volume remain increase 14% due to higher of products price.

Operating results in 2021

Sales volumes in 2021 and 2020 are 0.57 million tons and 0.53 million tons, respectively.

- In 2021, the Company's export sales volume is 26% of total, Domestic sales is 74%. In terms of sales value exports sales accounted for 33% of total sales revenue, domestic is at 67% , the proportion of exports sales slightly decreased from the previous year due to the high demand in domestic market especially the palm kernel shell In addition, the quantity of products is limited. therefore the company focusing on domestic market first.
- In 2021, the company has increased the variety of products besides biomass products. Including other agricultural products such as chopped wood, tapioca flour, The sales volume of agricultural products has increased steadily from the previous year from 20% to 27%, and the sales value increased from 26% to 36%.
- Proportion of revenue from domestic sales of biomass, the main product is palm kernel shell is at 51-53% , close to the previous year.

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- Proportion of export wood chip increased from 26% to 32%.
- Other agricultural products increased by 2%
- Proportion of export palm kernel shell and Wood pellets decreased from 2020 due to increased domestic demand.

other performance

company has given importance to personnel development. to increase the capacity of management and operation to be able to grow with the company At present, the company has 159 employees, comprising 100 male employees and 59 female employees. The company has organized important trainings as follows:

- CSR-DIW Employee Education Training Activity (Kick off)
- fire fighting training activities and fire evacuation drills for the year 2021

Anti-Corruption

The Board of Directors has established policies and guidelines. Anti-Corruption Matters to show the company's position in anti-corruption represents the company The business is managed on the basis of transparency, ethics and adherence to principles. corporate governance and comply with the laws related to the prevention and anti-corruption Giving or accepting bribes to government officials or the private sector. work process and the chain of command in each unit to be clear In order to have a balance of power and there is an appropriate check-up between each other. And the company has already disclosed the said policy on the company's website to disclose to all stakeholders for acknowledgment

In terms of social and environmental responsibility

The Company realizes the importance of operating its business for sustainable growth under social responsibility. by focusing on conducting business with responsibility consider human rights Protect labor rights, safety, health and create a good working environment. Along with the management and development of knowledge, competence and necessary skills of personnel continuously This includes participating and listening to the real needs of stakeholders, employees, communities, society, customers, business partners in the supply chain and investors.

In the year 2021, there are important events as follows:

- The company has been PEFC certified to certify production processes according to standards and sustainable management.
- - For assessing the quality of the Annual General Meeting of Shareholders for the year 2021 or the previous year The company received a full score of 100, in a very good level. from the Thai Investors Association together with the Securities and Exchange Commission

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- For the evaluation of the corporate governance survey of listed companies in 2021, the company received a score of 89 points from the Thai Institute of Directors (IOD), supported by the Stock Exchange of Thailand.
- On July 1, 2021, the company received a certificate of platinum level for the project to develop the workplace according to the safety, occupational health and work environment management system standards for the year 2021.
- On October 27, 2021, the company received the CSR-DIW Awards from the Department of Industrial Works. Ministry of Industry To create sustainable social responsibility In 2021, the Company has participated in activities with the community as follows
 - Providing Computers and Installing Fire Extinguishers at Ban Santisuk School.
 - Building 50 Cement Tubes for Oyster Farming with Ban Bang It Community.
 - Computer for Children Project of the Mirror Foundation

Ms..Tiyada Mekpongsatorn , Managing Director assigned Mr.Pongtham Danwungderm Deputy Managing Director/Vice Chairman of the Executive Board / Director of Finance and Information Technology to explain the details as follows:

Business Plan

Asia Biomass Public Company Limited is primarily engaged in the trade of biomass fuels and is one of the leading traders in the country. The Company's primary trade is divided into two segments: the local market, which accounts for approximately 65–70 percent of total revenue, and the export market. The Company offers a varied range of items. Palm kernel shells, rubber wood chips, eucalyptus wood chips, and wood pellets are the primary products.

The Company's future business objectives include an increase in revenue. Over the last year, the Company has increased its sales force to grow its customer base in the country and the EEC zone in accordance with government strategy. The Company has sold to consumers in overseas countries such as Laos and is currently looking for new customers in China, Korea, and Japan. The Company has a new product and has been conducting research and development in order to deliver new products to customers, particularly fuels that can help customers save money. The primary customers are those who are members of the Company's factory group. There is a selection of products that will be employed in the factory, based on the cost of heat compared with the investment that the customer will spend, allowing the Company to calculate and provide the cheapest product for the customer. In terms of cost, it will be continually minimized by attempting to manage to optimum efficiency. The trucks that the Company owns have increased revenue and the number of bus round trips, there is also non-stop route management and the lowest cost. The Company has built a new warehouse in Rayong province, which is expected to be finished by May 2022. The Company believes constructing warehouses in this region will help lower costs in the eastern region to a competitive level. In terms of supply chain management,

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the Company is a publicly- traded company and a market leader in biomass goods, particularly fuels. Internationally, management standards have been developed as well, which will serve as a long-term standard to ensure that only high-quality items are sourced without causing harm to the environment. The Company has organized an organization's entire supply chain from start to end, from palm plantations to factories to customer delivery, in order to provide raw material consistency for consumers. The Company has invested in a biomass briquette factory in Samut Sakhon province, which has recently commenced operations. The production is nearly at capacity due to the favorable market conditions during this period. Moreover, the Company has invested in expanding the warehouse in Rayong Province.

For future business plans in the short term, as a result of the high prices of all major fuels during this period, the cost of manufacturing various industrial products in Thailand has climbed significantly. In terms of short-term business strategies, the Company provides alternative fuels to its customers, and certain segments of the customer base have quite high production costs; therefore, the Company has brought alternative fuels to customers to choose from. In terms of shipping management, unnecessary storage and transfer costs are reduced. There are a greater number of direct deliveries, increased return trips are made, and the products are expanded to include cassava chips, chopped wood, and cassava starch.

For future business plans in the medium term, there is the management for maximum efficiencies, such as hiring for industrial waste transport and other products. There is an increase in the efficiency with which consumers are served. In terms of logistics cost management, there is an additional facility of the Company, namely a warehouse in Rayong province that is close to the customer and the port.

In terms of long-term future business plans, the Company has added new products. IT systems have been enhanced, and systems to reduce operational redundancy have been developed.

The Board of Committee opinion

The Board of Directors agreed to inform in shareholders meeting about performance and significant changes in 2021. Details of the Annual Report in 2021 attached in Attachment 2 in form of QR-CODE sent to shareholders with the invitation letter of meeting (shown QR-CODE in the presentation).

**the Annual Report in 2021 (ONE-REPORT)
and the Statement of Financial Position and the Profit and Loss
statement for the year 2021 for fiscal year ended 31 December 2021**



The Chairman allowed the meeting members to show their opinions or ask any additional information regarding the company's performance and significant changes in 2021.

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The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and acknowledge 2021 Company's performance.

Resolution of The meeting has acknowledged the Company performance of year 2021.

Remark As this agenda item, only requires acknowledgement, there is no need for shareholders to vote on this matter.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.3 To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2021 for fiscal year ended 31 December 2021

The Chairman assigned Mr.Pongtham Danwungderm Deputy Managing Director/Vice Chairman of the Executive Board / Director of Finance and Information Technology to explained the details as follows:

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 2020 for fiscal year ended 31 December 2020, as detailed in the Annual report for the year 2020 of the Company, 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 2020 for fiscal year ended 31 December 2020 have been audited by the certified auditor of the Company, who had been appointed by the 2020 Annual General Meeting, and reviewed by the Audit Committee and approved by the Board of Directors.

The presenting of financial statements and profit and loss balance to shareholders with the following details: As mentioned in Agenda 2,

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Overall Operations

The Company's total revenue in the year of 2021 was 1,928 Million Baht, an increase of 23 % compare to the previous year. Divided into the sales revenue of 1,889 Million Baht, Revenue from transportation of 19 Million Baht and other's revenue of 20 Million Baht. Gross Profit in the year of 2021 at 291 Million Baht or 15% of Total revenue, lower than previous year which has Gross Profit of 267 Million Baht or 17 % of the total revenue.

However, the company has better management of its selling and administrative expenses and has many bad debt recoveries resulting in the Company's profitability 17 Million Baht or 1% of total revenue, Increased profit compared to the previous year with a profit of 29 million baht or 1.5% of total revenue. Profit increased compared to the previous year with a profit of 19% or 1.2% of total revenue.

Since the company is still profitable, the company has ROA 4.6% and ROE 7.6% better than previous year. This was because equity was increased from the change in accounting policy regarding land appraisal.

Financial Statements

In the year of 2021, The Company had total assets of 1,032 Million Baht, Total Liabilities of 675 Million Baht, shareholder's equity of 358 Million Baht. The Debt of equity ratio was 1.89 times, 2.89 times reduce than the previous year. Equity changes result from better earnings and change the land appraisal policy to fair value.

Assets Structure

The company's assets add from previous year Result of appraisal of land With fair value rising to 45% of total assets from 39% in the previous year, the company has a Current Ratio of 0.91 times, an improvement of 0.87 times from the previous year.

Debt Structure

The Company has a total liabilities in 2021 at 675 Million Baht, higher than a previous year with Total Liabilities of 663 Million Baht. In the year of 2021, The company has more short-term debt. Relative to ten outstanding trade accounts receivable and increasing. because it is a high-priced product range And sales returned to be higher at the end of the year. The company has a Interest Coverage Ratio at 3.3 improved from the previous year at 2.9 times.

Summary of important Financial Information

In 2021, The consolidated financial statements have total assets of 1,032 Million Baht, Total liabilities of 675 Million Baht, shareholder's equity of 358 Million Baht, Total Revenue of 1,928 Million Baht, a profit of 22 Million Baht. A major shareholder 26.8 Million Baht Is EPS at 0.09 Baht per share.

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Brief Summary

List	Consolidated financial Statement		Separate financial Statement	
	31-Dec-21	31-Dec-20	31-Dec-21	31-Dec-20
Total Asset (Million Baht)	1,032	893	759	639
Total Liabilities (Million Baht)	675	663	437	440
Total Shareholders' Equity (Million Baht)	358	230	322	199
	31-Dec-21	31-Dec-20	31-Dec-21	31-Dec-20
Total Revenues (Million Baht)	1,927.98	1,565.18	1,521.73	1,194.62
Profit and (loss) for the year (Million Baht)	22.19	17.10	17.82	12.07
Profit attributable to equity holders of the parent (Million Baht)	26.80	18.62	17.82	12.07
Earnings per share attributable to equity holders of the parent (Baht)	0.09	0.06	0.06	0.04

The Board of Committee opinion

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 2021 for fiscal year ended December 31, 2021, 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.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve the statement of financial position and the 2021 profits and loss statement for the year-ended December 31, 2021.

Resolution of the meeting

The Meeting approved the statement of financial position and the 2021 profits and loss statement for the year-ended December 31, 2021, having a details as follows:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 36 shareholders	214,107,600	100.00

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

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.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 2020

The Chairman to present the details to the Meeting as follows: 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 net profit from operation of Bath 17,822,531 but retained loss Bath 27,104,001 for the year ended 31 December 2021. and the Company has the current capital reserve would be Baht 6,100,000.

Opinion of the Board of Directors:

The Board of Directors considered the financial statement in 2020, The Company has net profit from operation of Bath 17,822,531 but retained loss Bath 27,104,001 for the year ended 31 December 2021. Therefore, the Board of Directors recommended to propose the shareholders' meeting to approve for omission the dividend payment of the year 2021 and no legal reserve appropriation in 2021.

The Chairman allowed shareholders to raise questions and comments about the agenda. The Meeting approved non-declaration of appropriate of profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2021.

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After the Chairman allowed the meeting members to ask for more information. But no one asked more. The Chairman therefore considered the meeting approved non-declaration of appropriate of profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2021.

Resolution of the meeting

The Meeting approved non-declaration of appropriate of profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2021, having a details as follows:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 36 shareholders	214,107,600	100.00

Remark

This agenda no. must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.5 To consider and approve the reappointment of directors retired by rotation

The Chairman asked the Company Secretary to present the details to the Meeting as follows:
For the equivalent number of the shares and votes in this agenda, The Company will suspend the registration to attend the Meeting until the end of this agenda as to count the clear and correct number of the votes.

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In this event, the retiring directors were invited to leave the Meeting before considering the agenda as follows:

No.	Name of directors who shall be retired by rotation	Position	Number of Board of Directors' meeting attendance in year 2020	Number of subcommittee meeting attendance in year 2020
1	Miss Tiya Mekpongsatorn	Director / Chairman of the executive director/ Member of Nomination and Compensation Committee/Managing Director	4/4	2/2 *
2	Dr. Sarit Chockchainiran	<i>Director/ Independent Director/ Chairman of the Audit Committee</i>	4/4	-

Remark : * the Nomination and Remuneration Committee

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 2022 Annual General Meeting, there are 2 directors who shall retire by rotation, namely

1. Miss Tiya Mekpongsatorn Director / Chairman of the executive director/ Member of Nomination and Compensation Committee/ Managing Director
2. Dr. Sarit Chockchainiran Director/ Independent Director/ Chairman of the Audit Committee

In this regard, the Nomination and Remuneration Committee has considered the qualifications of the directors who will retire by rotation in the 2022 Annual General Meeting of shareholders as detailed in Enclosure of Invitation letter 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

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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:

- | | | | |
|----|-----------|----------------|---|
| 1. | Ms. Tiya | Mekpongsatorn | Director / Chairman of the executive director/
Member of Nomination and Compensation Committee/
Managing Director |
| 2. | Dr. Sarit | Chockchainiran | Director/ Independent Director/ Chairman of the Audit Committee |

the company has considered the importance of shareholders. And to promote good corporate governance. Therefore, in this AGM 2022 the company gives shareholders opportunity to propose agenda items in advance on the company's website. For the board to consider to put it in agenda from 28th October 2021 to 30th December 2021.

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting, which the company had separated approval on each Director.

The Chairman asked the Meeting to consider and approve nominate the directors in replacement of those retiring by rotation and re-nominate 2 directors back to the same position as stated above.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve nominate the directors in replacement of those retiring by rotation.

Resolution of the meeting The Meeting approved the nomination of the directors in replacement of those retiring by rotation, having a details as follows:

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- Ms. Tiya Mekpongsatorn to be appointed Director / Chairman of the executive director/Member of Nomination and Compensation Committee/ Managing Director of with the following voting results:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 36 shareholders	214,107,600	100.00

- Dr. Sarit Chockchainiran to be appointed Director/ Independent Director/ Chairman of the Audit Committee with the following voting results:

Vote	Number of Votes	Percentage
Approve	214,107,500	99.9995329 %
Disapprove	100	0.0004671 %
Abstain	0	-
Voided Ballot	0	-
Total 36 shareholders	214,107,600	100.00

Remark

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.6 To consider and approve the appointment of an additional director

The Chairman explained to the meeting that on this agenda, in order to match the number of shares and votes, the Company will request that registration for the meeting be temporarily suspended until the meeting on this agenda is completed so that the vote base will be counted clearly and accurately.

The Chairman announced at the meeting that the Board of Directors passed a solution and proposed to the 2022 Annual General Meeting to consider and approve the increase in the number of directors of the Company from 7 to 8 persons, in line with the business expansion and organizational structure. Then,

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approved the appointment of a new director, namely Ms. Pinmanee Mekmanthana, who is fully qualified as a director of the Company and an independent director according to the regulations of the Office of the Securities and Exchange Commission of Thailand.

Opinion of the Board of Directors:

The Board of Directors has carefully considered the qualifications of Ms. Pinmanee Mekmanthana and deemed it appropriate to propose to the Annual General Meeting to consider and approve the appointment of Ms. Pinmanee Mekmanthana as the Company's director/ independent director. The profile of the person nominated to be elected as a new director is in **attachment 4**.

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting, which the company had separated approval on each Director.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve the appointment of an additional director and new director.

Resolution of the meeting The Meeting approved the nomination of the appointment of an additional director and new director, having a details as follows:

- Ms. Pinmanee Mekmanthana to be appointed Director / Independent Director of with the following voting results:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 36 shareholders	214,107,600	100.00

Remark

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

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Agenda No.7 To approve the directors' remuneration for year 2022

The Chairman asked the Mr. Wichai Pornkeeratiwat, Director, Independent Director, Audit Committee and Chairman of the Nomination and Compensation Committee to present the details to the Meeting as follows:

According to Section 90 of the Public Limited Company Act and the Company's regulations no. 22 specified that the director's remuneration must be approved by the Meeting of shareholders. The Nomination and Compensation Committee had thoroughly considered all the appropriateness in all factors such as the Company's performance and the Company organization size regarding the proper and accordance with the duty and responsibilities of the Company's Board of Directors and sub-directors, by comparing and referencing the director and sub-director' remuneration of the companies in the same industry. Therefore, the committee asked the Meeting to approve the director and sub-director' remuneration in 2022 at the amount of not over baht 5,000,000. In the same rate as compared with the year 2021, by continued the remuneration policy remain the monthly fee, meeting fee and bonus as follow:

The Company's Board of directors

- Chairman of the Board of Director received the remuneration at baht 25,000 per month and the Meeting allowance baht 25,000 per time.

The Audit Committee

- Chairman of the Audit Committee receives the Meeting allowance baht 25,000 per time.
- Vice Chairman of the Audit Committee receives the Meeting allowance baht 20,000 per time.

The Nomination and Compensation Committee

- Chairman of the Nomination and Compensation Committee receives the Meeting allowance baht 25,000 per year.
- Vice Chairman of the Nomination and Compensation Committee receives the Meeting allowance baht 20,000 per year.

The executive directors shall not receive any remuneration.

The amount of the director and sub-director's remuneration as stated above is not over 5,000,000 and there shall not be any remuneration allocated to other committees not listed above.

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The director and sub-director's remuneration in 2021 consisting of monthly remuneration, meeting allowance and pension, is 2,790,000 baht.

The Chairman allowed shareholders to raise questions and comments about the agenda.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve the directors' remuneration for year 2022.

Resolution of the meeting The Meeting approved the directors' remuneration for year 2022., having a the number of votes as follows:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 29 shareholders	214,107,600	100.00

Remark

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.

Agenda No.7 To consider and approve the appointment of the auditors and 2022 auditor fee

The Chairman asked the Dr.Sarit Chockchainiran, Director, Independent Director and Chairman of the Audit Committee to present the details to the Meeting as follows;

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 Board of Directors considered were approved by the Audit Committee.The Audit Committee of Meeting No.1/2022 held on February 24, 2022 has considered that In the past, from the years 2020, the company used auditors from NPS Siam Auditing Company Limited. And this year, the company has a process to find auditors whose names are in the list of auditors approved by the Securities and Exchange

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Commission. To maximize company benefits Therefore selected the auditor from SP Audit Company Limited to be the company's auditor in the year 2022. As a result, the company's auditing fee has decreased from the previous year.

which responds to the current situation of the company In addition, SP Audit Company Limited has qualifications as per the Securities and Exchange Commission. Which is independent have knowledge and experience In the performance of the auditor. Counseling in accounting standards and certifying financial statements in time. Therefore have an opinion that the auditor should be proposed as follows:

Name	Certified Public Accountant No.
1. Miss SUSAN EIAMVANICHA	4306
2. Mr. SUCHART PANITCHAROEN	4475
3. Mr. APICHAT BOONGIRD	4963

From SP Audit Company Limited to be auditor for the fiscal year ended 31 December 2022. This has been proposed to the Board of Directors for consideration to propose to the shareholders' meeting to approve the appointment of the said auditor from SP Audit Company Limited. In addition, in the case the aforementioned auditors are unable to perform their duties, SP Audit Company Limited shall be authorized to appoint any of SP Audit 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 2021; 1. Paprapat 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, To be auditor for the year 2022. 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 2022 in relation to the separate financial statement and the consolidated financial statement to be 1,450,000 Baht. Such audit fee does not include the non-audit services fee, the details are as follows:

No.	Auditor Fee	2022 (proposed)	2021
1.	Auditor Fee of the Company	Baht 1,450,000	Baht 1,580,000
2.	Non-Audit Services	None	None
Total		Baht 1,450,000	Baht 1,580,000

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The audit fee for the year 2022 has decreased from the previous year to Baht 130,000. 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 SP Audit Company Limited is an independent audit firm and skillful in auditing and the proposed audit fee is appropriate. The 3 aforementioned auditors do not have any relationship or any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties.

The Board of Directors asked the meeting to approve the auditors and fix the audit fee for the year 2022, the detail as above.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to consider and approve the auditors and fix the audit fee for the year 2021.

Resolution of the meeting The Meeting approved the auditors from SP Audit Company Limited and fix the audit fee for the year 2022, having a the number of votes as follows:

Vote	Number of Votes	Percentage
Approve	214,107,600	100.00
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 29 shareholders	214,107,600	100.00

Remark

This agenda item must be approved by the majority vote of the shareholders attending and eligible to vote at the Meeting.

In this agenda, there are additional shareholders and proxies attending the meeting 27 person as same as from the beginning of the meeting, , the total votes of the shareholders attending the meeting and proxies in this agenda are equal 214,107,600 votes.



Asia Biomass Public Company Limited

บริษัท เอเชีย ไบโอบีโอส จำกัด (มหาชน)

273/2 Rama II Road, Samae Dam, Bang Khun Thian, Bangkok 10150

Tel. 0-2415-0054, 0-2416-3911 Fax. 0-2415 -1102 www.asiabiomass.com

Corporate Registration no: 0107560000061

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Agenda No.9 To consider other matters (If any)

The Chairman allowed the meeting members to ask for more information or any suggestions for the company to consider,

After the Chairman gave the opportunity to the shareholders to ask additional information. And when there were no more questions from shareholders The Chairman then declared the meeting adjourned at 16.00 hrs.

(Mr.Apisit Rujikeatkamjorn)

Chairman

(Mrs.Apiratee Sakulin)

Company Secretary

Summary of the preliminary details of the warrants to purchase ordinary shares of Asia Biomass Public Company Limited No. 1 (ABM-W1) to be issued and offered to the existing shareholders of the company who subscribe and who has been allocated convertible debentures in proportion to the number of shares held by each shareholder (Right Offering) and the impact on shareholders

Issuer and offering of securities	Asia Biomass Public Company Limited (“the company” or “ABM”)
Name of the warrant	Warrants to purchase ordinary shares of Asia Biomass Public Company Limited No. 1 (“Warrant No. 1” or “ABM-W1”)
Type of the warrant	Type of holder identification and transferable
Address of the warrant issuer	273/2 Rama2 Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok, 10150
Number of warrants issued and offered for sale	Not more than 50,000,000 units, the issuing and offering of Warrants No. 1 will be carried out upon approval from the Extraordinary General Meeting of Shareholders No. 1/2022
Number of ordinary shares allocated to accommodate the exercise of warrants	<p>Not more than 50,000,000 shares with par value of 0.10 Baht per share (equivalent to 12.50% of the total number of shares sold of the company at present of 300,000,000 shares, including the number of ordinary shares to be issued and offered to the existing shareholders of the company in the amount of 100,000,000 shares under the assumption that the whole amount has been exercised), or 11.11% of the number of shares sold of the company. Including the number of shares supporting the issuance of new ordinary shares issued to the existing shareholders of the Company amounting to 100,000,000 shares and the number of shares supporting the Warrant No. 1 (ABM- W1) 50,000,000 shares issued and allocated in the Extraordinary General Meeting of Shareholders No. 1/2022)</p> <p>*Method for calculating the proportion of ordinary shares reserved for the exercise of the Warrants No. 1¹:</p>

¹ The calculation takes into consideration the Clause 10 of the Notification No. Tor Chor. 34/2551

	<p style="text-align: center;">Number of ordinary shares reserved for exercise of warrants ABM-W1</p> <hr style="width: 20%; margin: auto;"/> <p style="text-align: center;">Total number of outstanding shares of the Company + Number of shares reserved for the issuance of new ordinary shares</p> <p style="text-align: center;">= $\frac{50,000,000}{300,000,000 + 100,000,000}$</p> <p style="text-align: center;">= 12.50%</p> <p>Remarks:</p> <p>The calculation above is sorted by agenda. By considering only the agenda for offering the ordinary shares to the existing shareholders and warrants No. 1 for subscribing the Company's ordinary shares</p>
Offer method	<p>Offering and allocating to the existing shareholders who subscribe newly issued shares of the Company in proportion to the number of shares held by each shareholder (Right Offering).</p> <p>The company will allocate to the shareholders who subscribe to newly issued shares of the Company in proportion to the number of shares held by each shareholder (Right Offering) without charge (zero Baht) at a ratio of 2 newly issued share per 1 unit of Warrant No. 1 (ABM-W1)</p> <p>However, those who exercise the right to purchase the company's shares under the Warrant No. 1, it is not necessary to be an existing shareholder of the company.</p>
Offering price per unit	0 Baht per unit (zero Baht)
Term of the warrant	2 years from the issuing date of the warrant
Date of issuing and offering of the warrant	Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person in the Board of Directors or the Executive Committee or Chief Executive Officer to be the person having the power to set the date of issuance and offering the Warrant

	No. 1 upon approval from the Extraordinary General Meeting of Shareholders No. 1/2022.
Exercise ratio	1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions)
Exercise price	1.80 Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 1 per unit after adjustment of the exercise price under any circumstances will not be lower than the par value of the company's ordinary shares.
Exercise period	The warrant No. 1 holder can exercise the warrants every 6 months after the issuance and offering date of the Warrant No. 1 (ABM-W1)
First exercise date	It can be exercised after 6 months from the date of issuing and offering of the Warrant No. 1.
Last exercise date	The date of the Warrant No. 1 is 2 years from the date of issuing and offering of the Warrant No. 1. However, in case the last exercise date falls on the Company's business holiday, the last exercise date shall be postponed to the last working day prior to the last exercise date.
Period for notification of the intention to exercise the rights	The Warrant No. 1 holders who wish to exercise their rights to purchase the company's ordinary shares must notify the intention to exercise the rights to purchase ordinary shares of the Company between 9.00- 15.00 hours within the period of 5 days prior to each exercise date (period for the notification of the intention to exercise the rights for the exercise of the rights) for the final exercise. There shall be a period for notification of the intention to exercise the rights at least 15 days prior to the last exercise date (period for the notification of the intention to exercise the last right).
Inability to cancel the notification of the intention to exercise the rights	Once the warrant holder has notified the intention to exercise the rights to purchase shares under the Warrant No. 1, the warrant holder

	may not cancel the notification of the intention to exercise such warrant without written consent letters from the Company.
Offering period	The offering will be completed within 1 year from the date of the shareholders' extraordinary general meeting approves the issuing and offering of Warrant No. 1 by the Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or Chief Executive Officer assign to consider and set the conditions and further details.
Warrant registrar	Company Thailand Securities Depository Company Limited
Secondary market of the warrant	The Company will list the Warrant No. 1 on the Stock Exchange of Thailand ("SET").
Secondary market of ordinary shares arising from the exercise of warrants	The Company will list the ordinary shares arising from the exercise of the Warrant No. 1 to be listed on the SET.
Other rights and benefits	Ordinary shares issued under the exercise of the Warrant No. 1 will have the same rights and conditions as the Company's ordinary shares, which went earlier in all respects.
Reasons for issuing additional new shares to accommodate the rights adjustment	<p>To protect the interests of the holders of the Warrant No. 1 not to be inferior than the previous one, the Company will adjust the exercise price and the exercise ratio in accordance with any events set out in Article 11 (4) (b) in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2008 Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment) including;</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's ordinary shares as a result of a stock merger or a share split 2. When the Company offers ordinary shares to the existing shareholders and/ or the general public and/ or private placement. The price per share of the newly issued ordinary

	<p>shares is less than 90% of the market price per share of the Company's ordinary shares.</p> <ol style="list-style-type: none"> 3. When the Company offers for sale of any new securities to be existing shareholders and/or the general public and/or private placement where such securities grant the conversion rights/ convert to ordinary shares or granting the right to purchase common shares (such as convertible debentures, the price per share of the newly issued ordinary shares to accommodate such rights is lower than 90% of the market price per share of the Company's ordinary shares. 4. When the Company pays all or part of the dividends to newly issued shares to the Company's shareholders. 5. When the Company pays dividends in money which is more than 90% of the net profit after tax of the Company for operations in any accounting period, for the Company's financial statements, throughout the life of the warrant. 6. When there is any other case like No. 1. - 5. that causes any benefits to the warrant holder will be received when the exercise of the warrants is inferior. <p>The definition of the formula for the right adjustment as well as other additional details will be as stated in the rights terms.</p> <p>The Company will assign the Board of Directors to and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assign to determine the conditions and other details Involved in the adjustment or change of the exercise ratio and exercise price.</p>
<p>Objectives of issuing of warrants and the benefits that the Company will derive from the allocation of this newly issued ordinary shares</p>	<p>To add the working capital in the currently running business as well as the future business expected to bear more income and returns and improve the Company performance which is greatly benefit the</p>

	Company and the Company shareholders. The Company will acquire the additional fund for 90,000,000 baht.
Benefits that the shareholders will receive from the capital increase	If the Warrant holders exercise their rights to purchase the Company's newly issued ordinary shares according to the Warrant No. 1, the shareholders of the Company will receive benefits due to the Company. The fund received will be used in various projects of the Company in the future as appropriate and in line with the objectives of the issuance and allocation of Warrant No. 1 at this time.
Other conditions	The Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors Executive Committee or the Chief Executive Officer assign to be the person who has the power to set and change the rules, conditions and various details in issuing and offering the Warrant No. 1 in all respects as it deems appropriate and under the jurisdiction stipulated by law such as the allocation and issuance date of the warrant No. 1, etc. , including having the power to perform necessary and appropriate actions in connection with issuing of the warrant No. 1 in all respects. This includes, but is not limited to, contacting, preparing, or delivering any necessary documents or relating to the issuance and offering of the Warrant No. 1 and listing of the Warrant No. 1 as listed securities on the SET, as well as requesting permission from other relevant agencies and the appointment of sub-power attorney etc.
Effects on shareholders	See the details in the attachment on the next page.

Notes: 1/ Low price based on the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment)

Dilution Effects

Due to the issuance of warrants, it is the issuing of warrants to the shareholders who subscribe to the convertible debentures in proportion to the number of shares held by each shareholder (Right Offering). However, if the right to purchase shares in the full amount under the Warrant No. 1 by a person other than the existing shareholders in full amount will have an impact on shareholders as follows.

1. Effects of control dilution and proportion of voting rights

If the exercise of the Warrant No. 1 is not the original shareholders in full will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced.

Details of the calculation are as follows:

$$\begin{aligned}
 &= \frac{\text{Number of shares reserved for the number of Warrant No. 1}}{\text{Number of paid-up shares + Number of ordinary shares (RO) + Number of shares reserved for Warrant No. 1}} \\
 &= \frac{50,000,000}{300,000,000 + 100,000,000 + 50,000,000} \\
 &= 11.11\%
 \end{aligned}$$

2. EPS Dilution

If the holders of the Warrant No. 1 who exercise all the warrants are the original shareholders, the Earning per share will decrease. Details are as follows:

Net profit = 24,246,000 Baht (The past 4 quarters from the 1st quarter of 2022)

EPS₀ = Net profit before capital increase

EPS_n = Net profit after capital increase

Q₀ = Ordinary share before capital increase

Q_{RO} = Ordinary share as RO ratio

Q_{W1} = Ordinary shares reserved for the Warrant No.1

$$\text{EPS}_0 = \frac{\text{Net profit for the past 4 quarters from the 1st quarter of 2022}}{Q_0}$$

$$= \frac{24,246,000}{300,000,000}$$

$$= 0.0808 \text{ Baht per share}$$

$$\text{EPS}_n = \frac{\text{Net profit for the past 4 quarters from the 1st quarter of 2022}}{Q_0 + Q_{RO} + Q_{W1}}$$

$$\begin{aligned}
 &= \frac{24,246,000}{300,000,000 + 100,000,000 + 50,000,000} \\
 &= 0.0539 \text{ Baht per share} \\
 \text{EPS Dilution} &= \frac{\text{EPS}_0 - \text{EPS}_n}{\text{EPS}_0} \\
 &= \frac{0.0808 - 0.0539}{0.0808} \\
 &= 33.33\%
 \end{aligned}$$

3. Price Dilution

The impact on the share price due to the price of the newly issued ordinary shares and the exercise price of the Warrant No. 1 to purchase the Company's shares at 1.80 baht per share, which is lower than the market price*, details are as follows:

The market price after the offer is equal to

$$\begin{aligned}
 &= \frac{(\text{Share price} \times \text{paid share}) + (\text{Ordinary share RO price} \times \text{Number of share RO}) + (\text{Exercise price of ABM-W1} \times \text{Number of shares reserved for conversion rights of ABM-W1})}{\text{Number of paid share} + \text{Number of ordinary share RO} + \text{Number of shares reserved for conversion rights of ABM-W1}} \\
 &= \frac{(2.39 \times 300,000,000) + (1.80 \times 100,000,000) + (1.80 \times 50,000,000)}{300,000,000 + 100,000,000 + 50,000,000} \\
 &= 2.20 \text{ Baht per share}
 \end{aligned}$$

Price Dilution:

$$\begin{aligned}
 &= \frac{\text{Share price before the offering} - \text{Share price after the offering}}{\text{Share price before the offering}} \\
 &= \frac{2.39 - 2.20}{2.39} \\
 &= 9.01\%
 \end{aligned}$$

Note: * The market price is 2.39 based on the weighted average market price of the Company for the past 15 consecutive working days. (Between July 18, 2022 – August 9, 2022) before the date of the Board of Directors Meeting No. 3/2022 on August 10, 2022 (information from Set.or.th)

(F 53-4)

Capital Increase Report Form
Asia Biomass Public Company Limited
August 10, 2022

We, Asia Biomass Public Company Limited ("the company"), would like to report on the resolutions of the Board of Directors Meeting No. 3/2022 held on August 10, 2022 regarding the increase of registered capital of the company and the offering and allocation of newly issued common shares. as follows:

1. Capital increases

The Board of Directors meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the increase of the company's registered capital from 150,000,000 baht to 225,000,000 baht by issuing 150,000,000 common shares at a par value. 0.50 baht, totaling 75,000,000 baht to support the issuance and offering of 100,000,000 new common shares to support the exercise of the warrants to purchase the company's common shares No.1 (ABM-W1) in the amount of 50,000,000 shares. The capital increase is in the following manner:

Capital increase	Share types	Number of shares	Face value (Baht per share)	Total (Baht)
<input type="checkbox"/> Specifying the Purpose of Using Funds Form	Common shares, Preferred shares	150,000,000 -	0.50 -	75,000,000 -
<input type="checkbox"/> General Mandate Form	Common shares, Preferred shares	- -	- -	- -

2. The allocation of new shares

2.1 Form for specifying the purpose of using funds

Allocate to	Number of shares	Ratio (Original: New)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Remarks
Existing ordinary shareholders of the company in proportion to their shareholding (Rights Offering)	100,000,000 shares	3 existing ordinary shares: 1 new common share	1.80	21 – 28 November 2022 ¹	Please consider the remarks below clause 1 – 3 and clause 6 – 7
To support the exercise of the warrants to purchase the company's ordinary shares No.1 (ABM-W1)	50,000,000 shares	2 new common share: 1 unit of warrant No. 1	Shareholders will receive warrants free of charge (zero Baht) when subscribe and receive allocated the newly issued common shares according to the regulations and the conditions of the company	After being approved by the Extraordinary General Meeting of Shareholders No. 1/2022, the offering will be completed within 1 year from the date that the shareholders' meeting has approved.	Please consider the remarks below clause 4 – 7

1/ To be changed depending on the shareholders' meeting

Remarks:

The Board of Directors Meeting No.3/2022, on August 10, 2022, resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2022, which will be held on October 27, 2022 for consideration, approved as follows:

- 1) Approved the issuance of newly issued ordinary shares in the amount of not more than 100,000,000 shares with a par value of 0.50 baht per share, totaling 50,000,000 baht for issuance and offering to the existing shareholders of the company in proportion to their shareholding at the offering price of 1.80 baht per share by allocating at the ratio of 3 existing ordinary shares to 1 newly issued ordinary share. In the case of fractions of shares, such fractions shall be rounded down. And shareholders can subscribe for newly issued ordinary shares in excess of the right The newly issued ordinary shares that were not subscribed in the first allocation shall be allocated to all shareholders who have oversubscribed and paid the subscription price in full by allocating the remaining shares to be in accordance with the original shareholding proportion of the shareholders who oversubscribe for each of those rights every round. (**“Right Offering”**)

In the case of subscription for newly issued ordinary shares to offer shares to existing shareholders in proportion to their shareholding (Right Offering), this results in any subscriber holding shares reaching or crossing the point required by law to make a statement tender for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

- 2) By assigning the Board of Directors and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Chief Executive Officer to is authorized to perform the following actions:
 - 2.1 Consider the details of the allocation of newly issued ordinary shares to offer for sale to the existing shareholders of the company in proportion to their shareholding in accordance with the laws and regulations related to the issuance and offering of securities under Thai law and laws or regulations of foreign countries.
 - 2.2 Set or change method of allocation of newly issued ordinary shares, such as allotment at one time, in whole or in several occasions offering period Offering ratio, offering price, payment method or details on other allocations and offerings.
 - 2.3 Signing a request for permission, a request for a waiver, a notice as well as any documents related to the allocation of the newly issued ordinary shares This includes contacting and submitting documents to officers or representatives of any agency related to the allocation of the newly issued ordinary shares. This includes contacting and submitting documents to officers or representatives of any relevant agencies, as well as listing the company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. (“SET”) and take any necessary and relevant actions for the allocation of newly issued ordinary shares in all respects to be offered to the existing shareholders of the Company in proportion to their shareholding under the terms of the relevant laws.
 - 2.4 Register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and has the power to take any actions necessary to comply with the registrar's order to complete the registration process.

- 3) Shareholders may subscribe for newly issued ordinary shares more than the right (Oversubscription) where the existing shareholders who oversubscribed will be allocated oversubscribed shares. Only when there are remaining shares from the allocation to the existing shareholders of the company who have subscribed according to all rights. If there is a fraction of the share resulting from the calculation to round off the fraction of that share.

In the allocation of newly issued ordinary shares to the existing shareholders of the company in proportion to their respective shareholdings (Right Offering) in the event that there are remaining newly issued ordinary shares from the allocation to the existing shareholders of the company in proportion to their shareholding shares (Right Offering) In the first round, the company will allocate the remaining newly issued ordinary shares to the existing shareholders who wish to oversubscribe in proportion to their existing shareholding at the same price as the allocated shares according to the rights as follows:

- (a) In the case, the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round is greater than or equal to the shares oversubscribed by the existing shareholders will allocate the remaining shares to those who oversubscribe and pay for all such shares in accordance with the amount indicating their intention to oversubscribe
- (b) In the case, the number of shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) in the first round are less than the shares oversubscribed by the existing shareholders will allocate such remaining shares to those who oversubscribe in accordance with the following steps:
 - (1) Allocate according to the proportion of the existing shareholders of each oversubscribed shareholder by bringing the existing shareholders of each individual multiplied by the number of remaining shares will be the number of shares that each oversubscribed shareholders have the right to be allocated. In the case of fractions of shares, such fractions shall be discarded. However, the number of shares to be allocated will not exceed the number of shares subscribed and paid for by each shareholder.
 - (2) In the case, there are still shares remaining after the allocation under (1), the allocation shall be made to each subscriber in excess of rights. and has not been allocated in full proportion to the original shareholding of those who subscribed for more than the rights of each individual by multiplying the existing shareholding ratio of each oversubscribed person by the number of remaining shares, it will be the number of allocated shares of each oversubscribed shareholder. If there are fractions of shares, the fractions shall be rounded down. The number of shares to be allocated shall not exceed the number of shares that have been subscribed by each shareholder and paid. Furthermore, the allocation of shares to the oversubscribing persons shall be carried out in accordance with the procedure under (2) until there are no remaining shares from the allocation.

Allotment of oversubscribed shares as detailed above in any case must not cause any shareholder who subscribes for the newly issued common shares in excess of their right to hold the company's shares in a manner that increases to or crosses the point where a tender offer is required as stipulated in the Notification of the Board of Directors of Capital Market Supervisory No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers and in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association. At present, foreigners are allowed to hold shares in the company not more than 49 percent of the total number of shares sold of the company.

In addition, if there are still ordinary shares remaining from the allocation to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) and the allocation to the shareholders who have oversubscribed (Oversubscription) to reduce the registered capital of the company by cutting off the remaining shares from the offering.

- 4) Approved the issuance of warrants to purchase ordinary shares of the company No. 1 ("ABM-W1") in the amount of not more than 50,000,000 units or equivalent to 12.50% of the company's paid-up capital on the date of the Board of Directors Meeting No. 3/2022 on August 10, 2022, amounting to 300,000,000 shares, including the number of ordinary shares to be issued and offered to the existing shareholders of the company. Under the assumption that 100,000,000 shares were exercised by allocating ABM-W1 to the existing shareholders of the company who subscribed and allocated ordinary shares which are offered to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) free of charge (zero baht) in the ratio of 2 newly issued ordinary shares per 1 unit of warrants No. 1 (ABM-W1). The warrants are valid for 2 years from the date of issuance. The exercise ratio of the warrants is 1 unit per 1 ordinary share at the exercise price is 1.80 baht per share (except in the case of adjustment of the exercise price). Preliminary of the warrants to purchase ordinary shares of Asia Biomass Public Company Limited No. 1 (ABM-W1) to be issued and offered to the existing shareholders of the Company who subscribe for the newly issued ordinary shares of company according to the subscription ratio and the impact on shareholders.
- 5) Board of Directors and/or Chief Executive Officer and/or any other person appointed by the Board of Directors and/or Chief Executive Officer determines or changes the necessary details and conditions and/or in connection with the issuance and allocation of the warrants (ABM-W1) in all respects under the terms of relevant laws and within the framework of the approval of the Extraordinary General Meeting of Shareholders No.1/2022. With the mentioned details including but not limited to (a) preparation of the terms and conditions of ABM-W1; (b) details relating to the allocation of ABM-W1, etc.; (c) providing information, contact, arrangements Make, sign, deliver, file any documents necessary or related to the issuance and allocation of ABM-W1 to the Securities and Exchange Commission. The Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce and other related agencies or persons (d) Listing of warrants and ordinary shares arising from the exercise of rights to purchase ordinary shares under ABM-W1 in the Stock Exchange of Thailand (e) Appointment of a proxy, etc., and to be empowered to take any necessary and appropriate actions in connection with the issuance and allocation of ABM-W1 for the achievement of the issuance and allocation of ABM-W1.

- 6) Approved the increase of the company's registered capital in the amount of 75,000,000 baht from the original registered capital of 150,000,000 baht divided into 300,000,000 ordinary shares with a par value of 0.50 baht per share to a registered capital of 225,000,000 baht divided into ordinary shares with a par value of 0.50 baht per share. By issuing 450,000,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the issuance of 100,000,000 newly issued ordinary shares and the issuance of warrants to purchase the company's ordinary shares No.1 (ABM-W1) in the amount of 50,000,000 shares
- 7) Approved the allocation of 150,000,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the issuance of the company's newly issued ordinary shares. And the issuance of warrants to purchase ordinary shares of the company No. 1 (ABM-W1) with details as follows:
- 7.1) Allocation of newly issued ordinary shares to support the issuance and offering of new ordinary shares to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) at the rate of 3 existing shares per 1 new ordinary share, not exceeding 100,000,000 shares with a par value of 0.50 baht per share, totaling 50,000,000 baht to the existing ordinary shareholders of the company. at the offering price of 1.80 baht per share
- 7.2) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase ordinary shares of the company No. 1 (ABM-W1) in the amount not exceeding 50,000,000 shares with a par value of 0.50 baht per share or equivalent to 12.50 of the company's paid-up capital as of the Board of Directors Meeting No. 3/2022 held on August 10, 2022 to the existing shareholders who subscribe for the newly issued ordinary shares of the company in proportion to their subscription (Right Offering) with free of charge (zero baht) at the ratio of 2 new ordinary shares to 1 unit of warrants No. 1 (ABM-W1) in the amount of not more than 50,000,000 units. The warrants are valid for not more than 2 years from the date of issuance. The exercise ratio of warrants is 1 unit per 1 ordinary share at the exercise price is 1.80 baht per share (except in the case of adjustment of the exercise price).

2.1.1 Actions of the Company in the case of fractional shares

In the event of a fraction of a share, the fraction of the share shall be discarded in all cases

2.2 General Mandate Form

Allocate to	Security types	Number of shares	Percent Paid-up capital ^{1/}	Remarks
Existing shareholder	Common shares,	.....	.....	.....
	Preferred shares	.....	.....	.....

Allocate to	Security types	Number of shares	Percent Paid-up capital ^{1/}	Remarks
To support the conversion/ Exercise the right of the TSRs to purchase the transferable capital increase shares		.....	.....	.....
People	Common shares, Preferred shares	..........	..........	..........
Private placement	Common shares, Preferred shares	..........	..........	..........

^{1/} Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by
General Mandate Form

3. Determine the date of the Extraordinary General Meeting of Shareholders for approval of the capital increase and the allocation of newly issued shares

The date of the Extraordinary General Meeting of Shareholders No.1/2022 is scheduled on October 27, 2022 at secretary@asiabiomass.com via electronic media (E-EGM) by:

- ☐ Determine the closing date of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from the day until the said shareholders' meeting is completed.
- ☐ Determine the names of shareholders who are entitled to attend the shareholders' meeting, shareholders who are entitled to the offering of newly issued ordinary shares of right offering (Record Date) on September 23, 2022.

4. Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)

- 4.1 The Company will register the capital reduction / capital increase, amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the

date that the Extraordinary General Meeting of Shareholders No.1/2022 resolved to approve the increase of registered capital and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for the shares in full.

- 4.2 The Company will apply for permission from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

5. Objectives of the capital increase and the use of additional funds

The Company plans to increase its capital from (a) the issuance of newly issued ordinary shares to the existing shareholders of the company in proportion to their shareholding, approximately 180,000,000 baht, and (b) the issuance of ABM-W1 warrants, approximately 90,000,000 baht. If all of the newly issued ordinary shares are subscribed and the rights under the ABM-W1 warrants are fully exercised, the Company will be able to raise funds for a total of approximately 270,000,000 baht. As the capital increases, it helps to strengthen the financial position of the company. Moreover, the capital structure or financial ratio should be suitable for business expansion, such as the expansion of a new warehouse to support the distribution of biomass fuel investment in production machinery and businesses related to current or other businesses in the future according to the strategic plan for continuous growth according to the goals that have been set as well as a reserve fund to be used as working capital for the current project and/or new projects and/or debt settlement. The company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

5.1 Proceeds from the issuance and offering of newly issued ordinary shares to the existing shareholders of the company with the right to be allocated in proportion to the shareholding (Right Offering) amounting to approximately 180,000,000 baht for additional investment from the current business as well as debt settlement of financial institutions and as working capital for the company

- Paying loans to financial institutions in the amount of approximately 90,000,000 baht
- Expansion of a new warehouse of approximately 50,000,000 baht to support the distribution of biomass fuel.
- Investment in production machinery of 40,000,000 baht to increase production capacity

5.2 Proceeds from the issuance and offering of warrants to purchase ordinary shares of the company No. 1 (“ABM-W1”) to the existing shareholders who subscribe for the newly issued ordinary shares of the company in the amount of approximately 90,000,000 baht for use as working capital for the company's business operations and reserves for future business that the company expects to increase revenue. As the profit increases, the company's performance will improve to the best interests of the company and its shareholders

- Working capital for the company's business operations, amounting to approximately 50,000,000 baht.
- Reserve fund for future business in the amount of approximately 40,000,000 baht

Note: The use of such funds may change the proportion of use of funds according to the ability to raise funds as well as the appropriateness of investment in each situation to invest in new business projects or

any other additions in the future that the company deems that there will be a good return and benefits to the company and its shareholders. The company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

However, if the company receives money from the capital increase in an amount less than expected, the plan may change from the foregoing.

6. Benefits that the company will receive from the capital increase/share allotment

6.1 To increase the strength and financial liquidity of the company and provide the company with sufficient capital to support the operations of the company both at present and in the future.

6.2 To support the Company to achieve its strategic growth goals smoothly.

6.3 To reduce the interest burden of the company

6.4 To strengthen the capital structure and financial position of the Company to support the expansion of the Company's business operations. If the company to have more income and profit from business operations as the target, this will result in the company being able to pay dividends to its shareholders.

7. Benefits that the shareholders will receive from the capital increase/share allotment

7.1 Dividend Policy

The Company will pay a dividend of not less than 40 percent of the net profit of the consolidated financial statements after deducting all kinds of reserves required by law and the company. However, the dividend payout ratio depends on cash flow and other investments of the company including legal restrictions and other necessities.

7.2 Right to receive dividends from the company's operations

Anyone who have been allocated and subscribed for newly issued ordinary shares with ABM-W1 Warrants this time will be entitled to receive dividends from the company's operations upon exercising their rights to subscribe for newly issued ordinary shares and receiving registered as a shareholder of the company. The name appears as a shareholder in the company's shareholder register and the company has announced a dividend payment. This is in accordance with relevant laws and regulations.

7.3 Others

This capital increase will help strengthen the company's financial position, increase working capital for use in business operations. and gives the company the ability to generate income and increased profitability and the shareholders of the company will benefit, because the company will be able to use the money received from the capital increase to use in various future projects of the company as appropriate. Furthermore, shareholders can participate in driving the company's growth and it is an opportunity that can generate a good return on investment in the long run. In addition, shareholders who exercise their rights to purchase the ordinary shares under ABM-W1 warrants will have the same rights as all shareholders of the company, such as the right to receive dividends. the right to attend the shareholders' meeting and vote in shareholder meeting.

8. Any other details necessary for shareholders to use for decision making in approving the capital increase/allotment of new shares

The capital increase and the allocation of the newly issued ordinary shares to support the exercise of the warrants offered to the existing shareholders of the Company will cause an impact to the shareholders of the company, the details are as shown in Attachment 1 (under Dilution Effect) of the report on the resolutions of the Board of Directors No. 3/2565.

9. Opinion of the Board of Directors

9.1 Rationale and necessity of the capital increase

The Board of Directors is of the opinion that the company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their shareholding (Rights Offering) together with the newly issued ordinary shares to support the exercise of the warrants. No. 1 (ABM-W1) to allocate to the existing shareholders of the company who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Rights Offering) in This time, because the company has a plan to pledge the money received from the offering for the capital increase to use for the purpose according to the details mentioned in Article 5.

Furthermore, if considering various methods of offering shares The Board of Directors has considered and viewed that the issuance and offering of newly issued ordinary shares to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering) is an appropriate fundraising approach and in accordance with the objectives of this capital increase which will allow the company to receive capital. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholding proportions gives the shareholders of the participating companies the right to subscribe for the new shares and have the right to receive returns from the performance of the company together in the future.

9.2 The possibility of a plan to use the proceeds from the right offering

The Company expects to complete the issuance and offering of newly issued ordinary shares to the existing shareholders (Rights Offering) within the year 2022*. The company will use the money received from the capital increase. to use for the purpose as detailed in paragraph 5 above.

Note: The period for which the company will receive the money may change according to the time of the subscription date which depends on the date of the Extraordinary General Meeting No. 1/2565

9.3 Reasonableness of the capital increase Plan to use the proceeds from the offering and the adequacy of funding sources

The Board of Directors is of the opinion that Issuance and offering of newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Rights Offering) together with newly issued ordinary shares to support the exercise of the warrant No. 1 (ABM-W1) to be allocated to the existing shareholders of the company who subscribe for the company's newly issued ordinary shares in proportion to the subscription in this time, it is reasonable and in accordance with for the best interest of the company and

all shareholders Because the company plans to use the money raised from this fundraising for the purpose. specified in the details mentioned in Article 5.

Hereof, if all the newly issued ordinary shares that the Company issued and offered for sale at this time were fully subscribed, the company will be able to raise funds in the amount of approximately 180,000,000 baht. For the issuance of newly issued ordinary shares to support the exercise of the warrants No. 1 (ABM-W1), if the shareholders exercise their rights to purchase the newly issued ordinary shares under the Warrants No. 1 (ABM-W1) in full, the Company will be able to mobilize the capital amounted to approximately 90,000,000 baht as an additional investment in the business that is currently operating as well as future business that the company expects to bring in revenue.

9.4 Expected impact on the Company's business operations as well as financial position and the performance of the company

The Board of Directors is of the opinion that Issuance and offering of newly issued ordinary shares to the shareholders in proportion (Rights Offering) together with the newly issued ordinary shares to support the exercise of the Warrants No. 1 (ABM-W1) for allotment to the shareholders company's original who subscribe for the newly issued ordinary shares of the company in proportion to the subscription, this is the implementation of the company's funding source plan. This will enable the company to use the proceeds from the capital increase. for the purpose according to the details mentioned in Article 5 above, the action as mentioned above will be beneficial to the company's business operations. And it is beneficial to the company in enhancing the stability of the cash flow and financial position of the company.

10. Testimonials of the board of directors regarding the capital increase

If the company's directors fail to perform duties in accordance with the law, objectives, and articles of association of the company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the company in matters relating to the capital increase. By doing or refraining from doing any act that does not perform such duty and causing damage to the Company, the Company can claim compensation from the said director. However, if the Company does not claim such compensation, shareholders holding a total of not less than 5 % of the total paid-up shares may notify the company to make a claim and if the company does not take action as informed by the shareholders, such shareholders can sue for damages from the said director on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto). In addition, if any action or omission of the director which does not perform duties in accordance with the law, objectives, and articles of association of the company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the company. In matters relating to the capital increase causing the directors, executives, or related persons to gain unlawful benefits, the company may sue the directors to be responsible for returning such benefits to the company or shareholders holding shares and having voting rights of not less than 5 percent of the total number of voting rights of the company. It will notify the company to do so. If the company fails to act as informed by the shareholder within 1 month from the date of receipt of the notification, such shareholder can exercise the right to claim the benefit from

the director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act.
B.E. 2535 (including any amendments).

11. Timetable of action if the Board of Directors has a resolution to increase capital / allotment of new shares

No.	Process steps	Day Month Year
1.	Board of Directors Meeting No. 3/2022	10 August 2022
2.	Date of determination of names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022, shareholders who are entitled to receive the newly issued ordinary shares in the offering of shares of the right offering (Record Date)	23 September 2022
3.	Date of the Extraordinary General Meeting of Shareholders No. 1/2022 to request approval on various matters related	27 October 2022
4.	Execute the registration of capital reduction, capital increase and registration of amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	within 14 days from Extraordinary meeting date Shareholders No. 1/2022 approved
5.	Subscription date for newly issued ordinary shares*	21 – 28 November 2022

Remarks: *The period of the subscription date, there is still uncertainty based on the date of the Extraordinary General Meeting No. 1/2022

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature.....Authorized Director

(Ms.Natpapha Kuansataporn)

Signature.....Authorized Director

(Ms.Tiyada Mekpongsatorn)

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

Electronic Meeting (E-EGM) Procedures, e-Vote Casting and Counting (e-Voting)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company with in 19 October 2022. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-EGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-EGM) (Attachment 6) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting.

2.1 Shareholders who are natural persons:

- ☐ If a shareholder wishes to attend the meeting in person via E-Meeting:
 - ☐ Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- ☐ If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - ☐ The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - ☐ A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - ☐ A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- ☐ If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- ☐ If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the **date 19 October 2022.**

- ☐ Email channel: secretary@asiabiomass.com
- ☐ Postal channels:

Asia Biomass Public Company Limited

Investor Relations Departments

No. 273/2 Rama 2 Road, Samae Dam ,Bang Khun Thian Bangkok 10150.

Tel. 0-2415-0054

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-EGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	https://abm.thekoble.com/agm/emeeting/index/1

2. Fill in the information of shareholders:

1. Securities holder account number;
2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
4. ID card number;
5. Attach the file of the company certificate (In the case of a shareholder who is a juristic person);
6. Choose to accept the terms and consent to access to personal information;
7. Press "Confirm"

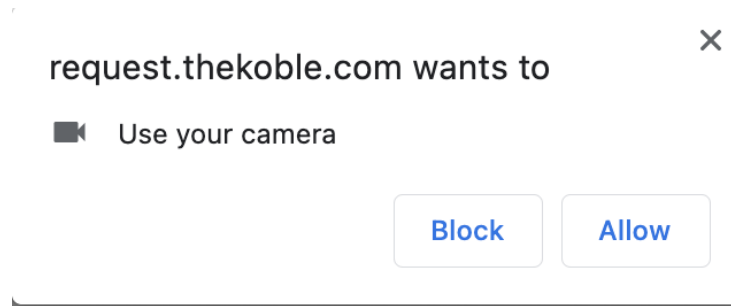
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.

1. Name - Surname (English);
2. Email to receive a link to attend the meeting;
3. Mobile phone number;
4. Select the attendance type:
 - i. Attend the meeting in person via E-EGM;
 - ii. Authorize the natural persons to attend the meeting via E-EGM;
 - iii. Assign a proxy to an independent director;
5. Press "Next"

In the case of shareholders attending the meeting in person

Record photos of shareholders

1.1 Press "Allow" to accept the website to access the camera. Press Allow.



1.2 Take a photo of a full ID card:

- ☐ Press "Take a photo";
- ☐ Press "Save";
- ☐ If you want to take another shot, please press the "Retry" button.

1.3 Take a picture of the shareholder holding an ID card (As the example shown):

- ☐ Press "Take a photo";
- ☐ Press "Save";
- ☐ If you want to take another shot, please press the "Retry" button.

1.4 Press "Next";

1.5 The system will display a message "Information received successfully," check the name, surname, and number of shares again;

1.6 Press "Finish."

In the case of appointing the natural person to attend the meeting via E-EGM:

1. Record photos, shareholder information (as in the case of shareholders attending the meeting in person);
2. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
 - e. Press "Next"
3. Press "Next";

4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."

In the case of appointing a proxy to an independent director:

1. Record photos, shareholder information (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."



Remark: The system for receiving the request to attend the meeting will be open for operation from 3 October 2022 to 19 October 2022 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

Electronic Meeting Attendance (E-EGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-EGM meeting system in detail. If you haven't received the Email within 21 October 2022, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-EGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-EGM meeting in person or cannot appoint other proxies to attend the E-EGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 7) specifying the proxy as one of the independent directors as specified by the

Company along with supporting documents to the Company by the date within **19 October 2022** via the following channels:

☐ By Email: secretary@asiabiomass.com

☐ Postal channels:

Asia Biomass Public Company Limited

Investor Relations Departments

No. 273/2 Rama 2 Road, Samae Dam , Bang Khun Thian Bangkok 10150.

Tel. 0-2415-0054

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

☐ By Email: secretary@asiabiomass.com

☐ Postal channels:

Asia Biomass Public Company Limited

Investor Relations Departments

No. 273/2 Rama 2 Road, Samae Dam , Bang Khun Thian Bangkok 10150.

Tel. 0-2415-0054

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-EGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:

- ☐ By Email: secretary@asiabiomass.com
- ☐ Telephone: 02-415-0054 Contact : Company Secretary
- ☐ Postal channels:

Asia Biomass Public Company Limited

Investor Relations Departments

No. 273/2 Rama 2 Road, Samae Dam , Bang Khun Thian Bangkok 10150.

2. Submit advice or questions **during the meeting** to those attending the E-EGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- ☐ Chat channel for text messages;
- ☐ An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เอเชีย ไบโอมาส จำกัด (มหาชน)
Acceptance for the invitation of online meeting of Asia Biomass Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท เอเชีย ไบโอมาส จำกัด (มหาชน)

Being a shareholder of Asia Biomass public company limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565

I would like to participate the E-AGM for the Extraordinary General Meeting of Shareholders No. 1/2565

☐ เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน วิธีการเข้าร่วมประชุม ตามเอกสารแนบ 5 ภายในวันที่ 19 ตุลาคม 2565

Please submit the required document per an attachment 5 by 19 October 2022

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
 Shareholder registration number

เขียนที่ _____
 Written at
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I/We _____ Nationality _____ Residing/located at no. _____ Soi _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
 Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Asia Biomass Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
☐ ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
☐ preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
 ✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ
 If you make proxy by choosing No. 1,
 please mark ✓ at ☐ 1. and give the
 details of proxy (proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ Age _____ years residing/located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years residing/located at no. _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ _____
 Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
 ✓ ที่ ☐ 2. และเลือกกรรมการอิสระ
 คนใดคนหนึ่ง
 If you make proxy by choosing No. 2,
 please mark ✓ at ☐ 2. and choose
 one of these members of the
 Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

☐ ดร. สฤณี โชคชัยนรินทร์ Ph.D. Sarit Chokchainirand หรือ/Or

☐ นาย วิชัย พรภิรัตน์ Mr. Wichai Pornkeratiwat หรือ/Or

☐ น.ส. ปิ่นมณี เมฆมณฑนา Miss Pinmanee Makmontana

(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 8 ของหนังสือเชิญประชุมวิสามัญ
 ผู้ถือหุ้น ครั้งที่ 1/2565)

(Details of members of the Independent Directors of the Company are specified in Attachment 8 of
 the Extraordinary General Meeting of Shareholders No. 1/2565)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 (E-EGM) ในวันที่ 26 ตุลาคม 2565 เวลา 14.00 น. ณ ห้องประชุม บริษัท เอเชีย ไบโอมัส จำกัด (มหาชน) ตั้งอยู่เลขที่ 273/2 ถนนพระราม 2 แขวงสามเณร ตำบลบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2565 (E-EGM) on 26 October 2022 at 2.00 p.m. at THE Meeting room of Asia Biomass Public Company Limited , No. 273/2 , Rama 2 Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ Nationality _____ Residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) (“บริษัท”)
Being a shareholder of Asia Biomass Public Company Limited (“Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No. 1, please mark ✓ at ☐ 1. and
give the details of proxy (proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย .
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ
คนใดคนหนึ่ง
If you make proxy by choosing No. 2,
please mark ✓ at ☐ 2. and choose
one of these members of the
Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ
Appoint any one of the following members of the Independent Directors of the Company
☐ ดร. สฤณี โชคชัยนรินทร์ Ph.D. Sarit Chokchainirand หรือ/or
☐ นาย วิชัย พรภิรัตน์ Mr. Wichai Pornkeratiwat หรือ/or
☐ น.ส. ปิ่นมณี แมงม้นทนา Miss Pinmanee Makmontana
(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 8 ของหนังสือเชิญประชุมวิสามัญ
ผู้ถือหุ้น ครั้งที่ 1/2565)
(Details of members of the Independent Directors of the Company are specified in Attachment 8
of the Notice of the Extraordinary General Meeting of Shareholders No. 1/2565)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 (E-EGM) ในวันที่ 26 ตุลาคม 2565 เวลา 14.00 น. ณ ห้องประชุม บริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) ตั้งอยู่เลขที่ 273/2 ถนนพระราม 2 แขวงสามตา เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2565 (E-EGM) on 26 October 2022 at 2.00 p.m. at THE Meeting room of Asia Biomass Public Company Limited , No. 273/2 , Rama 2 Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Agenda item no. 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 พิจารณานุมัติการออกหุ้นสามัญเพิ่มทุน จำนวนไม่เกิน 100,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ให้กับผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) ในอัตรา 3 หุ้นเดิม ต่อ 1 หุ้นออกใหม่ ในราคาเสนอขายหุ้นละ 1.80 บาท

Agenda item no. 2 To consider and approve the issuance of newly issued ordinary shares in the amount of not more than 100,000,000 shares with a par value of 0.50 baht per share to the existing shareholders on a proportional basis (Right Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 1.80 baht per share.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 1 (ABM-W1) จำนวนไม่เกิน 50,000,000 หน่วยเพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมที่จองซื้อหุ้นสามัญเพิ่มทุนของบริษัทตามสัดส่วนการจองซื้อ

Agenda item no. 3 To consider and approve the issuance of warrants to purchase the Company's ordinary shares No. 1 (ABM-W1) in the amount not exceeding 50,000,000 units to be allocated to the existing shareholders who subscribe for the Company's newly issued ordinary shares in proportion to their respective subscription

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda item no. 4 To consider and approve the Company's registered capital increase

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ
 Agenda item no. 5 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda item no. 6 To consider and approve the allocation of the Company's newly issued ordinary shares

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 7 To consider other matters (If any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชีย ไบโอบีโอส จำกัด (มหาชน)
A proxy is granted by a shareholder of Asia Biomass Public Company Limited

ในประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 (E-EGM) ในวันที่ 26 ตุลาคม 2565 เวลา 14.00 น. ณ ห้องประชุม บริษัท เอเชีย ไบโอบีโอส จำกัด (มหาชน) ตั้งอยู่เลขที่ 273/2 ถนนพระราม 2 แขวงสามตำบล เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2565 (E-EGM) on 26 October 2022 at 2.00 p.m. at THE Meeting room of Asia Biomass Public Company Limited , No. 273/2 , Rama 2 Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ Nationality _____ Residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Asia Biomass Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย

✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing

No. 1, please mark ✓ at ☐ 1. and

give the details of proxy (proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย .

✓ ที่ ☐ 2. และเลือกกรรมการอิสระคนใดคนหนึ่ง

If you make proxy by choosing No. 2,

please mark ✓ at ☐ 2. and choose

one of these members of the Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

☐ ดร. สฤณี โชคชัยนรินทร์ Ph.D. Sarit Chokchainirand หรือ/or

☐ นาย วิชัย พรเกียรติวัฒน์ Mr. Wichai Pornkeratiwat หรือ/or

☐ น.ส. ปิ่นมณี เมฆมณฑานา Miss Pinmanee Makmontana

(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 8 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565)

(Details of members of the Independent Directors of the Company are specified in Attachment 8 of the Notice of the Extraordinary General Meeting of Shareholders No. 1/2565)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 (E-EGM) ในวันที่ 26 ตุลาคม 2565 เวลา 14.00 น. ณ ห้องประชุม บริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) ตั้งอยู่เลขที่ 273/2 ถนนพระราม 2 แขวงสามตำบล เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2565 (E-EGM) on 26 October 2022 at 2.00 p.m. at THE Meeting room of Asia Biomass Public Company Limited, No. 273/2, Rama 2 Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

- (3) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

- ☐ มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

☐ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right votes

- (4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Agenda item no. 1

To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2

พิจารณาอนุมัติการออกหุ้นสามัญเพิ่มทุน จำนวนไม่เกิน 100,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท ให้กับผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) ในอัตรา 3 หุ้นเดิม ต่อ 1 หุ้นออกใหม่ ในราคาเสนอขายหุ้นละ 1.80 บาท

Agenda item no. 2

To consider and approve the issuance of newly issued ordinary shares in the amount of not more than 100,000,000 shares with a par value of 0.50 baht per share to the existing shareholders on a proportional basis (Right Offering) at the rate of 3 existing shares per 1 newly issued share at the offering price of 1.80 baht per share.

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3

พิจารณาอนุมัติการออกใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 1 (ABM-W1) จำนวนไม่เกิน 50,000,000 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นเดิมที่จองซื้อหุ้นสามัญเพิ่มทุนของบริษัทตามสัดส่วนการจองซื้อ

Agenda item no. 3

To consider and approve the issuance of warrants to purchase the Company's ordinary shares No. 1 (ABM-W1) in the amount not exceeding 50,000,000 units to be allocated to the existing shareholders who subscribe for the Company's newly issued ordinary shares in proportion to their respective subscription

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4

Agenda item no. 4

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท

To consider and approve the suspension of the allocation of the profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2021

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

To consider and approve the allocation of the Company's newly issued ordinary shares

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7

Agenda item no. 7

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (If any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Asia Biomass Public Company Limited

ในประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 (E-EGM) ในวันที่ 26 ตุลาคม 2565 เวลา 14.00 น. ณ ห้องประชุม บริษัท เอเชีย ไบโอมาสส์ จำกัด (มหาชน) ตั้งอยู่เลขที่ 273/2 ถนนพระราม 2 แขวงสามคนเคา เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2565 (E-EGM) on 26 October 2022 at 2.00 p.m. at THE Meeting room of Asia Biomass Public Company Limited , No. 273/2 , Rama 2 Road, Samae Dam Sub-district, Bang Khun Thian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve	Disapprove	Abstain
Votes	Votes	Votes

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Agenda item no.

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Approve	Disapprove	Abstain
Votes	Votes	Votes

Profiles of Independent Director for appointment of Proxy



Mr. Sarit Chokchainirand

Age 46 years

Date of Appointment to be an independent director

27 January 2015

Current Address

1/3 sukhumvit 24, Klongton Sub-district,
Klongton District, Bangkok 10110

Education

- PhD in Business Management, Manchester Business School, the UK, 2013
- Masters in Finance, London Business School, the UK, 2001
- Bachelor of Commerce, The University of Melbourne, Australia 1997

Training

- Director Certification Program (DCP) Class 230/2016
- Director Accreditation Program (DAP) Class 118/2015

Current Position

Independent Director / Chairman of the Audit Committee

**Interest in the Agendas
of the Meeting**

-

Shareholding Ratio

-

Profiles of Independent Director for appointment of Proxy



Mr. Wichai Pornkeratiwat

Age 69 years

Date of Appointment to be an independent director

26 December 2014

Current Address

95/44 Soi Ramkhamhaeng 92, Saphan Sung Subdistrict,
Saphan Sung District, Bangkok

Education

- Bachelor of Engineering (Electrical Engineering), Khon Kaen University
- Master of Public and Private Management, National Institute Development Administration

Training

- Director Certification Program (DCP) Class 111/2008
- Asean Executive Program (AEP), GE Management Development Institute
- Senior Executive Program (SEP), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- NIDA-Wharton Executive Leadership Program,
- The Wharton School, University of Pennsylvania, USA.

Current Position

Independent Director / Audit Committee

Interest in the Agendas

-

of the Meeting

Shareholding Ratio

-

Profiles of Independent Director for appointment of Proxy



Miss Pinmanee Makmontana

Age 56 years

Date of Appointment to be an independent director

26 April 2022

Current Address

District, Bangkok 10250

Education

- Master's Degree Business Administration, The Nation Institute of Development Administration (NIDA).
- Bachelor's Degree Faculty of Commerce and Accountancy, Chulalongkorn University.

Training

- Director Accreditation Program 89/2011, Thai Institute of Directors (IOD)
- Ethical Leadership Program 5/2016, Thai Institute of Directors (IOD)
- Guidelines for doing Due Diligence according to the new manual. investment banking club, The Association of Thai Securities Companies
- Corporate Governance for Business Sustainability investment banking club, The Association of Thai Securities Companies and Thai Institute Of Directors : IOD
- Challenge and issue in financial Reporting for going public companies investment banking club, The Association of Thai Securities Companies
- Practical accounting issues with IPD, the investment banking club. The Association of Thai Securities Companies

Current Position

Independent Director / Audit Committee

Interest in the Agendas

-

of the Meeting

Shareholding Ratio

-

Definition of independent directors

An independent board is an important element or mechanism in the Good Corporate Governance system or the “Good Governance” of the organization, the definition of independent directors of Asia Biomass Public Company Limited (the “**Company**”) shall consist of the qualifications as follows:

1. Shall be appointed by the board of directors or the shareholders’ meeting of the Company;
2. Shall have the qualifications as prescribed by the Securities and Exchange Act and the Securities Exchange of Thailand regulations;
3. Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
4. Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
5. Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
6. Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director.

The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favour of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in

accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, *mutatis mutandis*. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

7. Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
8. Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
9. Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
10. Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary;
11. Shall not possess any other characteristics that result in his or her inability to express independent opinions on the business operations of the Company;
12. Shall be trusted and generally accepted person; and
13. Shall be able to dedicate adequate time to perform the duties of the Independent Director Committee.

