



Invitation Letter
The 2019 Annual General Meeting of Shareholders
Asia Biomass Public Co., Ltd.

Friday, April 26, 2019, 02.00 p.m.
At The Bright Meeting Room, 3rd floor, Buildpm A
No. 15/6 Rama 2 Road, Thakam Sub-district, Bangkok 10150

Registration starts at 12.00 p.m. For more convenience in registration,
please bring the Registration Form with barcode to the meeting

No Souvenirs.



ABM/AGM 2561

25 March 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

Attention: Shareholders

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

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

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

Objectives and

Rationale:

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



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

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

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

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

Brief Summary

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Remark: * The Nomination and Remuneration Committee's Meetings

** The Executive Committee's Meetings

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



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

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

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

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

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

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

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

Remuneration of the directors of the Company

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

Thus, the auditor as above has been selected to be the auditor of 3 subsidiaries for the year 2019 1. 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, the Board of Directors will oversee to ensure that the financial statement will be prepared within the due date.

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

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

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

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

Opinion of the Board of Directors:

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



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

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

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

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

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

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

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

Amount of utilized projection 30.00 Million Baht

Voting

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

Reason and necessity

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

Expected impacts on the business of the company

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

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

Amount of utilized projection 31.00 Million Baht

Voting

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

Reason and necessity

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

Expected impacts on the business of the company

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

Unit: Million Baht

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

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

Opinion of the Board of

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

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

New Purpose of IPO Proceeds Utilization

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

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

Agenda Item 9 To consider other matters (If any)

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

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

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

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

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

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

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

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

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

Sincerely yours,



(Mr. Apisit Rujikeatkamjorn)

Board Chairman

Minutes of the 2018 Annual General Meeting of Shareholders

Of

Asia Biomass Public Company Limited

The 2018 General Meeting of Shareholders (the “Meeting”) was held on April 26th, 2018, at 02.06 P.M., at the meeting room “THE BRIGHT”, 3rd floor, building A ,located at 15/6 Rama II Road Samae Dam, Bang Khun Thian, Bangkok with Mr. Apisit Rujikeatkamjorn presided as the Chairman of the meeting. (“Chairman”)

The Company Secretary (Mrs. Apiratee Sakulin) informed the meeting that 36 shareholders were present in person and by proxy, altogether holding 212,278,206 shares, equivalent to 70.7594 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 2018 General Meeting of Shareholders open at 02.06 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 |
| 3. MS. Tiyada | Kuansataporn | 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 |
| 5. Dr. Sarit | Chockchainiran | Director/ Independent Director/ Chairman of the Audit
Committee |
| 6. Mr. Wicha | Pornkeeratiwat | Director/ Independent Director/ Audit Committee / Chairman of
the
Nomination and Compensation Committee |
| 7. Ms. Pattarawan | Manassatit | Director/ Independent Director/ Audit Committee |



Asia Biomass Public Company Limited

No. 273/2 Rama II Road, Samae Dam, Bang Khun Thian, Bangkok 10150
 Tel. 0-2415-3911 Fax 0-2415-1102 www.asiabiomass.com
 Corporate Registration no: 010756000061

The Executive and Advisors attending the meeting, namely:

- | | | | |
|----|---------------|-------------------|---|
| 1. | Mr.Pongtham | Danwangderm | Deputy Managing Director/ Vice Chairman of the Executive Board |
| 2. | Mr Likhit | Laobawornseadthee | Executive Director/ Senior Director of Finance and Information |
| 2. | Mrs. Apiratee | Sakulin | Company Secretary/ Assistant Director of Human Resources and Administration |
| 3. | Mr.Teerasak | Petchpiboon | Legal Advisor from Hunton&Williams (Thailand) Limited |
| 4. | Ms.Pattamon | Pisitbanthoon | Legal Advisor from Hunton&Williams (Thailand) Limited |

The Company Secretary explained the voting methodology and the vote counting to the Meeting as to proceed according to the good corporate governance as follows:

1. Each shareholder shall have a number of votes equal to one share per one vote
2. In case that the shareholders themselves and the legal proxies attended the meeting, the voting methodology shall be conducted as follows:

Before voting for each agenda item, all the ballots shall be signed by each shareholders for the voting transparency.

In the process of voting of all agenda items except for agenda no. 6 If there is no disapproval or abstain, the result shall be regarded as approved according to all the number of the votes. If the shareholders vote “disapprove” or “abstain”, the ballots shall be signed and collected by the staff.

In the process of vote counting all the vote “disapprove” and “abstain” shall be subtracted from all the number of the votes. And the rest shall be regarded as “approve” votes. The shareholders who vote “approve” shall keep the ballots and, at the end of the meeting, hand them in to the staff. The vote in the Meeting is declarative, not the secret one, and all the ballots shall be collected for the transparency.

The agenda no. 6 Regarding the election of Directors for replacement of the directors, who will be retired by rotation, and for the equality of the number of shares and votes, the company shall temporarily pause the Meeting attending registration starting from the agenda no. 6 to the end of the agenda as to perform the clear and correct vote counting according to the good conduct of the Meeting. All the votes shall be made in the ballots with the signatures and collected by the staff for the counting procedure. The shareholders who do not submit the ballots in shall be regarded as “abstain”



The vote shall be regarded void if the ballot falls into one of the following categories:

- 1) The ballot in which its mark is not put in only one of the checkboxes provided.
- 2) The ballot in which its vote intentionally contradicts.
- 3) The ballot is written by the obliteration and without signature.
- 4) The ballot in which the shareholders vote more than the number existing vote.

Any corrections shall be made in the ballots, the obliteration and signature shall be written at all times.

3. If the shareholders empower the proxy form B to others or directors or independent directors to vote, the proxy shall vote according to the will of the grantor.

For the shareholders, who empower the proxy form C (the foreign shareholders) who assigned the custodians in Thailand to be responsible for holding in safe-keeping, their votes can be separated as “approve”, “disapprove” or “abstain” at the same time in each agenda by dividing the existing number of the own votes.

4. According to the Company’s regulation number 35 (1) indicated that “In normal case, the majority of vote of the presenting shareholders will be regarded. If the results are equal, the Chairman of the Board of the director shall bestow a vote considered as the decisive vote”

Therefore, unless otherwise provided, in the consideration of the approved votes of the shareholders, only the vote “approve” and “disapprove” will be counted in accordance with the number of the presenting shareholders and votes. If the shareholders vote “abstains”, the vote will not be counted.

5. If any shareholder or proxy needs to leave prior to the conclusion of the Meeting or not present in any agenda, shareholders or proxy can still vote by passing the ballots over to the staff in advance before leaving the Meeting’s room.

6. The number of the votes of the shareholders in each agenda will not be equal in since the number of shareholders and proxies attending the Meeting follows one after another therefor, the number of attendees in each agenda may not be equivalent.

7. For the prompt, correction and transparency of the vote counting, the representatives form Hunton & Williams (Thailand) Limited shall examine the vote counting.

8. Before voting, the attendees will have an opportunity to ask questions relevant to each agenda item, the shareholders or proxies who would like to ask question, please introduce yourself before asking questions or giving opinions.



Asia Biomass Public Company Limited

No. 273/2 Rama II Road, Samae Dam, Bang Khun Thian, Bangkok 10150
 Tel. 0-2415-3911 Fax 0-2415-1102 www.asiabiomass.com
 Corporate Registration no: 010756000061

Any questions or opinions not relevant to the agenda under consideration shall be asked or proposed in another agenda item at the end of the Meeting. The questions and opinions shall be compact and not repeated in the same issue in order to provide the opportunity to other shareholders to ask. All shareholders and proxies shall be kindly reminded to comply with the regulation in the Meeting to maintain the good corporate Meeting in time.

Agenda No.1 To acknowledge Minutes of the 2017 Annual General Meeting of Shareholders

The Chairman asked the Company Secretary to present the details to the Meeting as follows:

The company held the 2017 Annual General Meeting of Shareholders at 27th April 2017 and the copy of which was attached to the notice of this Meeting.

The board of Directors considered the Minutes of the 2017 Annual General Meeting of Shareholders as completed and recommended the shareholders to acknowledge the minutes of such meeting.

The Chairman allowed shareholders to raise questions and comments regarding the Minutes of the 2017 Annual General Meeting of Shareholders held on 27th April 2017.

Resolution of the meeting The meeting had considered, by a unanimous decision, acknowledging the Minutes of the 2017 Annual General Meeting of Shareholders held on 27th April 2017 as follows:

Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.



Agenda No.2 To acknowledge 2017 Company's performance

The Chairman assigned Ms. Tiyaada Kuansataporn, Director, Manager Director, Chairman of the executive director and Member of Nomination and Compensation Committee to inform the details to the Meeting as follows:

The Company has concluded all the company's performance and important changes during 2017 regarding the Minutes of the 2017 Annual General Meeting as attached to the notice of this Meeting and publicized on the company's website since 30th March 2018.

The conclusion of the 2017 company's performance as follows:

The total revenue of 2017 is baht 1,246 million, more than 99% of which is the sale earnings and the rest is from transportation services. The conglomerate mainly uses the truck service from its own group. If there are the spare services in some times, they shall be provided to the other relevant companied or the third party. There are also the earnings from the other business such as the profits from interest and the disposal of property etc.

For the revenue of the sale earnings in 2017 the conglomerate has sold the products in domestic market 91.25% and 8.75% of the exported. Most of the products are palm kernel shell at 6.28% and wood pallets at 2.31%.

For the revenue of the sale earnings in 2017, more than 98% of the revenue is from the wood pallets products and the rest 2% is from the lumber sale which has been launched since 2016.

The 2017 Biomass fuel sale earnings is baht 1,208 million while the quantity of the sale is 0.57 million ton.

In the past, the company gained the most sale percentage from palm kernel shell, more than 70%, but in 2017 the sale has dropped to 52%. While the sale percentage from wood and other wood's parts products has been increased 30% in 2017 since the conglomerate saw the opportunities of continuously rising need of wood together with expanding the options for customers and the group of customers and diversifying the sales not to be limited to the only kind of product. This has continuously pushed the sale potentiality of the conglomerate forward.

The gross income of the sale of the products and services in 2017 is baht 294 million or 23.75%. And the net profits is baht 15 million or 1.24% due to the loss from the exchange rate and derivatives which affected the conglomerate at amount of baht 6.7 million. Whereas, the conglomerate had the profits from the exchange rate and derivatives baht 6.7 million in 2016.



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The Company's performance plan for 2018 is to expand the business continually. The plan emphasizes on upstream business and the expansion in the foreign markets, of which indicated that the company plan to set up a wood pallets factory with the partner company, Fancy Wood Industries Public Company Limited, the Fancy Wood Industries Public Company Limited will hold 51% of shares while the Company will hold the 41% of shares. The plan is in process of planning. For the Bang Kung warehouse, it had completely set up and operated fully since last year.

For the foreign marketing, the Company started to export the products to South Korea where the products was once exported and paused. From last year up to the present, the company started to export the products to South Korea again and continually.

For the management of the organization, the conglomerate has now 180 workers. They are Thai, Malaysian and Indonesian.

The corporate social responsibilities: the Company recognized the importance of sustainable business operation under the Corporate Social Responsibilities by aiming to conduct the business with the moral and ethical carefulness to stakeholders, economics and society. The Company wish that the conduction of business, under the corporate social responsibilities, shall make the benefits to the community together with the growth of the Company by approaching the communities and doing the activities for the society and environment.

The Company had been awarded the awards and standards from leading organizations such as FSC Forest Stewardship Council, Chain of Custory (CoC). It is guaranteed that the Company had been using the wood or wood product from the natural forest or the planted forest which well-managed under the internationally accepted policies, together with CSR-DIW Beginner award, Green Industry Level 2 award and the award from Thailand Institute of Occupational Safety and Health at Platinum level.

Moreover, the Company created the Charters, Good Governances and Policies per as to conduct in accordance with the good corporate governance and strictly comply to those continually. The Company also created the policies and the good corporate governance about anti-corruption and bribery in order to form organization chart which shall perform the clear responsibilities, the work procedure and managing line. The organization chart shall balance the power, circumspectly examine one another properly and develop to the sustainable organization. The policies and the good corporate governance about anti-corruption and bribery



has been enacted since 7th March 2018 onwards. At the present, the Company is considering cooperating the Government and the related organizations' policies about anti-corruption.

Moreover, Ms. Tiyaada Kuansataporn has attended the training "ELP 11/2018 Ethical Leadership Program (ELP) at 8th March 2018 and gained the better understanding about the methodology of organization fraud prevention and the important role of policies setting, assigning and stimulating the transparent business of which shall bring the long-term sustainable company.

The Board of Director also considered and recommended the meeting to acknowledge the performance and important changes in 2017 as detailed in the Minutes of 2017 Annual General Meeting.

The Chairman allowed shareholders to raise questions and comments regarding the Company's performance in 2017. Mr. Thanit Phuchareon, a shareholder asked about the decreasing of the profits from 2016.

Mr. Likhit Laobawornseadthee, Executive Director and Senior Director of Finance and Information clarified that;

The main reason of the profits decreased from 2016, where the profits was at baht 26.35 million, to baht 15.42 million in 2017, causing about bath 10 million difference, is that in 2016 the Company gained the profits from the exchange rate and derivatives included in the net profits at baht 6.7 million whereas in 2017 the loss from the exchange rate and derivatives is at about baht 6.7 million, both years makes the difference at about bath 13 million.

Mr. Pongtham Danwangderm, Vice Managing Director and Vice Chairman of the Executive Board, also explained that;

The Company adapted in risk management about the exchange rate in the first quarter which acquired the loss result. The Company has adapted the currency risk management better. It is widely seen that most of the companies in the country had applied the hedging strategy and there shall be the hedging loss from making loss insurance contract since the currency fluctuations are very strong. From the second quarter onwards, the Company will close down the currency exchange risks per each segmentation and per shipment. Accordingly, it is presumed that there may not be the risks causing the positive or negative impact to the company as in the past. It is also considered the reflection of the actual performance and the company may manage the currency exchange risk better.

The Chairman also allowed shareholders to raise any other questions but none was raised so it is considered that the Meeting acknowledged the Company's performance in 2017.



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

Agenda No.3 To approve the interim dividend payment

The Chairman asked the Company Secretary to present the details to the Meeting as follows:

To comply with the Section 115 of Public Limited Companies Act, B.E.2535 (1992). (Including amendment) ("Public Limited Companies Act") and the Company's regulations no. 44 indicated that the Board of Director may pay the interim dividend to the shareholders occasionally if the Board of director has considered that the Company gained the proper profits to do so. Then, the report shall be issued to present to the shareholders in the next Meeting.

The Company reported that the interim dividend from earned surplus has been allocated from 30th September 2017 at rate of baht 0.15 per share, making the total payment baht 33,750, 000 at 26th January 2018.

The Board of Directors considered and recommended the shareholders to acknowledge the interim dividend payment as detailed above.

The Chairman allowed shareholders to raise questions and comments and none was raised. The Chairman asked the Meeting to acknowledge the interim dividend payment.

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

Agenda No.4 To approve the statement of financial position and the 2017 profits and loss statement for the year-ended 31th December 2017

The Chairman assigned Mr. Likhit Laobawornseadthee, Executive Director and Senior Director of Finance and Information to explained the details as follows:

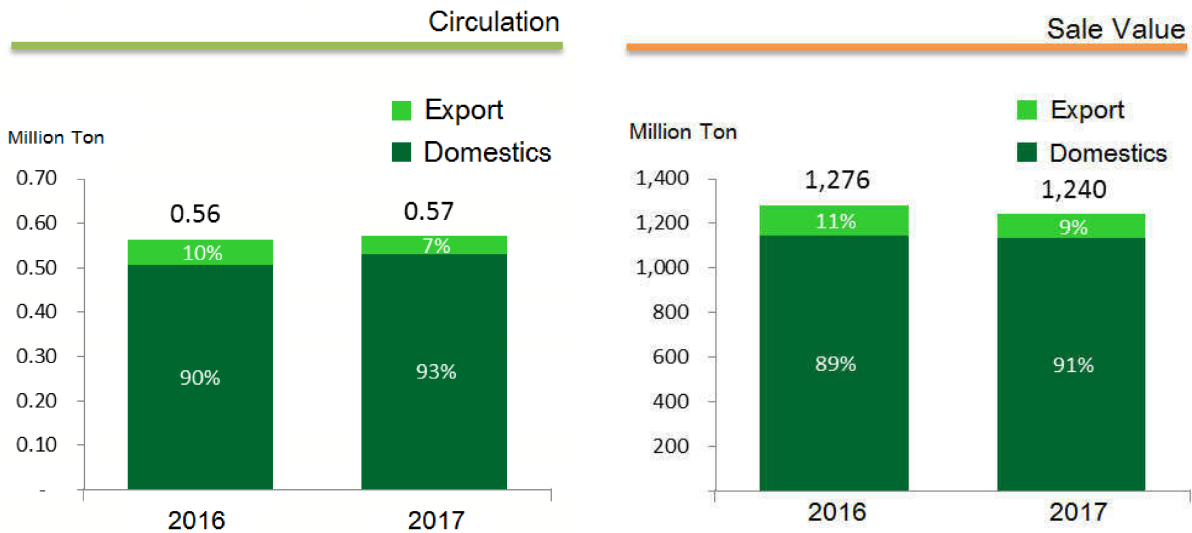
To comply with the Section 112 of Public Limited Companies Act, B.E.2535 (1992). (Including amendment) and the Company's regulations no. 39 indicated that the Board of Director shall provide the state of financial position and the profits and loss statement at the end of each fiscal year and present to the annual Meeting.

The Company has concluded the state of financial position and the profits and loss statement for the year end 31th December 2017 as detailed in the 2017 Annual General Meeting attached to the notice of Meeting. Of



which report was examined by the Company’s authorized auditor nominated by the 2017 Annual General Meeting of the Company, supervised and approved by the Audit committee.

At this event, Mr. Likhit presented the conclusion of the statement of financial position and the 2017 profits and loss statement for the year end 31th December 2017 as follows:



The result of 2017 Company’s performance, the number of the circulation is 0.57 million ton, a little higher than 2016 and considered as the 7% of export percentage. While in 2017, The Sale Value decreased from 2016 to 2.8%, considered as the 9% of export percentage. Most of the export products are palm kernel shell and wood pallets.



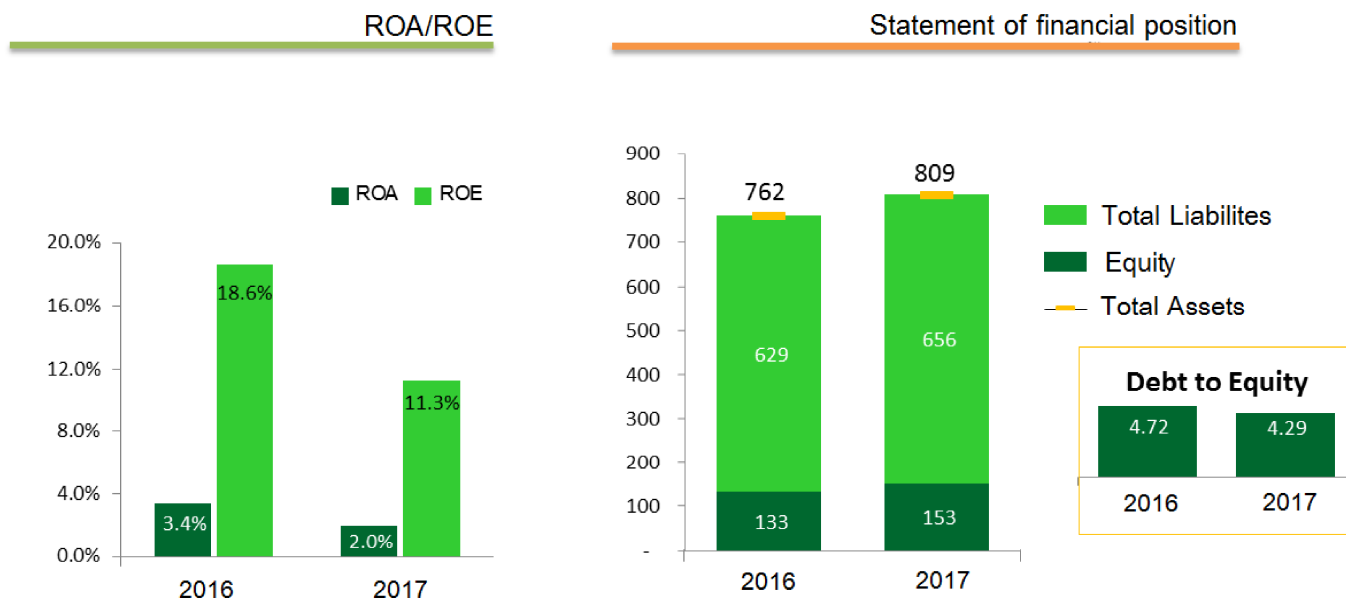


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The Company gained 2017 Gross profit bath 295 million or considered as gross profit rate 24% which higher than in 2016 at 3%.

The Company gained the 2017 operating profit baht 25 million or considered as operating profit rate 2% which no different from 2016.



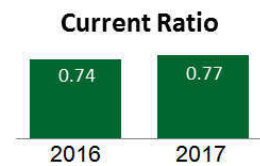
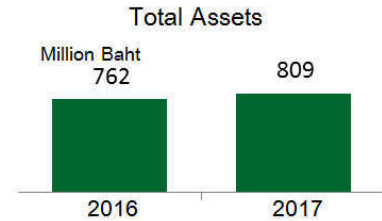
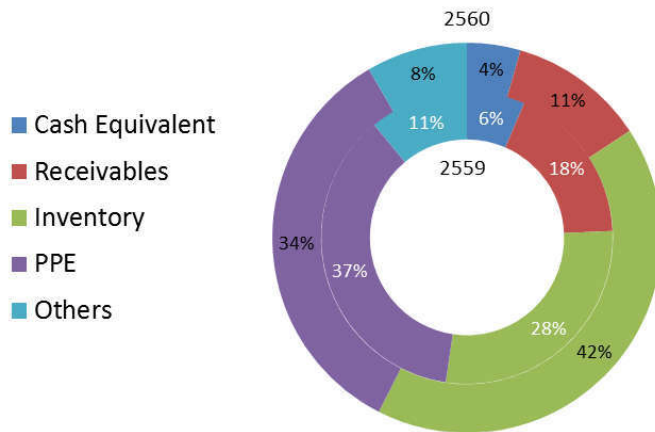
The Company gained the 2017 net profit baht 15 million or considered as net profit rate 1%, lowering than in 2016 which was 2%. The main cause is the loss from the exchange rate and derivatives at amount of baht 6.7 million while the company gained the profit from those in 2016 at the amount of baht 6.7 million. Besides, in 2017 and compared to in 2016, the Company gained decreased profit from transportation truck sale at the amount of baht 5.8 million.

The Company's Return on Assets in 2017 is 2%, lower than in 2016 which at 1.4%. Whereas the Company's Return on Equity in 2017 is 11.3%, lower than in 2016 which was at 7.3% according the decrease of net profit as stated above.

At 31th December 2017, the Company has the total Assets bath 809 million, total liabilities is baht 656 million and the equity is baht 153 million as Debt-to-equity ratio at 4.29 times.



Assets Chart

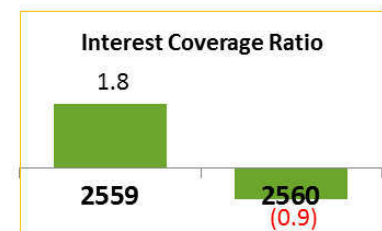
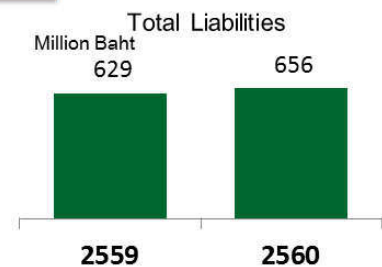
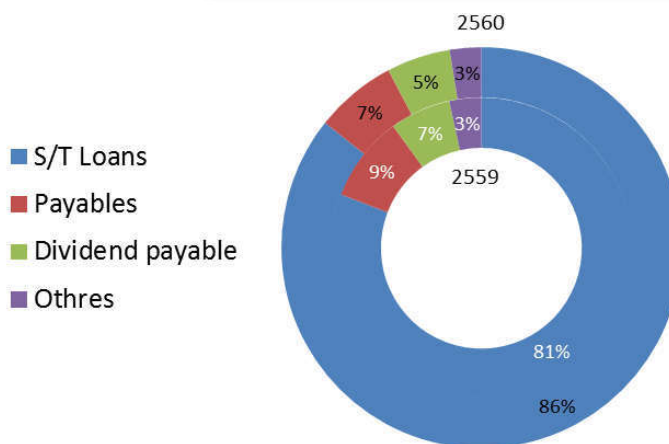


The Assets chart in 2017 showed most of the chart is inventory at 42%, increasing from Year 2016 at 14%, dividing as the fixed assets 34% which are the land, buildings, goods yard, heavy equipment and sorter machines.

The number of debtor is at 11%, decreased from last year at 7% from the faster debt collection, from 37 days to 32 days.

The Company's liquidity ratio is at 0.77 times, a bit higher than last year.

Liabilities Chart





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The Liabilities chart in 2017 showed most of the chart is operating Loans at 86%, the creditor is 7% and others. The ratio is approximate the last year's.

The Company has the interest coverage in 2017 at -0.9 time since the statement of cash flow of the company is in deficit from the increase of the number of the inventory in Bang Kung warehouse which fully launched in 2017 to support the growth of the Company.

List	Total Consolidated Financial Statement		Total Separated Financial Statement	
	2017	2016 (Updated)	2017	2016 (Updated)
Total Assets (Million Baht)	808.45	761.98	705.51	743.07
Total Liabilities (Million Baht)	655.53	628.71	555.46	603.89
Equity (Million Baht)	1,52.92	133.27	150.06	139.19
Total revenue (Million Baht)	1,246.06	1,294.83	1,155.37	1,170.12
Yearly profit (Million Baht)	15.42	26.35	7.95	52.36
Major shareholder profit (Million baht)	15.63	26.18	7.95	52.36
Profit per share of major shareholder (Million baht)	0.074	0.172	0.037	0.344

Resolution of the meeting The Meeting approved the statement of financial position and the 2017 profits and loss statement for the year-ended 31th December 2017, having a details as follows:



Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.

Agenda No.5 To consider and approve the reserve of profit as the capital reserves according to the law and non-allocation of dividend for the year 2017

The Chairman asked the Company Secretary to present the details to the Meeting as follows:

To comply with the Section 116 of Public Limited Companies Act, B.E.2535 (1992). (Including amendment) and the Company's regulations no. 45 indicated that the Company shall reserve some of the annual net profit as capital reserve at least 5 percent of the total net profit after deducted with the loss brought forward (if any), until the capital reserve has been increased not less than 10 percent of the amount of the registered capital.

As the net profit of the Company's performance for the fiscal year ended on December 31st, 2017 is baht 7,951,123, and the capital reserves according to the law is baht 5,600,000 which is not enough 10 percent of the amount of the registered capital. The Meeting were asked to approve the profit allocation to the capital reserve at the amount of baht 500,000, making a total capital reserves according to the law to baht 6,100,100.

According to the Company's policy, the dividend payment shall be allocated at least 40 percent of the net profit of separate financial statement after deducted as reserves stated by the laws. However, all the factors shall be considered to allocate the dividend such as the business expansion, the need of use of the capital, liquidity and other related factors. The dividend payment must be approved by shareholders except the interim



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dividend payment which the board of director have the authority to approve the payment when the profit is reasonable and enough to do so. Then the reported shall be presented to the next Meeting of shareholders. The Policy is enacted from 7th March 2017 onwards.

However, the Company needs to expand the business, so Meeting was asked to consider and approve not to allocate dividend payment for Year 2017.

The Board of Director asked the Meeting to approve the profit allocation from the 2017 Company's performance at year-ended 31th December 2017 to the capital reserve according to the law and not to allocate dividend payment as stated above.

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

Mr. Thanit Phuchareon, a shareholder asked about the reason not to allocate the dividend payment while the Company gained the profit in 2017.

Mr. Apisit Rujikeatkamjorn, Chairman of the Board of Director explained as follows:

Asia Biomass Public Company Limited has run the business for more than 60 years and gained the retained earnings. The retained earnings has been used to expand the business continually. The dividend has been paid and suspended according to the need per each year. Therefore, the retained earnings from the business operation belongs to the principle shareholders. As the Company offered to trade shares to public and registered in the stock exchange as a listed company, the other companies also paid the dividend to the principle shareholders as to return the retained earnings to their principle shareholders before starting to collect the new retained earnings after becoming the public limited company.

This year, the Company earned the profit only baht 15 million. According to the explanation of the Manager Director that this year the Company plan to expand the upstream chain, in other word, The Company will not only constantly trade of which using only the working capital but also invest in factories, machines, land and others. The investment needs more financial support from the financial institution where the debt to equity ratio shall be issued under consideration. If the Company does not have enough capital, the number of the let loan will be decreased. As a result, to reserve the profit will broaden more opportunities to acquire more loan, investments and profits.

This year is the first year for the Company in the exchange market and the business has just started so the demand is not high at the present. It is at the beginning state of using the Biomass fuel according to the Paris Agreement. Hence, the use of biomass fuel is not operated constantly but needed to be prepare. As stated, the Company has prepared the issue for many years and some has been completed. Such action will provide more



opportunities for marketing competition. This is the reason that the Company has increased the investment as per the stability of the products to be sold.

Resolution of the meeting The Meeting approved the reserve of profit as the capital reserves according to the law and non-allocation of dividend for the year 2017, having a details as follows:

Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.

Agenda No.6 To consider and nominate the directors in replacement of those retiring 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. In this event, the retiring directors were invited to leave the Meeting before considering the agenda as follows:

before considering the agenda as follows:

1. Mr. Panom Kuansataporn Director/ Member of Nomination and Compensation Committee
2. Mrs. Natpapha Kuansataporn Vice Chairman of the Board of Director/Director/ Managing Director

The Chairman informed the meeting that according to Section 71 of the Public Limited Company Act and the Company's regulations no. 17 stated that in each annual general meeting of shareholders, one-third of the



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total number of the directors must retire by rotation. In the case that the number of directors cannot be divided into 3 proportions, the closest number of directors to one-third shall retire. Directors who retire by rotation could be re-elected.

In the 2018 Annual General Meeting, there are 2 directors who shall retire by rotation, namely

No.	Directors who shall retire by rotation	Position	Times to attend Board's Meeting in 2017	Times to attend Sub-Board's Meeting in 2017	The number of years in the position
1.	Mr.Panom Kuansataporn	Director/ Member of Nomination and Compensation Committee	8/8	3/3*	1
2.	Mrs. Natpapha Kuansataporn	Vice Chairman of the Board of Director/Director	8/8	12/12**	1

Remark * The Meeting of Nomination and Compensation Committee

** The Meeting of Managing Director Committee

The Nomination and Compensation Committee has considered the qualification of directors who will retire by rotation according to the 2018 Annual General Meeting, as the details attached to the notice of this Meeting. The two directors are qualified as having the skills, experiences and expertise of which will be useful to the Company's operation. The Nomination and Compensation Committee has considered both person as qualified and not having property qualification forbidden according to the Public Limited Companies Act, B.E.2535 (1992). (Including amendment), the Securities and Exchange Act B.E.2535 (1992). (Including amendment) and all the related proclamation. Hence, the Committee asked the Meeting to re-nominate both directors to the same position for another rotation.





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Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.

Agenda No.7 To approve the directors' remuneration for year 2018

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 2018 at the amount of not over baht 5,000,000.

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.

The director and sub-director’s remuneration in 2018 consisting of monthly remuneration, meeting allowance and pension, is 3,435,000 baht.

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

Mr. Thanit Phuchareon, a shareholder asked whether the directors who receive the remuneration every month are executive directors or not.

Mr.Pongtham Danwangderm, Deputy Managing Director and Vice Chairman of the Executive Board explained as follows:

The approval of this agenda is the approval of the remuneration for the Directors only not for Executive Directors.

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 2018.

Resolution of the meeting The Meeting approved the directors’ remuneration for year 2018., having a the number of votes as follows:

Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.



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Agenda No.8 To consider and approve the auditors and fix the audit fee for the year 2017

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:

According to Section 120 of the Public Limited Company Act and the Company's regulations no. 36 specified that the annual general meeting of shareholders must appoint the auditors and determine the audit fee of the Company every year. The auditors can be re-nominated.

Due to manpower problem of the former Audit company, the new auditors are required. So the Audit Committee had considered and selected the 2 auditors for year 2018 from the auditors listed in the quotation submitted to the Company. After the Director's meeting has considered and approved all the auditors' qualifications, The Meeting were asked to approve and nominate the auditors from Dr.Wirat & Associates Company Limited, the Company's Audit company, for the year end 31th December 2017. The Company has nominated one of the auditors listed below to inspect and comment on the Company's financial statement, the list is as following;

- | | |
|-------------------------------|---|
| 1. Mr.Wirat Apimetheethamrong | Certified Public Accountant No. 1378 and/or |
| 2. Mr.Chayakorn Oonpitipongsa | Certified Public Accountant No.3196 and/or |
| 3. Mr.Apirak Ati-anuwat | Certified Public Accountant No. 5202 and/or |
| 4. Mr.Preecha Suan | Certified Public Accountant No. 6718 |

However, if the auditors listed above are not be able to carry the duty, Dr.Wirat & Associates Company Limited shall provide any other auditors who has the equal qualifications as the replacement.

Besides, the auditors from the Company's domestic subsidiary will audit the same company as the Company. And for the international subsidiary, the directors are in charge to have the audit completed in time.

Moreover, the Meeting was asked to approve the remuneration for the annual audit and quarterly review fee of year 2018. The total number of consolidated and separated financial statement is 1,650,000 baht excluded other non-audit fee services.

The remuneration for the annual audit has increased baht 50,000 or 3.12% from last year due to the increased tasks. However, this remuneration excluded other non-audit fee services.

The nomination of the Company's auditors and the audit's remuneration had been approved from the Audit committee as the Audit committee considered the auditors' qualifications and work experiences, also Dr.Wirat & Associates Company Limited is a free company, an audit expert together with the reasonable audit



fee. Besides, all the auditors do not have any relation or gain any advantages from the Company, subsidiaries, directors, managing directors, major shareholders or any person related to all mentioned before.

The Board of Directors asked the meeting to approve the auditors and fix the audit fee for the year 2018.

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 2018.

Resolution of the meeting The Meeting approved the auditors and fix the audit fee for the year 2018, having a the number of votes as follows:

Vote	Number of Votes	Percentage
Approve	212,327,106	100.0000
Disapprove	0	0.00
Abstain	0	-
Voided Ballot	0	-
Total 37 shareholders	212,327,106	100.0000

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, the total number of shares was increased from the beginning of the Meeting to 93,900, counted as 93,900 votes. Therefore, the number of the votes from the shareholders and proxies is 212,372,106.

Agenda No.9 To consider other issues

The Chairman had interrogated whether should there be any questions or opinions.

Mr. Thanit Phuchareon, a shareholder asked about the estimated revenue in 2018.

Mr. Pongtham Danwangderm, Vice Managing Director and Vice Chairman of the Executive Board explained as follows:

For year 2018, the Company’s revenue can be divided into 2 parts, sale price and sale quantity as planned.

1) For the sale price, the Company expects sale to grow 30% and more from international export for both wood pallets and palm kernel shell and from domestic products, chopped wood and palm kernel shell. The Company expected that the sale of palm kernel shell will be increased in the second quarters onwards as the



Asia Biomass Public Company Limited

No. 273/2 Rama II Road, Samae Dam, Bang Khun Thian, Bangkok 10150
 Tel. 0-2415-3911 Fax 0-2415-1102 www.asiabiomass.com
 Corporate Registration no: 010756000061

number of palm kernel shell product increased and the Company itself has a lot of the merchandise in the warehouse. Hence, the quantity of the palm kernel shell is enough to compete in the market. 2) The sale price of palm kernel shell will affect the Company's circulation as its price has decreased according to the crude palm oil price or the products from palm at the present. So this makes the circulation fluctuated. However, the marginal difference has not been changed much if it was calculated from baht to ton but for the sale price issue will be adjusted according to the market periods. The Company can manage the Tonnage by accelerating the circulation and marketing. And with extreme efforts of the team, the Company will grow as planned.

Mr. Thanit Phuchareon, a shareholder asked another question whether the turnover for the first quarter still has not met the aim or not.

Mr. Pongtham Danwangderm, Vice Managing Director and Vice Chairman of the Executive Board explained as follows:

Since the demand of the agricultural products was low in the first quarter, the Company, of which in the agricultural business, could not avoid the natural factors occurring to agricultural products, especially palm. Two years ago, at the first quarter, the Company gained the loss turnover and a little amount of profits for the first quarter of last year. So, by comparing to the past, the present turnover is acceptable.

Besides, in February, the Company has informed the stock exchange about the fire accident occurring at the subsidiary's warehouse in Bintulu, Malaysia. It was damaged and the Company asked the insurance company for almost full recover damage. At the present, the auditors are working in the evaluation process, considering whether to record this additional issue in which mean.

Mr. Teerasak Petchpaiboon, the legal advisor, has explained this as follows;

According to the law, the former auditor or M.R. \$ Associates company limited is responsible for attending the Meeting to answer the questions of the shareholders. However, as the Company had been informed that the former auditor is having the health problem and not being able to present himself to the Meeting hence, the Meeting will record the minute of Meeting and inform the Thai Investors Association that the Company has invited the auditor and submitted the completed documents as to prevent the points to be cut off according the good governance policy.

Mr. Piyant Pomthong, a shareholder asked how the Company protects the merchandise from fire or loss in transportation

Mr. Apisit Rujikeatkamjorn, Chairman of the Board of Director explained as follows:



Generally, the Company has the security measure since its business is the fuel business of which flammable, for example, the palm kernel shell, if they have been piled up for a certain time, there will be an internal combustion when the heat reaches an autoignition point; hence, the warehouses in Thailand e.g. the warehouse in amphur Bangnamjeud, Samutsakorn province, the warehouse in amphur Bangprakong, Chonburi province, the warehouse in Bangkok, Suratthani province, all have the methods to keep the merchandise, for example, reverse the piles, sprinkle water to maintain the temperature not to reach the auto ignition point. Sometimes when the weather is too hot, some accumulated-heat points ignite, the fireman will extinguish the fire in time.

Mr. Pongtham Danwangderm, Vice Managing Director and Vice Chairman of the Executive Board additionally explained as follows:

The Company comply the Occupational Safety and Health and ISO by arrange the placement of the warehouse carefully in order to control the fire, together with the reverse standards and the emergency encounter standards. For the fire accident in Bintulu, it was the Company's first fire in foreign countries. The incident occurred in the warehouse at round 1 A.M., in an open air not affecting the community. After the incident, the Company has reviewed and adjusted the new policies in order to prevent the same incident. The new policies were enacted strictly in each warehouse, not only in Bintulu; hence, it shall be assured that the same kind of incident would happen the least from now on.

The Company values the safety measures. In the past year, there were some staff who did not comply the Company's regulations by smoking in the warehouse. So the Company followed the regulations and strictly punished them by dismissal. Since the Company's business about fuel are in the high risk of fire, so it must comply to the regulations strictly in order to protect from the risks. For the incident, the Company is insured for the damage which might occur; hence, if the incident occurs the Company will ask for recover damage. The clarity of recovering damage from the insurance company shall be completed in the second quarter, later on informed to the shareholders.

Mr. Thanit Phuchareon, a shareholder asked about the opinions from the auditors about how to record the loss expense.

Mr. Apisit Rujikeatkamjorn, Chairman of the Board of Director explained as follows:

The issue in under the auditors' consideration so the Company is unable to answer.

Mr. Veeresamon Tovikkai, a shareholder asked the questions as follow:



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1. How does the Company plan to recuperate in this year? Are there any new plans to urge the share price to be in accordance with the market price?

2. Are there any other risks to be informed the Meeting? And how does the Company manage them?

Mr. Pongtham Danwangderm, Deputy Managing Director and Vice Chairman of the Executive Board additionally explained as follows:

All the risks were informed and explained in the Company's registration statement and prospectus. There were 3 -4 main risks as follows:

First, The Company's business is biomass fuel which related to agricultural product and of which the Managing Directors and the Executive Board cannot control the material price or the product price. The extreme change of biomass product price may affect the Company's turnover.

Second, The risk from the fluctuation of currency exchange rate: Since the Company runs the business overseas and record and close the statement by converting to Thai baht, there shall affect this part of which has been insured. However, the Company has evaluated that at the beginning of the year, there shall be the some effects from dollars of which has been insured the risk not over 50% of the effects, there might affects the result in the same quarter and be recorded according to the accounting standard as the high fluctuation of the currency exchange. Therefore, what the Company will gain shall be cut off through all year.

Another risk is the risk from fire and the transportation accident. For this case, the Company has been insured carefully and thoroughly by evaluate the worthiness of insurance premium of which the Company will gain. For another risk is low risks such as financial risk which, after the Company earned from the Initial Public Offering, it came back to the good state and manageable level. Therefore, the risk was considered manageable.

About the share price, it is out of control or being unmanageable. The only thing the Company shall do is that the Executive Board shall make an effort to run the business as the approved plans from the shareholders and the Director's Meeting to make the turnover grow and remunerate to the shareholders as informed.

For the another plan as informed in the registration statement and prospectus, the Company is now building the chopped wood factory, it has been already invested and expected to be fully completed in the second quarter. This will increase the profits from the chopped wood's circulation and add the price difference for the Company in the second quarter.

Besides, The Company is in the process of wood pallets production of which the market is lack because it is difficult to provide, store an export. Therefore in the first and second quarters, the Company gained profits from the increasing wood pallets' circulation. The export rate is more than 50% of the wood pallets export





Asia Biomass Public Company Limited

Enclosure 1

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Corporate Registration no: 010756000061

market share in Thailand. The Company also co-invested with the sawmill company, Fancy Wood Industries Public Company Limited, the large sawmill which produce a lot of wood waste of which is the main material for wood pallets. The Company aims to purchase and supply wood pallets from the mentioned company. It is expected that the wood pallets company shall be established within this year and made the higher turnover of the Company.

The Chairman had interrogated whether should there be any questions. Since there was no further question raised by any shareholders, the Chairman then declared the meeting adjourned at 03.56 P.M.

Chairman

(Mr. Apisit Sujikeatkamjorn)

Company Secretary

(Mrs. .Apiratee Sakulin)



Annual report for the year 2018
and the Statement of Financial Position
and the Profit and Loss Statement for fiscal year ended 31 December 2018



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=ABM&date=190426>

Profiles of the persons who would be retired
by rotation and are nominated as directors for another term



Miss Tiyada Kuansataporn

Director / Managing Director / Authorized Director /
Chief Executive Officer

Date of Appointment to be a Board of Director

13 July 2015

Term of Directorship: 4 years

Age 32 year old

Education

- Master of Logistics Management, University of Sydney, Australia.
- Bachelor of Business, University of Technology, Australia.

Training

- Young F.T.I Elite 6, The Federation of Thai Industries
- Ethical Leadership Program (ELP) ELP 11/2018
- Director Accreditation Program(DAP) Class 119/2015
- Future Entrepreneurs Forum(FEF Class 4/2015
- TLCA Executive Development Program(EDP) Class2013
- Boiler Technology Course, Mahanakorn University of Technology
- Talent Management Strategy 2014, TC Progress

Work Experience

- | | | |
|----------------|---|--|
| 2018 – present | • | Director of ABM Pellets Co., Ltd |
| 2015 – present | • | Chief Executive Officer of Asia Biomass Public Company Limited |
| 2015 – present | • | Director of Asia Biomass Resources SDN. BHD. |
| 2014 – present | • | Company Director of Asia Biomass Energy SDN. BHD. |
| 2014 – present | • | Director of Sinmahachaipattana Co., Ltd |
| 2013 – present | • | Director of PT. Asia Biomass Indonesia |



- 2015 – present • Director of Nathaphatpattana Co., Ltd
- 2012 – present • Director of Asia Biomass Public Company Limited
- 2009 – present • Director of K.H. Development Co., Ltd
- 2007– present • Director of Paprapat Co., Ltd
- 2007 – present • Director of Pornpreecha Co., Ltd
- 2007 – present • Director of Asia Biomass Public Company Limited

Other directorship positions / other positions at present

Subsidiaries/Related Company

- Director of ABM Pellets Co., Ltd
- Director of Asia Biomass Resources SDN. BHD.
- Company Director of Asia Biomass Energy SDN. BHD.
- Director of PT. Asia Biomass Indonesia
- Director of Paprapat Co., Ltd

Other listed companies -None-

Non-listed companies

- Director of Sinmahachaipattana Co., Ltd
- Director of Nathaphatpattana Co., Ltd
- Director of K.H. Development Co., Ltd
- Director of Pornpreecha Co., Ltd

Shareholding in the Company (%): 7.50 %

Shareholding of Spouse/Immature Children (%) : 0 %

Family relationship among executives:

- Mr. Panom Kuansataporn's Daughter and Mr. Natpapha Kuansataporn's Daughter

Others that may cause conflict of interests to the Company: -None-

Meeting Attendance in 2018: 5/5

Profiles of the persons who would be retired
by rotation and are nominated as directors for another term



Dr. Sarit Chokchainirand

Director / The Chairman of The Audit Committee / Independent Director

Date of Appointment to be an independent director and The Chairman of The Audit Committee

27 Jan 2015 / 13 July 2015

Term of Directorship : 4 years

Age 42 Year

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

Work Experience

- 2016 – Present ● Director of Choengmon Real Estate *Co., Ltd*
- 2015 – Present ● Independent Director and Chairman of the Audit Committee of Asia Biomass Public Company Limited
- 2015 – Present ● Director of NYE Aree *Co., Ltd*
- 2015 – Present ● Director of NYE Khaoyai *Co., Ltd*
- 2015 – Present ● Director of NV Sawasdee *Co., Ltd*
- 2015 – Present ● Director of NV Sangthong *Co., Ltd*
- 2014 – Present ● Director of NYE Development *Co., Ltd*



- 2013 – Present • Director of NYE Estate Co., Ltd
- 2011 – Present • Director and Managing Director P Y I CAPITAL Co., Ltd
- 2005 – Present • Director and Managing Director Effinity Co., Ltd

Other directorship positions / other positions at present

Subsidiaries/Related Company -None-

Other listed companies -None-

Non-listed companies

- Director of Choengmon Real Estate Co., Ltd
- Director of NYE Aree Co., Ltd
- Director of NYE Khaoyai Co., Ltd
- Director of NV Sawasdee Co., Ltd
- Director of NV Sangthong Co., Ltd
- Director of NYE Development Co., Ltd
- Director of NYE Estate Co., Ltd
- Director and Managing Director P Y I CAPITAL Co., Ltd
- Director and Managing Director Effinity Co., Ltd

Shareholding in the Company : 0.00 %

Shareholding of Spouse/Immature Children : 0.00 %

Family relationship among executives : -None-

Others that may cause conflict of interests to the Company : -None-

Meeting Attendance in 2018 : - Board of Director Meeting : 5/5
- The Audit Committee Meeting : 5/5

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 ไบโอมแอส 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. สฤยดี โชคชัยนรินทร์ Ph.D. Sarit Chokchainirand หรือ/หรือ
 นาย วิชัย พรเกียรติวัฒน์ Mr. Wichai Pornkeratiwat หรือ/หรือ
 น.ส. พัชรารณ มานัสสทธิชัย Miss Patrawan Manutsathit
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5. ของหนังสือเชิญประชุมสามัญ
 ผู้ถือหุ้น ประจำปี 2562)
 (Details of members of the Independent Directors of the Company are specified in Enclosure 5. of the
 Notice of the 2019 Annual General Meeting of Shareholders)



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 ประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on 26 April 2019 at 2.00 p.m. at THE BRIGHT Meeting Room, 3rd Floor, Building A, 15/6 Rama 2 Road, Thakarm Sub-district, Bangkhunthian 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 ไบโอมแอส 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)

กรุณาเลือกข้อ 1. กรุณาทำ
 เครื่องหมาย ✓ ที่ 1. ระบุชื่อ
 ผู้รับมอบอำนาจ
 If you make proxy by choosing

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

กรุณาเลือกข้อ 2. กรุณาทำ
 เครื่องหมาย ✓ ที่ 2. และ
 เลือกกรรมการอิสระคนใดคน
 หนึ่ง
 If you make proxy by choosing
 No. 2, please mark ✓ at 2. and
 choose one of these members of

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. กัทวรรณ มานัสถิติธ Miss Patrawan Manutsathit
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5. ของหนังสือเชิญประชุมสามัญ
 ผู้ถือหุ้น ประจำปี 2562)
 (Details of members of the Independent Directors of the Company are specified in Enclosure 5. of the
 Notice of the 2019 Annual General Meeting of Shareholders)

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 ประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on 26 April 2019 at 2.00 p.m. at THE BRIGHT Meeting Room, 3rd Floor, Building A, 15/6 Rama 2 Road, Thakarm Sub-district, Bangkhunthian 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
Agenda item no. 1 | <p>พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561
To consider and certify the Minutes of the 2018 Annual General Meeting of the Shareholders</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:</p> <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><input type="checkbox"/> เห็นด้วย
Approve</td> <td style="text-align: center;"><input type="checkbox"/> ไม่เห็นด้วย
Disapprove</td> <td style="text-align: center;"><input type="checkbox"/> งดออกเสียง
Abstain</td> </tr> </table> | <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain | | |
| วาระที่ 2
Agenda item no. 2 | <p>พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทประจำปี 2561
To consider and acknowledge the operation results for the year 2018</p> <p>(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)</p> | | | |
| วาระที่ 3
Agenda item no. 3 | <p>พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และบัญชีกำไรขาดทุน ประจำปี 2561 สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561
To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2018 for fiscal year ended 31 December 2018</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:</p> <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><input type="checkbox"/> เห็นด้วย
Approve</td> <td style="text-align: center;"><input type="checkbox"/> ไม่เห็นด้วย
Disapprove</td> <td style="text-align: center;"><input type="checkbox"/> งดออกเสียง
Abstain</td> </tr> </table> | <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain | | |
| วาระที่ 4
Agenda item no. 4 | <p>พิจารณาอนุมัติการงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล ประจำปี 2561
To consider and approve non-declaration of appropriate of profit as capital reserve as prescribed by the laws and suspension of the payment of dividend for the year 2019</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p> <p><input type="checkbox"/> ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:</p> <table border="0" style="width: 100%;"> <tr> <td style="text-align: center;"><input type="checkbox"/> เห็นด้วย
Approve</td> <td style="text-align: center;"><input type="checkbox"/> ไม่เห็นด้วย
Disapprove</td> <td style="text-align: center;"><input type="checkbox"/> งดออกเสียง
Abstain</td> </tr> </table> | <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain | | |



- วาระที่ 5**
Agenda item no. 5
- พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ**
To consider and approve the reappointment of directors retired by rotation
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก. **เลือกตั้งกรรมการทั้งหมด**
- A. Election of entire nominated directors
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ข. **เลือกตั้งกรรมการเป็นรายบุคคล**
- B. Election of each nominated directors
1. ชื่อกรรมการ นางสาวทิญาดา คุรสตภาพ
Director's name Miss Tiyada Kuansataporn
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ ดร.ศฤงค์ โชคชัยนรินทร์
Director's name Ph.D. Sarit Chokchainirand
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6**
Agenda item no. 6
- พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2562**
To consider and approve the 2019 remuneration of directors
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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**
Agenda item no. 7
- พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2562**
To consider and approve the appointment of the auditors and 2019 auditor fee
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8**
Agenda item no. 8
- พิจารณารับทราบเปลี่ยนแปลงการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญแก่ประชาชน**
To consider and acknowledge amendment of the utilization of capital increased by the initial public offering
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 9**
Agenda item no. 9
- พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
To consider other matters (If any)
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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

- 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.
- 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 ไบโอบีแมส จำกัด (มหาชน)
A proxy is granted by a shareholder of Asia Biomass Public Company Limited**

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on 26 April 2019 at 14.00 at THE BRIGHT Meeting Room, 3rd Floor, Building A, 15/6 Rama 2 Road, Thakarm Sub-district, Bangkhunthian 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)

(เปิดอากรแสตมป์ 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

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอเชีย ไบโอมแอส 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. และเลือกกรรมการอิสระ
คนใดคนหนึ่ง
If you make proxy by choosing
No. 2, please mark ✓ at 2. and
choose one of these members of the

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. กัทรวรรณ มานัสถิติธ Miss Patrawan Manutsathit
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5. ของหนังสือเชิญประชุมสามัญ
ผู้ถือหุ้น ประจำปี 2562)
(Details of members of the Independent Directors of the Company are specified in Enclosure 5. of the
Notice of the 2019 Annual General Meeting of Shareholders)



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 ประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on 26 April 2019 at 2.00 p.m. at THE BRIGHT Meeting Room, 3rd Floor, Building A, 15/6 Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี ดังนี้

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

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda item no. 1

To consider and certify the Minutes of the 2018 Annual General Meeting of the 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

พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทประจำปี 2561

Agenda item no. 2

To consider and acknowledge the operation results for the year 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3

พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และบัญชีกำไรขาดทุน ประจำปี 2561 สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda item no. 3

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

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

พิจารณาอนุมัติการงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล ประจำปี 2561

Agenda item 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 2019

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

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

To consider and approve the reappointment of directors retired by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

ค. เลือกตั้งกรรมการทั้งหมด

B. Election of entire nominated directors

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

ง. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors

1. ชื่อกรรมการ นางสาวทิญาดา ควรรสตาพร

Director's name Miss Tiyyada Kuansataporn

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ ดร.ศฤงค์ โชคชัยนิรันดร์

Director's name Ph.D. Sarit Chokchainirand

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6
Agenda item no. 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2562

To consider and approve the 2019 remuneration of directors

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2562

To consider and approve the appointment of the auditors and 2019 auditor fee

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8
Agenda item no. 8

พิจารณารับทราบเปลี่ยนแปลงการใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญแก่ประชาชน

To consider and acknowledge amendment of the utilization of capital increased by the initial public offering

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 9
Agenda item no. 9

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (If any)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain



- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ก.
Attachment to Proxy Form C.**

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

ในประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2019 Annual General Meeting of Shareholders on 26 April 2019 at 14.00 at THE BRIGHT Meeting Room, 3rd Floor, Building A, 15/6 Rama 2 Road, Thakarm Sub-district, Bangkhunthian 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	Votes	Disapprove
		Votes
		Abstain
		Votes

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	Votes	Disapprove
		Votes
		Abstain
		Votes

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	Votes	Disapprove
		Votes
		Abstain
		Votes

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	Votes	Disapprove
		Votes
		Abstain
		Votes



Information on the external auditors for the year 2019



Dr. Virach Aphimeteetamrong
(CPA No. 1378)

- POSITION : Chairman
- EDUCATION
- B. Accountancy (2nd Class Honors), Chulalongkorn University
 - M.B.A., Gothenburg School of Economics and Business Administration, Sweden
 - Master of Accounting Science, University of Illinois, U.S.A.
 - Ph.D. (Finance), University of Illinois, U.S.A.
- WORK EXPERIENCE
- | | |
|---------------|---|
| 2014-2017 | • Vice President and The Chairman of Accounting Profession in the Accounting Education and Technology Committee, The Federation of Accounting Professions |
| 2011-2014 | • The Chairman of Accounting Profession in the Accounting Education and Technology Committee, The Federation of Accounting Professions |
| 2013-Present | • Council Member of Chulalongkorn University |
| 2009-Present | • Council Member of University of the Thai Chamber of Commerce |
| 2007-Present | • Council Member of Thai-Nichi Institute of Technology |
| 1999-2003 | • Dean Faculty of Commerce and Accountancy, Chulalongkorn University |
| 1982-1990 and | • Head Department of Banking and Finance, Faculty of Commerce and 1991-1999 Accountancy, Chulalongkorn University |
| 1982-1983 | • Chairman of M.B.A. Program, Chulalongkorn University |
- PROFESSIONAL ACTIVITIES
- Authorized Auditor
 - Listed Auditor

Information on the external auditors for the year 2019



Mr. Chaiyakorn Aunpitipongsa
(CPA No. 3196)

- POSITION : Managing Director
- EDUCATION
- Bachelor degree in Accounting, Faculty of Commerce and Accountancy, Chulalongkorn University.
 - Bachelor degree in Law, Faculty of Law, Thammasat University
 - Master of Arts in Economic Law Faculty of Law , Chulalongkorn University
 - Modern Managers Program (MMP) Faculty of Commerce and Accountancy , Chulalongkorn University
- WORK EXPERIENCE
- 2011-2017 • Member of the Auditing Standards Committee, The Federation of Accounting Professions
- 2001-2005 • Member of the Accounting Standards Committee of The Institute of Certified Accountants and Auditors of Thailand.
- 1995-2001 • Member of the Auditing Standards Committee of The Institute of Certified Accountants and Auditors of Thailand.
- 1978-1981 • Jaiyos & Co.
- PROFESSIONAL ACTIVITIES
- Authorized Auditor
 - Listed Auditor
 - Certified Professional Internal Auditors of Thailand (CPIAT)
 - Barrister - at - Law (Thai Bar)

Information on the external auditors for the year 2019



Mr. Apiruk Ati-anuwat
(CPA No. 5202)

POSITION : Audit Partner

EDUCATION

- B.B.A. (Accounting), Ramkhamhaeng University
- LL.B., Thammasat University
- MBA., Ramkhamhaeng University

PROFESSIONAL ACTIVITIES

- Certified Public Accountant
- Listed Auditor

Information on the external auditors for the year 2019



Dr. Preecha Suan
(CPA No. 6718)

POSITION : Audit Partner

EDUCATION

- B.B.A. (Accounting), Ramkhamhaeng University
- MBA., Ramkhamhaeng University
- Doctor of Business Administration (DBA.), Ramkhamhaeng University

PROFESSIONAL ACTIVITIES

- Certified Public Accountant
- Listed Auditor

Profiles of Independent Director for appointment of Proxy

**Mr. Sarit Chokchainirand**

Age 42 year

Date of Appointment to be an independent director

27 January 2015

Current Address

1/3 sukhumvit 24, Klongton Sub-district,

Klongton District, Bangkok 10110

<u>Education</u>	<ul style="list-style-type: none"> • 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
<u>Training</u>	<ul style="list-style-type: none"> • Director Certification Program (DCP) Class 230/2016 • Director Accreditation Program (DAP) Class 118/2015
<u>Current Position</u>	Independent Director / Chairman of the Audit Committee
<u>Interest in the Agendas of the Meeting</u>	Agenda Item 5 and 6
<u>Shareholding Ratio</u>	-

Profiles of Independent Director for appointment of Proxy



Mr. Wichai Pornkeratiwat

Age 66 year

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**

Agenda 6

Shareholding Ratio

-

Profiles of Independent Director for appointment of Proxy

**Miss Patrawan Manutsathit**

Age 34 years

Date of Appointment to be an independent director

13 May 2017

Current Address

7 Soi 3 Seri Road 2 Huamark Sub-district,

Bangkapi District, Bangkok 10250

Education

- Master of Business Administration, London Business School, UK.
- BBA (International Program) Thammasat University

Training

- Director Accreditation Program (DAP) Class 140/2017
- Chartered Financial Analyst, CFA Institute

Current Position

Independent Director / Audit Committee

Interest in the Agendas

Agenda Item 6

of the MeetingShareholding 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.

**Guideline for the registration and appointment of a proxy, and the documentation and evidence required to
be presented on the date of the meeting
Asia Biomass Public Company Limited**

The registration

The Company will commence the registration for the meeting attendance for the shareholders and/or the proxies at 12:00 p.m. on 26 April 2019, at The Bright Meeting Room, 3rd floor, Building A, No. 15/6, Rama 2 Road, Thakarm Sub-district, Bangkhunthian District, Bangkok 10150. The map of the meeting venue is set out in Enclosure 9.

The appointment of proxy

In the case that the shareholders are unable to attend the meeting, the shareholders can appoint other person as their proxy to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms; the Proxy Form A, Form B and Form C in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce, as appeared in Enclosure 5.

The appointment of proxy can be conducted as follows:

1. The general shareholders may choose to use either Proxy Form A or Proxy Form B. In any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda.
2. The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. The shareholders who appoint 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. The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose names and profiles are as appears in Enclosure 5. to be their proxies.

If the shareholders choose to appoint the independent director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda, and deliver the proxy form with the supporting documents to the Investor Relations Department, at No. 273/2, Rama 2 Road, Samae Dam Sub-district, Bangkhunthian District, Bangkok 10150, Telephone No. (662) 415-0054, in order for the Company to facilitate the verification of the documents, please submit all documentations to the Company by 24 April 2019.



5. The proxy form must be correctly and clearly filled in, and signed by the shareholder (the grantor) and the proxy and affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
6. The proxy must present the proxy form and supporting documents for the appointment of proxy specified in Documents to be presented on the meeting date at registration point for proxies on the meeting date.

Documents to be presented on the meeting date

Individual

1. In case the shareholders attend the meeting in person:

It is required to present valid identification card or government officer card or driving license or passport (in case of foreigner), including evidence of name or surname change (if any).

2. In case the shareholders appoint proxy:

It is required to present the following documents:

- 1) The proxy form, correctly and completely filled in and signed by shareholder (the grantor) and the proxy, and affixed with a stamp duty.
- 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of shareholder (the grantor), certified as true and correct copy by the grantor.
- 3) Valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy

Thai Juristic Persons

1. In the case the authorized representative of the shareholders attends the meeting in person:

It is required to present the following documents:

- 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative, certified as true and correct copy by the representative.
- 2) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce no more than three month prior to the meeting date, certified as true and correct copy by the authorized

representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.

2. In the case the shareholders appoint the proxy to attend the meeting:

It is required to present the following documents:

- 1) The proxy form, correctly and completely filled in and signed by shareholder (the grantor) and the proxy, and affixed with a stamp duty.
- 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative, certified as true and correct copy by the authorized representative.
- 3) Valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy.
- 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce no more than three months prior to the meeting date, certified as true and correct copy by the authorized representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.

Foreign Juristic Persons

In the case the shareholders, who are foreign juristic persons and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:

- 1) Documents form custodian
 - 1.1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian who is the grantor together with the seal being affixed (if any) and the proxy, and affixed with a stamp duty.
 - 1.2) Copy of document confirming that the person who signed the proxy form is permitted to operate the custodian business, certified as true and correct copy by the authorized representative of the custodian, together with the seal being affixed (if any).

- 1.3) Copy of an affidavit of the custodian, issued no more than three months prior to the meeting, certified as true and correct copy by the authorized representative of the custodian together with the seal being affixed (if any), and the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
 - 1.4) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative of the custodian, certified as true and correct copy by the authorized representative.
- 2) Documents from foreign juristic person shareholder
- 2.1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on its behalf.
 - 2.2) Copy of an affidavit of the foreign juristic person shareholder, issued no more than one year prior to the meeting date, certified as true and correct copy by the authorized representative, together with the seal being affixed (if any) and the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
 - 2.3) Copy of valid identification card or government officer card or driving license or passport (in case of foreigner) of the authorized representative, certified as true and correct copy by the authorized representative.

The above documents must be certified by Notary Public and it shall be certified no more than one year prior to the Meeting.

Any document that does not have original in English language must be submitted together with its English translation, and the authorized representative of the juristic person must certify as true and correct translation together with the seal being affixed (if any).

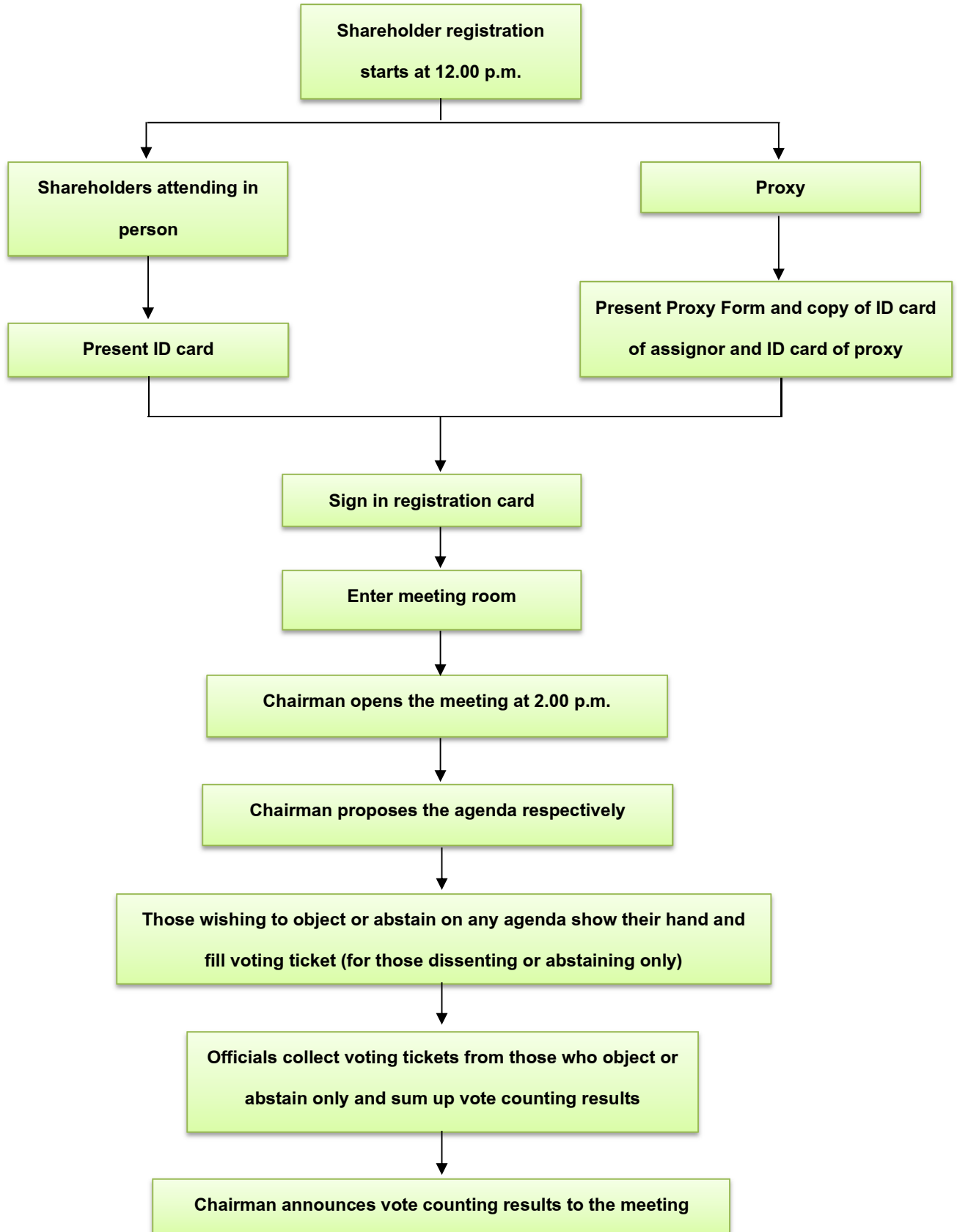
3) Documents from proxy

It is required to present valid identification card or government officer card or driving license or passport (in case of foreigner) of the proxy.

Procedure of participation in the 2019 Annual General Meeting of Shareholders

Asia Biomass Public Company limited

April 26, 2019



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

แผนที่สถานที่จัดประชุม

Map of the Meeting Venue

ประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 26 เมษายน 2562 เวลา 14.00 น.
 The 2019 Annual General Meeting of Shareholders on Thursday, April 26th, 2018 at 2.00 p.m.

ณ ห้องประชุม THE BRIGHT ชั้น 3 อาคาร A
 At THE BRIGHT Meeting Room, 3rd Floor, Building A

ตั้งอยู่เลขที่ 15/6 ถนนพระราม 2 แขวงท่าข้าม เขตบางขุนเทียน กรุงเทพมหานคร 10150
 No.15/6 Thakarm Sub-district, Bangkhunthian District, Bangkok 10150

THE BRIGHT Rama 2 / ศูนย์การค้าเดอะไบรท์ พระราม 2



Private car : Park in the building C behind the shopping center

Bus : 68 , 76 , 105 , 140 , 141, 142 , 147 , 558

THE BRIGHT : Customer Service
094-489-1877





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