



THAI AGRO ENERGY PUBLIC COMPANY LIMITED
REGISTRATION NO. 0107550000157

INVITATION TO THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023
WEDNESDAY, APRIL 26, 2023
AT 15:00 HOURS

THE MEETING AT GRAND BALLROOM, 3RD FLOOR
THE OKURA PRESTIGE BANGKOK
57 WIRELESS ROAD, LUMPINI, PATHUMWAN,
BANGKOK 10330

LOCATION MAP OF THE OKURA PRESTIGE BANGKOK



57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330
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THAI AGRO ENERGY PUBLIC COMPANY LIMITED

บริษัท ไทย อะโกร เอ็นเนอร์ยี่ จำกัด (มหาชน)

No. TAE.EXE. 002/2023

March 2, 2023

Subject: Invitation to the Annual General Meeting of Shareholders Year 2023

Attention: The Shareholder

- Enclosed:
- (1) Copy of the Minutes of the Annual General Meeting of Shareholders Year 2022
 - (2) Annual Report Year 2022(Form 56-1 One Report), including Financial Statements Year 2022 in the QR-CODE format and supporting documents for each meeting agenda, considered as integral part of this meeting invitation
 - (3) Company's Articles of Association, Rules and Practices of Attendance, Grant of Proxies for Presence and Votes at the Meeting, including Proxy Form A, B and C.
 - (4) Map showing location for the Meeting

The Board of Directors of Thai Agro Energy Public Co.,Ltd. has resolved in the meeting No. 2/2023 held on February 16, 2023, to convene the Annual General Meeting of Shareholders Year 2023 to be held on Wednesday, April 26, 2023 at 15:00 hours, at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, according to the following meeting agendas.

Agenda No. 1: To Adopt and Approve the Minutes of the Annual General Meeting of Shareholders Year 2022

Board of Directors' Opinion: The Shareholders' Meeting should approve the above Minutes of Meeting according to details in the document attached herewith.

Agenda No. 2: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2022

Board of Directors' Opinion: The Shareholders' Meeting should acknowledge the operating results for year 2022 according to details in the document attached herewith.

Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Earnings for the Year Ended December 31, 2022

Board of Directors' Opinion: The Shareholders' Meeting should approve the audited balance sheets and statements of earnings for the year ended December 31, 2022, in which have been disseminated on the Company's annual report 2022(Form 56-1 One Report) and forwarded to all the shareholders in advance via the QR Code format along with the meeting invitation.

Agenda No. 4: To Consider and Approve the Omission of Dividend Payment for the Year 2022.

Board of Directors' Opinion: The Shareholders' Meeting should approve the omission of dividend payment of year 2022 according to details in the document attached herewith.

Agenda No. 5: To Consider the Appointment of Directors Retired by Rotation

Board of Directors' Opinion: The Shareholders' Meeting should approve the reappointment of three directors retired by rotation; namely, (1) Mr. Virach Aphimeteetamrong, (2) Mr. Kraisi Sirirungsi and (3) Mr. Satit Chanchaowakun according to details in the document attached herewith.

Agenda No. 6: To Consider the Remunerations of Directors

Board of Directors' Opinion: The Shareholders' Meeting should approve the remuneration of directors for 2023, with details in the document attached herewith.

Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fees of Year 2023

Board of Directors' Opinion: The Shareholders' Meeting should appoint Ms. Patcharawan Koonarungsi, certified public accountant no. 6650, and/or Ms. Satida Rattananuruk, certified public accountant no. 4753, and/or Ms. Siriwan Nitdamrong, certified public account Registration No. 5906 of EY Office Limited, to be the financial auditor for year 2023 with the yearly audit fee of Baht 850,000 and the three quarterly reviews at Baht 160,000 for each quarter, for a total of Baht 480,000, the total audit fee for year 2023 is Baht 1,330,000 as recommended by the Audit Committee, according to details in the document attached herewith.

Agenda No.8: To Consider and Approve the Amendment to the Company's Memorandum of Association Clause 3. by adding one more objective, for a total of 36 objectives.

Board of Directors' Opinion: The Shareholders' Meeting should approve the amendment to the Company's Memorandum of Association Clause 3. by adding one more objective, for a total of 36 objectives according to details in the document attached herewith.

Agenda No. 9: To Consider and Approve the Amendment to Article No.28, 32-33, 36, and 39 of the Company's Articles of Association.

Board of Directors' Opinion: The Shareholders' Meeting should approve the amendment to article No.28, 32-33, 36, and 39 of the Company's Articles of Association according to details in the document attached herewith.

Agenda No. 10 : To Consider Other Matters (if any)

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between October 1, 2022 through December 31, 2022. However, there was no shareholder proposing any meeting agenda item in advance or proposing any appointment for the new director. Therefore, there is no additional meeting agenda proposed by the shareholder for this year.

The Company has determined the name list of shareholders with the right to attend the Annual General Meeting of Shareholders Year 2023 (Record Date) on March 2, 2023.

Inquiries on any meeting agenda for further clarifications by the Board of Directors may be sent in advance by the shareholder to prapatsorn.k@thaiaagroenergy.com or via fax at 02-627-3889 from March 29, 2023 until April 19, 2023.

The Shareholders are cordially invited to attend the Meeting at the above-mentioned date, time and venue, by adhering to the Rules and Practices of Attendance, Grant of Proxies for Presence, and Votes at the Meeting, as attached herewith.

By the Mandate of the Board of Directors
On behalf of Thai Agro Energy Public Company Limited



(Mrs. Prapatsorn Kantawong)
Company Secretary

AGENDA NO. 1

TO ADOPT AND APPROVE THE MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2022

Background and Rationale

The Company convened the Annual General Meeting of Shareholders Year 2022 on Thursday, April 21, 2022 during 15:00 hours to 15:46 hours at the at the Grand Hall Room, 2nd Floor, The Athenee Hotel, a Luxury Collection Hotel, Bangkok, 61 Wireless road, Lumpini sub-district, Pathumwan district, Bangkok. According to the attached minutes of the meeting which has been published in the Company's website and can be accessed via the QR Code provided in the invitation letter.

Board of Directors' Opinion

The Board of Directors has considered that the said minutes of the meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the Board of Directors proposes that the Minutes of the Annual General Meeting of Shareholders Year 2021 be approved by the shareholders' meeting accordingly.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

Minutes of the Annual General Meeting of Shareholders Year 2022
of
Thai Agro Energy Public Company Limited

The Meeting was held on Thursday, April 21, 2022 at 15:00 hrs., at the Grand Hall Room, 2nd Floor, The Athenee Hotel, a Luxury Collection Hotel, Bangkok, 61 Wireless road, Lumpini sub-district, Pathumwan district, Bangkok 10330.

Mrs. Prapatsorn Kantawong, Company Secretary, declared that due to the outbreak of the Coronavirus disease 2019 ("COVID-19") in Thailand has been steady and rapid increase in the number of infected people. Therefore, in order to comply with government measures, the Company has established measures to prevent the spread of COVID-19 at the Annual General Meeting of Shareholders Year 2022, the Company has released such information to the Stock Exchange of Thailand and investors which can be summarized as follows:

(1) The Company will complete the meeting in the shortest and most concise time in approximately 1 hour and 30 minutes.

(2) The Company does not allow food and beverages in the meeting venue and meeting room to maintain public hygiene.

(3) The Company refrains from using microphones. In case the shareholders wish to ask or provide additional advice, write it in a paper provided by the Company and deliver it to the Company's staff. The Company will only answer questions in the meeting room regarding the agenda of the meeting. For other questions (if any), the Company reserves the right to consider as it deems appropriate in each case.

(4) The Company arranges to screen attendees by providing space and limiting the number of people in the meeting room and asking all shareholders to wear face mask at all times at the attendance and regularly clean their hands with alcohol gel sanitizers provided by the Company at various points in the meeting area, The Company reserves the right not to allow persons who have failed to undergo screening, such as exceeding body temperature, not wearing face masks and recently returning from vulnerable countries or vulnerable areas in the country in accordance with the official announcement. If the attendees have fever, cough, sneezing, nasal discharge, sore throat, experience breathing difficulties, the Company requests that they leave the meeting area immediately.

(5) The Company encourages shareholders to proxy the Company's independent directors instead of attending the meeting in person.

(6) The Company would like to ask all shareholders who attended the meeting to follow " Measures to prevent COVID-19 infection at the Annual General Meeting of Shareholders for 2022", which the Company has delivered details along with the invitation letter and informed further information strictly.

Mr. Virach Aphimeteetamrong, Chairman of the Board, presided as Chairman of the Shareholders' Meeting and Mrs. Prapatsorn Kantawong, Company Secretary, presided as Secretary of the Meeting who took minutes of the Meeting, by which 67 shareholders attending in person holding 81,620,214 shares and 22 shareholders granting proxies to attend the Meeting holding 571,275,030 shares, for a total of 89 persons with aggregate number of 652,895,244 shares or 65.2895 percent of all the issued shares with voting right, totaled 1,000,000,000 shares, which constituted a meeting quorum according to the Company's regulation. The Chairman then declared the Annual General Meeting of Shareholders for the year 2022. Afterwards, the Chairman assigned Mrs. Prapatsorn Kantawong, Company Secretary, to introduce the Directors, Executives and Auditor representatives who present at the Meeting, and informed the criteria of this meeting and explained about the method of voting and counting of votes. The Directors who attended the Meeting were as follows:

(a) The Board of Directors has 8 members, attended the meeting of 8 persons, representing 100% of the total number of directors listed as follows:

- | | | |
|-----|-----------------------------|--|
| (1) | Mr. Virach Aphimeteetamrong | Chairman of the Board, Independent Director and Audit Committee Member |
| (2) | Mr. Kraisi Sirirungsi | Vice Chairman and Chairman of the Nomination and Remuneration Committee |
| (3) | Mr. Anun Louharanoo | Director and Nomination and Remuneration Committee Member |
| (4) | Mr. Padetpai Meekun-iam | Independent Director and Chairman of Audit Committee |
| (5) | Mr. Satit Chanchaowakun | Independent Director, Audit Committee Member, Chairman of Risk Management Committee and Nomination and Remuneration Committee Member |
| (6) | Mr. Srihasak Arirachakaran | Director and Nomination and Remuneration Committee Member |
| (7) | Mr. Somchit Limwathanakura | Director |
| (8) | Mr. Somchai Lovisuth | Director and Nomination and Remuneration Committee Member and Senior Chief Executive Officer |

(b) Auditor and representative from EY Office Limited attended the meeting of 2 persons namely; Ms. Patcharawan Koonarangsri, auditor of the Company year 2021 and Miss Nipitcha Choteananchart.

(c) There are 3 executives attending the meeting listed as follows:

- | | | |
|-----|---------------------------|---|
| (1) | Mrs. Somrudee Suwannaroop | Chief Executive Officer – Administration and Production |
| (2) | Ms. Kanyaphat Chinantdej | Chief Executive Officer – Commercial |
| (3) | Mr. Anan Rayaruji | Production and Engineering Director |

(d) The Thai Investors Association ("TIA") as a shareholder submitted a letter notifying that Mr. Somyos Saksrikunakorn ("Right Protection Volunteer") was the proxy from TIA. Accordingly, TIA provides Quality Assurance Program for the Annual General Meeting of Shareholders and Registered since 2006 until present.

Before entering upon the meeting agendas procedure and in order to properly conduct the meeting, Mr. Virach Aphimeteetamrong, Chairman of the meeting, assigned Mrs. Prapatsorn Kantawong, Company Secretary, to clarify the rules for this meeting including practices for voting and vote counting procedures for each of the meeting agenda, which could be summarized as follows (details had been provided within the Meeting invitation):

(1) According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between October 1, 2021 through December 31, 2021. However, there was no shareholder proposed any meeting agenda item in advance or proposing any appointment for the new director. There is no additional meeting agenda proposed by the shareholder for this year. Therefore, the Meeting will be conducted according to the agenda set out in the invitation letter.

(2) A voting in each agenda shall be made openly which one share as one vote by;

(2.1) Shareholders who presented at the Meeting in person and proxy holders who is empowered under Form A, whether natural or juristic person, shall vote under their occupied or empowered shares and shall not be split in each agenda. In the event of lack or excess of vote from

occupied or empowered shares, split or missed voting, the vote will be uncounted or counted as suspend.

(2.2) Proxy under Form B and C shall vote by objectives of power of attorney under following procedure;

(2.2.1) Proxy under Form B shall vote by objectives of power of attorney and their vote shall not be split in each agenda. In case of lack or excess of vote from occupied or empowered shares or split or missed voting, the vote will be uncounted or counted as suspend.

(2.2.2) Proxy under Form C (in case of foreign investor appointed custodian in Thailand to acting instead) may split their vote in any agenda. If there was any agenda has been voted more than number of shares under or inappropriate with its power of attorney, such voting may be incorrect and counted as suspend at all, but if there was any agenda has been voted less than number of shares under power of attorney, all absented vote rights will be counted as suspend.

(3) This meeting has 6 of the 8 voting agendas, with ballots separated into one agenda each, except for the 2nd agenda, which is an informed agenda without a vote, and the 8th agenda on other matters which may not be voted on.

(4) Voting in each agenda (Except for agenda no.5 “The Appointment of Directors Retired by Rotation”). If shareholders have no any other comments or disagreement on each item, no need to fill out the ballot. Assuming that the Meeting has approved or agreed with the proposal of the Board of Directors agenda. The Resolution will be informed to the Meeting. On the other hand, if the shareholders have any other comments or have a different opinion with the proposal of the Board of Directors or abstained, the ballot should be filled out to vote. To speed up the vote counting in each agenda, the vote will count only those who disagree or abstain only. For those who do not object or abstain are assumed that agree with the agenda. Therefore, if the shareholders either opposed or abstained from voting on any agenda, he/she shall raise his/her hand then the Chairman will ask staff to keep the ballot for counting and inform resolution to the Meeting.

(5) Voting in agenda no.5 “The Appointment of Directors Retired by Rotation”, all shareholders will vote to elect member of board individually. The Company's staff will collect the ballots from all shareholders for counting of votes then inform resolution of the Meeting. If a shareholder does not send a ballot and if any agenda has been voted less than number of shares under power of attorney, all absented vote rights will be counted as suspend.

(6) Resolution of each agenda will require a majority of votes at the meeting which had been informed in the invitation letter. In case of a tie vote, the Chairman shall have a casting vote. For other case which differed from the law or the Company's Article of Associates, the Chairman will inform to shareholders before voting of such agenda.

(7) Either shareholder who have benefit in any agenda shall have no right to vote in that agenda, in which the Chairman will inform to the shareholders before voting.

(8) Secret voting may be done if requested by at least 5 shareholders and the Meeting resolves accordingly. All shareholders must submit the ballots to the Chairman. The Company's staff will collect the ballots for the counting to inform the resolution to the Meeting.

(9) If any shareholders or proxy have any question, recommendation or requisition, they may ask to the Meeting by introduce their full name and specified that being shareholder or proxy.

(10) Thai language is used throughout the Meeting. If shareholders have any questions or would like to comment or need more advice, they can ask in Thai and the Board of Directors will also answer in Thai. There are 2 ways for a foreign shareholder: (1) The Company will ask the Company's staff to discuss with the shareholders and ask questions to the Meeting in Thai, then translated into

English for the shareholder (2) Ask the shareholders to ask questions in writing and the Board of Directors will further answer in writing.

(11) The Company had hired PTT Digital Solutions Co., Ltd. to provide services and supervise the evaluation of each agenda item. Ms. Theeranant Kunakasem, the staff of the Company, direct and supervise the collection of ballots with the BARCODE for counting and summing up the voting results on each agenda and then show on the big screen in the Meeting room to report the result of each agenda item to the shareholders who attending the Meeting. The Chairman of the Meeting may proceed to the next agenda item while waiting for the vote result in previous agenda item. The results of the votes will be announced to the shareholders after completion of the counting of votes for each agenda item.

Thereafter, the Meeting was preceded with the following agendas;

Agenda 1: To Adopt and Approve the Minutes of the Annual General Meeting of Shareholders Year 2021

Mr. Virach Aphimeteetamrong, Chairman of the Meeting, proposed to the Shareholder's Meeting consider to adopt the Minutes of the Annual General Meeting of Shareholders Year 2021 was held on April 22, 2021, a copy of which had been delivered to all shareholders together with the invitation letter, and also presented following information;

Board of Directors' Opinion

The Board of Directors has considered that the Minutes of Meeting was correctly recorded in accordance with the resolutions of the shareholders' meeting. Therefore, the Board of Directors proposes that the Minutes of the Annual General Meeting of Shareholders Year 2021 be adopted by the shareholders' meeting accordingly.

Afterward, The Chairman provided opportunity for shareholders to express opinion and make inquiry to the Board of Directors concerning with the aforementioned approval of the minutes of the Annual General Meeting of shareholders year 2021 and when there was none.

Voting Procedure

The resolution of this agenda requires majority votes of the shareholders present at the Meeting. In the event of a tie vote, the Chairman shall have a casting vote.

The Meeting of Shareholders has considered and, by majority, resolved the Minutes of the Annual General Meeting of Shareholders Year 2021 as proposed without any amendment with the following number of votes;

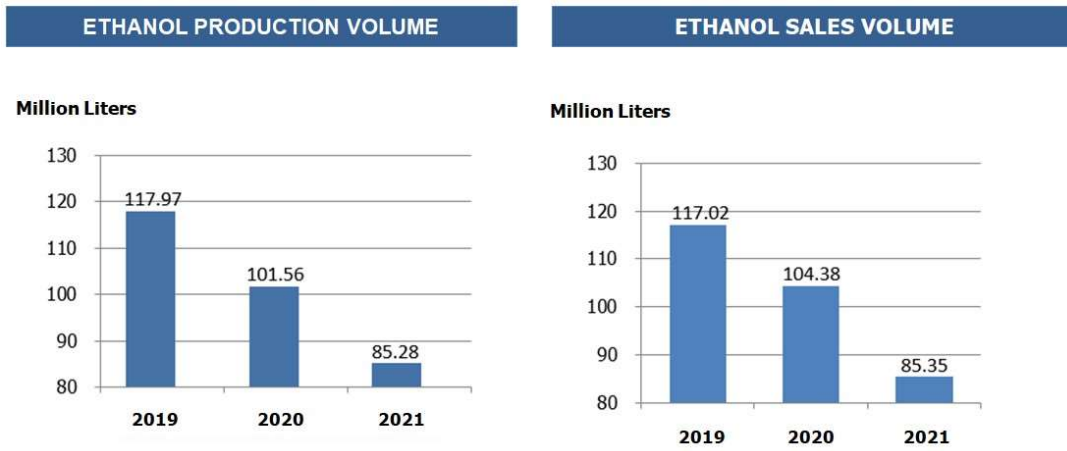
Voting Results	Approved	Disapproved	Abstained	Voided Ballot
Number of votes	652,902,621	0	0	0
Percentage (%)	100.0000	0	0	0

During the voting of this agenda, there were 97 shareholders attending the meeting, holding a total of 652,902,621 shares or 65.29 percent of all the issued shares with voting rights.

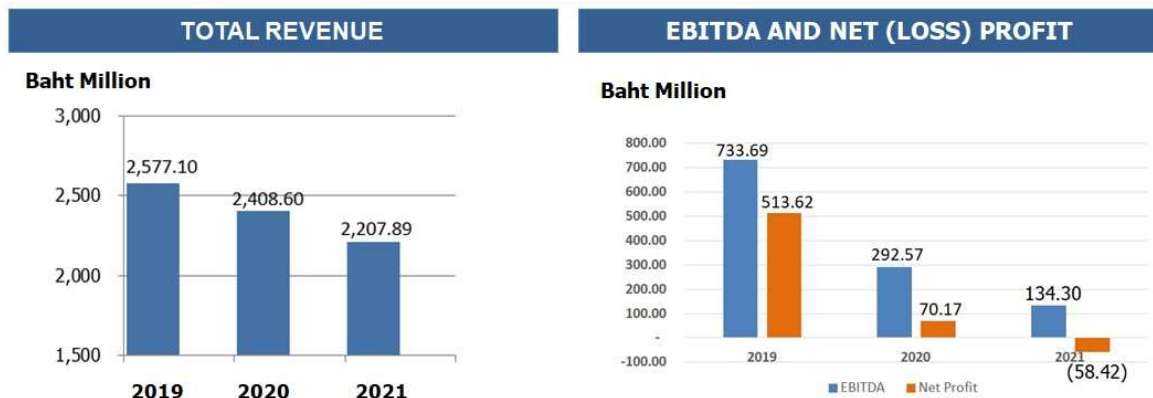
Agenda 2: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2021

Mr. Virach Aphimeteetamrong, Chairman of the Meeting, presented the Report of the Board of Directors on the operating results and financial status including other information of the Company during year 2021, which had been published on the Annual Report year 2021 and disseminated on the Company's website and forwarded to all shareholders in advance in the form of QR code format along with the meeting invitation. Mr. Somchai Lovisuth, Senior Chief Executive

Officer, was assigned to briefly report to the shareholders on the operating results of year 2021 which can be summarized as follows;




The Company's ethanol production in 2021 amounted to 85.28 million liters. This decreased from 2020, which amounted to 101.56 million liters. As a result of the drought affecting the amount of sugarcane entering the chest, overall the country in 2021, it was reduced to 66.66 million tons, decreased from 8.18 million tons in 2020. And the molasses, the Company's primary raw material for ethanol production has been reduced to 2.7 million tons overall the country.



In 2021, the Company's total revenue was Baht 2,207.93 million. This decreased from 2020 revenue of Baht 2,408.60 million and the Company's operating profit before interest, taxes, depreciation and amortization (EBITDA) of Baht 134.30 million. EBITDA MARGIN was 6%, decreased from 12.15% in 2020 and a net loss in 2021 totaling Baht 58.42 million. This was a decrease from Baht 128.59 million the previous year and a net loss of Baht 0.06 per share, decreased from Baht 0.13 per share the previous year.

The Company continues to give priority to the principles of good corporate governance and realizes the importance of corporate social responsibility to create sustainable development for the corporation in the long run, the Company has received the following rewards and recognitions in 2021:

(2) The Company was placed in a "Very Good" level or 4 stars () for the assessment of Corporate Governance ("CGR") Year 2021 by the Thai Institute of Directors Association, having received a score of 86 percent, higher than the average score of the listed companies in year 2021 with the score of 84 percent.

(3) The Company received 100 score or "Excellent" level on the Annual General Meeting Quality Assessment of the Listed Companies ("AGM Checklist") Year 2021 conducted by the Thai Investors Association, higher than the average score of the listed companies in year 2021 with 95.46 score.

(4) The Company has been officially certified as a renewal member of "Thailand's Private Sector Collective Action Coalition Against Corruption" continues to 2023. The Company has committed to promote corporate transparency and anti-corruption in every form.

After that, the Chairman allowed the Meeting to express opinions and make queries in relation to the management and operation of the Company.

Mr. Vichien Paritmongkol, shareholder with meeting attendance no. 85, holding 20,000 of shares, asked the following questions:

(1) Please inform the progress of the potassium humate evaporation plant project. Is there any problem, and how is it handled?

(2) What are the Company's expectations for 2022 operating results?

Mr. Somchai Lovisuth, Senior Chief Executive Officer, clarified as follows:

(1) In the first order, let's mention the origin of the evaporation plant project. The objective is to reduce the amount of wastewater generated by the production process in order to reduce the impact on the environment. For potassium humate, it is a byproduct of evaporation of water. Therefore, the Company has constructed a pilot plant for potassium humate production units with a capacity of 40 metric tons per day in order to collect production data for future capacity expansion. In addition, the Company has filed a patent for the production of potassium humate to the Department of Intellectual Property, which is currently considering the request.

(2) Starting at the end of 2021, the Company has budgeted and planned to produce ethanol in 2022 with an estimated of 91 million liters. This is an increase from 2021 using data on the amount of sugarcane entering the chest (which is small) combined with other factors such as raw material prices, shipping costs, etc.

After that, no shareholders asked or commented further, the Chairman informed the meeting that because the agenda was reported or informed, there was no vote.

The Meeting of Shareholders acknowledged the report of Board of Directors on the operating results of year 2021 as presented above.

Agenda 3: To Consider and Approve the Statement of Financial Position (Balance Sheets) and Statements of Earnings for the Year Ended December 31, 2021

Mr. Virach Aphimeteetamrong, Chairman of the meeting, proposed to the shareholders' meeting to consider the Statement of Financial Position (Balance Sheets) and Statements of Earnings for the Year Ended December 31, 2021 by assigning Mrs. Somrudee Suwannaroop, Chief Executive Officer – Administration and Production, to present the following information for consideration.

Background and Rationale

Ms. Patcharawan Koonarangsri, certified public accountant no. 6650, of EY Office Limited, has audited and certified the Statement of Financial Position (Balance Sheets) and Statements of Earnings for the Year Ended December 31, 2021, which have been forwarded to all shareholders in the form of QR code along with the invitation letter. Accordingly, the Audit Committee has reviewed the mentioned financial statement and supervised that they comply with the accounting standards as well as complete and adequate disclosure all information, according to the Report of the Audit Committee in which appeared in Annual Report of Year 2021 page 147-194.

Board of Directors' Opinion

The Board of Directors has considered that the Financial Statement of year 2021 provided complete and adequate financial status and operating results, in accordance with the generally accepted accounting standards. Therefore, the Statement of Financial Position (Balance Sheets) and Statements of Earnings for the Year Ended December 31, 2021 are being proposed to the shareholders' meeting for its consideration and approval as presented above, which can be summarized as follows:

(A) Statement of financial position or balance sheet

Description	Unit	As at December 31 st , 2021	As at December 31 st , 2020	Increased (Decreased)	%
Total Assets	Million Baht	3,398.24	3,357.97	40.27	1.20
Total Liabilities	Million Baht	1,692.96	1,559.28	133.68	8.57
Total Shareholders' Equity	Million Baht	1,705.28	1,798.69	(93.41)	(5.19)
Share Book Value	Baht per share	1.71	1.94	(0.09)	(5.00)
Remark : Registered per value of Baht 1 per share					

(B) Statements of Comprehensive Income

Description	Unit	As at December 31 st , 2021	As at December 31 st , 2020	Increased (Decreased)	%
Revenue from sales	Million Baht	2,207.89	2,408.60	(200.71)	(8.33)
Net profit	Million Baht	(58.42)	70.17	(128.59)	(183.25)
Profit per share	Baht per share	(0.06)	0.07	(0.13)	(185.71)
Remark : Registered per value of Baht 1 per share					

Afterward, the Chairman provided opportunity to the shareholders to express opinion and make inquiry concerning about the financial statements of year 2021 as mentioned above. There was no shareholders making inquiry and/or expressing their opinion.

Resolution

The resolution of this meeting agenda requires majority votes of the shareholders present at the Meeting. In the event of a tie vote, the Chairman shall have a casting vote.

The Meeting of Shareholders has considered and, by the majority, resolved to approve the Statement of Financial Position (Balance Sheets) and Statement of Earnings for the year ended December 31, 2021 by following votes;

Voting Results	Approved	Disapproved	Abstained	Voided ballot
Number of votes	652,915,921	0	0	0
Percentage (%)	100.0000	0	0	0

During the voting of this agenda, there were 96 shareholders attending the Meeting, holding a total 652,915,921 shares or 65.29 percent of the total number of shares issued with voting rights.

Agenda 4: To Acknowledge the interim dividend to the shareholders and to consider and approve the omission of dividend payment for the year 2021.

Mr. Virach Aphimeteetamrong, Chairman of the Meeting, proposed to the shareholders' meeting to consider acknowledge the interim dividend to the shareholders and to consider and approve the omission of dividend payment for the year 2021, by assigning Mrs. Somrudee Suwannaroop, Chief Executive Officer – Administration and Production, to present the following information for consideration:

Background and Rationale

According to the Public Limited Companies Act B.E.2535, Section 116, defined that; "The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital, unless the articles of association of the Company or other law provides for a greater amount of the reserve fund."

Dividend Payment Policy

The Company's dividend payment policy is not less than 60 percent of its yearly net profit of the separate financial statements for each financial period after the deductions of statutory reserve and the net loss carried forward (if any). However, the Company may pay dividends at a rate less than the above subject based on operation results, the financial status of the Company, cash flow, working capital within the Company, reserves to repay loans or reserves for future investments or expansions.

Board of Directors' Opinion

The Company has net loss on operating results according to the financial statements ended 31 December 2021, the net loss was Baht 58,415,431.94 or a net loss of Baht 0.06 per share, calculated from the issued and paid-up shares of 1,000 million shares at a share value of Baht 1.00 per share. Therefore, it should be presented at the shareholders' meeting for the following considerations:

Description of Allocation (Unit : Baht)	BOI Activities		Non-BOI Activities	Grand Total
	Ethanol Production Line 1 (Which will be expired on 22 April 2022)	Potassium Humate (Which will be expired on 22 April 2022)		
Retained earnings (loss) of previous year	144,540,104.37	(40,841,194.54)	188,641,533.49	292,340,443.32
Add Net Profit (loss) of year 2021	15,458,681.58	(23,931,020.97)	(49,943,092.55)	(58,415,431.94)
Retained earnings (loss) for Appropriation	159,998,785.95	(64,772,215.51)	138,698,440.94	233,925,011.38
Less - Appropriation for Interim Dividend Payment for 1,000 million shares at Baht 0.01 per share and paid to the shareholders on September 17, 2021.	(10,000,000.00)	-	-	(10,000,000.00)
Earnings Carried Forward as at December 31, 2021.	149,998,785.95	(64,772,215.51)	138,698,440.94	223,925,011.38

(1) To acknowledge the interim dividend to shareholders from retained earnings of the operating results of BOI promoted activities, BOI card no. 62-0394-1-04-1-0, for dividend payment to shareholders of 1,000 million shares. The interim dividend paid from the first 6 months of 2021 at the rate of 0.01 per share, totaling Baht 10,000,000.- according to the resolutions of the Board of

Directors at the Meeting No. 8/2021 on August 19, 2021. The interim dividend has already paid to shareholders on September 17, 2021.

(2) To consider and approve the omission of the dividend payment from the operating results of the year 2021.

Comparison of Dividend Payment with the Past Year

Details of Dividend Payment	2021	2020
Net Profit (Loss)	Baht (58,415,431.94)	Baht 67,865,060.75
Number of shares (share)	1,000,000,000.00 shares	1,000,000,000.00 shares
Total Dividend per share	0.010 Baht per share	0.080 Baht per share
• 1 st Interim Dividend Payment	0.010 Baht per share	0.055 Baht per share
• Annual Dividend Payment	- Baht per share	0.025 Baht per share
Total dividend payment	Baht 10,000,000.00	Baht 80,000,000.00

Afterward, the Chairman provided opportunity for the shareholders to express opinion and make inquiry concerning the appropriation of earnings for the operating results of year 2021 as mentioned above. There was no shareholders making inquiry and/or expressing their opinion.

Resolution

The resolution of this agenda requires majority votes of the shareholders present at the Meeting. In the event of a tie vote, the Chairman shall have a casting vote.

The Meeting of Shareholders acknowledge the interim dividend to shareholders and approved the omission of dividend payment for the year 2021 with the following number of votes.

Voting Results	Approved	Disapproved	Abstained	Voided ballot
Number of votes	648,856,313	0	0	0
Percentage (%)	100.00	0	0	0

During the voting of this agenda, there were 121 shareholders attending the Meeting, holding a total 648,856,313 shares or 64.88 percent of the total number of shares issued with voting rights.

Agenda 5: To Consider the Appointment of Directors Retired by Rotation

Mr. Virach Aphimeteetamrong, Chairman of the Meeting, proposed to shareholders meeting to consider approving the appointments of directors retired by rotation by assigning Mr. Kraisi Sirirungsi, Chairman of the Nomination and Remuneration Committee, to present the following information for consideration:

Background and Rationale

By Company's Articles of Association, Article 20, corresponding with Section 71 of the Public Company Limited Act B.E.2535, defined that; "In every annual ordinary meeting of shareholders a new board of directors shall be elected, but the former board of directors shall remain in office to operate business of the Company as long as necessary until the new board of directors assume office.

Unless provided otherwise by the articles of association of the Company, directors to vacate office in the first year and the second year after registration of the company shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office."

In the Annual General Meeting of Shareholders for year 2022, there were 2 directors terminated under Company's Articles of Association, Article 20, namely, (1) Mr. Anun Louharanoo and (2) Mr. Somchai Lovisuth.

Nomination and Remuneration Committee' Opinion

The Nomination and Remuneration Committee has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the reappointment of the 2 directors who are retired by rotation. Accordingly, the Shareholder's Meeting shall be proposed for consideration for each appointment individually.

Proposed Names for Appointment of Directors Replacing the Directors Retired by Rotation	Proposed Director's Position	Number of years in position	No.of attendance / No.of meeting in 2021				
			Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Corporate Governance Committee
1. Mr. Anun Louharanoo	Director	14	13/13	-	3/3	-	-
2. Mr. Somchai Lovisuth	Director	14	13/13	-	3/3	-	-

*Note : (1) Number of the meetings held in 2021 as follows: The Board of Directors held total 13 meetings , the Audit Committee held total 8 meetings, the Nomination and Remuneration Committee held total 3 meetings and (4) the Risk Management Committee held total 6 meetings.
(2) Term of Director when the newly proposed directorial term is included, there will be 17 years.
(3) Mr.Somchai Lovisuth holds the position of Risk Management committee member and Corporate Governance committee member on December 1, 2021. Therefore, he has not attended the meeting.

Board of Directors' Opinion

The Board of Directors (excluding directors who have interests) has determined that the person nominated to be directors are qualified for the Company's business operations. Then the Board of Directors has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the reappointment of the 2 directors who are retired by rotation which shall be proposed for each appointment individually.

Criteria and Nomination Procedure

The Board of Directors has deliberately and carefully determined the nomination criteria and procedure, the selection of persons for the directorship positions, and have been carefully considered by the Nomination and Remuneration Committee ("NRC") that the proposed person for director position should have knowledge, capabilities, experience and various expertise, which are deemed beneficial to the Company's business operation and also possess all the qualifications to take the director position of the listed company, according to the Company's Article of Association and governing laws. Past work experiences as the Company's directors have also been reviewed (if any). The Company provided the opportunity for the shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance principles through the Company's website (www.thaiaagroenergy.com) for 3 months during October 1, 2021 through December 31, 2021. However, there were no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director.

Information of the Proposed Persons for Director Positions

The information of the nominees of the two directors, as well as the definition and qualifications of those who will serve as independent directors, as well as their performance as directors in the past year, are detailed as shown in the documents submitted to all shareholders in advance together with the invitation to this meeting and published on the Company's website.

Resolution

Resolution of this agenda requires majority vote of all voted attendants with following principles and procedures;

- (1) One share as one vote.
- (2) Each shareholder may use all their votes under (1) to elect one or more than one director but shall not separate their vote.
- (3) The persons receiving highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected directors of the company. In the event

of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall casting the vote.

The Chairman informed the Meeting that two directors who are the shareholders of the Company will not exercise their right to vote for their appointment, namely Mr. Anun Louharanoo holds 4,771,895 shares and Mr. Somchai Lovisuth holds 2,036,400 shares.

Afterward, the Chairman requested the Meeting to appoint new directors to replace those retired 2 directors. The Meeting decided individually as following;

The Meeting of Shareholders has decided individually as following;

(1) The Meeting has decided to reappoint Mr. Anun Louharanoo to be Director for one more period with hereunder votes.

Voting Results	Approved	Disapproved	Abstained	voided ballot
Number of votes	648,124,026	0	4,791,895	0
Percentage (%)	99.2661	0	0.7339	0

(2) The Meeting has decided to reappoint Mr. Somchai Lovisuth to be Director for one more period with hereunder votes.

Voting Results	Approved	Disapproved	Abstained	voided ballot
Number of votes	650,859,521	0	2,056,400	0
Percentage (%)	99.6850	0	0.3150	0

During the voting of this agenda, there were 96 shareholders attending the Meeting, holding a total of 652,915,921 shares, 65.92 percent of the issued shares and voting rights.

Agenda 6: To Consider the Remunerations of Directors

Mr. Virach Aphimeteetamrong, Chairman of the Meeting, proposed to the shareholders' meeting to consider determining the remuneration of Directors by assigning Mr. Kraisi Sirirungsi, Chairman of the Nomination and Remuneration Committee, to present the following information for consideration:

Background and Rationale

The Nomination and Remuneration Committee considers the remuneration of directors by scrutinizing and comparing references from the same industry, as well as considering the size of the business, business expansion and profitability of the Company when using the data of the survey of directors and executives of listed companies for 2020 prepared by the Stock Exchange of Thailand and the Association of Promotion of Thai Directors' Institutes of Directors to compare with the remuneration of directors paid by the Company.

Board of Directors' Opinion on the Directors' Remuneration for 2022 and Comparison with the Past Year

The Board of Directors has considered and resolved to propose to the Shareholders' Meeting for approval of the Directors' remunerations for 2022, having details as follows:

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration for directors, with the Chairman receiving Baht 45,000 per month and the Directors receiving Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Omit the Annual remuneration for year 2022 due to losses in operating results.

(2) The Audit Committee members shall receive a fixed monthly remuneration, with the Audit Committee Chairman receiving Baht 20,000 per month and the other Audit Committee Members receiving Baht 15,000 per month per person, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(3) The Nomination and Remuneration Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Nomination and Remuneration Committee shall receive of Baht 15,000 per attended meeting and Nomination and Remuneration Committee

members shall receive of Baht 10,000 per attended meeting, which is based on the same basis and remuneration paid in the previous year without any changes.

(4) The Risk Management Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Risk Management Committee shall receive of Baht 15,000 per attended meeting and Risk Management Committee members shall receive of Baht 10,000 per attended meeting. This will be paid to non-executive director only.

(5) The Corporate Governance Committee of which members are all executives whom already receive monthly salary and other benefits as the Company's employees; therefore, there are no additional remunerations.

After that, the Chairman has given shareholders the opportunity to comment and question the issues regarding the remuneration of directors mentioned above, but it appears that no shareholders have inquired and or offered any further comment.

Voting Procedure

(1) The resolution for this meeting agenda shall be based on two-third of all votes from shareholders attending the meeting and casting their votes.

(2) The director holding shares in the Company, had no right to vote in this agenda due to direct interest,(1) Mr. Kraisi Sirirungsi holds 41,200,000 shares, (2) Mr. Somchit Limwathanakura holds 27,500,000 shares,(3) Mr. Sihasak Arirachakaran holds 45,940 shares, (4) Mr. Somchai Lovisuth holds 2,036,400 shares, and (5) Mr. Anun Louharanoo holds 4,771,895 shares.

The Meeting of Shareholders considered and resolved to approve the remuneration of Directors for year 2022 as following;

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration for directors, with the Chairman receiving Baht 45,000 per month and the Directors receiving Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Omit the Annual remuneration for year 2022 due to losses in operating results.

(2) The Audit Committee members shall receive a fixed monthly remuneration, with the Audit Committee Chairman receiving Baht 20,000 per month and the other Audit Committee Members receiving Baht 15,000 per month per person, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(3) The Nomination and Remuneration Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Nomination and Remuneration Committee shall receive of Baht 15,000 per attended meeting and Nomination and Remuneration Committee members shall receive of Baht 10,000 per attended meeting, which is based on the same basis and remuneration paid in the previous year without any changes.

(4) The Risk Management Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Risk Management Committee shall receive of Baht 15,000 per attended meeting and Risk Management Committee members shall receive of Baht 10,000 per attended meeting. This will be paid to non-executive director only.

(5) The Corporate Governance Committee of which members are all executives whom already receive monthly salary and other benefits as the Company's employees; therefore, there are no additional remunerations.

The shareholders' meeting had the following number of votes more than two-third of all votes from shareholders attending the meeting with voting right as follows:

Voting Results	Approved	Disapproved	Abstained	Voided ballot
Number of votes	577,361,786	0	0	0
Percentage (%)	100.00	0	0	0

During the voting of this agenda, there were 97 shareholders attending the meeting, 92 of whom were eligible to vote, holding a total of 577,361,786 shares, not counting the votes of

five shareholders who were directors who had a direct interest in this agenda, holding a total of 75,554,235 shares, as detailed above.

Agenda 7: To Consider the Appointment of the Auditor and Determination of Audit Fees of year 2022

Mr. Virach Aphimeteetamrong, the Chairman of the meeting, assigned Mr. Padetpai Meekun-iam, Chairman of Audit Committee to request the meeting to select auditor and define audit fee for year 2022, with following information;

Background and Rationale

According to the Company's Articles of Association concerning with the appointment of auditor and determination of audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E.2535 states as follows:

Section 120 : The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the Company's financial auditor.

Section 121 : The financial auditor must not be a director, employee or take any position in the Company.

Auditor Nomination Policy

The Company shall contact various auditor offices, having financial auditors whom have been approved by the Office of Securities and Exchange Commission ("SEC") to audit the listed companies to offer their service fees for comparison, then select for the best and most suitable service terms and fees.

Audit Committees' Opinion

The Audit Committee considers the selection of the Company's auditors, who may propose to appoint the same auditor or dismiss the same auditor by reviewing their qualifications, working quality and standard, expertise and independence, performance results, in comparison with workload and remuneration; and therefore has recommended to the Board of Directors to propose to the Shareholder's meeting to consider appointing Miss Patcharawan Koonarangsri, certified public accountant no. 6650, and/or Miss Sathida Rattananurak, certified public account registration No. 4753, and/or Miss Siriwan Nitdamrong, Certified Public Account Registration No. 5906 of EY Office Limited, whom are qualified to be the financial auditor of the listed companies as established by the SEC, to be the Company's financial auditor for the year 2022, and for the approval of the audit fee for year 2022 at Baht 1,130,000 which is the same as the previous year and considered appropriate.

Opinion of Board of Directors

In compliance with the Public Limited Company Act B.E. 2535, which stipulates that the shareholder's meeting appoints the auditor and determines the audit fee regularly every year by suggestion of Audit Committee as mentioned above. The Board of Directors has considered proposing to the shareholder's meeting to consider appointing any one of the auditors from EY Office Limited from the following name list to be the financial auditor for year 2022 with the yearly audit fee of Baht 680,000 and the three quarterly reviews at Baht 150,000 each quarter, totaling Baht 450,000 for a total of Baht 1,130,000 which is the same as the previous year and considered appropriate as recommended by the Audit Committee.

(1) Miss Patcharawan Koonarangsri, certified public accountant no. 6650 (used to be the auditor signing in the Company's financial statements for 2020-2021) and/or,

(2) Miss Satida Rattananuruk, certified public accountant no. 4753 (never been the auditor signing in the Company's financial statements and/or,

(3) Miss Siriwan Nitdamrong, certified public accountant no. 5906 (never been the auditor signing in the Company's financial statements).

Supporting Information

(1) The proposed audit fee for year 2022 at Baht 1,130,000 is the same as the previous year as per below details.

Comparison details	Unit : Baht	
	2021	2022
Yearly Audit Fee	680,000.-	680,000.-
Quarterly review	450,000.-	450,000.-
Total	1,130,000.-	1,130,000.-

(2) During the past year 2021, the Company used audit services, without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(3) The financial auditor proposed above has independence in the audit and opinions to the Company's financial statements, without having any relationship or other stakes or interests whatsoever with the Company/subsidiary companies/executives/major shareholders or relevant persons to the above parties.

(4) The financial auditor proposed above has been endorsed by the SEC to audit the listed companies, with the shareholders' meeting having appointed EY Office Limited as the Company's financial auditor for the past 16 years from 2005 to 2021. Accordingly, the Company has strictly complied with the regulation regarding the Auditor Rotation as stipulated by the SEC, by not using the same financial auditor consecutively for more than 5 years.

After that, the Chairman has given shareholders the opportunity to express their opinions and questions about the appointment of auditors and determine the audit fees for the year 2022 mentioned above, but it appears that no shareholders have asked for further questions and/or comments.

Resolution

The resolution of this agenda requires majority votes of the shareholders present at the Meeting. In the event of a tie vote, the Chairman shall have a casting vote.

The Meeting of Shareholders considered and decided unanimously to approve either Miss Patcharawan Koonarangsri, certified public accountant no. 6650, and/or Miss Sathida Rattananurak, certified public accountant no. 4753, and/or Miss Siriwan Nitdamrong, certified public accountant no. 5906 of EY Office Limited, whom are qualified to be the financial auditor of the listed companies as established by the SEC, to be the Company's financial auditor for the year 2022, and for the approval of the audit fee for year 2022 at Baht 1,130,000 with the following votes.

Voting Results	Approved	Disapproved	Abstained	voided ballot
Number of votes	652,922,779	0	0	0
Percentage (%)	100.00	0	0	0

During the voting of this agenda, there were 100 shareholders attending the Meeting, holding a total of 652,922,779 shares, 65.29 percent of the issued shares and voting rights.

Agenda 8: To Consider Other Matters (if any)

The Chairman welcomed the shareholders' inquiries and suggestion to the Board of Director in business management (if any), which could be summarized as follows;

Ms. Bussakorn Ngampasutadol, shareholder with meeting attendance no. 50, holding 200 of shares, asked the question that: What is the Company's plan in case of reduced quantity of raw materials and the price increases continuously?

Mr. Somchai Lovisuth, Senior Chief Executive Officer, clarified as follows;

The Company has plans divided into short- and medium-term plans, with short-term plans to expand potassium humate production capacity in 2023 and long-term plans for improving ethanol production line 1 to produce alcohol for other industries with high growth potential is (1) ENA (Extra Neutral Alcohol) grade alcohol used in the cosmetics, foods and pharmaceuticals industry, (2) AR grade alcohol (Analytical Reagent) is used as a raw material in the manufacture of pharmaceuticals, solvents for scientific research and (3) Absolute Alcohol Grade Alcohol. Which group of products to choose to produce? The Company requires a reasonable amount of time to study and analyze the market data. Because each grade is diverse, it is used to make decisions. However, the Company plans to complete the study by the 3rd quarter of 2022 in order to propose to the Board of Directors to approve the investment in alcohol production projects for other industries. The renovation of the Ethanol Production Line 1 is expected to be completed by 2024.

In addition, the Company has a long-term plan to study the feasibility of producing raw materials for use by itself. The duration of the study is approximately 2-3 years.

Afterward, the Chairman inquired whether any person had any other matters for further consideration. It appeared that there was no one proposing any other matters for consideration.

The Chairman then declared the meeting closed. The total number of meeting attendants was 100 persons, holding 652,922,779 shares, or 65.29 percent of all the issued shares with voting rights.

The Meeting was declared adjourned at 15.46 hrs.

(Mr. Virach Aphimeteetamrong)
Chairman of the Meeting

(Mrs. Prapatsorn Kantawong)
Secretary to the Meeting

AGENDA NO. 2

TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING RESULTS OF YEAR 2022

Background and Rationale

The Report of the Board of Directors on the operating results of year 2022 including other information and reports of the Company during year 2022 have been printed in the Annual Report Year 2022 (Form 56-1 One Report) under the topic "Report of the Board of Directors", which have been disseminated on the Company's website and can be accessed via QR Code provided in the invitation letter.

Board of Directors' Opinion

The Report of the Board of Directors on the Operating Results of Year 2022 is being proposed to the shareholders' meeting for its acknowledgement.

Voting Procedure

Voting for this meeting agenda (if any) shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

REPORT OF THE BOARD OF DIRECTORS

The year 2022 is a year when the whole world and Thailand face economic challenges due to various factors. This includes the prospect of rising inflation, COVID-19 mutations and conflicts between European countries that are at risk of a continental war or a world war. In the ethanol sector, the price of raw materials used in production, both cassava and molasses, has adjusted. As a result, the ethanol market is relatively tight.

Overall Operating Results in 2022: The total revenue in 2022 was Baht 2,005.57 million decreased from the previous year by 9.16 percent and net loss at Baht 85.88 million increased from the previous year by 47 percent, Due to the shortage of main raw materials for ethanol production, the price of raw materials has risen. In addition, the volume of ethanol sales decreased by 14.09 percent due to the amount of raw materials supplied, although the price of ethanol increased by 5.68 percent.


Overall Financial Position in 2022: The Company's total assets as at the end of year 2022 increased from the end of year 2021 by Baht 210.17 million or 6.18 percent and the total liabilities as at the end of 2022 increased from the end of year 2021 by Baht 297.87 million or 17.59 percent. The total shareholders' equity as at the end of 2022 decreased from the end of year 2021 by Baht 87.70 million or 5.14 percent, resulting in a decrease in the book value from Baht 1.71 per share to Baht 1.62 per share.

Overall Liquidity in 2022: The Company's current ratio was as low as 0.56 times but the Company have remaining inventories that can be easily exchanged to cash and the trade accounts receivable is the major fuel company that have stable financial situation. In addition, the Company has cash generation and adequate credit line for working in the future project with good support from financial institution.

Future trend: According to the volume of sugarcane entering the mill, the 2022/2023 production season is expected to be lower than expected at around 106 million tones. As a result, the amount of molasses has also decreased from the forecast. Meanwhile, cassava yield trends from a survey conducted by The Thai Tapioca Trade Association, it is expected to increase from the 2021/2022 production season, but the price of cassava production, especially cassava chips, remains volatile due to foreign demand and the demand for tapioca starch industry.


Meanwhile, demand for ethanol in 2023 is likely to decrease due to gasohol E20 and E85's cancellation of oil fund compensation from the 4th quarter of 2022. However, if the government implements measures to promote E20 gasohol as base oil using the oil fund mechanism, which aims to have a price differential of about 3 baht per liter lower than gasohol 95. To increase ethanol consumption, as well as the expected increase in fuel demand due to the recovery of the economy, which will result in an increase in the demand for ethanol.

Rewards and Recognitions: The Company remains committed to complying with policy and mission with a focus on good corporate governance and realizes the importance of corporate social responsibility to create sustainable development for the corporation in the long run, the Company has received the following:

(1) The Company was placed in a "Very Good" level or 4 stars () for the assessment of Corporate Governance ("CGR") Year 2022 by the Thai Institute of Directors Association, having received a score of 87 percent, higher than the average score of the listed companies in year 2022 with the score of 84 percent.

(2) The Company received 100 score or “Excellent” level on the Annual General Meeting Quality Assessment of the Listed Companies (“AGM Checklist”) Year 2022 conducted by the Thai Investors Association, higher than the average score of the listed companies in year 2022 with 95.55 score.

The Board of Directors would like to thank the shareholders, executives, all employees and all stakeholders who have good support to the Company's operations as always. The Company continues to recognize the importance of natural resources and the environment, as well as the problem of climate change. We are committed to managing the efficient use of resources and energy. Reduce and prevent environmental impacts caused by operations. Use the concept of sustainable development in terms of economy, society and environment with the Sustainability Management Strategy based on the Sufficiency Economy Philosophy and the 17 Sustainable Development Goals of the United Nations. The Company will adhere to its business operations under good governance principles and take into account the interests of all stakeholders as a priority in order for the organization to continue to grow steadily and sustainably.



Mr. Virach Aphimeteetamrong
Chairman of the Board
Thai Agro Energy Public Company Limited

AGENDA NO. 3

TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF EARNINGS FOR THE YEAR ENDED DECEMBER 31, 2022

Background and Rationale

Miss Patcharawan Koonarangsri, certified public accountant no. 6650, of EY Office Ltd., has audited and certified the balance sheets and statement of earnings for the year ended December 31, 2022, of which have been published in the Annual Report Year 2022 (Form 56-1 One Report), under the topic “Report of the Independent Auditor and Financial Statements”, including the analysis on the financial status and operation results of the Company for year 2022, which have been disseminated on the Company’s website and forwarded to all the shareholders in advance via the QR Code format along with the meeting invitation. Accordingly, the Audit Committee has reviewed the said financial statements and supervised that they comply with the generally accepted accounting standards as well as complete and adequate disclosure of financial information, according to the Report of the Audit Committee included in the Annual Report 2022.

Board of Directors’ Opinion

The Board of Directors has considered that the Financial Statements of Year 2022 provide complete and adequate information on the financial status and operating results, in accordance with the generally accepted accounting standards. Therefore, the balance sheets and statements of earnings for the year ended December 31, 2022 are being proposed to the shareholders’ meeting for its consideration and approval as presented above.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

MANAGEMENT DISCUSSION AND ANALYSIS

(For the Financial Statements of Year 2022)

OVERALL OPERATING RESULTS

The overall operating results of the Company in 2022, the Company has total revenue of Baht 2,005.57 million, which decreased from the same period last year by 9.16 percent, resulted in a net loss in 2022 amounted to Baht 85.88 million, which increased from the same period last year by 47 percent. This is due to the main raw materials in the production of ethanol are scarce, and then the price of raw materials increased. This is coupled with a decrease in the ethanol sales volume by 14.09 percent in line with the decrease in raw material volume, although ethanol selling prices increased by 5.68 percent.

OPERATING RESULTS ANALYSIS

REVENUE:

Description	Year 2022		Year 2021		Increase (Decrease)	
	Baht Million	%	Baht Million	%	Baht Million	%
Sales Revenue	2,003.98	99.92	2,207.30	99.97	(203.32)	(9.21)
Other Revenue	1.59	0.08	0.59	0.03	1.00	169.49
Total Revenue	2,005.57	100.00	2,207.89	100.00	(202.32)	(9.16)

The Company's revenue in year 2022 totaled Baht 2,005.57 million, which decreased from the previous year by Baht 202.32 million or 9.16 percent, due to the following reasons.

(1) Revenue from ethanol sales decreased from the previous year by Baht 203.32 million or 9.21 percent due to the sales volume decreased by 14.09 percent. This was affected by a shortage of raw materials, although ethanol prices increased by 5.68 percent; and

(2) Other revenue increased by Baht 1 million or 169.49 percent from the previous year. Due to the increase in revenue from the sale of deteriorating property debris and the sale of fusel oil.

EXPENSES:

Description	Year 2022		Year 2021		Increase (Decrease)	
	Baht Million	% Sales	Baht Million	% Sales	Baht Million	%
Cost of sales	1,917.95	95.71	2,142.49	97.06	(224.54)	(10.48)
Selling and administrative expenses	148.30	7.40	102.05	4.62	46.25	45.32
Financial cost	45.14	2.25	36.74	1.66	8.40	22.86
Income tax revenue	(19.94)	(1.00)	(14.97)	(0.67)	4.97	33.20
Total Expenses	2,091.45	104.36	2,266.31	102.67	(174.86)	(7.72)

The Company's expenses in year 2022 totaled Baht 2,091.45 million, which decreased from the previous year by Baht 174.86 million or 7.72 percent, due to the following reasons;

(1) Cost of ethanol sales decreased from the previous year by Baht 224.54 million or 10.48 percent. This was due to decreases in ethanol sales volume as described above.

(2) Selling and administrative expenses increased from the previous year by Baht 46.25 million or 45.32 percent. Due to raw material shortages, the Company considered temporarily discontinuing ethanol production line 1 since the 2nd quarter 2022, therefore, operating expenses are transferred to sales and administrative expenses.

(3) Financial cost increased from the previous year by Baht 8.40 million or 22.86 percent. This was due to the increase of short-term loan and loan interest rates are rising.

(4) Income tax revenue increased from the previous year by Baht 4.97 million or 33.20 percent due to the increase of deferred tax assets.

GROSS PROFIT:

Description	Year 2022		Year 2021	
	Baht Million	%	Baht Million	%
Revenues from sales	2,003.98	100.00	2,207.30	100.00
Less cost of sales	1,917.95	95.71	2,142.49	97.06
Gross Profit	86.03	4.29	64.81	2.94

The Company's gross profit of year 2022 was Baht 86.03 million, or 4.29 percent of the revenue from sales, increased from the previous year which the gross profit was 2.94 percent of the revenue from sales as the price of ethanol sales increases by 5.68 percent.

NET LOSS:

Description	Unit	Year 2022	Year 2021	Increase/ (Decrease)	%
NET LOSS	Baht Million	(85.88)	(58.42)	27.46	47.00
NET LOSS PER SHARE	Baht per Share	(0.09)	(0.06)	0.03	50.00
<u>Remark</u> Registered par value of Baht 1 per share					

The Company's net loss of year 2022 was Baht 85.88 million increased from the previous year by Baht 27.46 million or 47 percent, generating a net loss at Baht 0.09 per share which increased from the previous year by Baht 0.03 per share due to the reasons as described above.

STATEMENT OF FINANCIAL POSITION

Description	Unit	As at December 31, 2022	As at December 31, 2021	Increase (Decrease)	%
Total Assets	Baht Million	3,608.41	3,398.24	210.17	6.18
Total Liabilities	Baht Million	1,990.83	1,692.96	297.87	17.59
Total Shareholder's Equity	Baht Million	1,617.58	1,705.28	(87.70)	(5.14)
Book Value	Baht per Share	1.62	1.71	(0.09)	(5.26)
<u>Remark:</u> Registered per value of Baht 1 per share					

STATEMENT OF FINANCIAL POSITION



ASSETS: The Company's total assets as at December 31, 2022 increased from the end of year 2021 by Baht 210.17 million or 6.18 percent. The total assets consisting of:

(1) Current Assets increased from the end of 2021 by Baht 278.25 million or 43.71 percent, consisting of: (A) Cash and cash equivalent decreased by Baht 14.80 million or 40.28 percent; (B) Trade accounts receivable and other receivables decreased by Baht 12.28 million or 6.20 percent; (C) Inventories, most of which were molasses, increased by Baht 38.79 million or 37.10 percent; (D) Advances payment for purchase goods increased by Baht 253.37 million or 88.29 percent, and (E) Another current assets increased by Baht 13.17 million or 125.79 percent.

(2) Non-Current Assets decreased from the end of year 2021 by Baht 68.08 million or 2.47 percent, consisting of: (A) Biological assets increased by Baht 3.59 million or 31 percent; (B) Land, plant and equipment decreased by Baht 84.25 million or 3.12 percent; (C) Right-of-use assets decreased by Baht 7.56 million or 29.92 percent, and (D) Another non-current assets most of which were deferred tax assets increased by Baht 20.14 million or 88.57 percent.

LIABILITIES: The Company's total liabilities as at December 31, 2022 increased from the end of year 2021 by Baht 297.87 million or 17.59 percent, due to (A) Short-term loan from financial institution which was for raw material supply and for working capital, increased by Baht 540.34 million or 70.76 percent (B) Trade accounts payable and other accounts payable, most of which were raw material purchase, increased by Baht 10.96 million or 16.17 percent, (C) Long-term loan decreased by Baht 243.70 million or 29.87 percent, and (D) Other liabilities most of which were liabilities under lease agreement decreased by Baht 9.73 million or 21.29 percent.

TOTAL SHAREHOLDERS' EQUITY: The total shareholders' equity of the Company as at December 31, 2022 decreased from the end of year 2021 by Baht 87.70 million or 5.14 percent, due to the net loss as described above.

CASH FLOWS

Description	(Unit : Baht million)	
	Year 2022	Year 2021
Cash flows used in operating activities	(223.90)	(63.04)
Cash flows used in investing activities	(79.73)	(88.12)
Cash flows from financing activities	288.83	161.40
Net increase (decrease) in cash and cash equivalent	(14.80)	10.24
Cash and cash equivalent at the beginning of the period	36.74	26.50
Cash and Cash Equivalent at the End of the Period	21.94	36.74

(1) The Company's net cash used in operating activities in year 2022 was Baht 223.90 million, consisting of: (A) Loss before corporate income tax of Baht 105.82 million; (B) Non-cash items such as depreciation of Baht 215.68 million; (C) The operating assets increased by Baht 292.36 million due

to the increase in trade and other receivables, inventories and advance payments for purchase of goods and other current assets; (D) The operating liabilities increased by Baht 3.15 million due to the increase in trade accounts payable, other accounts payable and other current liabilities; (E) An interest received of Baht 0.04 million; and (F) An interest expense of Baht 44.59 million.

(2) The Company's net cash used in investment activities in year 2022 was Baht 79.73 million, consisting of: (A) The cost of industrial crops planting of Baht 3.59 million; and (B) Assets purchasing by Baht 76.14 million.

(3) The Company's net cash from financing activities in year 2022 was Baht 288.83 million consisting of: (A) Short-term loan from financial institution by Baht 540.33 million; (B) Repayment of long-term loan by Baht 244 million, and (C) Repayment under financial lease of Baht 7.50 million.

LIQUIDITY AND SUFFICIENCY OF CAPITAL

(1) The current ratio and quick ratio of the Company as at December 31, 2022 were 0.56 times and 0.13 times, respectively, which is low but the Company have remaining inventories that can be easily exchanged to cash and the trade accounts receivable is the major fuel company that have stable financial situation. In addition, the Company has cash generation and adequate credit line for working in the future project with good support from financial institution.

(2) The total debt to equity ratio of the Company as at December 31, 2022 was 1.23:1 times.

(3) The cash cycle of the Company in year 2022 was 28 days, which increased from the end of year 2021 by 9.46 days. The average debt collection period was 32.99 days, which increased from the end of year 2021 by 3.73 days. The average inventory turnover was 5.21 days, which increased from the end of year 2021 by 2.61 days, and the average debt repayment period was 10.20 days, which decreased from the end of year 2021 by 3.12 days.

DEBT OBLIGATION

The Company has debt obligation in accordance with the loan agreement with a local commercial bank as follows.

(1) The Company must maintain its debt to equity ratio (D/E ratio) not to exceed 2.50 times and debt service coverage ratio (DSCR) of no less than 1.10 times throughout the duration of loan agreement. As of December 31, 2022, the Company is unable to maintain the DSCR ratio in accordance with the obligations in the loan agreement made. However, the lending bank has already written a letter of easing of conditions for maintaining a financial ratio on November 3, 2022.

(2) The lending bank has determined that Lanna Resources Public Co., Ltd. (Lanna) must maintain its shareholding proportion in TAE of no less than 50 percent of the total number of shares

during the whole duration of the loan agreement. So far, Lanna has no policy to decrease its shareholding proportion in TAE to below 50 percent of the total number of shares.

(3) The Company will not be able to pay dividends to shareholders if the Company cannot comply with the conditions set forth in the loan agreement, such as the holding of D/E and DSCR ratios, the holding of Lanna's share in the Company, etc., unless waived by such lenders.

FUTURE TREND

According to the volume of sugarcane entering the mill, the 2022/23 production season is expected to be lower than expected at around 106 million tones. As a result, the amount of molasses has also decreased from the forecast. Meanwhile, cassava yield trends from a survey conducted by The Thai Tapioca Trade Association, it is expected to increase from the 2021/22 production season, but the price of cassava production, especially cassava chips, remains volatile due to foreign demand and the demand for tapioca starch industry.

Meanwhile, demand for ethanol in 2023 is likely to decrease due to gasohol E20 and E85's cancellation of oil fund compensation from the 4th quarter of 2022. However, if the government implements measures to promote E20 gasohol as base oil using the oil fund mechanism, which aims to have a price differential of about 3 baht per liter lower than gasohol 95. To increase ethanol consumption, as well as the expected increase in fuel demand due to the recovery of the economy, which will result in an increase in the demand for ethanol.

AGENDA NO. 4

TO CONSIDER AND APPROVE THE OMISSION OF DIVIDEND PAYMENT FOR THE YEAR 2022.

Background and Rationale

According to Section 116 of the Public Limited Companies Act B.E. 1992, "The Company is required to set aside a statutory reserve at least five percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches ten percent of the registered share capital, except that the statutory reserve level set in the Company's Memorandum of Association or in other regulations is required to be higher than ten percent.". The Company may appropriate the net profit as other reserve.

Dividend Payment Policy

The Company has established the dividend payment policy to pay dividend for each year at no less than 60 percent of the net profit according to the financial statements after deductions of accumulated losses brought forward (if any) and legal provisions set forth. However, the Company may pay dividends at a rate less than the above subject based on the operation results, financial condition, liquidity, and the need for working capital in the business operations. Repayment of loans and accrued liabilities, expansion of investment, or the expansion of the Company in the future are also consideration for a dividend rate.

Board of Directors' Opinion

The overall operating results of the Company in 2022, the Company has net loss on operating results according to the financial statements ended 31 December 2022, the net loss was Baht 87,701,808.37 or a net loss of Baht 0.09 per share, calculated from the issued and paid-up shares of 1,000 million shares at a share value of Baht 1.00 per share. Retained earnings are as follows:

Description of Allocation	Amount (Baht)
Retained earnings from the previous year's allocation	223,925,414.38
<u>Less</u> Net loss of year 2022	87,701,808.37
Retained earnings as of December 31, 2022	136,223,606.01

Therefore, the Board of Directors would like to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment from the operating results of the year 2022.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

AGENDA NO. 5

TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

Background and Rationale

According to the Article No. 20 of the Company's Articles of Association, corresponding to the Section 71 of the Public Limited Company Act B.E. 1992, stating that "at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall be retired by rotation and if the number of directors are not divisible by one-third, the number of directors to be retired shall be nearest to one-third (1/3).

The number of directors to be retired in the first year and second year after the Company's registration shall be done by lottery selection. For subsequent years, the directors in position for the longest time shall be retired first."

At the Annual General Meeting of Shareholders Year 2023, the following 3 directors are retired by rotation according to the Article No.20 of the Company's Articles of Association; namely (1) Mr. Virach Aphimeteetamrong, (2) Mr. Kraisi Sirirungsi and (3) Mr. Satit Chanchaowankun.

Criteria and Nomination Procedure

The Board of Directors has deliberately and carefully determined the nomination criteria and procedure, the selection of persons for the directorship positions, and have been carefully considered by the Nomination and Remuneration Committee ("NRC") that the proposed person for director position should have knowledge, capabilities, experience and various expertise, which are deemed beneficial to the Company's business operation and also possess all the qualifications to take the director position of the listed company, according to the Company's Article of Association and governing laws. Past work experiences as the Company's directors have also been reviewed (if any).

The Company provided the opportunity for the shareholders to propose meeting agenda items and appointment of new director according to the good corporate governance principles through the Company's website (www.thaiagroenergy.com) for 3 months during October 1, 2022 through December 31, 2022. However, there were no shareholder proposing any meeting agenda item in advance or proposing any appointment for a new director.

Nomination and Remuneration Committee' Opinion

The Nomination and Remuneration Committee has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the reappointment of the 3 directors who are retired by rotation. Accordingly, the Shareholder's Meeting shall be proposed for consideration for each appointment individually.

Proposed Names for Appointment of Directors Replacing the Directors Retired by Rotation	Proposed Director's Position ⁽²⁾	Number of years in position	No. of attendance / No. of meeting in 2022 (meeting) ⁽¹⁾				
			Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Corporate Governance Committee
1. Mr. Virach Aphimeteetamrong	Independent Director	9	13/13	9/9	-	-	-
2. Mr. Kraisi Sirirungsi	Director	15	12/13	-	3/3	-	-
3. Mr. Satit Chanchaowakun	Independent Director	9	13/13	9/9	3/3	5/5	-

*Note : (1) Number of the meetings held in 2022 as follows: The Board of Directors held total 13 meetings , the Audit Committee held total 9 meetings, the Nomination and Remuneration Committee held total 3 meetings and (4) the Risk Management Committee held total 5 meetings.
(2) Term of Director when the newly proposed directorial term is included, there will be 12 years and 18 years.

Board of Directors' Opinion

The Board of Directors (excluding directors who have interests) has determined that the person nominated to be directors are qualified for the Company's business operations. Then the Board of Directors has considered and resolved to propose to the Shareholders' Meeting for consideration and approval of the reappointment of the 3 directors who are retired by rotation which shall be proposed for each appointment individually.

Information of the Proposed Persons for Director Positions

Brief curricula vitae of all 3 persons being proposed for the director positions, including performance results as the Company's directors during the past years, with details attached herewith.

Voting Procedure

- The resolution for this meeting agenda will be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes by voting according to the following procedures:

(1) The shareholder will have each share being counted as one vote.

(2) Each shareholder must use all the votes according to (1) to appoint one person or several persons for the director position but cannot divide the votes into different number of votes for a particular person.

(3) The persons receiving the highest number of votes in descending order will be appointed as the directors for the total number of director positions available at the time. In the case of a tie (same number of votes) for successive positions available, the Chairman of the Meeting shall have the casting vote.

- The Directors holding shares in the Company shall not have voting right for the reappointment of oneself due to a direct interest even though there is no legal provision prohibiting such vote. The names and number of shares or votes of these Directors shall be announced upon the consideration of this agenda since such information shall be based on the Record Date to determine the right to attend the Annual General Meeting of Shareholders Year 2023.

INFORMATION OF THE PERSON PROPOSED FOR DIRECTOR POSITION

1. Full name : Mr. Virach Aphimeteetamrong

Position : Chairman of the Board, Independent Director
and Audit Committee Member

Nationality : Thai

Age : 79 years old

Education :

(1) Ph.D. in Finance, University of Illinois, U.S.A.

(2) M.A.S. University of Illinois, U.S.A.

(3) M.B.A. University of Gothenburg, Sweden

(4) Bachelor of Accountancy (Second Class Honors), Chulalongkorn University

(5) Curriculum of Director Accreditation Program of Institute of Director (IOD)

- Director Accreditation Program (DAP) 2/2003
- M-DLB : Director Luncheon Briefing 1/2009
- M-AGM : Annual General Meeting 1/2009
- R-SS : Special Seminar 1/2010
- Anti-Corruption for Executive Program (ACEP) 4/2012
- R-CF : Chairman Forum “Chairman Role in Building Independence across the Board”
1/2014 and 1/2015
- CGI : Corporate Governance for Capital Market Intermediaries 5/2015

Duration of Director: Member of the Board of Directors, Thai Agro Energy Public Company Limited
effective from August 1, 2013, totaling 9 years.

The Board of Directors Meeting Attendance: 13 of 13 times

Number of Company’s Share on January 1, 2022: None

Number of Company’s Share on December 31, 2022: None

Shares held by other persons: None

Direct and Indirect Interest in Company and Subsidiaries: None

Relationship with Directors and Management: None

**The Punishment from the offense under The Securities Exchange Act B.E 2535 or the Derivatives Act
B.E 2546 in the 5 Preceding Years:** None

Working Experiences related to company's business in the 5 Preceding Years (on December 31, 2022)

- 2020 to present, Chairman of the Board, Thai Agro Energy Plc.
- 2013 to present, Audit Committee, Thai Agro Energy Plc.

Number of Business as Directors / Executives

LISTED COMPANIES	NON-LISTED COMPANIES	POSITIONS IN COMPETITIVE BUSINESS / RELATED BUSINESS OF THE COMPANY
5	3	-None-



Details of director / executive positions in other businesses

(1) Current positions as director/executive at listed companies for 4 companies as follows:

Period Year	Last Position	Company Name	Type of Business
Present	Director	Supalai Plc.	Property
Present	Director	Metro System Corporation Plc.	Information & Communication Technology
Present	Director	Asia Plus Group Holdings Plc.	Financial
Present	Director	Bangkok Chain Hospital Plc.	Hospital

(2) Current positions as director/executives at companies (Not listed companies as indicated in (1) above) for 3 companies as follows:

Period Year	Last Position	Company Name	Type of Business
Present	Chairman of the Board	Dr. Virach & Associates Office Co., Ltd.	Services
Present	Director	TRIS Corporation Limited (Previous named as Thai Rating and Information Services Co., Ltd.)	Services
Present	Director	TRIS Rating Co.,Ltd.	Services

INFORMATION OF THE PERSON PROPOSED FOR DIRECTOR POSITION

2. Full name : Mr. Kraisi Sirirungsi

Position : Vice Chairman , Authorized Director and Chairman of Nomination and Remuneration Committee

Nationality : Thai

Age : 72 years old

Education:

- Bachelor of Engineering (Mining Engineering)
- Diploma of National Defence, Thailand National Defence College (NDC), No. 4212
- Curriculum of Director Accreditation Program of Institute of Director (IOD)
 - Director Accreditation Program (DAP) 39/2005

Duration of Director: Member of the Board of Directors, Thai Agro Energy Public Company Limited effective from October 18, 2007, totaling 15 years

The Board of Directors Meeting Attendance: 12 of 13 times

Number of Company's Share on January 1, 2022: 41,200,000 shares

Number of Company's Share on December 31, 2022: 41,200,000 shares and Spouse 4,100,000 shares

Total amount 45,300,000 shares or 4.53 percent of the paid-up capital

Shares held by other persons: None

Direct and Indirect Interest in Company and Subsidiaries: None

Relationship with Directors and Management: None

The Punishment from the offense under The Securities Exchange Act B.E 2535 or the Derivatives Act B.E 2546 in the 5 Preceding Years: None

Working Experiences related to company's business in the 5 Preceding Years (on December 31, 2022)

- 2007 - Present, Vice Chairman of Thai Agro Energy Plc.
- 2016 - Present, Chairman of the Nomination and Remuneration Committee, Thai Agro Energy Plc.



Number of Business as Directors / Executives

LISTED COMPANIES	NON-LISTED COMPANIES	POSITIONS IN COMPETITIVE BUSINESS / RELATED BUSINESS OF THE COMPANY
2	5	-None-

Details of director / executive positions in other businesses

(1) Current positions as director/executive at listed companies for 1 company as follows:

Period Year	Last Position	Company Name	Type of Business
1992 – Present	Director and Management Advisor	Lanna Resources Plc.	Energy & Utilities

(2) Current positions as director/executives at companies (Not listed companies as indicated in (1) above) for 5 companies as follows:

Period Year	Last Position	Company Name	Type of Business
2020-Present	Chairman	SRT Power Pellet Co.,Ltd.	Energy & Utilities
2016-Present	Chairman	Lanna Power Generation Co., Ltd.	Energy & Utilities
2008-Present	Director	PT. Singlurus Pratama	Energy & Utilities
1998-Present	Director	PT. Lanna Harita Indonesia	Energy & Utilities
1996-Present	Director	United Bulk Shipping Pte Ltd.	Ocean Freight Shipping

INFORMATION OF THE PERSON PROPOSED FOR DIRECTOR POSITION

3. Full name : Mr. Satit Chanchaowakun
Position : Independent Director, Audit Committee, Nomination and Remuneration Committee and Chairman of the Risk Management Committee

Nationality : Thai

Age : 74 years old

Education :

(6) Master in Business Management, Thammasat University

(7) Master in Textile Technology, University of Leeds, U.K.

(8) Industrial Engineering, Chulalongkorn University

(9) Curriculum of Director Accreditation Program of Institute of Director (IOD)

- Board Nomination and Compensation (BNCP) 7/2019
- Corporate Governance for Capital Market Intermediaries (CGI) 7/2015
- Director Certification Program (DCP) 83/2007
- Director Accreditation Program (DAP) 39/2005

- Other training courses

- Course of Private and Political Sectors (Class 14), National Defence College of Thailand.
- Certificate Top Executive Program (Class 5), Capital Market Academy(CMA)

Duration of Director: Member of the Board of Directors, Thai Agro Energy Public Company Limited effective from August 1, 2013, totaling 9 years

The Board of Directors Meeting Attendance: 13 of 13 times

Number of Company's Share on January 1, 2022: None

Number of Company's Share on December 31, 2022: None

Shares held by other persons: None

Direct and Indirect Interest in Company and Subsidiaries: None

Relationship with Directors and Management: None

The Punishment from the offense under The Securities Exchange Act B.E 2535 or the Derivatives Act B.E 2546 in the 5 Preceding Years: None

Working Experiences related to company's business in the 5 Preceding Years (on December 31, 2022)

- 2013 to present, Audit Committee, Thai Agro Energy Plc.
- 2016 to Present, Nomination and Remuneration Committee, Thai Agro Energy Plc.
- 2016 to Present, Chairman of the Risk Management Committee, Thai Agro Energy Plc.

Number of Business as Directors / Executives

LISTED COMPANIES	NON-LISTED COMPANIES	POSITIONS IN COMPETITIVE BUSINESS / RELATED BUSINESS OF THE COMPANY
4	1	-None-

Details of director / executive positions in other businesses

(1) Current positions as director/executive at listed companies for 3 company as follows:

Period Year	Last Position	Company Name	Type of Business
2009 - Present	Chairman	SNC Former Plc.	Industrial Goods
2009 – Present	Director	Crown Seal Plc.	Industrial Goods
2009 - Present	Director	Lalin Property Plc.	Property & Construction

(2) Current positions as director/executives at companies (Not listed companies as indicated in (1) above) for 1 company as follows:

Period Year	Last Position	Company Name	Type of Business
1991- Present	Director	SPC Home Idea Co., Ltd.	Decoration



Definition of the Independent Director

Independent director has the following definition and qualifications:

(1) Holding shares not more than one percent of all shares with voting rights of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of the particular Audit Committee Member.

(2) Not being or used to be the director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary, or a controlling person of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level, major shareholder, or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment. Nevertheless, such prohibited characteristic does not include the case where the independent director who used to be a civil servant or an advisor to the Government which is the major shareholder or controlling person of the Company.

(3) Not being a person who is related by blood or by law as a parent, spouse, sibling and child including a child's spouse, to any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the company or subsidiary company.

(4) Not having or used to have business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, in a way which may prevent independent judgment, as well as not being or used to be the significant shareholder or controlling person of the entity having business relationship with the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, except having been out of the above position for at least two years prior to the appointment.

(5) Not being or used to be the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company, and not being significant shareholder, controlling person or managing partner of the audit firm with staff being the auditor of the Company, holding company, subsidiary company, associated company, major shareholder or controlling person of the Company in the firm, except having been out of the above position for at least two years prior to the appointment.

(6) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving the service fee exceeding Baht 2 million per year from the Company, holding company, subsidiary company, associated company, major shareholder, or controlling person of the Company, and not being significant shareholder, controlling person or partner of the such professional service provider, except having been out of the above position for at least two years prior to the appointment.

(7) Not being the director who has been appointed as the representative of the Company, major shareholder or shareholder whom is related to the major shareholder of the company.

(8) Not being an entrepreneur in any business similar to or material competing with the Company or its subsidiary company or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1 percent of total number of shares with voting right of the company similar to or material competing with the Company or its subsidiary company.

(9) Having no other characteristic which may prevent from giving independent opinions concerning with the business operation of the Company.

After having been appointed as the Independent Director with qualifications in paragraph (1) to (9), the Independent Director may be assigned by the Board of Directors to make decision in the business operation of the Company, holding company, subsidiary company, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, based on the collective decision.

In the event that the person appointed by the Company as the independent director is the person whom has or used to have business relationship or is a provider of professional service

with service fee exceeding the amount under the first paragraph of (4) or (6), the Board of Directors may consider for the allowance if it is deemed that the appointment of such person has no impact on the performance of duties and independence of opinions, and the Company has disclosed the following information within the invitation to the shareholders' meeting in the agenda concerning the consideration of the appointment of independent director.

(A) Characteristics of the business relationship or professional service, which have made such person to have the qualification not conforming to the established criteria.

(B) Reason and necessity for maintaining or appointing such person as the independent director.

(C) Opinions of the board of directors for proposing for the appointment of such person as the independent director.

The Company has established the qualifications of the Independent Directors the same as the minimum requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand regarding the shareholding in the Company such that the Independent Director must not hold more than 1 percent of total voting shares of the Company. In addition, the individuals proposed for appointment of the Independent Director possess no other types of relationship as follows.

Type of Relationship	Proposed person as Independent Director	
	Mr. Virach Apimeteetamrong	Mr. Satit Chanchaowakun
Shareholding in Company <ul style="list-style-type: none"> • Number of Shares • Proportion of All Shares with Voting Right 	None None	None None
Being close relative with Executive/Major Shareholder of the Company/Subsidiary	No	No
Having the following relationship with Company/holding company/subsidiary/associated or juristic person with possible conflict of interest currently or during past 2 years <ol style="list-style-type: none"> (1) Being director who takes part in the management of the Company, employee, staff member, advisor who receives a regular salary (2) Being professional service provider (such as auditor, legal advisor) (3) Having business relationship (such as trading of raw material/service, lending or borrowing) with specified transaction size. 	No No None	No No None

Reason for maintaining or appointing such person as the independent director : According to the good corporate governance principles which suggest that the tenure of an independent director should not exceed a cumulative term of 9 years, Mr. Virach Apimeteetamrong and Mr. Satit Chanchaowakun has always performed their duties appropriately, possessed good knowledge, capabilities and experience, and been able to express independent opinions in accordance with relevant laws, as well as having variety of expertise which are beneficial to the Company's business operation. Accordingly, the Board of Directors has deliberately and carefully considered and therefore proposed to the Shareholders' Meeting for its consideration to appoint Mr. Virach Apimeteetamrong and Mr. Satit Chanchaowakun for the position of Independent Director for another term.

AGENDA NO. 6

TO CONSIDER THE REMUNERATIONS OF DIRECTORS

Background and Rationale

According to the Public Limited Company Act B.E. 1992, Section 90, first paragraph, states that “to prohibit the company from offering payments or assets to the director except for remuneration compensation as stated by the company’s articles of association” and the Company’s Articles of Association, Article No. 30, second paragraph, states that “the director is entitled to receive remuneration from the company; namely salaries, wages, rewards, meeting allowances, remunerations, bonuses, or other types of benefits in accordance with the articles or the shareholders’ meeting consideration, which can specify the amounts or establish the criteria and specify for each occasion, or be effective until any changes.”

Composition of the Remuneration

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration for directors, with the Chairman receiving Baht 45,000 per month and the Directors receiving Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Omit the Annual remuneration due to losses in operating results.

(2) The Audit Committee members shall receive a fixed monthly remuneration, with the Audit Committee Chairman receiving Baht 20,000 per month and the other Audit Committee Members receiving Baht 15,000 per month per person, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(3) The Nomination and Remuneration Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Nomination and Remuneration Committee shall receive of Baht 15,000 per attended meeting and Nomination and Remuneration Committee members shall receive of Baht 10,000 per attended meeting, which is based on the same basis and remuneration paid in the previous year without any changes.

(4) The Risk Management Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Risk Management Committee shall receive of Baht 15,000 per attended meeting and Risk Management Committee members shall receive of Baht 10,000 per attended meeting. This will be paid to non-executive director only.

(5) The Corporate Governance Committee of which members are all executives whom already receive monthly salary and other benefits as the Company’s employees; therefore, there are no additional remunerations.

The remunerations paid to each of the Directors during year 2022 have been disclosed in the Annual Report Year 2022, under the topic “8.1.3 THE REMUNERATIONS OF DIRECTORS”, which has been disseminated on the Company’s website and forwarded to every shareholder along with the meeting invitation.

Board of Directors' Opinion on the Directors' Remuneration for 2023 and Comparison with the Past Year

The Board of Directors has considered and resolved to propose to the Shareholders' Meeting for approval of the Directors' remunerations for 2023, having details as follows:

(1) The Board of Directors shall receive remunerations as follows:

(1.1) Fixed monthly remuneration for directors, with the Chairman receiving Baht 45,000 per month and the Directors receiving Baht 30,000 per month each, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(1.2) Omit the Annual remuneration for year 2023 due to losses in operating results.

(2) The Audit Committee members shall receive a fixed monthly remuneration, with the Audit Committee Chairman receiving Baht 20,000 per month and the other Audit Committee Members receiving Baht 15,000 per month per person, which is based on the same basis as of the remuneration paid in the previous year without any changes.

(3) The Nomination and Remuneration Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Nomination and Remuneration Committee shall receive of Baht 15,000 per attended meeting and Nomination and Remuneration Committee members shall receive of Baht 10,000 per attended meeting, which is based on the same basis and remuneration paid in the previous year without any changes.

(4) The Risk Management Committee shall receive an attendance fee for each meeting attended, by the Chairman of the Risk Management Committee shall receive of Baht 15,000 per attended meeting and Risk Management Committee members shall receive of Baht 10,000 per attended meeting. This will be paid to non-executive director only.

(5) The Corporate Governance Committee of which members are all executives whom already receive monthly salary and other benefits as the Company's employees; therefore, there are no additional remunerations.

Criteria and Proposal of Remuneration

The above remuneration proposed above has been through deliberation from the Nomination and Remuneration Committee by considering and comparing with references from the same industrial sector, including business size, business expansion and operating results of the Company. The table below show the information of directors' remunerations of the listed companies for year 2020 as surveyed and published by the Stock Exchange of Thailand and the Thailand Institute of Directors Association and compared with the directors' remuneration of the Company, which can be summarized as follows.

Comparison of Directors' Remuneration of Listed Companies for year 2022 by the Thailand Institute of Directors Association;

(A) Comparison of Board of Director's Compensation of Company and other 309 companies which surveyed by Thai institute of directors in 2022.

Description (Unit: Baht per person per year)	Chairman's Fixed Monthly Remuneration			Average Executive Director's Fixed Monthly Remuneration			Average Non-Executive Director's Fixed Monthly Remuneration		
	Average	Lowest	Highest	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2022	62,001.-	16,667.-	200,000.-	41,035.-	12,500.-	145,000.-	45,054.-	12,500.-	191,667.-
Listed companies with income exceeding 1,001-5,000 million Baht in 2022	52,287.-	2,500.-	690,000.-	23,797.-	2,500.-	50,000.-	24,877.-	2,500.-	90,000.-
Only Thai Agro Energy Public Co., Ltd. - Remuneration year 2022	45,000.-			30,000.-			30,000.-		

(B) Comparison of Board of Director's Annual Remuneration of Company and other 309 companies which surveyed by Thai institute of directors in 2022.

Description (Unit: Baht per person per year)	Chairman's Annual Remuneration			Average Executive Director's Annual Remuneration			Average Non-Executive Director's Annual Remuneration		
	Average	Lowest	Highest	Average	Lowest	Highest	Average	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2022	2,150,159.-	72,560.-	7,300,000.-	1,887,085.-	24,367.-	7,300,000.-	1,788,990.-	53,338.-	7,300,000.-
Listed companies with income exceeding 10,001-5,000 million Baht in 2022	445,018.-	24,375.-	3,000,000.-	300,611.-	24,367.-	2,223,574.-	301,724.-	24,375.-	2,223,574.-
Only Thai Agro Energy Public Co., Ltd. - Annual Remuneration year 2022	None			None			None		

(C) Comparison of the Audit Committee's Compensation of Company and other 309 companies which surveyed by the Stock Exchange of Thailand in 2022.

Description (Unit: Baht per person per year)	Audit Committee Chairman's Remuneration			Average Audit Committee Member's Remuneration		
	Avg.	Lowest	Highest	Avg.	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2022	25,456.-	10,000.-	50,000.-	19,667.-	8,333.-	41,000.-
Listed companies with income exceeding 1,001-5,000 million Baht in 2022	29,080.-	8,333.-	100,000.-	20,386.-	3,750.-	65,000.-
Only Thai Agro Energy Public Co., Ltd. - Remuneration year 2022	20,000.-			15,000.-		

(D) Comparison of the Nomination and Remuneration Committee's Compensation of Company and other 309 companies which surveyed by the Stock Exchange of Thailand in 2022.

Description (Unit: Baht per person per year)	NRC Committee Chairman's Compensation			Average NRC Member's Compensation (Executive Director)			Average NRC Member's Compensation (Non-Executive Director)		
	Avg.	Lowest	Highest	Avg.	Lowest	Highest	Avg.	Lowest	Highest
Listed companies in Energy and Infrastructure sector in 2022	24,417.-	3,000.-	60,000.-	16,167.-	5,000.-	30,000.-	19,087.-	3,000.-	45,000.-
Listed companies with income exceeding 1,001-5,000 million Baht in 2022	20,796.-	3,000.-	87,000.-	13,640.-	3,000.-	30,000.-	14,760.-	3,000.-	45,000.-
Only Thai Agro Energy Public Co., Ltd. - Remuneration year 2022 (there were 3 meetings)	15,000.-			10,000.-			10,000.-		
Note : the Nomination and Remuneration Committee of the Company have the meeting 2-3 meeting per year.									

Voting Procedure

- The resolution for this meeting agenda shall be based on two-third of all votes from shareholders attending the meeting and casting their votes.
- Directors who are the shareholders will not have the right to vote in this agenda due to direct interest. The names and number of shares or votes of these Directors shall be announced upon the consideration of this agenda since such information shall be based on the record date to determine the right to attend the Annual General Meeting of Shareholders Year 2023.

AGENDA NO. 7

TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF AUDIT FEE OF YEAR 2023

Background and Rationale

According to the Company's Articles of Association concerning with the appointment of auditor and determination of the audit fees for the Company, stating that the matter should be carried out according to the governing law; by which the Public Limited Company Act B.E. 1992 states as follows:

Section 120: The Company's financial auditor must be chosen and fees are reviewed and approved by the Annual General Meeting of Shareholders where the meeting may vote for the same auditor to continue as the Company's financial auditor.

Section 121: The financial auditor must not be a director, employee, or take any position in the Company.

Auditor Appointment Policy

The Company shall contact various auditor offices, having financial auditors whom have been approved by the Securities and Exchange Commission (SEC) to audit the listed companies, to obtain their service proposals and audit fees for comparison and selection for the best and most suitable service terms and fees.

Audit Committee's Opinion

The Audit Committee has considered for the selection of the Company' auditor by reviewing the auditor's qualifications, working quality and standard, expertise and independence, performance results, in comparison with the volume of work and the audit fees; and therefore has recommended to the Board of Directors to propose to the Shareholders' Meeting to consider appointing Miss Patcharawan Koonarangsri, certified public accountant no. 6650, and/or Miss Sathida Rattananurak, certified public account registration No. 4753, and/or Miss Siriwan Nitdamrong, Certified Public Account Registration No. 5906 of EY Office Limited, whom are qualified to be the financial auditor of the listed companies as established by the SEC, to be the Company's financial auditor for the year 2023, and for the approval of the audit fee for year 2023 at Baht 1,330,000 which is higher than the previous year and considered appropriate.

Board of Directors' Opinion

In compliance with the Public Limited Company Act B.E. 1992 which stipulates that the Shareholders' Meeting appoints the auditor and determines the audit fee every year, and with recommendation from the Audit Committee, the Board of Directors has considered proposing to the Shareholders' Meeting to consider appointing any one of the auditors from EY Office Limited from the following name list to be the financial auditor for the year 2023 with the yearly audit fee of Baht 850,000 and the three quarterly reviews at Baht 160,000 each quarter, totaling Baht 480,000 for a total of Baht 1,330,000 which is the same as the previous year and considered appropriate as recommended by the Audit Committee.

(1) Miss Patcharawan Koonarangsri, certified public accountant no. 6650 (used to be the auditor signing in the Company's financial statements for 2020, 2021 and 2022) and/or,

(2) Miss Satida Rattananuruk, certified public accountant no. 4753 (never been the auditor signing in the Company's financial statements and/or,

(3) Miss Siriwan Nitdamrong, certified public accountant no. 5906 (never been the auditor signing in the Company's financial statements).

Supporting Information

(1) The proposed audit fee for year 2023 at Baht 1,330,000 is the higher than the year 2022 as following details;

Details	Unit : Baht			%
	2022	2023	Increase (Decrease)	
Yearly Audit Fee	680,000.-	850,000.-	170,000.-	25.00
Quarterly review	450,000.-	480,000.-	30,000.-	6.67
Total	1,130,000.-	1,330,000.-	200,000.-	17.70

(2) During the past year 2022, the Company used audit services, without using any non-audit services from the audit company employing the auditor and related person or business with the auditor or the audit company employing the auditor.

(3) The financial auditor proposed above has independence in the audit and opinions to the Company's financial statements, without having any relationship or other stakes or interests whatsoever with the Company/subsidiary companies/executives/major shareholders or relevant persons to the above parties.

(4) The financial auditor proposed above has been endorsed by the SEC to audit the listed companies, with the shareholders' meeting having appointed EY Office Limited as the Company's financial auditor for the past 17 years from 2005 to 2022. Accordingly, the Company has strictly complied with the regulation regarding the Auditor Rotation as stipulated by the SEC, by not using the same financial auditor consecutively for more than 5 years.

Voting Procedure

The resolution for this meeting agenda shall be based on the majority votes from all the votes of shareholders attending the meeting and casting their votes. If the vote counts are even, the Chairman of the Meeting shall have the right for a casting vote.

AGENDA NO. 8

TO CONSIDER AND APPROVE THE AMENDMENT TO THE COMPANY'S MEMORANDUM OF ASSOCIATION CLAUSE 3. BY ADDING ONE MORE OBJECTIVE, FOR A TOTAL OF 36 OBJECTIVES.

Background and Rationale

In order to comply with the Company's business operations and businesses that may expand in the future, the Company is required to amend the Company's objectives by adding 1 item for a total of 36 clauses and amending Memorandum of Association Clause 3 in relation to the Company's objectives.

Board of Directors' Opinion

The Board of Directors considered and resolved to propose to the shareholders' meeting to consider and approve the amendment of the Memorandum of Association. 3. of the Company by adding 1 more objective of the Company to a total of 36 objectives by adding objective (36) as follows:

“(36) To produce and trade soil conditioner, Potassium humate, and or other soil conditioners that increase the efficiency and effectiveness of plants, which contain Potassium humate.”

Amend the Memorandum of Association Clause 3. on the Company's objectives to comprises of 36 objectives as follows:

"Clause 3: The Company has 36 objectives, as detailed in the attached BorMorJor.002."

In the case that the Memorandum of Association with the above amended objective have been approved by the shareholders meeting. When applying for registration with the public limited company registrar. Modifications may be made as required by the Registrar. In order to streamline the registration, the Board of Directors recommends that the shareholders meeting approve the Director or company staff or the authorized representative of the company has the power to amend, change, delete or cancel the message as required by the Registrar.

Voting Procedure

The resolution for this meeting agenda shall be based on Three-four of all votes from shareholders attending the meeting and having the right to vote.

AGENDA NO. 9

TO CONSIDER AND APPROVE THE AMENDMENT TO ARTICLE NO.28, 32-33, 36, AND 39 OF THE COMPANY'S ARTICLES OF ASSOCIATION.

Background and Rationale

The Public Limited Companies Act (No. 4) B.E. 2565 was announced in the Government Gazette and became effective from May 24, 2022 onwards. The law has been updated to accommodate the management of meetings by electronic means. Modernization and efficiency of meetings Therefore, the Company is obliged to comply with the provisions of the law that are amended by the Company.

Board of Directors' Opinion

The Board of Directors considered and resolved to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association. Clauses 28, 32-33, 36 and 39 are as follows:

Existing AOA	Proposed Amendment to the AOA
<p>Article 28: Board of Directors shall meet at least once in every three (3) months at Head Office of Company or others as President may specify. President or assigned person shall request a summoning of the meeting, or if it necessary, any two or more of directors may request the chairman to summoning the meeting of Board of Directors, in which President shall set the date of meeting within fourteen (14) days since the receipt date of requisition.</p> <p>For summoning the meeting of Board of Directors, President or assigned person shall deliver invitation letter of meeting to directors before meeting date at least seven (7) days, unless in urgent case, to preserving the rights or benefits of Company, invitation letter may be delivered by other means and the meeting date may be earlier than those.</p>	<p>Article 28: Board of Directors shall meet at least once in every three (3) months at Head Office of Company or others as President may specify <u>or meet via electronic media. In the case of an electronic meeting, the Company's head office location shall be deemed to be the meeting venue.</u> President or assigned person shall request a summoning of the meeting, or if it necessary, any two or more of directors may request the chairman to summoning the meeting of Board of Directors, in which President shall set the date of meeting within fourteen (14) days since the receipt date of requisition.</p> <p>For summoning the meeting of Board of Directors, President or assigned person shall deliver invitation letter of meeting to directors before meeting date at least seven (7) days, unless in urgent case, to preserving the rights or benefits of Company, invitation letter may be delivered <u>by electronic means or by other means</u> and the meeting date may be earlier than those.</p>
<p>Article 32 : The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.</p> <p>All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding not less than ten (10) percent in the aggregate of the total number of</p>	<p>Article 32 : The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.</p> <p>All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding not less than ten (10) percent in the aggregate of the total number of outstanding shares may at any time</p>

Existing AOA	Proposed Amendment to the AOA
<p>outstanding shares may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing.</p> <p>In this case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receiving the letter from the shareholders.</p>	<p>requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing.</p> <p>In this case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receiving the letter from the shareholders.</p> <p><u>Shareholders who call such meetings may send notice of the meeting to shareholders by electronic means. If the shareholders have given their request or consent to the Company or the Board of Directors as specified in accordance with the rules prescribed by law. In such case, it shall be considered as a shareholders' meeting convened by the Board of Directors, and the Company shall bear the necessary expenses arising from the arrangement of the meeting and reasonable facilitation.</u></p> <p><u>In the event that it turns out that the shareholders' meeting is called because of the shareholders under paragraph 3, the number of shareholders attending the meeting is not a quorum as stipulated in this Articles of Association. Shareholders under paragraph 3 shall jointly be responsible for reimbursement of expenses incurred as a result of holding such meeting to the Company.</u></p>
<p>Article 33 : In summoning of the meeting of shareholders, Board of Directors shall provide invitation letter by specifying the place, date, time, agenda, and matters to be proposed at the meeting together with reasonable description, and distinctly stated that being proposal for acknowledge, approval, or consideration, as the case may be, including opinions of Board of Directors in such matters, and then deliver to the shareholders and registrar at least seven (7) days before the meeting date and advertise such notice of summoning in newspaper for three (3) days consecutively before the meeting date at least three (3) days.</p> <p>The meeting of shareholders may be held at Head Office of Company or other in the province located by Head Office or other location as specified by Board of Directors.</p>	<p>Article 33 : <u>In summoning of the meeting of shareholders, Board of Directors shall provide invitation letter by specifying the place, date, time, agenda, and matters to be proposed at the meeting together with reasonable description, and distinctly stated that being proposal for acknowledge, approval, or consideration, as the case may be, including opinions of Board of Directors in such matters, and then deliver to the shareholders and registrar at least seven (7) days before the meeting date and advertise such notice of summoning in newspaper for three (3) days consecutively before the meeting date at least three (3) days. The Company may use electronic advertising methods instead in accordance with the rules prescribed by law.</u></p> <p><u>The meeting of shareholders may be held at Head Office of Company or other in the province located by Head Office or other location as specified by Board of Directors. In the event that any shareholders' meeting is conducted via</u></p>

Existing AOA	Proposed Amendment to the AOA
	<p><u>electronic media, the Company's head office shall be deemed to be the venue for the meeting.</u></p> <p><u>The Board of Directors meetings and shareholders' meetings under this Articles of Association or meetings as required by law may be held electronically. To conduct meetings via electronic media, the delivery of notice and meeting documents, as well as the storage of copies of the invitation letter and meeting documents, must comply with the law. The Board of Directors meeting or shareholders' meeting via electronic media shall be deemed to have the same effect as the Board of Directors meeting or shareholders' meeting held at the same meeting. In accordance with the procedures provided for in this law and regulation.</u></p> <p><u>In the event that the Company or the Board of Directors is obliged to send a letter or document under the Public Limited Companies Act B.E. 2535 (including any amendment thereto) to the Directors. Shareholders or creditors of the Company, if such person has requested or consented to the submission of the letter or document by electronic means. The Company or the Board of Directors may send the letter or document by electronic means. This is in accordance with the rules prescribed by law.</u></p>
<p>Article 36: In the meeting of shareholders, shareholders may empower other who reached legal age to be proxy and vote instead. The power of attorney shall be stated by date and signature of shareholders and be under any form that may specified by the registrar.</p> <p>This power of attorney shall be submitted to President or any person assigned by President, at the meeting venue, before attends to the meeting.</p>	<p>Article 36: In the meeting of shareholders, shareholders may empower other who reached legal age to be proxy and vote instead. The power of attorney shall be stated by date and signature of shareholders and be under any form that may specified by the registrar.</p> <p>This power of attorney shall be submitted to President or any person assigned by President, at the meeting venue, before attends to the meeting.</p> <p><u>The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made the appointing shareholder pursuant to the criteria and procedures set out in or permitted by the applicable law.</u></p>

Existing AOA	Proposed Amendment to the AOA
<p>Article 39: At least the following business should be transacted at the annual general meeting;</p> <ol style="list-style-type: none"> (1) <u>Certifying minutes of the previous meeting of shareholders;</u> (2) Considering in report of Board of Directors on Company’s operating results of previous year, along with future projects (if any); (3) Approving of balance sheet and income statement of previous fiscal year; (4) Considering in appropriation of profit and dividend (if any); (5) Election of director(s) instead of terminated director(s) and determining compensation of director; (6) Appointing auditor and determining audit fee; (7) Other matters (if any) <p>Chairman of the meeting of shareholders has functioned to control the meeting to be under Company’s Articles of Association on the meeting. The meeting shall be followed by sequence of agenda that specified in the invitation letter, unless changing its sequence by resolution of the meeting with voting not less than two-third (2/3) of total attended shareholders.</p>	<p>Article 39: At least the following business should be transacted at the annual general meeting;</p> <ol style="list-style-type: none"> (1) Considering in report of Board of Directors on Company’s operating results of previous year, along with future projects (if any); (2) Approving of balance sheet and income statement of previous fiscal year; (3) Considering in appropriation of profit and dividend (if any); (4) Election of director(s) instead of terminated director(s) and determining compensation of director; (5) Appointing auditor and determining audit fee; (6) Other matters (if any) <p>Chairman of the meeting of shareholders has functioned to control the meeting to be under Company’s Articles of Association on the meeting. The meeting shall be followed by sequence of agenda that specified in the invitation letter, unless changing its sequence by resolution of the meeting with voting not less than two-third (2/3) of total attended shareholders.</p>

In the case that the amendment of the Company’s Articles of Association have been approved by the shareholders meeting. When applying for registration with the public limited company registrar. Modifications may be made as required by the Registrar. In order to streamline the registration, the Board of Directors recommends that the shareholders meeting approve the Director or company staff or the authorized representative of the company has the power to amend, change, delete or cancel the message as required by the Registrar.

Voting Procedure

The resolution for this meeting agenda shall be based on Three-four of all votes from shareholders attending the meeting and having the right to vote.

AGENDA NO. 10

To Consider Other Matters (if any)

If there was no any other matter for consideration, Shareholders shall be provided with opportunity to make inquiries or give suggestions to the Board of Directors concerning business operations of the Company (if any).

Articles of Association
Of
Thai Agro Energy Public Company Limited

Chapter 1 : General Provision

Article 29: This Articles of Association called “Articles of Association of Thai Agro Energy Public Company Limited”

Article 30: In this Articles of Association,

“Company” means the Thai Agro Energy Public Company Limited

“Securities” means securities under definition stipulated in the laws in securities and exchange

“Alien” means natural person and juristic person who not Thai nationality and included;

1. Juristic person who has capital equals to or more than 50% of registered capital held by alien;
2. Juristic person who has alien as partner/shareholder/member equals to or more than 50% of total partners/shareholders/members, whether such alien has invested whatsoever amount or not;
3. Partnership who has alien as managing partner or manager.

Article 31: The provision of laws in public company limited, securities and exchange, and others enforced to or related in Company’s business shall be applied and governed in any contexts where not stated herein.

In case Company or subsidiary entered into related party transaction or acquisition or distribution of assets of Company or subsidiary according to definition of announcement of the Stocks Exchange of Thailand in related party transaction or acquisition or distribution of assets of listed company, in case as may be, Company shall comply with principle and procedure as required by such announcement in those matters.

Chapter 2 : Issuing and Transferring of Shares

Article 32: All shares of Company shall be ordinary shares in name certificate with same value and amount of shares must be paid in full at once.

Article 33: In paying for share value, recoupment shall not be allowed. Each Company’s share shall be paid in full by cash or others property other than cash, unless in case debt restructuring of Company by issuing new shares to make payment to creditors under project of conversion of debt into capital which approved by the meeting of shareholders with three third of total attended and qualified shares.

Shares issuing for debt payment and project of conversion of debt into capital under first paragraph shall be under principles and procedures specified by the Ministerial Regulation.

Article 34: Share Certificate of this Company is name certificate and must be affixed or printed signature of at least one director, or director may assign registrar under the laws in securities and exchange to sign instead.

In case assigning Thailand Securities Depository Co., Ltd. or other registrar to be Company’s registrar, procedures in registration of Company will be specified by the registrar.

Article 35: Company will issue share certificates to shareholders within 2 months since the date of receipt of registrar or since the date of receipt of completed payment in case of new shares issuing after Company’s registering.

If share certificate has damaged or faded in its materiality, shareholder may request Company to issue new share certificate and shareholder shall return old share certificate to

Company. In case of lost or destroyed of share certificate, shareholder must present Company an evidence of reporting to inquiry official and others reasonable evidences. New share certificate will be issued to shareholder within a period of time prescribed by the laws.

Company may collect any fee for issuing of new share certificate from shareholder, but shall not exceed any rate specified by the laws.

Article 36: Company may issue bonds or convertible bonds or preferred shares or convertible preferred shares or other securities in accordance with the laws in securities and exchange to offer to existed shareholders and/or people and/or any persons by private placement method.

Convertible bonds or convertible preferred shares may convert to ordinary shares under provisions of the laws in public company limited and in securities and exchange.

Article 37: In case of preferred shares, conversion of preferred shares to ordinary shares shall be done by shareholders who desire to convert such shares submit application to Company with the form may specified by Company with returning of old share certificate.

Share conversion under first paragraph shall be effective on the date of submission. Company will issue new share certificate to applicant within fourteen (14) days since receipt date of application.

Article 38: Company shall not own shares or accept pledge of Company's share, unless;

- (1) Company may repurchase shares from shareholders who unaccepted in resolution of the meeting of shareholders that approved to amending Company's Articles of Association in voting rights and dividend, because such shareholders who unaccepted deems that not be fairness;
- (2) Company may repurchase shares by objectives in financial management whenever Company has excess retained earnings and liquidity, and such repurchase shall not cause Company to meet with financial trouble.

Shares held by Company shall not be counted for quorum of the meeting of shareholders, including shall no rights to vote and dividend.

Company shall distribute shares that repurchased in foresaid paragraph within period of time specified by repurchase shares project. In case Company could not distribute such shares within those periods of time, Company shall reduce paid capital by cutting off such registered shares.

Repurchasing, sell of repurchased shares, and cutting off including setting amount, repurchase price, or offering price or others related to such repurchasing, shall be according to principle and procedures specified by the Ministerial Regulation. In case shares of Company are registered into the Stocks Exchange of Thailand, Company shall comply with regulation, announcement, order, or requirement of the Stocks Exchange of Thailand.

Repurchasing of shares not exceed 10% of paid capital shall be under authorization of Board of Directors to approve. In case repurchasing of shares in excess of 10% of paid capital, Company shall request for approval by the meeting of shareholders with majority votes of attended and qualified shares, and such shares repurchasing shall be performed within one (1) year since the date of approval.

Article 39: Company may decrease capital by decreasing share par value or number of shares with resolution of the meeting of shareholders with three fourth (3/4) of total attended and qualified shares.

Company shall not decrease capital to less than one fourth of total capital, unless Company has retained loss and had been compensated by sequence of the laws but still has retained loss, Company may decrease capital to lower than one fourth (1/4) of total capital.

Capital decreasing to lower than one fourth (1/4) of total capital in second paragraph shall be approved by resolution of the meeting of shareholders with three fourth (3/4) of total attended and qualified shares. Company shall take such resolution to register within fourteen (14) days since the date of approval.

Article 40: Shares of Company are transferable without limitation, unless such transferring shall not cause Company to lose any rights or benefits may receive and/or to have alien hold Company's share more than twenty five percent (25%) of total issued shares.

Transferring registering shall be not accepted if such transferring is illegal and/or defaulted to Company's Articles of Association.

Article 41: A transfer of shares shall be valid only upon a transferor having endorsed a share certificate stating the name of a transferee and having the transferor and the transferee sign their names therein then deliver such share certificate to the transferee. The transferring of shares may be asserted against the Company only when the Company has received an application for the registration of transferring, but against outer person only upon such transferring has been registered.

Upon the Company having been satisfied that the transferring of shares is legally and in compliance with the Articles of Association, Company shall register such transferring within a period of time prescribed by the laws. If the transferring of shares is invalid, Company shall notify the applicant within a period of time prescribed by the laws.

Article 42: If a transferee desires to obtain a new share certificate, he/she may notice in written signed by him/her with one witness and submit to Company together with the original share certificate. Company shall issue the new share certificate within a period of time prescribed by the laws.

Article 43: In case of death or bankruptcy of any shareholders, if person who become entitled to the shares bring the share certificate to Company together with completed legal evidences, Company will register such person to be a shareholder and issue a new share certificate within the period of time prescribed by the laws.

Article 44: Company may temporarily suspend the registration of share transferring during twenty one (21) days before the date of each meeting of shareholders whereupon it shall announce this to the shareholders in advance at the Head Office and all branches not less than fourteen (14) days prior to the commencement day of suspending the registration of share transferring.

Article 45: Issuing and offering for sale, and transferring of securities to people or any persons shall be in accordance with the laws in public company limited and in securities and exchange.

Transferring of other securities that registered to the Stocks Exchange of Thailand other than ordinary shares shall be in accordance with the laws in securities and exchange.

Chapter 3 : Board of Directors

Article 46: Company's Board of Directors comprises with at least five (5) directors and not less than a half of total directors shall have domicile in the territory and qualified by the laws.

Director may be Company's shareholders or not.

Article 47: The meeting of shareholders shall nominate directors with following criteria and procedures;

1. A shareholder shall have one vote per share;
2. A shareholder must exercise the rights according to item (1) to select one or many candidates, but shall not separate howsoever to either candidate(s).
3. Person(s) who received highest votes, in descending order, will be elected to be director equal to number of supposed directors of such election. In case receiving equal votes and exceed number of supposed directors of such election, it shall be decided by chairman;

Article 48: In every general meeting of shareholders, one third of existed directors will be terminated. If directors could not be separated into three parts, number of directors closest to one third will be terminated.

Directors who will be terminated in first and second year after became to listed company shall be selected by lots drawing. Thereafter, in following year, directors who will be terminated are directors who be longest. Terminated directors may be nominated again.

Article 49: Other than termination by rotation, Director shall be terminated upon;

1. Death;
2. Resignation;
3. Disqualification or being a forbidden nature under the laws;
4. The meeting of shareholder has decided to remove with voting not less than three-fourth (3/4) of attended and qualified shareholders and having shares in aggregate not less than one-half of the number of shares held by attended and qualified shareholders of such meeting'
5. Removal by order of the court.

Article 50: If director desires to resign, such director shall submit resignation letter to company and such resignation will be effective on its receipt date, and resigned director may notice in written to the registrar.

Article 51: In case of vacant director caused by any reasons other than terminated by its period, Board of Directors may nominate qualified person and not be prohibited by the laws to be director instead, by voting not less than three-fourth (3/4) of remaining directors, unless remained period of director is less than 2 months.

In case Director is vacant and the remaining directors are less than the number to be a quorum, the remaining directors shall perform on behalf of Board of Directors in respect only of causing a shareholders meeting to elect directors instead of such all vacant.

New nominee will be in director only remaining period of previous director.

Article 52: Board of Directors shall select a director who has Thai nationality to be Chairman.

Board of Directors may select one or many directors to be vice Chairman who functioned in accordance with any duties assigned by Chairman.

Article 53: Not less than one-half of the total directors must be present at a meeting of the Board of Directors to constitute a quorum. In the event the chairman is not present at the meeting or is not able to perform his duty, the vice-chairman, if any, shall preside at the meeting. If there is no vice-chairman or there is a vice-chairman he is not able to perform his duty, the directors present shall choose one of their members to be chairman of the meeting.

The decision of the meeting shall be made by a majority vote. A director has one vote, except that a director having interests in a given matter has no right to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

The Board of Directors' meeting or the subcommittee meeting of the Company can be conducted through electronic media in accordance with the requirements of the laws.

Article 54: Directors shall perform their duties in accordance with the laws, Company's objectives, and Articles of Association of Company, along with resolution of the meeting of shareholders with honest and careful to hold Company's interests.

Article 55: Either Directors shall no operate in same business to and compete with company or being partner in any ordinary partnership or being unlimited partner in limited partnership or being director of private company or other juristic person who operate in same business and compete with company's business, whether for their own or other benefits, unless the meeting of shareholders had been acknowledged before assigning.

Director shall not hesitate to inform company if any direct or indirect interests in agreements signed by company or affiliates, or number of shares or securities in company or affiliates have increased or decreased.

Article 56: Board of Directors shall meet at least once in every three (3) months at Head Office of Company or others as Chairman may specify. Chairman or assigned person shall request a

summoning of the meeting, or if it necessary, any two or more of directors may request the chairman to summoning the meeting of Board of Directors, in which Chairman shall set the date of meeting within fourteen (14) days since the receipt date of requisition.

For summoning the meeting of Board of Directors, Chairman or assigned person shall deliver invitation letter of meeting to directors before meeting date at least seven (7) days, unless in urgent case, to preserving the rights or benefits of Company, invitation letter may be delivered by other means and the meeting date may be earlier than those.

Article 57: For signing on behalf of Company, two directors shall jointly sign together with Company's seal affixed.

The meeting of shareholders or Board of Directors may designate names of directors who are authorized to sign on behalf of Company together with Company's seal affixed.

Article 58: Director is entitled to compensation in type of salary, reward, meeting allowance, pension, bonus, or other nature in accordance with the Articles of Association or approval by the meeting of shareholders. These may be determined by certainty amount or specify occasionally, or remain effective until be changed. Moreover, director may receive any allowance and welfares according to Company's regulation.

The provision in precedent paragraph shall not affect the rights of Company's staffs or employees who has been appointed to be director, in remuneration and interest as Company's staffs or employees

Article 59: Board of Directors has authorized to select a number of directors to be sub-committee to perform one or many operations with condition or not, or assign one or many directors or other person to perform any operation instead of Board of Directors.

Sub-committee has entitled in compensation as may specified by Board of Director other than received by the Articles of Association as Company's director.

Chapter 4 : Meeting of Shareholders

Article 60: The Board of Directors must cause an annual ordinary meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding not less than ten (10) percent in the aggregate of the total number of outstanding shares may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing.

In this case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receiving the letter from the shareholders.

Article 61: In summoning of the meeting of shareholders, Board of Directors shall provide invitation letter by specifying the place, date, time, agenda, and matters to be proposed at the meeting together with reasonable description, and distinctly stated that being proposal for acknowledge, approval, or consideration, as the case may be, including opinions of Board of Directors in such matters, and then deliver to the shareholders and registrar at least seven (7) days before the meeting date and advertise such notice of summoning in newspaper for three (3) days consecutively before the meeting date at least three (3) days.

The meeting of shareholders may be held at Head Office of Company or other in the province located by Head Office or other location as specified by Board of Directors.

Article 62: The meeting of shareholders shall be attended by shareholders and proxy (if any) at least twenty five (25) persons or not less than a half (50%) of total shareholders and total number of shares of attended shareholders shall not be less than one-third (1/3) of total paid shares, to be a quorum.

In case of any meeting of shareholders had passed for one (1) hour from appointed time but number of attended shareholders has still not complete to be quorum and if such

meeting of shareholders has been summoned by requisition of shareholders, such meeting shall be denied, but if not be required by shareholders, the meeting shall be summoned again and deliver invitation letter to shareholders not less than seven (7) days before the meeting date. At such meeting, no quorum shall be necessary. Furthermore, shares held by Company shall not be counted to be quorum in any meeting.

Article 63: In the meeting of shareholders, Chairman shall be chairman of the meeting. If chairman has no appeared or could not attended or performed, vice chairman (if any) shall be chairman of the meeting, and if no have vice chairman or not attended or could not performing, the meeting may select a attended shareholder to be chairman of the meeting.

Article 64: In the meeting of shareholders, shareholders may empower other who reached legal age to be proxy and vote instead. The power of attorney shall be stated by date and signature of shareholders and be under any form that may specified by the registrar.

This power of attorney shall be submitted to Chairman or any person assigned by Chairman, at the meeting venue, before attends to the meeting.

Article 65: Voting in the meeting of shareholders, by whatsoever methods, shall be based on one share one vote, unless Company has issued preferred shares and specified that its voting rights are less than ordinary shares.

Article 66: Resolution of the meeting of shareholders shall comprises with following voting;

(1) In normal case, shall be based on majority vote of votes of attended shareholders, if equaled, chairman of the meeting shall vote to decide;

(2) In following case, shall be based on voting not less than three-fourth (3/4) of total votes of attended and qualified shareholders;

(a) Selling or distributing or transferring or assignment of entire or partial of materiality business of Company, to other;

(b) Purchasing or receive business from other company or person to belonging of Company;

(c) Enter, modify, or terminate agreement in entire or materiality part of Company's business renting, assigning other to manage Company's business, or merging business to other with objective to apportion in profit or loss;

(d) Amendment of Company's Memorandum of Association or Articles of Association;

(e) Increasing or decreasing Company's capital;

(f) Issuance of preferred shares, bond, secured bonds, convertible bonds, warrants, or other securities that may be act under the laws;

(g) Closing down;

(h) Merging Company's business to other company.

(3) Other matters shall be under Company's Articles of Association or the provision of related laws that may specify to use voting more than item (1) or (2) above.

Article 67: At least the following business should be transacted at the annual general meeting;

(1) Certifying minutes of the previous meeting of shareholders;

(2) Considering in report of Board of Directors on Company's operating results of previous year, along with future projects (if any);

(3) Approving of balance sheet and income statement of previous fiscal year;

(4) Considering in appropriation of profit and dividend (if any);

(5) Election of director(s) instead of terminated director(s) and determining compensation of director;

(6) Appointing auditor and determining audit fee;

(7) Other matters (if any)

Chairman of the meeting of shareholders has functioned to control the meeting to be under Company's Articles of Association on the meeting. The meeting shall be followed by sequence of agenda that specified in the invitation letter, unless changing its sequence by resolution of the meeting with voting not less than two-third (2/3) of total attended shareholders.

Chapter 5 : Accounting, Finance, and Audit

Article 68: Fiscal year of Company shall commence on 1 January and ended on 31 December of every year.

Article 69: Company shall cause its accounts to be made, kept, and audited in accordance with related laws, and shall prepare balance sheet and income statement at least one time in twelve (12) months, as Company's fiscal year, and propose to the annual general meeting of shareholders for approval.

Board of Directors shall provide auditor to finish auditing balance sheet and income statement in precedent paragraph before proposing to the meeting of shareholders.

Article 70: Board of Directors shall deliver following documents to shareholders together with invitation letter for annual general meeting;

(1) Copy of balance sheet and income statement that verified by auditor, together with audit report of auditor;

(2) Annual report of Board of Directors.

Article 71: Shall no pay dividend from any money other than profit. In case Company still has retained loss, dividend is prohibited.

Dividend shall be paid by number of shares equally.

Board of Directors may pay interim dividend to shareholders from time to time if deems that Company has adequate profit to do, and report to the next meeting of shareholders.

The payment of dividend shall be made within one (1) month since the date of the meeting of shareholders or Board of Directors, as the case may be, and shall notice to the shareholders and advertise such notice for dividend in newspaper.

Article 72: Company shall appropriate a portion of annual net profit as a reserve fund not less than five (5) percent of the annual net profit deducted by retained loss (if available), until such reserve fund reached to amount not less than ten (10) percent of registered capital.

Other than reserve fund in precedent paragraph, Board of Director may propose the meeting of shareholders to decide for appropriating other reserve that advantage to Company's operation.

Upon approval by the meeting of shareholders, Company may transfer other reserve to legal reserve fund or shares premium reserve, respectively, to compensate Company's retained loss.

Article 73: The General Annual Meeting of Shareholders shall appoint auditor and specify audit fee of Company in every year. Previous auditor may be reappointed.

Auditor shall not be directors, staffs, employees, or any office holder of Company.

Article 74: Auditor has authorized to audit any accounts, documents, and evidences related to revenues, expenses, along with Company's assets and liabilities, during Company's working time. By this, auditor also has authorized to inquire directors, staffs, employees who be in any positions, and Company's representatives, including request to explain in any and all facts or deliver evidence in Company's operation.

Article 75: Auditor has functioned to participate into all meeting of shareholders which balance sheet, income statements, and accounting trouble of Company have been considered, to explain in its auditing to the shareholders, and also deliver any reports and documentaries that shareholders should be received in such meeting to auditor.

Chapter 6 : Miscellaneous

Article 76: Board of Directors shall provide recording and keeping the minutes of meeting and all resolutions of the meeting of shareholders and Board of Directors completely and correctly at head office of Company.

The minutes of meeting signed by chairman of the meeting is assumed that being correct evidence. If there is necessary by whatsoever reason, chairman of the meeting which certifying such meeting may sign onto this minutes instead.

The minutes of meeting of shareholders and Board of Director shall be finished within fourteen (14) days since the meeting date.

Article 77: Company's seal is hereunder affixed.



THAI AGRO ENERGY PUBLIC COMPANY LIMITED
RULES AND PRACTICES OF ATTENDANCE, GRANT OF PROXIES FOR PRESENCE AND
VOTES AT THE MEETING

Attendance in Person

(1) If a shareholder is a Thai natural person, the shareholder must produce his/her identification card or public servant's card or state enterprise employee's card (which remains valid) to the Company's officer before attending the meeting. In the event of a change in the first name or family name, a supporting document shall also be produced.

(2) If a shareholder is foreign natural person, the shareholder must produce his/her foreigner's identification card or passport or a passport substitute (which remains valid) to the Company's officer before attending the meeting.

Attendance by Proxy

(1) Each shareholder (being either a natural or juristic person) may grant only one proxy to another person to attend the meeting and vote on his/her behalf for each meeting, regardless of the number of shares held by such shareholder. The proxy may not be divided into several duplicates for several proxy holders for separate voting.

(2) The proxy shall be made in the form determined by the Public Limited Companies Registrar, consisting of 3 forms; namely Form A, Form B and Form C. We have prepared and delivered the proxy forms to the shareholders together with this invitation to the shareholders' meeting. The shareholders may use any one of the forms as appropriately required and will have to affix revenue stamps of Baht 20, cross them out and have the proxy dated so that it will become valid and have binding effects according to law.

(3) The following actions are required for the grant of a proxy:

(3.1) In the event the grantor is a Thai natural person, the grantor may choose either Form A or Form B and attach a certified copy of his/her identification card (which remains valid) and that of the proxy holder.

(3.2) In the event the grantor is a foreign natural person, the grantor may choose either Form A or Form B and will have to sign the proxy in person in the presence of a notary public or the authority with a similar commission under the laws of each country, and thereafter the signed proxy is to be produced for legalization of the notary public once again to the official of the Royal Thai Embassy or Consulate or to an official entrusted to act on their behalf or to person capable of making a full legalization in accordance with the formalities of law of the relevant country.

(3.3) In the event the grantor is a Thai juristic person, the grantor may choose either Form A or Form B and attach a copy of the certificate of registration issued by the Ministry of Commerce and being valid for no later than one month prior to the meeting and certified true and correct by the authorized director(s) and affixed with the company seal (if any), with a copy of the identification card (which remains valid) signed and certified by card owner attached thereto.

(3.4) In the event the grantor is a foreign juristic person, the grantor may choose either Form A or Form B with the authorized signature of the juristic person will have to sign his name and affix the company seal on the proxy in person in the presence of the notary public or the authority with a similar commission under the law of each country and thereafter the signed proxy shall be produced for legalization of the notary public once again to the official of the Royal Thai Embassy or Consulate or to an official entrusted to act on their behalf or to a person capable of making full legalization in accordance with the formalities of law of the relevant country.

(3.5) In the event of the grantor is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares, Proxy Form C must be used, enclosing a power of attorney from the shareholder to the custodian to sign the proxy form on behalf of the shareholder and a confirmation letter that the signatory of the proxy form has been granted a custodian business license.

(3.6) Please return the proxy fully prepared and signed by the shareholder in accordance with the above-mentioned requirements to the managing director or the secretary of the Company, together with other relevant documents or evidence, not less than 1 day before the meeting is held so that the correctness of the documents or evidence can be verified and that the preparation for the meeting will be made in an orderly fashion.

(3.7) The proxy holder is required to show his/her identification card to the Company's officer before attending the meeting.

(4) For this shareholders' meeting, should the shareholder not be able to attend the meeting in person, the shareholder may choose to grant proxy for any person to become a proxy holder or grant proxy to any one of the following independent directors of the Company to attend the meeting and vote on behalf of the grantor.

- **Mr. Padetpai Meekun-iam, Chairman of the Audit Committee**, 78 years old

Address: Thai Agro Energy Plc. 888/114 Mahatun Plaza Bld., 11th Fl., Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330

(See attached curriculum vitae and information of the independent directors being granted proxy)

Moreover, shareholders can learn more about proxy in the Announcement of the Thai Capital Market Supervisory Board No. Tor.Jor. 79/2564 on the topic of general solicitation guidelines for shareholders of the Company to proxies to attend the shareholders' meeting and vote instead at www.sec.co.th.

In case of death of a shareholder

The administrator of the shareholder's estate is required to attend the meeting in person or by proxy, provided that the Court's order appointing the administrator which has been certified by the Court clerk's signature and has been valid for no later than one month before the date of the meeting shall be produced additionally.

In the event a shareholder is a minor

The parents or the lawful guardian shall attend the meeting in person or by proxy, providing in addition, the minor's household registration shall be produced additionally.

In case a shareholder is incompetent or quasi-incompetent

The guardian or curator shall attend the meeting in person or by proxy, providing in addition, the Court's order appointing the guardian or curator, which has been certified by the Court clerk's signature and has been valid for no later than one month prior to the date of the meeting.

In case of use of a fingerprint in place of a signature

The left-thumb fingerprint is required and accompanied by the wording: "This is the left-thumb fingerprint of" and two witnesses are required to certify that it is the true fingerprint of such person and the fingerprint must be pressed in the presence of two witnesses who must only sign names and may not press their fingerprint. Certified copies of the witnesses' identification cards (which remain valid) shall also be attached.

In case of canceling proxy

If you wish to cancel proxy you can do this by notifying the Company Secretary at the Company's address, Thai Agro Energy Plc. 888/114 Mahatun Plaza Bld., 11th Floor, Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330 or by email Prapatsorn.k@thaiagroenergy.com before the meeting start. (Within April 26, 2023, at 15.00 hrs.)

Meeting Registration

The Company's staff shall start the registration of the shareholders attending the meeting no less than 2 hours before the meeting or from 13:00 hrs. to 15:00 hrs. on the day of the meeting.

Voting

(1) Voting will be taken openly with one share being counted as one vote.

(2) Voting by proxy, the proxy holder must vote according to the remark that the grantor has specified in the proxy form.

(2.1) The shareholder attending the meeting in person and the proxy holder both natural person and juristic person with Proxy Form A or B must vote according to the number of shareholding or as granted by the proxy and cannot divide the votes within each of the agendas. If the voting for each agenda is below or exceed the number of shareholding or as granted by the proxy or being divided or voting not as specified by the Proxy Form in any agenda, the voting shall be deemed incorrect and all be counted as abstained votes.

(2.2) The proxy holder with Proxy Form C (in the case that the grantor is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares) may divide the voting for each agenda. If the voting for each agenda exceed the number of shares granted by the proxy or not as specified by the Proxy Form, the voting shall be deemed incorrect and all be counted as abstained votes. If the voting for each agenda is as specified by the Proxy Form but less than the number of shares granted by proxy, all the missing votes shall be counted as abstained votes.

(3) The resolution of the meeting must comprise of the following votes:

(3.1) In normal case, the resolution shall be passed by a majority of the votes.

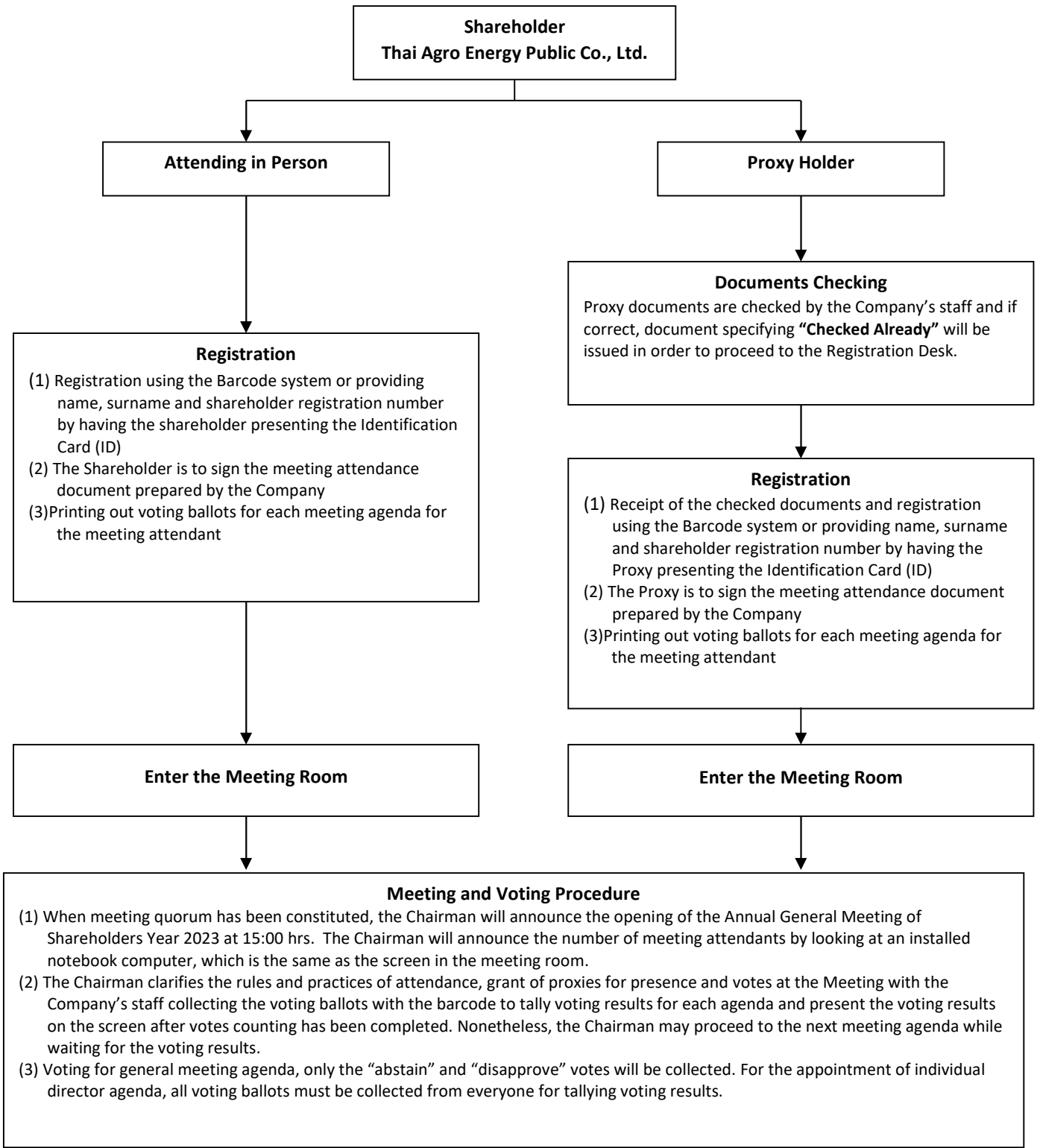
(3.2) In other cases which the law and/or the Company's articles of association specify differently from the normal case, the voting shall be conducted accordingly, in which the chairman of the meeting shall notify the shareholders in the meeting prior to the voting on the particular agenda.

(4) In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

(5) Any shareholder with conflict of interest in any given matter is prohibited from voting on such matter and the chairman may ask the shareholder to stay out of the meeting temporarily.

(6) A vote on a poll may be taken when a requisition to that effect has been made by at least 5 shareholders and a resolution to that effect has been passed by the meeting. The procedures for voting will be determined by the chairman of the meeting and be notified to the meeting before the vote on a poll is taken.

Thai Agro Energy Public Company Limited
Procedures of Attending the Annual General Meeting of Shareholders Year 2023
Wednesday, April 26, 2023



Curriculum Vitae and Information on Independent Director as Proxy

1.Full name : Mr. Padetpai Meekun-iam

Position : Independent Director and Chairman of Audit Committee
and Risk Management Committee

Nationality : Thai

Age : 78 years old

Address : 888/114 Mahatun Plaza Bldg., 11th Fl., Ploenchit Rd., Lumpini, Pathumwan,
Bangkok 10330



Education :

- (1) Master of Engineering, Mechanism, Georgia Institute of Technology U.S.A.
- (2) Bachelor of Engineering, Mechanism (Second Class Honors), Chulalongkorn University
- (3) Curriculum of Director Accreditation Program of Institute of Director (IOD)
 - Director Certification Program (DCP) 22/2002
 - Audit Committee Program (ACP) 42/2013
 - Curriculum of Monitoring the Quality of Financial Reporting (MFR) 17/2013
 - Curriculum of Monitoring the System of Internal Control and Risk Management (MIR) 14/2013
 - Curriculum of Monitoring Fraud Risk Management (MFM) 10/2013
 - Curriculum of Monitoring the Internal Audit Function (MIA) 15/2013

Duration of Director: Member of the Board of Directors, Thai Agro Energy Public Company Limited effective from October 18, 2007, totaling 15 years

The Board of Directors Meeting Attendance: 12 of 13 times

Number of Company's Share on January 1, 2022: None

Number of Company's Share on December 31, 2022: None

Shares held by other persons: None

Direct and Indirect Interest in Company and Subsidiaries: None

Relationship with Directors and Management: None

The Punishment from the offense under The Securities Exchange Act B.E 2535 or the Derivatives Act B.E 2546 in the 5 Preceding Years: None

Working Experiences related to company's business in the 5 Preceding Years (on December 31, 2022)

- 2020 to present, Risk Management Committee, Thai Agro Energy Plc.
- 2007 to present, Chairman of Audit Committee, Thai Agro Energy Plc.

Number of Business as Directors / Executives

LISTED COMPANIES	NON-LISTED COMPANIES	POSITIONS IN COMPETITIVE BUSINESS / RELATED BUSINESS OF THE COMPANY
1	1	-None-

Order	Type of Company	Type of Director	Position	Company Name
1.	Listed company	Independent Director	Chairman of Audit Committee	MBK Resort Public Company Limited

Other Information: (1) None of conflict of interest in each matter or each meeting agenda under consideration during the Annual General Meeting of Shareholders Year 2023, except for Agenda No. 6 regarding consideration for remuneration for the directors.

(2) None of special conflict of interest not applicable to other directors relevant to Agenda No.6 regarding consideration for remuneration for the directors.



Proxy Form A

(General Form, Simple and Not Complicated)

Made at

.....

.....

DateMonthYear

(1) I/We..... Nationality.....Residing at No.
Road Sub district.....District Province.....
Postal Code.....

(2) Being the Shareholder of Thai Agro Energy Public Company Limited in an aggregate amount of
shares, and having voting rights of votes as follows:

Number of Ordinary shares shares, having voting right ofvotes
Number of Preferred shares shares, having voting right ofvotes

(3) Hereby granting proxy to:

(1) Age years, residing at No.
Road Sub-district District Province Postal Code ; or,

(2) Age years, residing at No.
Road Sub-district District Province Postal Code ; or,

(3) Age years, residing at No.
Road Sub-district District Province Postal Code ;

Only one of above as my/our proxy to attend and vote in the Annual General Meeting of Shareholders Year 2023 on April 26, 2023 at 15:00 hours at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, or any adjournment thereof to any date, time and venue.

Any lawful act performed by my/our proxy in this meeting on my/our behalf shall be binding upon me/us as if performed by myself/ourselves in all respects.

Signed.....Grantor
(.....)

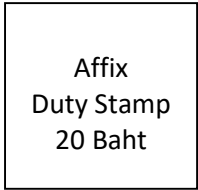
Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Notes:

The shareholder may grant proxy to only one proxy holder to attend the meeting and vote on his/her behalf. The shares may not be divided for several proxy holders for separate voting.



Proxy Form B

(Grantor specifies certain matters and details)

.....

Made at

.....

.....

DateMonthYear.....

(1) I/We..... Nationality.....Residing at No.
Road Sub-district.....District Province.....
Postal Code.....

(2) Being the Shareholder of Thai Agro Energy Public Company Limited in an aggregate amount of
shares, and having voting rights of votes as follows:

Number of Ordinary shares shares, having voting right ofvotes

Number of Preferred shares shares, having voting right ofvotes

(3) Hereby granting proxy to:

(1)..... Age years, residing at No. Road
Sub-district District Province Postal Code ; or,

(2)..... Age years, residing at No. Road
Sub-district District Province Postal Code ; or,

(3)..... Age years, residing at No. Road
Sub-district District Province Postal Code ;

Only one of above as my/our proxy to attend and vote in the Annual General Meeting of Shareholders Year 2023 on April 26, 2023 at 15:00 hours at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, or any adjournment thereof to any date, time and venue.

(4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

Agenda No. 1: To Adopt and Approve the Minutes of the Annual General Meeting of Shareholders Year 2022.

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 2: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2022.

Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2022.

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 4: To Consider and Approve the Omission of Dividend Payment for the Year 2022.

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 5: To Consider the Appointment of Directors Retired By Rotation

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Appointment of the Whole Group of Directors

Approve Disapprove Abstain

Appointment of Individual Director

Director's Name: **Mr. Virach Aphimeteetamrong**

Approve Disapprove Abstain

Director's Name: **Mr. Kraisi Sirirungsi**

Approve Disapprove Abstain

Director's Name: **Mr. Satit Chanchaowakun**

Approve Disapprove Abstain

Agenda No. 6: To Consider the Remunerations of Directors

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fee for year 2023

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 8: To Consider and Approve the Amendment to the Company's Memorandum of Association

Clause 3. by adding one more objective, for a total of 36 objectives.

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 9: To Consider and Approve the Amendment to Article No.28, 32-33, 36, and 39 of the Company's Articles of Association.

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

Agenda No. 10: To Consider Other Matters (if any)

(A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.

(B) The Proxy is to vote according to my/our wish as follows:

Approve Disapprove Abstain

(5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate

Any lawful act performed by my/our proxy in this meeting on my/our behalf shall be binding upon me/us as if performed by myself/ourselves in all respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Notes:

- (1) The shareholder may grant proxy to only one proxy holder to attend the meeting and vote on his/her behalf. The shares may not be divided for several proxy holders for separate voting.
- (2) The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- (3) In case that there are additional meeting agendas for consideration than specified above, the Proxy Grantor may specify in the Annex to the Form of Proxy Form B as attached.

Annex to the Form of Proxy Form B

Grant of proxy as a shareholder of Thai Agro Energy Public Company Limited

At the Annual General Meeting of Shareholders Year 2023 on April 26, 2023 at 15:00 hours at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, or any adjournment thereof to any date, time and venue.

- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
- Approve Disapprove Abstain

- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
- Approve Disapprove Abstain

- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
- Approve Disapprove Abstain

- Agenda No.Subject: Appointment of Directors (Continued)
- Director's Name:
- Approve Disapprove Abstain
- Director's Name:
- Approve Disapprove Abstain
- Director's Name:
- Approve Disapprove Abstain
- Director's Name:
- Approve Disapprove Abstain
- Director's Name:
- Approve Disapprove Abstain
-



Proxy Form C

(Only for shareholder whom is a foreign investor with appointment of custodian in Thailand as depositary and caretaker of the shares)

Made at

DateMonthYear

(1) I/We..... Nationality.....Residing at No. Road Sub district.....DistrictProvince..... Postal Code.....as the Custodian of Shares for; who is the shareholder of Thai Agro Energy Public Company Limited in an aggregate amount ofshares, and having voting rights of votes as follows:

Number of Ordinary shares shares, having voting right ofvotes
Number of Preferred shares shares, having voting right ofvotes

(2) Hereby granting proxy to:

- (1) Age years, residing at No. Road Sub-district District Province Postal Code ; or,
(2) Age years, residing at No. Road Sub-district District Province Postal Code ; or,
(3) Age years, residing at No. Road Sub-district District Province Postal Code ;

Only one of above as my/our proxy to attend and vote in the Annual General Meeting of Shareholders Year 2023 on April 26, 2023 at 15:00 hours at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, or any adjournment thereof to any date, time and venue.

- (3) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;
[] Granting the proxy with all the shareholding and voting right
[] Granting partial proxy as follows:
[] Number of Ordinary shares shares, having voting right ofvotes
[] Number of Preferred shares shares, having voting right ofvotes
For a total voting right of votes

(4) I/We authorize the Proxy to attend and vote in this meeting on behalf of me/us in this meeting as follows;

- Agenda No. 1: To Adopt and Approve the Minutes of the Annual General Meeting of Shareholders Year 2022
[] (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
[] (B) The Proxy is to vote according to my/our wish as follows:
[] Approve [] Disapprove [] Abstain
Agenda No. 2: To Acknowledge the Report of the Board of Directors on the Operating Results of Year 2022
Agenda No. 3: To Consider and Approve the Balance Sheets and Statements of Income for the Year ended December 31, 2022
[] (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
[] (B) The Proxy is to vote according to my/our wish as follows:
[] Approve [] Disapprove [] Abstain
Agenda No. 4: To Consider and Approve the Omission of Dividend Payment for the Year 2022.
[] (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
[] (B) The Proxy is to vote according to my/our wish as follows:
[] Approve [] Disapprove [] Abstain

Agenda No. 5: To Consider the Appointment of Directors Retired By Rotation

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Appointment of the Whole Group of Directors
 - Approve Disapprove Abstain
 - Appointment of Individual Director
 - Director's Name: **Mr. Virach Aphimeteetamrong**
 - Approve Disapprove Abstain
 - Director's Name: **Mr. Kraisi Sirirungsi**
 - Approve Disapprove Abstain
 - Director's Name: **Mr. Satit Chanchaowakun**
 - Approve Disapprove Abstain

Agenda No. 6: To Consider the Remunerations of Directors

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

Agenda No. 7: To Consider the Appointment of the Auditor and Determination of Audit Fees for year 2023

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

Agenda No. 8: To Consider and Approve the Amendment to the Company's Memorandum of Association Clause 3. by adding one more objective, for a total of 36 objectives.

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

Agenda No. 9: To Consider and Approve the Amendment to Article No.28, 32-33, 36, and 39 of the Company's Articles of Association.

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

Agenda No. 10: To Consider Other Matters (if any)

- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 - Approve Disapprove Abstain

(5) Should the voting by the Proxy in any agenda not as specified in this Proxy Form, the voting would be considered incorrect and not represent my vote as the shareholder.

(6) If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate

Any lawful act performed by my/our proxy in this meeting on my/our behalf shall be binding upon me/us as if performed by myself/ourselves in all respects.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Notes:

- (1) The Proxy Form C is only used for the case that the shareholder in the registry book is a foreign investor with appointment of the custodian of shares in Thailand as depositary and caretaker of the shares.
- (2) The evidence required along with the Proxy Form are as follows:
 - (2.1) Power of Attorney from the shareholder granting authority for the custodian to sign the Proxy Form on behalf of the shareholder.
 - (2.2) Document confirming that the signatory of the Proxy Form has custodian business license.
- (3) The shareholder may grant proxy to only one proxy holder to attend the meeting and vote on his/her behalf. The shares may not be divided for several proxy holders for separate voting.
- (4) The agenda for the appointment of Directors may be voted for the whole group of Directors or by individual Director.
- (5) In case that there are more meeting agenda for consideration than specified above, the Proxy Grantor may specify in the Annex to the Form of Proxy Form C as attached .

Annex to the Form of Proxy Form C

Grant of proxy as a shareholder of Thai Agro Energy Public Company Limited

At the Annual General Meeting of Shareholders Year 2023 on Aril 26, 2023 at 15:00 hours at Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, or any adjournment thereof to any date, time and venue.

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- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 Approve..... votes Disapprove..... votes Abstain votes
- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 Approve..... votes Disapprove..... votes Abstain votes
- Agenda No.Subject:
- (A) The Proxy is authorized to vote on my/our behalf as the Proxy deems appropriate.
- (B) The Proxy is to vote according to my/our wish as follows:
 Approve..... votes Disapprove..... votes Abstain votes
- Agenda No.Subject: Appointment of Directors (Continued)
- Director's Name:
- Approve..... votes Disapprove..... votes Abstain votes
- Director's Name:
- Approve..... votes Disapprove..... votes Abstain votes
- Director's Name:
- Approve..... votes Disapprove..... votes Abstain votes
- Director's Name:
- Approve..... votes Disapprove..... votes Abstain vote
-

Request Form of the Annual Report 2022 (Form 56-1 One Report) (Hard Copy)

If the shareholder would like to receive a hard copy of the Annual Report 2022 (Form 56-1 One Report) of Thai Agro Energy Public Company Limited, please provide the name and address below.

Please write legibly:

Name and Surname:

Address:

.....

.....

I wish to receive a hard copy of the Annual Report 2022(Thai version)

Please send the Request Form to the Company via Facsimile (Fax) no. (66) 02-627-3889,
E-mail Prapatsorn.k@thaiargoenergy.com or by mail to the Company's address below :

**Company Secretary
Thai Agro Energy Public Company Limited
888/114 Mahatun Plaza Bldg., 11th Fl.,
Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330
Tel.02-627-3890-94 Facsimile (Fax) no. (66) 02-627-3889**

SUBMISSION OF QUESTIONS CONCERNING THE MEETING AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023

SHAREHOLDERS MAY SUBMIT QUESTIONS TO THE COMPANY AS FOLLOWS:

(1) SHAREHOLDERS SHALL SUBMIT QUESTIONS TOGETHER WITH PERSONAL INFORMATION AS FOLLOWS:

- NAME, ADDRESS, TELEPHONE NUMBER, FACSIMILE NUMBER AND E-MAIL (IF ANY) OF THE SHAREHOLDERS
- QUESTIONS CONCERNING MEETING AGENDA AND SUPPORTING INFORMATION (IF ANY)

(2) CHANNELS PROVIDED FOR SUBMISSION OF QUESTIONS

- E-MAIL ADDRESS : prapatsorn.k@thaiagroenergy.com
- FAX : 02-627-3889 BY FILLING OUT THE ATTACHED "QUESTION SUBMISSION FORM"

(3) PERIOD FOR THE SUBMISSION OF QUESTIONS

SHAREHOLDERS ARE WELCOME TO SUBMIT THE QUESTIONS CONCERNING MEETING AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023 **FROM MARCH 29, 2023 UNTIL APRIL 19, 2023**. FOR SUBSEQUENT PROCEDURE, THE COMPANY WILL CONSIDER ANSWERING THE QUESTIONS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023 BY E-MAIL, BY FACSIMILE OR VIA ANY ONE OR SEVERAL CHANNELS AS DEEMED APPROPRIATE.

**QUESTION SUBMISSION FORM
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023**

(1) FOR THE SHAREHOLDER

NAME :
ADDRESS :
.....
TELEPHONE : FAX :
E-MAIL ADDRESS :

(2) QUESTIONS CONCERNING MEETING AGENDA OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS YEAR 2023

AGENDA NO. 1: TO ADOPT AND APPROVE THE MINUTES OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS YEAR 2022

QUESTION :
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AGENDA NO. 2: TO ACKNOWLEDGE THE REPORT OF THE BOARD OF DIRECTORS ON THE OPERATING
RESULTS OF YEAR 2022

QUESTION :
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AGENDA NO. 3: TO CONSIDER AND APPROVE THE BALANCE SHEETS AND STATEMENTS OF EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 2022

QUESTION :
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AGENDA NO. 4: TO CONSIDER AND APPROVE THE OMISSION OF DIVIDEND PAYMENT FOR THE YEAR 2022.

QUESTION :
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AGENDA NO. 5: TO CONSIDER THE APPOINTMENT OF DIRECTORS RETIRED BY ROTATION

QUESTION :
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AGENDA NO. 6: TO CONSIDER THE REMUNERATIONS OF DIRECTORS

QUESTION :
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AGENDA NO. 7: TO CONSIDER THE APPOINTMENT OF THE AUDITOR AND DETERMINATION OF
AUDIT FEE FOR THE YEAR 2023

QUESTION :
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AGENDA NO. 8 : TO CONSIDER AND APPROVE THE AMENDMENT TO THE COMPANY'S
MEMORANDUM OF ASSOCIATION CLAUSE 3. BY ADDING ONE MORE OBJECTIVE,
FOR A TOTAL OF 36 OBJECTIVES.

QUESTION :
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AGENDA NO. 9 : TO CONSIDER AND APPROVE THE AMENDMENT TO ARTICLE NO.28, 32-33, 36, AND
39 OF THE COMPANY'S ARTICLES OF ASSOCIATION.

QUESTION :
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AGENDA NO. 8 : TO CONSIDER OTHER MATTERS (IF ANY)

QUESTION :
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Privacy Notice

Annual General Meeting of Shareholders for 2023 (“AGM”) of Thai Agro Energy Public Company Limited

Thai Agro Energy Plc. (“the Company”), as the data controller under the Personal Data Protection Act, B.E. 2562, would like to inform its shareholders and their proxies on the Personal Data Protection Policy in brief at the AGM.

(1) Personal Data: The Company needs to collect the following personal information for the purpose of arranging attendance at the 2023 AGM:

General Personal Data: Name, Age, Address, Telephone number, Identity card number, Bank account details, E-mail address, Fax number, Shareholder’s registration number, photographs, and video recording.

(2) Objectives, Legal Basis, and Data Processing: The Company will process all personal data in accordance with the objectives and legal basis as follows:

(2.1) Legal basis

➤ The Company will collect and use your data specified in items (1) above for the purpose of calling, arranging and conducting the 2023 AGM, including identity verification, sending any related documents, and carrying out any action pursuant to the AGM resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992).

(2.2) Legitimate interest

➤ The Company will collect and use your data specified in item (1) above for the purpose of preparing the AGM minutes, and keep evidence of your meeting attendance and any other activity involving the Company’s legitimate interests and other persons to the extent that it is within your reasonable expectation.

➤ The Company will take photographs of the 2023 AGM and record it on video for the purpose of media reporting and broadcasting the meeting by electronic means. You may appear in the photographs or video recording but details of your identity will not be revealed. If you wish the Company to refrain from disclosing any photographs or any part of the video recording in which you appear, you should notify the Company that you have not given your consent.

(3) Sources of Personal Data: The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company’s registrar,

(4) Personal Data Storage: The Company expects to keep your personal data for a period of 10 years, except for photographs, the video recording above, which will only be kept for six months from the date the Company receives the shareholders' information. After these periods elapse, the Company will either destroy or anonymize your data.

(5) Rights of Data Owners: As a data owner, you have the right to receive a copy of your personal data, the right to correct any mistakes in your data, the right to have your data erased and the right to withhold consent for your data to be used for any other purpose than the abovementioned AGM. If you would like to exercise any of these rights, please contact the Company at email: prapatsorn.k@thaiagroenergy.com or by post to the Legal department at the address shown in the invitation letter for this AGM. The Company will consider your request and contact you as soon as reasonably possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint at the Office of the Personal Data Protection Commission.

THAI AGRO ENERGY PUBLIC COMPANY LIMITED

The Company has disclosed all the documents pertaining to the Annual General Meeting of Shareholders for 2023 on its website at: www.thaiagroenergy.com

THAI AGRO ENERGY PUBLIC CO., LTD.

No souvenirs distribution for shareholders.

Reserves the right to provide only one set of snack and refreshment per one attending person, whether as a shareholder attending by oneself, or as a proxy for one or more shareholders.

HEAD OFFICE:

888/114 Mahatun Plaza Bldg., 11th Fl., Ploenchit Rd., Lumpini,
Pathumwan, Bangkok 10330
Tel. (66)02-627-3890-94 Facsimile (Fax) no. (66)02-627-3889

FACTORY:

9 Moo 10, Dan Chang-Samchuk Road, Nhongmakamong Sub-District,
Dan Chang District, Suphanburi Province
Tel. (66)035-969-905-07