

(Translation)

Minutes of Annual General Meeting of Shareholders 2019

of

Chow Steel Industries Public Company Limited

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Time and venue

The meeting was held on Friday, April 26, 2019 at 14.00 hrs at Asoke 2, C Floor, Grande Centre Point Sukhumvit Terminal 21, No. 2 Sukhumvit Soi 19 (Wattana), Sukhumvit Road, Klongtoey Nua, Wattana, Bangkok 10110.

The meeting was called to order at 14.00 hrs.

The shareholders attending in person totaled 41, holding aggregately 552,181,050 shares, and the shareholders attending by proxy totaled 40, holding aggregately 106,605,245 shares. The total number of shareholders attending in person and by proxy was 81, holding altogether 658,786,295 shares, representing 82.3483% of the total shares sold of the Company, which exceeded one-third (1/3) of the total shares sold of the Company and constituted a quorum according to the Articles of Association of the Company.

Dr. Pruchya Piumsomboon, Chairman of the Board of Directors, performed as Chairman of the meeting according to the Company's Articles of Association. He declared the annual general meeting of shareholders (AGM) 2019 open, and introduced the directors, executives, auditor and legal consultant attending the meeting as follows:

Directors present at the meeting 10 directors (representing 100% of the total 10 directors):

1. Dr. Pruchya Piumsomboon Independent Director and Chairman
2. Assoc. Prof. Dr. Narong Yoothanom Independent Director, Vice Chairman, Audit Committee Member, Chairman of Nomination and Remuneration Committee, and Chairman of Corporate Governance Committee
3. Assoc. Prof. Kalayaporn Pan-ma-rerng Independent Director, Chairperson of Audit Committee, Chairman of Risk Management Committee, and Nomination and Remuneration Committee Member
4. Mr. Kanawath Aran Independent Director, Audit Committee Member, Risk Management Committee Member, and Corporate Governance Committee Member
5. Mr. Noppadon Jason Chirasanti Independent Director and Audit Committee Member
6. Mr. Sanguankiat Lewmanomont Director and Nomination and Remuneration Committee Member
7. Mr. Mark D. Remijan Independent Director and Corporate Governance Committee Member
8. Mr. Anavin Jiratomsiri Director, Chairman of Executive Committee, Nomination and Remuneration Committee Member,

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|------------------------|--|
|                        | Risk Management Committee Member,<br>and Corporate Governance Committee Member |
| 9. Ms. Koo Man Wai     | Director, Executive Director, and Chief Executive Officer                      |
| 10. Mrs. Sharhuta Chin | Director, Executive Director, and Deputy Managing Director                     |

**Other attendees**

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| 1. Mr. Suppachai Yimsuwan                   | Executive Director, Deputy Managing Director,<br>and Vice President – Finance and Administration |
| 2. Mr. Jirayu Saisangthong                  | Vice President – Sales and Marketing   |
| 3. Ms. Sirirat Khongpeng                    | Company Secretary and Secretary to the Board of Directors  |
| 4. Representative from AST Master Co., Ltd. | Auditor  |
| Mr. Pradit Rodruoytook                      |  |
| 5. Representative from Lewmanomont          | Legal Consultant   |
| International Law Office                    |  |
| Mr. Thalad Sombatboon                       |  |

The Chairman assigned the person proceeding with the meeting to inform the meeting that Mr. Thalad Sombatboon, Legal Consultant from Lewmanomont International Law Office, was in charge of ensuring the meeting was conducted with transparency and in compliance with the law, the Company's Articles of Association and corporate governance principles in line with the meeting criteria prescribed by Office of the Securities and Exchange Commission, covering the following areas:

1. Verifying process of documents of the shareholders/proxies having the right to attend the meeting.
2. Meeting quorum.
3. Persons with beneficial interests having no right to vote on the matters in which they have interests.
4. Vote casting and counting method as specified in the Articles of Association/informed by the Chairman.
5. Supervising collection of voting ballots from the attending shareholders/proxies, and examining to ensure correctness of the voting results and resolutions from the voting ballots.

Criteria and procedure on vote casting are as follows:

1. Each shareholder is prescribed by the Company's Articles of Association to have vote counts equivalent to number of shares held in person or by proxy. In the voting, each share is entitled to one vote.
2. Vote casting shall be processed in an open manner.
3. On each agenda item, the shareholders and proxies may vote either approving or disapproving or abstain from voting, and cannot split the number of shares for separate voting, except in case of voting by a custodian.
4. On each agenda item, the Company will ask the shareholders who disapprove or abstain from voting to make their marks on the voting ballots and raise their hands for Company staff to collect the voting ballots for vote

counting and recording through barcode. The shareholders who give approval need not raise their hands, but they shall make their marks in the voting ballots and return them upon the end of the meeting.

5. On the agenda item 6 regarding election of directors, to comply with the AGM Assessment Project, all the shareholders are required to cast their votes whether they approve, disapprove, or abstain from voting. The Company will first collect and announce the dissenting and abstention votes to the meeting. During the votes counting, all approval votes shall also be compiled to be kept as evidence. The shareholders who have already submitted their voting ballots prior to the meeting will no longer need to cast their votes.

6. For the shareholders who appoint the Company's directors or independent directors as their proxies, they shall vote in approval or disapproval or abstain from voting as intended by the shareholders.

7. In vote counting, only the dissenting and abstention votes will be calculated and deducted from the total votes of the shareholders attending the meeting in person and by proxy on such agenda items. The remaining votes will then be deemed as approving votes.

8. The voting result shall be announced to the meeting upon the end of the vote counting on each agenda item. As vote counting for some agenda items may take longer time, the Chairman may ask to proceed to the following agenda item for the continuation of the meeting, and will announce the voting result of the foregoing agenda item when the vote counting is finished.

9. At the meeting, agenda items shall be considered in an order as shown in the invitation letter to the meeting. If any shareholders would like to raise questions or express opinions during discussion of each agenda item, they may ask questions or express opinions directly relating to such agenda item. Those who would like to express opinions not relating to the agenda item in discussion may do so during agenda item 12: other matters.

10. Voting ballot in any of the following cases is deemed a void ballot:

- (1) Ballot with more than one mark,
- (2) Ballot with crossing mark but no signature affixed, or
- (3) Ballot with votes cast in excess of entitled votes.

The shareholder who would like to correct the votes duly cast, he/she may cross out the mark made and affix his/her signature. Void ballots shall not be included in the vote count except in case under agenda item 7 where void ballots shall be taken into account.

To raise questions or express opinions, the shareholder shall raise his/her hand. Once the Chairman gives permission, he/she shall introduce him/herself and inform the meeting whether he/she attends the meeting in person or by proxy to be compliant with the procedure prescribed by the stock exchange. The Chairman then proceeded with the businesses on the agenda

**Agenda item 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders 2018**

The Chairman informed the meeting that the Company prepared and sent the minutes of the annual general meeting of shareholders (AGM) 2018 held on April 26, 2018 to the Stock Exchange of Thailand and the Ministry of Commerce by the deadline specified by law as well as had the minutes posted on the Company website.

The Board of Directors considered the minutes accurately and completely recorded and deemed it expedient to propose that the meeting approve the said AGM minutes.

The Chairman invited the shareholders to raise questions. No questions and comments were raised.

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to adopt the minutes of the AGM 2018 held on April 26, 2018 as below:

Approved	658,786,314	votes	representing	100.00%
Disapproved	0	vote	representing	0.00%
Abstained	0	vote		
Void ballots	0	vote		

**Agenda item 2 To acknowledge the Company's operating performance in 2018**

The Chairman informed the meeting that the Company's operating performance in 2018 was as presented in its Annual Report 2018 sent to the shareholders together the meeting invitation letter in electronics form (QR code), which was considered accurate and adequate by the Board of Directors. It was thus submitted for the shareholders' acknowledgment at this meeting. The Chairman then assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to report the salient points of the Company's operating performance to the shareholders.

Mr. Anavin Jiratomsiri, Chairman of Executive Committee, reported that, in 2018, the Company recorded sales volume of steel billets of 187,000 tons, an increase of 37,000 tons or 24.7% from the foregoing year. This generated a sales revenue of 3,077.8 million baht, a year-on-year growth of 813.3 million baht or 35.9%. The sales growth was seen both at home and overseas.

The Company's cost of sales and services amounted to 3,117.5 million baht, a 42.9% increase year-on-year, mainly due to the increase in raw material price, i.e. steel scrap price, in an average of 17%, improvement cost of 18 million baht of factory phase 1 to normal operation earlier of the year, an allowance of 56.9 million baht for diminution of inventories, and cost of idle capacity of 5 million baht.

However, the Company has planned to improve its production process for higher efficiency and to serve its development of sales solution for new potential customers to control the fluctuating raw material price. It will switch to production contracted by customers in form of an OEM, i.e. to produce steel billets with raw materials procured by the customers. This will mitigate its risk of raw material price fluctuation.

As regards renewable energy business, in 2018, the Company continued its expansion of investment in solar power plants in Japan. Its total installed capacity grew from 38.3 MW (DC) in 2017 to 65.8 MW (DC) in 2018, comprising 6.6 MW for projects in Thailand and 59.2 MW for those in Japan. Its improving operational performance of renewable energy business has been in line with its core strategy of bringing long-term stable income from electricity generation in Japan. The Company also has the marketing plan in place to generate income from trading of power plant construction materials, which will help add value to its assets. The net increase of 27.5 MW (DC) capacity was a result of the successful commercial operation of four new projects during the year, one of which is a large-scale project with 27.0 MW (DC) capacity and the other three are in the same location with a combined capacity of 4.84 MW (DC), and strategic exit of one project in quarter 3 of the year, which pulled down the capacity by 4.02 MW (DC). The said power plant expansion and exit of one project ready to operate by selling to an infrastructure fund in Japan has been in line with the Company's business plan.

As at 2018 year-end, the Company had continued investment in power plant projects, i.e. two projects under construction with a combined installed capacity of 9.44 MW and 12 projects under development with a combined installed capacity of 525.39 MW.

In term of funding, throughout 2018, the Company was successful in fund management securing both short-term and long-term construction financing for several power plant projects. The construction works have been in progress and achieved as planned. The Company has cash flows available for debt settlement according to the funding plan. It has consistently revised its plan to align with the investment situation in each period. Funding has still been carried out both domestically and abroad at present.

Significant developments in 2018 were as listed here:

1. In April, the Iwaki solar power plant with 26.68 MW capacity reached commercial operation date (COD). Its electricity Feed-in-Tariff (FiT) rate is 40 yen per kWh for an offtake period of 20 years.
2. In June, the Company's subsidiary exited Kyotango solar power plant with 4.02 MW (DC) installed capacity to an infrastructure fund registered in Japan at the price of 1,540 million yen or about 456 million baht for value added and income generation from investment in line with the business plan.
3. In August,
  - Chow Energy Plc., its subsidiary, was certified as a member of the Private Sector Collective Action Coalition (CAC) against Corruption for a 3-year tenure from August 21, 2018 to August

21, 2021. The Company earlier on May 14, 2018 signed a declaration to join the Private Sector CAC against Corruption and has accordingly performed in accordance with the guidelines for compliance with anti-Corruption policy presented in its Annual Report 2018 (page 85).

- The Company won Outstanding Workplace for Labor Relations and Labor Welfare Award at National Level from Department of Labor Protection and Welfare.
4. In October, Fukui1, Fukui5, and Fukui6 solar power plants with a combined installed capacity of 4.84 MW reached COD. Their FiT rate is 32 yen per kWh for an offtake period of 20 years.

With the above business activities, the year 2018 saw the Company post total revenues of 4,309.74 million baht, a 2.07% year-on-year growth, with an EBITDA of 692.85 million baht. A net loss was recorded at 107.84 million baht.

The total revenues of 4,309.74 million baht came from two portions below:

1. Revenues from sale and service of 4,063.98 million baht, and
2. Other income of 245.76 million baht

The Company and subsidiaries' net loss in 2018 amounted to 107.84 million baht comprised net loss of 212.10 million baht incurred from billet production and distribution, a year-on-year increase of 109.73 million baht or 51.74% mainly due to rapidly fluctuating and rising raw material price of 17%, expenses of 18.0 million baht in early 2018 in preparation for the resumption of production of factory phase 1 to normalcy after the 3-year production halt, allowance for diminution of inventories of 56.9 million baht during the year due to the rapid decrease in global steel prices, and cost of idle capacity of 5.0 million baht. Such losses were offset by gain of 2.9 million baht from transportation business and net profit of 101.4 million baht in energy business, i.e. increase in revenues from sale of electricity thanks to the rising number of power plants that have reached COD in line with the Group's business plan.

The Chairman invited the shareholders to raise questions with salient points as follows:

<i>Names</i>	<i>Questions/Clarifications/Comments</i>
<i>Mrs. Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection Volunteer</i>	<i>Questions:  1. Why are the FiT rates of projects in Japan different from one another?  2. At the FiT rate of 32 yen per unit, will the Company still be profitable?  3. Is the solar radiation intensity in each location different?  4. Would there be any problem caused to PV panels placed on the ground in case of floods, and is there any protective measure?</i>

<p>Dr. Pruchya Piumsomboon Chairman</p> <p>Mr. Anavin Jiratomsiri Chairman of Executive Committee</p>	<p>Clarifications:</p> <ol style="list-style-type: none"><li><p><i>FIT rates are changeable by time. Mr. Anavin will give the meeting additional information.</i></p><p><i>The FiT rates are different subject to the rules and regulations of the Japanese Electricity Generating Authority in each period which are not the same. In the initial period when the Japanese government took the solar power purchase measure, the FiT rate was rather high at 40 yen per unit of electricity for 20 years with the objective to attract solar power plant investment by both local and foreign investors. Around 2-3 years later, the Japanese government announced the adoption of the FiT rate of 36 yen per unit of electricity viewing that there had already been increasing investment in solar power plants by local and foreign investors. Coupled with the fact that investment budget had declined due to the decrease in power plant and equipment installation costs in line with the market conditions as well as improvement of power generation technology for higher efficiency, the Japanese government has announced a lower FiT rate at 32 yen per unit of electricity. This has also been the case for Thailand where in the initial period the basic tariff rate was specified with adder of 8 baht and 6 baht and later the adder has been removed and the FiT rate has been adopted instead.</i></p></li><li><p><i>In case of lower FiT rate, we consider investment expenditure against different worthiness of each project. As such, with the lower FiT rate, we implement projects at lower construction costs as well due to lower equipment and technology costs.</i></p></li><li><p><i>The solar radiation intensity in Japan varies by location, the same as in Thailand. For example, the weather in northern Hokkaido is colder and the solar radiation intensity is lower than southern Fukuoka the solar radiation intensity of which is greater. Therefore, the factors taken into consideration in the calculation of investment budget in each project are construction cost, FiT rate, solar radiation intensity and projected electricity volume to figure out returns expected from each project.</i></p></li></ol>
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<p><i>Dr. Pruchya Piumsomboon</i> Chairman</p>	<p><i>Solar radiation intensity can be calculated using world-class software that enables storage and use of historical statistical data to calculate solar radiation intensity in each area worldwide. This is the software currently used by us based on the database available for calculation before making investment decision.</i></p>
<p><i>Mr. Anavin Jiratomsiri</i> Chairman of Executive Committee</p>	<p>4. <i>Solar power plants with PV panels placed on the ground are known in technical term as ground solar farms. In fact, each PV panel is not placed directly on the ground but has aluminum or steel structure as the base placed on the ground elevating the panel to the level more than one meter above the ground. Calculation is made on engineering basis to assess disaster risk in each location. Japan has strict construction standard. Before start of construction, we have to seek approval from local administrative bodies or construction permits. Construction designs are inspected to ensure compliance with relevant engineering standards and high endurance to flooding and earthquake which are natural phenomenon in Japan. All these are factored in the calculation to ensure we have completely followed the relevant engineering standards. In addition, there are other inspection authorities like lending banks and insurance companies which will inspect the assets in the risky areas to assess the extent of risk exposure and ensure acceptable risk level as well as risk remedy according to engineering principles.</i></p>

The Chairman announced the resolution as follows:

**Resolution:** The meeting acknowledged the Company's operating performance for the year 2018.

**Agenda item 3 To consider and approve statement of financial position and statement of comprehensive income for the accounting year ended December 31, 2018**

The Chairman informed the meeting that the Company's financial statements and the auditor's report for the year ended December 31, 2018 as appeared in the part on financial statements in the Annual Report 2018 had duly been reviewed by the Audit Committee, approved by the Board of Directors and audited by the auditor before submission to the AGM for consideration and approval. In this regard, the shareholders may request the Annual Report 2018 in hard copy at the front desk of the meeting room. The Chairman then assigned Assoc. Prof. Kalayaporn Pan-ma-rerng, Chairperson of Audit Committee,



to present salient points of the statement of financial position and statement of comprehensive income for the year ended December 31, 2018 as follows:

As at December 31, 2018, in view of the financial status, the Company had total assets of 13,203.65 million baht and total liabilities of 11,755.07 million baht. Its shareholders' equity amounted to 1,448.58 million baht, a year-on-year decrease of 77.17 million baht, due to a net loss of 107.84 million baht and 30 million baht in exchange differences on translating financial statements of subsidiaries in Japan.

As regards operating result, the Company recorded revenues from sales and services of 4,063.98 million baht, and a net loss of 122.15 million baht on the part of equity holders of the parent. This resulted in a net loss per share of 0.15 baht.

According to the statement of cash flows, the Company had cash used in operating activities of 142.10 million baht, cash used in investing activities of 795.0 million baht, and cash used in financing activities of 1,093.10 million baht.

The Company's financial statements have duly been reviewed by the Audit Committee and audited by the auditor, i.e. AST Master Co., Ltd. The auditor is of the opinion that the financial statements referred to above present fairly, in all material respects, the Company's financial position according to the financial reporting standards. The Board deemed it expedient to request the meeting's approval of the Company's financial statements for the year ended December 31, 2018.

The Chairman invited the shareholders to raise questions with salient points as below:

<i>Names</i>	<i>Questions/Clarifications/Comments</i>
<i>Mrs. Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection Volunteer</i>	<i>Question: There are no figures shown in the financial statements of 2018 on post-employment benefits reflecting the impact of the upward adjustment of severance pay rate from 300 days' wage to 400 days' wage under the labor law.</i>
<i>Assoc. Prof. Kalayaporn Pan- ma-rerng Chairperson of Audit Committee</i>	<i>Clarification: The post-employment benefits are calculated on actuarial basis. The adjustment will be factored in the financial statements for 2019, not in the 2018 financial statements.</i>

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve the Company's statement of financial position and statement of comprehensive income for the accounting year ended December 31, 2018. Details were as below:

Approved	659,051,914	votes	representing	100.00%
Disapproved	0	vote	representing	0.00%

Abstained	0	vote
Void ballots	0	vote

**Agenda item 4 To consider and approve suspension of profit allocation to statutory reserve and suspension of dividend payment for the operating results of 2018**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present details to the meeting. The Chairman of Executive Committee proposed to the meeting as follows: According to Section 115 of the Public Limited Companies Act, B.E. 2535, and Article 47 of the Company's Articles of Association, no dividends shall be paid otherwise than out of profits, and in case where a company has incurred accumulated loss, no dividends may be paid. According to the Company's audited financial statements for the accounting year ended December 31, 2018, it posted a net loss of 212,092,995 baht. The Company thus considered it appropriate to request the meeting's approval of suspension of profit allocation to statutory reserve and suspension of dividend payment for the operating results of 2018.

The Chairman invited the shareholders to raise questions and comments. No questions and comments were raised.

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve suspension of profit allocation to statutory reserve and suspension of dividend payment for the operating results of 2018. Details were as below:

Approved	659,051,914	votes	representing	100.00%
Disapproved	0	vote	representing	0.00%
Abstained	0	vote		
Void ballots	0	vote		

**Agenda item 5 To consider and approve the appointment of auditor and fixing of audit fee for 2019**

The Chairman assigned Assoc. Prof. Kalayaporn Pan-ma-rerng, Chairperson of Audit Committee, to present details to the meeting. The Chairperson of Audit Committee informed the meeting that pursuant to Section 120 of the Public Limited Companies Act B.E. 2535, and Article 43 of the Company's Articles of Association, the AGM is required to appoint the auditor and to fix the audit fee for the firm performing as the auditor on an annual basis with opinions given by the Audit Committee and the Board of Directors. The Board deemed it expedient for the meeting to consider and approve the appointment of EY Office Limited with the following certified public accountants (CPA) as the Company's auditor for 2019:

1. Khun Supachai Phanyawattano CPA No. 3930
2. Khun Natthawut Santipet CPA No. 5730

3. Khun Krongkaew Limkittikul CPA No. 5874

The proposed audit company and auditors have dependable auditing experience for several companies, being well accepted and having independence in their performance of auditing duty.

The auditors as listed above have no relationship with or beneficial interests in the Company, its subsidiaries, management, major shareholders or related persons thereof. The Company's auditor is the same as that of its subsidiaries.

The Board of Directors also deemed it expedient to request the meeting's consideration and approval of the fixing of audit fee at not exceeding 2,000,000 baht, excluding other relevant expenses, comprising audit fee for statutory financial statements of 1,200,000 baht and review fee for interim financial statements (three quarters) of 480,000,000 baht.

The Chairman invited the shareholders to raise questions. Salient points were as below:

<i>Names</i>	<i>Questions/Clarifications/Comments</i>
<i>Mrs. Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection Volunteer</i>	<i>Question: According to the invitation letter, page 4, the audit fee for statutory financial statements in 2019 is 600,000 baht different from that in 2018. Please clarify the rationale of such difference.</i>
<i>Assoc. Prof. Kalayaporn Pan-ma-rerng Chairperson of Audit Committee</i>	<i>Clarification: The audit firm for 2019 is not the same as that in 2018. It is because the new audit firm engaged by the Company is a larger firm while the Company also has a larger volume of business transactions.</i>

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to appoint EY Office Limited as the auditor of the Company for 2019, and to fix the audit fee for 2019 in the amount of not exceeding 2,000,000 baht. Details were as below:

Approved	659,051,914	votes	representing	100.00%
Disapproved	0	vote	representing	0.00%
Abstained	0	vote		
Void ballots	0	vote		

**Agenda item 6 To consider and approve election of directors to replace those due to retire by rotation**

Before the start of this agenda item, the four directors with beneficial interests, i.e. Assoc. Prof. Dr. Narong Yoothanom, Assoc. Prof. Kalayaporn Pan-ma-rerng, Mr. Mark D. Remijan and Ms. Koo Man Wai, asked to leave the meeting room.

As stipulated in Article 21 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of directors shall vacate office. If the number of vacating directors cannot be equally divided into three, then the number nearest to one-third shall apply. The directors in office the longest shall be due to retire by rotation at each annual general meeting. The vacating directors may be re-elected.

At this AGM, four of the total 10 directors who are in office the longest shall retire, as follows:

1. Assoc. Prof. Dr. Narong Yoothanom      Independent Director, Vice Chairman,  
Audit Committee Member,  
Chairman of Nomination and Remuneration Committee,  
and Chairman of Corporate Governance Committee
2. Assoc. Prof. Kalayaporn Pan-ma-rerng      Independent Director,  
Chairman of Audit Committee,  
Chairman of Risk Management Committee, and  
Nomination and Remuneration Committee Member
3. Mr. Mark D. Remijan      Independent Director  
and Corporate Governance Committee Member
4. Ms. Koo Man Wai      Director and Executive Director

The Board of Directors considered the nominated persons as recommended by the Nomination and Remuneration Committee (NRC) and deemed it expedient to propose to the AGM for approval of the re-election of the four vacating directors as directors for another term viewing that they are qualified having keen knowledge, competence and experience appropriate for and benefiting the Company's business operation. The directors nominated as independent directors are considered being able to give independent opinions in compliance with the relevant rules and regulations. Moreover, no shareholders have nominated any qualified persons as candidates for consideration and appointment as directors.

Vote casting on this agenda item shall be made on an individual basis. The shareholders were requested to mark in the ballots whether they approve, disapprove or abstain from voting simultaneously on all the four vacating directors and hand in all the ballots to the Company staff. The meeting was thus requested to re-elect the following four directors as directors for another term:

1. Assoc. Prof. Dr. Narong Yoothanom
2. Assoc. Prof. Kalayaporn Pan-ma-rerng
3. Mr. Mark D. Remijan
4. Ms. Koo Man Wai

The Chairman invited the shareholders to raise questions. Salient points were as below:

<i>Names</i>	<i>Questions/Clarifications/Comments</i>
<i>Mrs. Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection Volunteer</i>	<i>Question: From the profiles presented, do directors proposed for re-election as independent directors have tenure for more than 10 years to date?</i>
<i>Dr. Pruchya Piumsomboon Chairman</i>	<i>Clarification: All the independent directors proposed for re-election for another term have served as independent directors all along.</i>

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved to re-elect the four directors due to retire by rotation as directors of the Company for another term by the votes as follows:

1. Assoc. Prof. Dr. Narong Yoothanom (as independent director for another term)

Approved 659,056,314 votes representing 100.00%  
Disapproved 100 vote representing 0.00%  
Abstained 0 vote  
Void ballots 0 vote

2. Assoc. Prof. Kalayaporn Pan-ma-rerng (as independent director for another term)

Approved 659,056,314 votes representing 100.00%  
Disapproved 100 vote representing 0.00%  
Abstained 0 vote  
Void ballots 0 vote

3. Mr. Mark D. Remijan (as independent director for another term)

Approved 658,642,314 votes representing 100.00%  
Disapproved 100 vote representing 0.00%  
Abstained 414,000 vote  
Void ballots 0 vote

4. Ms. Koo Man Wai (as director for another term)

Approved 618,556,414 votes representing 100.00%  
Disapproved 0 vote representing 0.00%  
Abstained 40,500,000 vote  
Void ballots 0 vote

**Agenda item 7 To consider and approve remuneration of the Board of Directors and Board committees for 2019**

The Chairman informed the meeting that the remuneration of the Board of Directors and Board committees should be commensurate with their duties and responsibilities and reviewed regularly on a yearly basis. The proposed remuneration has been determined at the appropriate level being on a par with market and industry peers, so as to attract and retain talented directors. The Board had given consent to the determination of remuneration of Board and Board committees for 2019 as recommended by the Nomination and Remuneration Committee (NRC).

Assoc. Prof. Dr. Narong Yoothanom, NRC Chairman, was assigned to present details of this matter. Assoc. Prof. Dr. Narong Yoothanom explained that the NRC had prudently considered the remuneration of the Board and Board committees with reference to those of industry peers and due regards to the Board and Board committees' responsibilities. It was therefore deemed expedient to propose for the AGM's approval the remuneration of the Board and Board committee members for 2019 in the total amount up to 5,000,000 baht, the same as in 2018, as detailed below:

1. Monetary remuneration

Position	Meeting allowance per attendance (Baht/attendance)	Monthly allowance (Baht/month)
Chairman of the Board	30,000	20,000
Non-employee or non-executive director	20,000	15,000
Chairman of Audit Committee	15,000	-
Audit Committee member	10,000	-
Chairman of Nomination and Remuneration Committee	15,000	-
Nomination and Remuneration Committee member	10,000	-
Chairman of Risk Management Committee	15,000	-
Risk Management Committee member	10,000	-
Chairman of Corporate Governance Committee	15,000	-
Corporate Governance Committee member	10,000	-

2. Other benefits comprise directors and officers liability insurance limit of liability (D&O insurance) with insured amount of 100,000,000 baht and accident and travel insurance limit of liability with insured amount of 2,000,000 baht, total insurance premium of both types of which shall not exceed 400,000 baht.
3. Bonus, business insurance, extra compensation and other expenses, with the Board of Directors assigned to allocate, provided that the total amount of directors' remuneration of all types shall not exceed 5,000,000 baht.

The Chairman invited the shareholders to raise questions. No questions and comments were raised.

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve remuneration of the Board and Committee members for 2019, with voting result as below:

Approved	659,056,414	votes	representing	100.00%
Disapproved	0	vote	representing	0.00%
Abstained	0	vote	representing	0.00%
Void ballots	0	vote		

**Agenda item 8 To consider and approve the Company's capital decrease from the existing registered capital of 1,040,000,000 baht to the new registered capital of 800,000,000 baht and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present details to the meeting. The Chairman of Executive Committee referred the meeting to the AGM 2018 held on April 26, 2018 whereby the meeting resolved to approve for the Company to increase its registered capital in form of general mandate in the amount of not exceeding 240,000,000 baht. According to the relevant notifications of the Stock Exchange of Thailand, the Company shall complete the allocation of the newly issued shares by the date of the next annual general meeting of shareholders. However, the Company did not issue and offer the new shares. According to Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) regarding the capital increase, the Company shall have to reduce the registered capital by canceling the un-issued 240,000,000 shares to make its registered capital to be in the amount equal to the paid-up capital of 800,000,000 baht and amend Clause 4 of the Company's Memorandum of Association before the registered capital increase.

“Clause 4	Registered capital of	800,000,000	Baht	(Eight hundred million baht)
	Divided into	800,000,000	shares	(Eight hundred million shares)
	Par value per share of	1.00	Baht	(One baht)
	Divided into			
	Ordinary shares	800,000,000	shares	(Eight hundred million shares)
	Preferred shares	-	share	( - )”

The Chairman invited the shareholders to raise questions. No questions and comments were raised.

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve the Company's capital decrease from the existing registered capital of 1,040,000,000 baht to the new registered capital of 800,000,000 baht and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease, with voting result as below:

Approved	659,056,414	votes	representing	100.00%
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Disapproved	0	vote	representing	0.00%
Abstained	0	vote	representing	0.00%
Void ballots	0	vote		

**Agenda item 9 To consider and approve the Company's capital increase in form of general mandate from the existing registered capital of 800,000,000 baht to the new registered capital of 1,040,000,000 baht and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the capital increase**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present details to the meeting. The Chairman of Executive Committee, presented to the meeting as follows: In order for the Company to obtain additional funds for its business operation and/or to invest in future business expansion and/or to reduce the financial cost of the Company, the Board deemed it expedient to request the meeting's consideration and approval for the Company to increase its capital in form of general mandate by 240,000,000 baht from the existing registered capital of 800,000,000 baht to the new registered capital of 1,040,000,000 baht by issuing 240,000,000 shares at a par value of 1 baht per share for allocation by means of a general mandate to the existing shareholders proportionate to their respective shareholdings (rights offering) and specific investors (private placement), and to amend Clause 4 of the Company's Memorandum of Association to reflect the capital increase as follows:

"Clause 4	Registered capital of	1,040,000,000	Baht	(One thousand and forty million baht)
	Divided into	1,040,000,000	Shares	(One thousand and forty million shares)
	Par value per share of	1.00	Baht	(One baht)
	Divided into			
	Ordinary shares	1,040,000,000	Shares	(One thousand and forty million shares)
	Preferred shares	-	Share	( - )"

With authorization of a person to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, with amendment or addition of content to be made as directed by the Registrar.

The Chairman invited the shareholders to raise questions. Salient points were as below:

Names	Questions/Clarifications/Comments
<i>Khun Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection Volunteer</i>	<i>Question: In 2018, the Company requested and was approved to increase capital but no new share issuance was made. This year, an equal amount of capital increase is requested. Would there be new share issuance and offering this time?</i>
<i>Dr. Pruchya Piumsomboon</i>	<i>Clarification: The objective of the capital increase in form of</i>



<i>Chairman</i>	<i>general mandate is to allow for flexibility. Capital increase can be undertaken right away when needed without having to hold and request approval from the shareholders' meeting again.</i>
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The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve the Company's capital increase from the existing registered capital of 800,000,000 baht to the new registered capital of 1,040,000,000 baht and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the capital increase, with voting result as below:

Approved	659,056,517	votes	representing	100.00%
Disapproved	100	vote	representing	0.00%
Abstained	0	vote	representing	0.00%
Void ballots	0	vote		

**Agenda item 10 To consider and approve the allotment of 240,000,000 new shares at the par value of 1.00 baht each in form of general mandate to existing shareholders by way of rights issue of not exceeding 160,000,000 new shares and private placement of not exceeding 80,000,000 new shares**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present details to the meeting. The Chairman of Executive Committee presented to the meeting as follows: The Company will increase the registered capital by 240,000,000 baht from the existing registered capital of 800,000,000 baht to 1,040,000,000 baht by issuing 240,000,000 new ordinary shares at the par value of 1 baht each in form of general mandate, as detailed in Agenda item no. 9. In this regard, the Company will allocate the newly issued ordinary shares in the following manners:

- (1) Allocate up to 160,000,000 newly issued ordinary shares, accounting for 20% of the paid-up capital, for rights offering to the existing shareholders.
- (2) Allocate up to 80,000,000 newly issued ordinary shares, accounting for 10% of the paid-up capital, for offering to specific persons on a private placement basis. The offering price shall not be lower than the price pursuant to the Notification of the Capital Market Supervisory Board no. KorChor 72/2558 re: Permission for Listed Companies to Offer Newly-issued Shares on Private Placement, where the offering price shall not be below the weighted average market prices of the Company's shares traded on the stock exchange for not less than seven consecutive business days but not exceeding 15 consecutive business days prior to the date of offering price determination. The investor(s) to whom the newly issued shares are to be allocated shall not be a connected person(s) pursuant to the Notification of the Capital Market Supervisory Board regarding rules on connected transactions and the Notification of the Board

of Governors of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies involving connected transactions B.E. 2546.

In this regard, the Board of Directors resolved to propose to the AGM for authorization of the Board of Directors as follows:

- To consider and determine whether the share allotment shall be made once or several times thereafter and shall be offered to any particular group of persons or all groups of persons at the same time, as well as to determine the offering price, subscription ratio, offering period, and other details and conditions relating to the allotment of the newly issued shares.
- To negotiate and execute any relevant documents and agreements, and to take actions in connection with the allotment of the newly issued shares.
- To execute applications for permission and necessary evidences in connection with the allotment of the newly issued shares, to contact and submit applications for such permission, documents and evidences to relevant authorities or agencies, and to list such newly issued shares on the Market for Alternative Investment (mai).

Upon the allotment of the newly issued shares according to (1) and (2) above, the increase in paid-up capital shall be in an aggregate amount of not exceeding 30% of the paid-up capital as of the date of the Board of Directors' resolution for the approval of the capital increase which would account for up to 240,000,000 shares, provided that the increase in paid-up capital from the new share offering to the existing shareholders by way of rights offering according to (1) shall be in an aggregate amount of not exceeding 20% of the paid-up capital as of the date of the Board of Directors' resolution for the approval of the capital increase which would account for up to 160,000,000 shares, and that the increase in paid-up capital from the new share offering by way of private placement according to (2) shall be in an aggregate amount of not exceeding 10% of the paid-up capital as of the date of the Board of Directors' resolution for the approval of the capital increase which would account for up to 80,000,000 shares.

The Company shall complete the allocation of the newly issued shares either by the date of the next AGM or by the date prescribed by law for the next AGM, whichever is earlier.

It was therefore deemed expedient to propose to the meeting for approval of the Company's allotment of up to 240,000,000 new ordinary shares at the par value of 1 baht each in form of general mandate by way of rights offering of not exceeding 160,000,000 shares to the existing shareholders and private placement of not exceeding 80,000,000 shares as detailed above. The proposed capital increase in form of general mandate would boost the Company's working capital availability for business operation

and expansion, enhance its liquidity, and strengthen its capital structure under the rapidly changing business circumstances at present.

The Chairman invited the shareholders to raise questions. Salient points were as below:

Names	Questions/Clarifications/Comments
<p><i>Khun Krittathon Chongthanasethakun</i> Shareholder</p>	<p><i>Question: When will the capital increase take place?</i></p>
<p><i>Khun Anavin Jiratomsiri</i> Chairman of Executive Committee</p>	<p><i>Clarification: At present, the Company is in the investment period as evident from the total assets of more than 13,000 million baht which has reflected our growth. With consistent investment, we need capital funds to support business expansion. We have worked out a clear business plan. During our business expansion, we have sought diversified funding sources including loan borrowing. We also have planned to list a subsidiary on the stock exchange to raise funds from the public and expand as well as strengthen our capital base in the long run. However, fund raising via the stock exchange has not yet been completed. We thus need to request the meeting's resolution to approve the Company's capital increase to enhance flexibility in business operation amid the rapidly changing global business environment. By way of general mandate, we will not have to require the shareholders' meeting and spend their time every time we need capital increase. Besides, we can raise funds through other sources and/or financial tools as well.</i></p> <p><i>The request of the meeting's approval of the capital increase by this way is aimed to enable us to have a financial tool in hand so that we get prepared beforehand and have higher negotiating power when additional funds are needed. If not, there may be hindrance in negotiating for the best conditions, which may cause loss of benefits to the Company and the shareholders.</i></p> <p><i>The capital increase requested this time is to be maintained as a financial tool for future use only. No capital increase will be made for now.</i></p>

<p>Khun Krittathon Chongthanasethakun Shareholder</p>	<p><i>Suggestion: With assets of more than 10,000 million baht and liabilities of almost 10,000 million baht, the Company is recommended to increase capital right away to fortify its financial position and ensure stable and continued operation.</i></p>
<p>Khun Anavin Jiratomsiri Chairman of Executive Committee</p>	<p><i>Mr. Anavin thanked the shareholder for his support all along. In fact, there is no problem to raise capital for now but the Company takes into account maximum benefits to the shareholders. As of today, if the 240,000,000 ordinary shares are issued right away based on the present share price, which has not yet reflected the progress undertaken and achievement made by the Company. The request of the meeting's approval of the capital increase is for the purpose of future use when needed. With several factors taken into consideration, the management considers the best way to improve the Group's potential today is to complete the listing of a subsidiary, now in expansion pace, on the stock exchange to reduce dependence on the parent company.</i></p> <p><i>In this regard, the Company will propose the fund-raising plan of the subsidiary in Agenda item 11 accordingly.</i></p>

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve the Company's allotment of up to 240,000,000 new ordinary shares at the par value of 1.00 baht each in form of general mandate by way of rights offering of not exceeding 160,000,000 shares to the existing shareholders and private placement of not exceeding 80,000,000 shares as proposed. Details were as below:

Approved	659,164,517 votes	representing	100.00%
Disapproved	100 votes	representing	0.00%
Abstained	0 vote		
Void ballots	0 vote		

**Agenda item 11 To consider and approve the fund-raising plan of Chow Energy Public Company Limited (its subsidiary)**

The Chairman assigned Mr. Anavin Jiratomsiri, Chairman of Executive Committee, to present details to the meeting. The Chairman of Executive Committee presented to the meeting as follows: Due to Chow Energy Public Company Limited (CEPL), the Company's subsidiary, being in the process to apply for permission to conduct an initial public offering (IPO) and bring CEPL to be listed on the stock exchange to enable it to raise funds from the public, it requires funds for business expansion.

In order to increase fund-raising alternatives and flexibility to support CEPL's business plan, the Board of Directors deemed it appropriate to propose that the meeting approve for CEPL to raise funds in the following manners:

- 1) Offering the newly issued shares to the public (Initial Public Offering or IPO) and to the Company's existing shareholders in proportion of their holdings (Pre-emptive Right), along with bringing CEPL securities to be listed on the Market for Alternative Investment (mai), and/or
- 2) Offering the newly issued shares on a private placement basis, and/or
- 3) Issuing and offering convertible debentures.

And allocation of 490,000,000 new ordinary shares according to the resolution of 2018 Annual General Meeting of Shareholders held on April 26, 2018 approving the above fund-raising method.

CEPL's fund raising under the plan in whichever manner, the Company's shareholding in CEPL will be decreased and its shareholders will be affected from the decrease in the Company's shareholding proportion as well. Nevertheless, the Company will consider maintaining the Company's shareholding proportion in CEPL after its fund raising at not less than 51% of CEPL's paid-up registered capital with due regard to the interests of the Company's shareholders and CEPL's funding rationale and necessity.

The decrease in the proportion of the Company's shareholding in CEPL according to the above fund-raising plan is considered the disposal of assets of a listed company according to the Notification of the Capital Market Supervisory Board No. Thor.Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 and its amendment, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004 (Notifications on Acquisition or Disposal). The Company will calculate the transaction size and comply with the said notifications once there is the clear progress on such fund raising.

The Chairman invited the shareholders to raise questions. Salient points were as below:

<i>Names</i>	<i>Questions/Clarifications/Comments</i>
<i>Khun Krittathon Chongthanasethakun Shareholder</i>	<i>Question: When will the offering of the subsidiary's new shares take place?</i>
<i>Khun Anavin Jiratomsiri Chairman of Executive Committee</i>	<i>Clarification: The Company has so far made certain progress on the subsidiary's capital increase with consideration on the way that will take shortest time but highest valuation possible.</i>

	<p><i>Clearer progress is expected as to in which way the capital increase will be undertaken.</i></p>
<p><i>Khun Krittathon Chongthanasethakun Shareholder</i></p>	<p><i>Comment: The IPO of the subsidiary's new shares today is not a good timing as at least 100 MW in power generating capacity is needed to ensure good price. It is recommended to first proceed with the parent company's capital increase.</i></p>
<p><i>Khun Anavin Jiratomsiri Chairman of Executive Committee</i></p>	<p><i>Clarifications:</i></p> <ol style="list-style-type: none"> <li><i>1. It does not matter how much the generating capacity is required for listing on the stock exchange.</i></li> <li><i>2. In mobilizing funds from the stock exchange, the Company has to conduct valuation in multiple dimensions, such as 1) the parent company's capital increase of 240 million shares in comparison with 2) listing of the subsidiary on the stock exchange and its offering of 490 million shares, with the management to seek consultancy and guidelines from the Board of Directors for the implementation toward optimal benefits to the Company.</i></li> </ol> <p><i>Amid the current keen competition, it is very necessary to have financial tools available for fund raising. The Company has no record of debt payment default.</i></p> <p><i>At present, the Company ranks no. 1 in MW volume that has reached COD in Japanese market and has a number of projects under development. As per news released, the subsidiary has already proceeded with the filing for listing on the stock exchange. However, the regulatory criteria requires that if the Company has any fresh investment, additional disclosure has to be made, hence a change in the disclosed information.</i></p>

The Chairman announced the resolution as follows:

**Resolution:** Upon consideration, the meeting resolved by unanimous votes to approve the fund-raising plan of Chow Energy Public Company Limited (its subsidiary). Details were as below:

Approved	659,181,617 votes	representing	100.00%
Disapproved	0 votes	representing	0.00%

Abstained 0 vote

Void ballots 0 vote

**Agenda item 12 To consider other matters (if any)**

The Chairman invited the shareholders to enquire about the Company's operation and matters other than those in the meeting agenda.

Names	Questions/Clarifications/Comments
<p><i>Khun Krittathon Chongthanasethakun Shareholder</i></p>	<p><i>Questions:</i></p> <p><i>1.Reference is made to the information in page 2 of the Company's letter dated February 28, 2019 on management's discussion &amp; analysis sent to the stock exchange saying "Regarding steel business, the company has an important plan to improve the production process for more efficiency and develop the sales solution for new potential customers which can fully control the fluctuation of raw material price to turnaround the performance." Please clarify in which way the plan would be implemented.</i></p> <p><i>With allowance for diminution in value of inventories of 56.9 million baht in 2018, could the Company apply the just-in-time approach?</i></p> <p><i>2.Regarding the energy business in 2018, the Company exited two projects, one of which with 4.2 MW capacity and the other with 12 MW capacity which was still under development. What was the reason for the sale of the project which had not yet reached COD? More profit should have been brought if it had been kept until the COD.</i></p> <p><i>3.Although the gains from the sale of 2 projects were 214.50 million baht, the entire energy business recorded a net profit of merely 101.4 million baht. Did it mean the Company recorded a loss? Please clarify.</i></p>
<p><i>Khun Anavin Jiratomsiri Chairman of Executive Committee</i></p>	<p><i>Clarifications:</i></p> <p><i>1.Regarding the steel business, the Company entered into an OEM agreement with a company. This contract party will purchase raw materials and engage us to run the production.</i></p>

*With such contracted manufacture, we do not have to take risk of raw material price fluctuation. Payment made to us will be on a cost-plus basis. This should significantly improve our steel business performance. However, as a condition from the customer, we have to produce special grade steel products, thus necessitating us to rationalize our manufacturing process to meet the customer's required standard.*

*In view of the allowance for stock loss of more than 50 million baht, as the factory needs to have inventories in a certain volume available for sale and manage them to be in the smallest volume possible or the volume considered most appropriate, that is, the volume maintained at the smallest but functional level without any shortage concern. As the products from our factory are commodities with rapidly changing prices, if we do not have stock available, we would not have enough negotiating power. Therefore, just-in-time stock management is not applicable for our factory. We need to have a minimum safety stock at the factory which we will manage to the minimum level possible. Part of the stock is raw materials. The allowance of more than 56 million baht is for raw material all marked to market in a given period comprising steel scrap, and finished goods like billets.*

*As regards raw material price trend, steel factories can predict the rising trend of raw material price but not the extent of the price hike, while the declining trend can be predicted in normal trading situation. However, for the past year, trading situation was uncertain due to the currency floating of Turkey which is a world major exporter of steel products. Nonetheless, we have recorded consistent domestic and export sale growth, reflecting healthy market demand for our products both at home and overseas.*

*The question as to the loss recorded, please be informed that with our more than a decade long experience in steel manufacturing and distribution, we have kept abreast of*



*short- and medium-term trends and developments of this industry to some extent, but not to the extent of 100 percent. During Turkey's adoption of floating exchange rate, we exported our products to the Philippines at the price of around 500 US dollars, compared with that of the products to Turkey at the price of 300 US dollars. This means we can cope with the changing market situations.*

*2. Energy business records revenues from four channels below:*

- (1) Electric power production and distribution*
- (2) Provision of consultancy*
- (3) Trading of devices and equipment relating to power plant construction*
- (4) Sales of assets to infrastructure fund for value added to shareholders*

*Therefore, for the past year, we have operated in accordance with our business plan in all respects.*

*At present, we have power plant projects under development carrying more than 500 MW capacity. The exit of the 12 MW power plant under development was undertaken as we viewed that the COD timeline or the development duration was lengthy and thus considered selling out would be more worthwhile for the Company than having development made until the COD.*

*In view of sales of projects to the infrastructure fund, besides being in line with the business plan, the sales are considered adding maximum value to the assets possessed by the Company. For example, if we possess a power plant until the expiry of the 20-year agreement, we would earn 100 million baht, but if we sell it out to an investor today, we may receive around 80-90 million baht right away. This amount can then be used for investment in other projects further on.*

*Moreover, during the initial period when the exit of projects to the infrastructure fund was carried out as pilot project aiming to ensure the shareholders and the business partners that the true value of the organization is not limited only as reflected in the*

financial statements. The projects under development also have embedded value which is not booked in accordance with the accounting standards but is accepted in the market. This can be seen in case of selling a project to the infrastructure fund today instead of carrying on the project until the end of the 20-year agreement, as the proceeds obtained may be higher given the different financial cost between developers. Assuming our financial cost is X, the project buyer, probably the infrastructure fund, may have higher potential and can further develop the project at the financial cost of X-. In view of this, the project under the infrastructure fund's development and management may give higher yields.

3. The energy business recorded 101.4 million baht in net profit. Factors embedded in diverse dimensions in the statement of profit and loss (P/L) include 1. Labour: During the investment period, more than 70 executives and staff members are developing the projects with more than 60 MW capacity, 2. Considering investment base, we have invested only about 570 million baht in energy business, while recording assets of more than 13,000 million baht, liabilities of around 10,000 million baht and equity of 10,000 million baht. This has shown our better development in energy business operation over the past four years. With paid-up capital base of 570 million baht, we record more than 13,000 million baht in assets, which reflect our funding through multiple sources as bridge financing in financial term bearing interest. Interest payable is a hidden cost of our true operating result, but it has helped pave way for us to reach our target. Once we have a stronger capital base, there will be no need to rely on interest-bearing funds.

As regards capital increase, we consider whether there is fair valuation and whether it can solve our problems and create value added to our shareholders. Moreover, as mentioned by

	<p><i>the Chairperson of the Audit Committee regarding the financial statements, there is a factor about the exchange differences on translating financial statements. Therefore, the followings are factored in the net profit of 101.4 million baht in energy business: 1. The unrealistically high cost compared with the capacity of 60 MW that has reached COD in order to accommodate growth, 2. Financial cost, i.e. interest expense, to accommodate assets of 13,000 million baht, and 3. Business located overseas affected by foreign exchange uncertainty in respect of non-cash profit and loss which has to be recognized in accounting term.</i></p> <p><i>The true operating result has been overshadowed by the fact that we are under business expansion thus necessitating us to set up various platforms to ensure readiness such as adoption of SAP and recruitment of executives with international banking experience. We have the highest MW volume that has reached COD in Japanese market.</i></p>
<p><i>Khun Krittathon Chongthanasethakun Shareholder</i></p>	<p><i>Question: Does the OEM contracting have the production capacity of 400,000 tons per year?</i></p>
<p><i>Khun Anavin Jiratomsiri Chairman of Executive Committee</i></p>	<p><i>Clarification: Under the OEM agreement as notified to the stock exchange, we will produce 400,000 tons per year of steel billets, and receive only contracting service fee.</i></p>
<p><i>Khun Krittathon Chongthanasethakun Shareholder</i></p>	<p><i>Questions:</i></p> <ol style="list-style-type: none"> <li><i>1. How can the Audit Committee be confident of the operational direction as presented by Mr. Anavin to meet the targets without any problem?</i></li> <li><i>2. What are intangible assets?</i></li> </ol>
<p><i>Assoc. Prof. Kalayaporn Pan- ma-rerng Chairperson of Audit Committee</i></p>	<p><i>Clarifications:</i></p> <ol style="list-style-type: none"> <li><i>1. As the Audit Committee, we have conducted investigation with reconciliation of suspicious transactions or those found doubtful. At every Audit Committee meeting, we have found no transactions of concern as all of them have straightforward financial procedure and documentation except for some expenses that have been found rather</i></li> </ol>

<p>Khun Anavin Jiratomsiri Chairman of Executive Committee</p>	<p>high. We have duly informed the management of the concern about the too high funding cost. As the Chairperson of the Audit Committee, I have all along performed my duty in the best interests of the shareholders.</p> <p>Additional clarification: The Company has performed in accordance with accounting standards, with clear sources of all accounting figures and with consultation with the financial institutions concerned. Moreover, our operation has all along been under the consideration and supervision of the Board of Directors. For example, in borrowing of loans from financial institutions, all conditions have to follow international standards and the proposed business plan has to be worked out on a righteous basis. Although we cannot guarantee zero problem, we can say that we have a concrete action plan in place.</p> <p>2. Intangible assets, according to the accounting standards, are booked only in projects that have achieved COD with amortization made based on the effective period of FiT.</p>
<p>Khun Krittathon Chongthanasethakun Shareholder</p>	<p>Additional relevant questions:</p> <ol style="list-style-type: none"> <li>1. Where are FiT licenses recorded in the financial statements?</li> <li>2. Is the Audit Committee concerned about the Company's high debt to equity ratio (D/E ratio)? Have any caution and suggestion been given to the management?</li> </ol>
<p>Assoc. Prof. Kalayaporn Pan- ma-rerng Chairperson of Audit Committee</p>	<p>Clarification: The Board of Directors and the Audit Committee have raised concern about the high D/E ratio and invited executives in charge of finance to give clarification as regards the funding plan and rationale. The Board has given suggestions and followed up the implementation closely. However, the funding is on project financing basis. Around 15% of the project cost has come from self-finance and the remaining from financial institutions, resulting in high D/E ratio. Considering the nature of the assets acquired, they can certainly generate income. As for natural disaster risk, before each investment, we will survey the</p>

<p>Khun Anavin Jiratomsiri Chairman of Executive Committee</p> <p>Khun Krittathon Chongthanasethakun Shareholder</p> <p>Khun Anavin Jiratomsiri Chairman of Executive Committee</p>	<p>location and study the area according to the engineering criteria to assess risk and ensure the risk is at acceptable level. So far, our projects have suffered no damage from any natural disaster. Moreover, the Audit Committee is composed of members with accounting, engineering and legal expertise and experience, thus ensuring effective examination and suggestions.</p> <p>Additional clarification: Regarding the high D/E ratio, most of our liabilities have come from long-term project financing with our power plants in Japan placed as collateral security. Income is generated from Japanese Electricity Generating Authority.</p> <p>Question: How is about interest rate risk in Japan? And is it risky to have the internal rate of return (IRR) calculated at 6%?</p> <p>Clarification: Regarding interest rate, the Company is ready to change at any time the interest rate to a fixed rate throughout the contractual term if considered really necessary as there is a premium payment to be of concern. For example, at present, we pay interest at 2% per annum. In case of no risk bearing at all (0%), we may be charged at 3.5% per annum (i.e. 2%+1.5%). To assess whether the decision would benefit the Company, we have kept abreast of the interest rate trends. In case of upward trend of interest rates in Japan, we devise hedging tools to cope with such trend. With the funding structure of about 5-10% self-finance and about 90% from bank loans, if there is any sign of rising interest rates, the banks will invite us to discuss this matter with them. Thus, investment is automatically controlled by market mechanism.</p> <p>The IRR of 6% is based on 100% self-financed investment.</p>
<p>Khun Irarom Anant Representative of Thai Investors Association and Shareholder Right Protection</p>	<p>Question: According to annual report 2018, page 285, the Company was committed to maintaining its financial ratios such as D/E ratio as agreed upon. As of December 31, 2017, the Company was unable to maintain certain financial ratios as</p>

<p>T</p>	<p><i>stipulated in the relevant agreements. It thus fully reclassified the long-term liabilities of 17.43 million baht as current liabilities. Please clarify whether the Company would be able to maintain the financial ratios in compliance with the loan agreements given possible increase in fee rates.</i></p>
<p><i>Khun Anavin Jiratomsiri Chairman of Executive Committee</i></p>	<p><i>Clarification: The long-term loan of 17.43 million baht was subject to a condition regarding the maintaining of covenant ratios, e.g. D/E ratio. As at the end of the fiscal period, the D/E ratio exceeded the level agreed upon with the bank. To conform with the accounting principles, such long-term liabilities had to be reclassified as short-term or current liabilities and disclosed in the notes to financial statements so that the investors will be aware of such risk. However, after the release of the financial statements, the management has clarified this matter with the financial lender and been granted a relaxation on the D/E ratio without additional fee charge.</i></p>

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The Chairman thanked the shareholders and proxies for their attendance of the meeting, as well as representatives from the legal consultant and the auditor, and the shareholders who witnessed the meeting. He then announced the adjournment of the AGM 2019.

**The meeting was adjourned at 16.20 hrs.**

The shareholders who attended the meeting in person and by proxy totaled 97, holding aggregately 659,181,618 shares, which represented 82.3977% of the total shares sold of the Company. Counting of votes cast on the agenda items of this meeting was completed.

*-Signed-*

Signature.....Chairman of the Meeting

(Dr. Pruchya Piumsomboon)

Chairman of Board of Directors

*-Signed-*

Signature.....

(Mr. Anavin Jiratomsiri)

Chairman of Executive Committee