

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
of
Nova Empire Public Company Limited

Nova Empire Public Company Limited (“the Company”) had held the Extraordinary General Meeting of Shareholders No.1/2022 (the "**Meeting**") on 27 December 2022, through electronic means. According to the Emergency Decree on Electronic Meeting B.E.2563, the video and audio broadcast of the Meeting from the meeting room of the Company's headquarter.

The Meeting began at 14:00 hours.

Mr. Niti jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairman of the Meeting. The following directors, executives, independent financial advisor, and legal advisor of the Company were present at the Meeting:

Directors in attendance:

- | | | |
|----|----------------------------------|---|
| 1. | Mr. Niti jungnitnirundr | Vice Chairman of the Board of Directors |
| 2. | Miss Parleerat Panboonhom | Director / Chief Executive Office |
| 3. | Mr. Sudwin Panyawongkhanti | Independent Director / Chairman of the Audit Committee |
| 4. | Dr. Ratana Sithiprasana | Independent Director / Audit Committee Member / Nomination Remuneration and Governance Committee Member |
| 5. | Prof. Dr. Punchada Sirivunnabood | Independent Director / Audit Committee / Chairman of the Nomination Remuneration and Governance Committee (attended the Meeting through electronic media) |
| 6. | Dr. Prasit Kanchanasakdichai | Director (attended the Meeting through electronic media) |
| 7. | Mr. Kriengchai Trinapakorn | Director (attended the Meeting through electronic media) |
| 8. | Mr. Tossri Khowsurat | Director (attended the Meeting through electronic media) |
| 9. | Miss Sukanya Tipmanee | Director / Nomination Remuneration and Governance Committee Member (attended the Meeting through electronic media) |

All directors attended the Meeting (100%)

Executives and Advisors in attendance:

- | | | |
|----|-----------------------------|---|
| 1. | Miss Pornpassorn Chaipinyo | Chief Finance and Accounting Officer |
| 2. | Mr. Kongkoch Yongsavasdikul | Legal Advisor from Kudan & Partners Co., Ltd. |
| 3. | Miss Duaenphan Leelawiwat | Independent Financial Advisor from Pioneer Advisory Co., Ltd. |
| 4. | Mr. Wongwiwat Hema | Company Secretary |

Company Secretary welcomed and thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.1/2022 of the Company and informed the shareholders that the Meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E.2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems (Thailand) Company Limited, a professional service provider for organizing electronic meeting, had

been authorized to manage the Meeting to ensure shareholders' safety and reduce the risk of shareholders being exposed to Covid-19 during this new spreading of the Covid-19 epidemic.

Company Secretary informed the Meeting that there is an External Legal Advisor of the Company attending the Meeting to ensure that the Meeting shall proceed in accordance with laws, the Company's Articles of Association, as well as Good Corporate Governance Principles in a transparent manner.

Company Secretary informed the Meeting that the Company should broadcast both audio and video from the meeting room of the Company's headquarter. Company Secretary then explained how to communicate with the Meeting and how to verify shareholders' identity for registration purposes in accordance with details shown in Enclosure 8 sent to all shareholders together with the Invitation Letter of the Meeting.

Company Secretary asked for shareholders' cooperation to express opinions or ask questions after the directors and executives explained each agenda's details. Additionally, if questions or opinions are not related to that agenda, Company Secretary clarified that the Company reserves the right to respond at other agendas or related agendas as the Company deems appropriate. Company Secretary also informed the Meeting of how to contact the Call Center if any problems arise during the use of the system.

Company Secretary introduced the directors and executives, legal advisors, and independent financial advisor who attended the Meeting, as shown in this Meeting's minutes. Company Secretary then informed the Meeting that the Company had fixed the date to determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.2/2021 (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 6 December 2022.

Company Secretary informed the Meeting that at 14.00 hours, 5 shareholders attended the Meeting in person and 25 by proxy, which is 30 persons in total, equal to 132,686,503 shares from the total issued and paid-up shares in the Company or 78.0742%, thus constituting a quorum under the Articles of Association of the Company.

Therefore, Company Secretary invited the Vice Chairman of the Board of Directors to open the Extraordinary General Meeting of Shareholders No.1/2022 of the Company.

Mr. Niti jungnitnirundr, Vice Chairman of the Board of Directors, presided as the Chairperson of the Meeting ("the **Chair**"), opening the Extraordinary General Meeting of Shareholders No.1/2022 by informing the Meeting that The Company would like to thank the shareholders for their valuable time to attend this Meeting.

The Chair invited Company Secretary to explain the steps and procedures of the Meeting.

Company Secretary explained the voting procedure for each agenda item to the Meeting as follows:

1. To cast a vote, one share shall have one vote. A shareholder may cast his or her vote to either approve, disapprove or abstain from voting. Except for the shareholders who act as custodians shall have the right to split the vote. If the shareholders do not vote within the specified time, the Company will consider the shareholders to agree on that agenda.
2. Voting procedure for each agenda item
 - To cast a vote, shareholders shall specify an agenda item that appears in the system, which then four voting buttons will appear, i.e., 1. Agree (Green) 2. Disagree (Red) 3. Abstain (Orange), and 4. Cancel, then press "Confirmed".
 - If shareholders did not select any buttons within the period, the Company should assume shareholders agreed with such agenda item. However, shareholders may reconsider and change voting direction many times unless the vote session is announced close.
 - Shareholders shall have approximately 1 minute to determine the voting direction in each agenda item. After that, Company Secretary shall announce to close the vote submission session and further inform the meeting's voting result.
 - In the event that a shareholder leaves the meeting (log-out) before the closure of voting for any agenda, the shareholder will not be counted to constitute a quorum for such

agenda. Additionally, shareholders' votes will not be counted for that agenda. However, if the shareholders do not leave the meeting (log-out), it will be considered that the shareholders still wish to attend the meeting on that agenda.

3. Before voting for each agenda, the Company will allow meeting attendees to ask questions or express opinions on issues related to that agenda as appropriate. The attendees, who wish to inquire or express their opinions on any agenda, shall type such opinions or questions in the Q&A part, then press "submit" to submit the inquiry into the system. Additionally, attendees may inquire via voice recording by pressing the "record" symbol and press "sent". Meeting attendees are required to provide their full names before asking questions. If there are many questions related to that agenda shown in the system, the Company will select questions as deemed appropriate.

Before the commencement of consideration of agenda items, Company Secretary asked if the shareholders had any questions about the voting rules and procedure.

There were no questions or comments from the shareholders.

The Chair then requested the shareholders to consider the Agenda items as follows:

Agenda No. 1 To acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 25, 2022

Company Secretary informed the Meeting that the Company had prepared the Minutes of the 2022 Annual General Meeting of Shareholders held on April 25, 2022, as provided in Enclosure No. 1. The Board of Directors considers and deems it appropriate to propose to the Meeting to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders No. held on April 25, 2022, because they were accurately recorded.

The Chair invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

This agenda item was only for acknowledgment. Therefore, there was no voting.

Resolutions: The Meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders as proposed.

Before considering Agenda 2, Miss Parleerat Panboonhom asked her permission to leave the meeting room as she is interested in such an agenda item.

Company Secretary informed the Meeting that the consideration of agenda items 2 to 4 of the Meeting are interrelated and conditional to one another; therefore, should any particular item not be approved by this Meeting, the other agenda items, which are interrelated and conditional to one another and those which have not been approved shall no longer be considered, and such related and other agenda items which have been previously approved shall be deemed canceled.

Agenda No. 2 To consider approving the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all paid-up ordinary shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction

The Chair assigned the Company Secretary and representative from the Company's Financial Advisor to inform the Meeting in the conclusion as follows.

In accordance with the Board of Directors Meeting No. 5/2022, held on September 26, 2022, has resolved to grant approval to propose the Shareholders' Meeting to consider approving the investment in ordinary shares of Winchai Company Limited ("Winchai"), a subsidiary of the Company in which the Company holds a 50.62 percent of all shares of Winchai, by way of acceptance of the entire business

transfer from The Planet Y Holding Co., Ltd. ("Planet"), who holds 2,413,125 ordinary shares of Winchai at a par value of THB 100 per share representing 24.375 percent of all shares of Winchai. The payment for the mentioned portion of Winchai's shares shall be paid in cash in the amount of THB 715,000,000 (Seven Hundred Fifteen Million Baht Only). This transaction shall further be called the "Entire Business Transfer Transaction."

In this Entire Business Transfer Transaction, the Company will accept the transfer of all assets and businesses of Planet, including Winchai's shares held by the Planet. After completion of the Entire Business Transfer Transaction, the Company will hold a total of 7,425,000 shares, representing 75 percent of all shares of Winchai.

The Entire Business Transfer Transaction will take place only after the conditions precedent as specified in the entire business transfer agreement between the Company (as transferee) and Planet (as transferor) (the "Entire Business Transfer Agreement") shall have been fulfilled. Such conditions precedent include, but are not limited to, the following:

(1) The Company and the Planet shall have obtained affirmative resolutions and/or approvals from the Board of Directors Meeting and the Shareholders' Meeting of the Company and the Planet to approve the execution of the Entire Business Transfer Transaction;

(2) Winchai shall have proceeded and/or obtained consent from the financial institution, who is a creditor, allowing the change to the shareholders of Winchai according to the Entire Business Transfer Transaction.

The Company anticipates that should the Shareholders' Meeting of the Company resolve to approve the said transaction, and the conditions precedent as specified in the Entire Business Transfer Agreement have been fulfilled or waived, the Company shall conclude the acceptance of the entire business transfer of the Planet by December 2022.

In this regard, the execution of the Entire Business Transfer Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) 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 or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (collectively, the "Notifications on Acquisition or Disposal of Assets"). Upon the calculation of the transaction size under the Notifications on Acquisition or Disposal of Assets, the highest calculated value for this transaction arises from the net profit calculation method based on the Company's financial statements for the period ended September 30, 2022, which had been reviewed by the Company's auditor. The mentioned transaction value is equivalent to 75.66 percent. In addition, the Company does not have any acquisition of assets in the past six months that have not been approved by the Shareholders' Meeting, so the total value of the acquisition transaction of the Company is 75.66 percent, considering the net operating profit calculation method, which is regarded as a type 1 transaction under the Notifications on Acquisition or Disposal of Assets, or a transaction between a listed company and a non-listed company whose value of consideration is equal to 50 percent or higher, but lower than 100 percent.

Moreover, the above Entire Business Transfer Transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (as amended) 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 Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the "Notifications on Connected Transactions"). At present, the Company has Ms. Parleerat Panboonhom ("Khun Parleerat") as the major shareholder, while Planet is a subsidiary of Nathalin Co., Ltd. ("Nathalin") (in which Nathalin holds 100.00 percent of all issued and paid-up shares of Planet), and the ultimate major shareholder of Nathalin is Mr. Cherdchoo Panboonhom ("Mr. Cherdchoo") (the "Ultimate Major Shareholder of Planet"), Khun Parleerat's father, who is a "close relative" as defined by the Notifications on Connected Transactions, and as such, Planet is regarded as the Company's connected person.

Upon calculation of the value of such connected transaction, the transaction size is equivalent to 48.72 percent. Comparing the transaction size with the Company's net tangible assets from the Company's financial statements for the period ended September 30, 2022, and reviewed by the certified public

accountant, which is THB 1,467,618,562, the value of such connected transaction is higher than THB 20 million and exceed 3 percent of the net tangible assets of the Company (which is equal to THB 44,028,556) per the Company's financial statements. The Company does not have any connected transactions which have not been approved by the Shareholders' Meeting over the past six months.

Therefore, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets, the Public Limited Companies Act B.E. 2535 (1992) (as amended), and the Notifications on Connected Transactions, which require the Company:

(1) To immediately report and disclose the information memorandum on such acquisition of assets of the Company to the Stock Exchange of Thailand (the "SET"), which must at least contain the information as required in Schedule 1 of the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions;

(2) To appoint an independent financial advisor to carry out the relevant functions, including provide its opinions as required by the Notifications on Acquisition or Disposal of Assets and the Notifications on Connected Transactions, whereby the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting.

(3) In this regard, the Company has appointed Pioneer Advisory Company Limited, a financial advisor approved by the Securities and Exchange Commission ("SEC"), as an independent financial advisor to provide its opinion to the shareholders on the execution of the Entire Business Transfer Transaction which is regarded as the acquisition of assets and connected transaction;

(4) To convene a Shareholders' Meeting of the Company to approve such Entire Business Transfer Transaction by delivering the invitation letter of the Shareholders' Meeting to the shareholders in advance and no less than fourteen days prior to the date of the Shareholders' Meeting. There must be approval from the Shareholders' Meeting by no less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders,

In this regard, to approve the execution of the connected transaction, the Company is required to obtain approval from the Shareholders' Meeting with no less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholders namely Khun Parleerat, as the major shareholder representing 48.23 percent of all shares of the Company, and concurrently the director of the Company and Khun Parleerat is a close relative of the ultimate major shareholder of Planet as defined by the Notifications on Connected Transactions.

The source of funds for execution of the Entire Business Transfer Transaction in the amount of THB 715,000,000, the details of which are as follows:

(1) Dividend from Winchai in the amount of THB 550,000,000 within December 2022; and

(2) Proceeds in the amount of THB 165,000,000, which the Company expects to derive from the issuing and offering of debenture or cash flow of the Company within February 2023.

The details of the Entire Business Transfer Transaction are described in the Information Memorandum of Nova Empire Public Company Limited Re: Acquisition of Assets and Connected Transaction (Enclosure 2 and 3) and the Report of the Independent Financial Advisor's Opinion Re: Acquisition of Assets and Connected Transaction (Enclosure 4).

A representative of the independent financial advisor explained further to the Meeting that after the completion of this transaction, the Company will have a consistent source of income and stable performance in an increased proportion, whereby the Company will be able to recognize additional share of comprehensive income in the proportion of 24.375 percent. which is equal to THB 112.9 – THB 124.8 million, and the return in form of Winchai's dividend according to the increase in shareholding. However, there are disadvantages that must be considered regarding the source of funds for the payment of the first installment of THB 550 million, which comes from the dividend received from Winchai in the proportion of 75.00 percent, amounting to THB 1,004 million in dividends, which will be derived from the entering into an additional loan agreement in the amount of THB 900 million and 2. cash flow from operations of THB 104 million. As a result, the interest-bearing debt-to-equity ratio shall

be increased from 0.7 times to 1.98 times even though Winchai would still have earnings before depreciation, interest, and tax (EBITDA), which results in Winchai's debt service coverage ratio (DSCR) at 1.47 times - 1.72 times, which indicates Winchai's strong creditability to repay the loan with interest.

Therefore, the Independent Financial Advisor is of the opinion that this transaction is reasonable and will benefit the Company's shareholders for the following reasons:

- It is an investment according to the Company's goals, which focuses on expanding investment in renewable energy power plants
- The Company could accept the entire business transfer before payment of 715 million baht and had the right to receive dividends from Winchai in the proportion of 75 percent immediately. Increased in the amount of 245 million baht from this transaction
- Investment in projects that have already started commercial operation with good performance, reducing the risk of unsuccessful project development.

In addition, the Independent Financial Advisor has an opinion that Winchai's firm value is between THB 854.48 – THB 970.84 million, which is higher than the transaction price of 715.00 million baht this time. Winchai in the proportion of 24.375 percent of the total issued and paid-up shares of Winchai through the entire business transfer transaction from Planet at the price of 715.00 million baht. acquisition of assets, reasonableness.

Company Secretary further informed that the Board of Directors has considered to propose this Meeting to consider and approve the acquisition of ordinary shares in Winchai in the amount of 2,413,125 shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., and to authorize to the Board of Directors, the Executive Committee, or the Chief Executive Officer, or person authorized by the Board of Directors, or the person authorized by the Executive Committee, or the person authorized by the Chief Executive Officer to consider and take any arrangements necessary for the execution of the Entire Business Transfer Transaction, including negotiate, sign and amend the Entire Business Transfer Agreement, agreements, contracts and other documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

The Board of Directors, excluding interested directors and/or directors who are connected persons in the approval of this transaction, has considered and viewed that the Entire Business Transfer Transaction from Planet with the proportion of 24.375 percent of all issued and paid-up shares of Winchai has conditions and price of such transaction on investment in ordinary shares of such company investing in wind power project are reasonable with the following reasons:

(1) The additional investment in Winchai's ordinary shares is in line with the Company's business expansion plan of focusing on renewable energy business to increase the profitability of the group of companies. Further, the good operating performance of the Romklao Wind Farm Project, a wind power plant project of Winchai, represents its efficiency in generating profit at a high level and meeting the Company's requirements. Therefore, this investment tends to create a good return on investment for shareholders in the long term in the future.

(2) The Board of Directors viewed that Winchai had a stable income from selling electricity to EGAT, which would benefit the Company and its shareholders. After completing this Entire Business Transfer Transaction, the Company will hold a total of 7,425,000 shares in Winchai, or 75.00 percent of the total number of Winchai's shares. In addition, the Company shall have a right to nominate its 3 representative directors out of the totaling 4 directors of Winchai.

(3) At the Board Meeting to consider this transaction, the Board viewed that the sources of funds from the dividend paid from Winchai (comes from cash from operations in the amount of THB

104,000,000 and the Top-up Facility of Winchai in the amount of THB 900,000,000) would enable the Company to receive dividends in the proportion of 75.00 percent of the be-paid dividend or equivalent to THB 753,000,000, which is deemed appropriate. This Transaction shall result in the Company holding 75.00 percent of shares in Winchai, where the Company can recognize the increase of comprehensive income in the proportion of 24.375 percent of Winchai in the Company's consolidated financial statements. In addition, the Company shall receive an increased portion of a dividend payment from Winchai additional proportion of 24.375 percent of Winchai's total shares.

(4) Moreover, the Board viewed that this transaction would benefit shareholders in the long run as the return on investment (IRR) for this transaction is not less than 10.00 percent and higher than the financial cost of this transaction. Besides, the Board also reviewed Winchai's ability to pay a dividend and the ability to repay the principal and interests of its loan facility and found that Winchai's DSCR ratio is in the range of 1.5 – 1.7 times.

The Audit Committee had no other comments different from the opinions of the Board of Directors.

Details appear in Enclosure no.2, 3, and 4.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Company Secretary then asked the Meeting to consider approving the purchase of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or 24.375 percent of the total issued ordinary shares through entire business transfer from The Planet Y Holding Co., Ltd., which is an asset acquisition transaction and a connected transaction of the Company. This agenda must be approved with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes of shareholders who have an interest.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	51,449,720	100.00
Against	0	0.0000
Abstention	0	0.0000
Not eligible to vote	81,968,783	
Total	133,418,503	100.0000

Note: In this agenda, there was an additional shareholder holding 732,000 shares who attended the Meeting. Therefore, there were total of 31 shareholders representing 133,418,503 shares.

Resolutions: The Meeting approved with the vote of not than less three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder with the following resolutions;

(1) Approved the acquisition of ordinary shares in Winchai Company Limited in the amount of 2,413,125 shares or representing 24.375 percent of all issued ordinary shares by way of acceptance of the entire business transfer from The Planet Y Holding Co., Ltd., which is regarded as the Company's acquisition of assets and connected transaction; and

(2) To consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and make any arrangements necessary for the execution of the Entire Business Transfer Transaction, including negotiate and sign any amendment of the Entire Business Transfer Agreement, agreements, contracts and other

documents relating to the Entire Business Transfer Transaction, determine the rules, conditions and other details necessary for and relating to the Entire Business Transfer Transaction, as necessary and appropriate subject to the applicable laws.

Agenda No. 3 To consider approving the issuance and offering of debenture

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary clarified that the Company has the aim to issue and offer debenture to accommodate the acquisition of ordinary shares in Winchai as described in the above agenda item 2 and/or to be working capital for operating the ordinary business of the company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in a working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the board of directors deemed appropriate. Detail of the debenture are as follows:

Type and category of debenture	All types of debenture in Thai Baht currency and/or debenture in foreign currency, including but not limited to secured debenture, unsecured debenture, senior debenture, subordinated debenture, redeemable debenture, perpetual debenture, debenture with or without debenture's holders representative, callable debenture or puttable debenture. The type of issuing debenture depends on market conditions at the time of offering.
Amount (Issuance limit)	Combining the value of the issued amount of the debenture offering on each time (at face value) with the value not yet redeemed of the Company's debenture (at face value) at any given moment and the amount of the previously approved debenture shall not exceed THB 400 million and/or equivalent in foreign currency. However, if the issuance of the debenture is for refinancing the issued debenture (issuing a new debenture to repay and/or replace the former debenture), the value of the former debenture, redeeming at the date of issuing the debenture for refinancing, is considered as the redeemed debenture and its value will be reverted to the available capacity the Company can issue and offer the debenture.
Currency	Thai Baht and/or any foreign currency in equivalence.
Objective	To be part of the capital in the acquisition of ordinary shares in Winchai and/or to be working capital for operating the ordinary business of the Company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the Board of Directors deemed appropriate.

Interest rate	The rate is suitable to the market condition at the time of issuing and offering the debenture.
Redemption before the Maturity Date	The Company may or may not has the right to pay-off the debenture before the maturity date, and the debenture's holders may or may not have the right to request the Company to pay-off the debenture before the maturity date. It shall be upon the conditions of the related debenture.
Offering method	Either public offering and/or private placement and/or high-net-worth investor and/or institutional investor and/or person and any investor. Can offer to domestic and/or international. It can be a full amount of one-time offering and/or periodic offering and/or project offering. The Company may issue and offer the debenture in replacement of the former issued and offered debenture, if necessary. All in all, the issuance and offering of the debenture shall comply with the regulation on the Securities and Exchange Act B.E. 2535 (1992), Notification of the Capital Market Supervisory Board, Notifications of the Securities and Exchange Commission and/or the notification of the SEC and/or other related authorities which is applicable at the time of the issuance and offering of the debenture (" Related Laws and Regulations ").
Registration of debenture	The Company can register the debenture with the Thai Bond Market Association (" ThaiBMA ") or any agency as appropriate and comply with the Related Laws and Regulations.
Offering Period	Issue and offer within 5 years (B.E. 2565-2569).
Other	<p>The Authorized Director or Chief Executive Officer or person authorized by the Authorised Director or the person authorized by the Chief Executive Officer is authorized to take any arrangements necessary for the issuance and offering of the debenture in order to comply with the Related Laws and Regulations as follow:</p> <ol style="list-style-type: none"> 1. Establishing and amending the agreement, condition, and detail of the issuing and offering debenture, for example, type of the debenture, debenture's term, offering price per unit, interest rate, distribution channel, details of the offering, etc. including signing the term of right and duties of issuer and holder of the debenture. 2. Negotiate, make an agreement, sign, and amend the agreement, document, or other evidence required and relevant to the issuance and offering of the debenture. Contact with, give information and submit documents and evidence to the SEC, the ThaiBMA, the Bank of Thailand, or any entity or person relevant to the issuance and offering of the debenture. Seeking permission, submitting documents, and contacting relevant organizations, including registering the debenture

	<p>with the Thai BMA or any secondary market or other organization as appropriate. Carry out any activity related to or necessary to the issuance and offering of the debenture as appropriate.</p> <p>3. Designate financial advisor, legal advisor, underwriter, debenture registrar, debenture's holder representative, credit rating agency, debenture's holder trustee, or any personnel associated with the issuance and offering of the debenture as required by Related Laws and Regulations or as appropriate.</p> <p>4. Perform all necessary and related actions to successfully issue and offer the debenture as appropriate.</p>
--	---

Details appear in the invitation to the Meeting.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the issuance and offering of debenture as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	51,449,720	100.00
Against	0	0.0000
Abstention	0	0.0000
Not eligible to vote	81,968,783	
Total	133,418,503	100.0000

Resolutions: The Meeting considered this agenda item and resolved, by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder, to approve the issuance and offering of the debenture in the amount of not greater than THB 400 million or any other currency equivalent to THB 400 million in order to accommodate the acquisition of ordinary shares in Winchai and/or to be working capital for operating the ordinary business of the Company and/or to repay the debts and/or to refinance loans and/or the Company's and/or affiliated company's debenture and/or to use in an investment of the Company and/or to use in working capital of the Company to support business expansion of the Company and/or affiliated company or any other objective that the Board of Directors deemed appropriate as proposed.

Agenda No. 4 To consider and approve the amendment to Clause 3 of the Memorandum of Association and the Company's objectives

The Chair assigned the Company Secretary to explain this agenda item to the Meeting.

Company Secretary informed the Meeting that the Company had set its vision of focusing on investment in all forms of energy business throughout the supply chain. As a result, setting the objectives that cover the operation in the energy business is a preparation for the new opportunity. In some areas, it is necessary to set clear objectives, such as trading products that generate energy or refuel service stations. However, amending the objectives of the Company will need to amend the Memorandum of Association, which must be approved by the Shareholders' Meeting in accordance with the law; therefore, it is proposed to this Extraordinary General Meeting Of Shareholders for approval so the Company is able to operate the business of trading products that generate energy including fuel service stations in future. For this reason, the Company must amend the Company's Memorandum of Association to be consistent with the amendment of the Company's objective by amending the text as follows:

The Memorandum of Association is as follows

"There are 37 objectives of this Public Company Limited, as shown in 4 pages of the documents attached to this certificate with the signature of the registrar who certifies the documents".

Adding no. 37 of the Company Objection as follows

"(37) Operating a business in trading fuel, coal, other products that generate energy and fuel service stations."

Additionally, The Board of Directors' Meeting resolved to propose the Meeting to consider approving the authorization of the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of the Company's objective and the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects.

Details appear in the invitation to the Meeting.

The Chair then invited the shareholders to ask questions or comment.

There were no questions or comments from the shareholders.

The Chair asked the Meeting to consider approving the amendment of the Company's objective and the Memorandum of Association Clause 3 as proposed.

Company Secretary informed the Meeting that this agenda item requires approval by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote.

The Meeting considered and voted as follows:

	(votes)	percent of all votes of the shareholders present at the Meeting and having the right to vote
Agree	133,418,503	100.00
Against	0	0.0000
Abstention	0	0.0000
Total	133,418,503	100.0000

Resolutions: The Meeting considered this agenda item and resolved, by not less than three-fourths of all votes of the shareholders present at the Meeting and entitled to vote, excluding such votes of the interested shareholder, to approve the amendment of the Company's objective and the Memorandum of Association as proposed, and to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to proceed with the registration of the amendment of the Company's objective and the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take necessary actions to comply with the Registrar's order to complete the registration, as per the proposed details in all respects as proposed.

Agenda No. 5 To consider other matters (if any)

The Chair informed the Meeting that none of any other agenda is to be further considered.

The Chair opened the floor for shareholders to ask any questions.

Question: Mr. Muangthong Sathiansakphong, a shareholder, asked whether there is any plan to increase the production capacity of the Romklao Wind Farm Project within 3-5 years in the future and whether would it be possible for the Romklao Wind Farm Project to build up more wind turbines to improve production capacity?

Answer The management clarified that the Romklao Wind Farm Project would not increase production capacity because the power purchase agreement has already specified the exact amount, approximately 45 megawatts. However, if the Company would like to increase its production capacity in the future, Company would need to consider investing in new projects.

Question: Mr. Muangthong Sathiansakphong, a shareholder, inquired about the future support plan of the Romklao Wind Farm Project when the Adder Contract expires.

Answer The management clarified that although the Adder Contract will be expired in the future, Winchai will continue to perform positively considering the estimation of the electricity generation capacity and the cost of electricity production at that time.

There were no further questions or comments from the shareholders.

The Chair thanked the shareholders for attending the Meeting, sharing their valuable views with the Company, and declared the Meeting adjourned.

The Meeting was adjourned at 14:55 hrs.

Signed _____ -signature- _____ Chair of the Meeting
(Mr. Niti Jungnithirundr)
Vice Chairman of the Board of Directors

Signed _____ -signature- _____
(Mr. Wongwiwat Hema)
Company Secretary / Minutes Taker