

(Translation)

Minutes of the 2020 Annual General Meeting of Shareholders

of

Prime Road Power Public Company Limited

Time and place

Prime Road Power Public Company Limited (the “Company”) held the 2020 Annual General Meeting of Shareholders on 1 July 2020 at 1:00 p.m. at Meeting Room, Floor 25, TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Subdistrict, Chatuchak District, Bangkok

Quorum

At 13.20 p.m., there were shareholders attending the meeting at the meeting opening time as follows:

Shareholders attending the meeting in person	28 persons	Total shares	14,882,873,562 Shares
Proxies attend the meeting on their behalf	38 persons	Total shares	804,143,838 Shares
Total	66 persons	Total number of shares	15,687,017,400 Shares

Shareholders attended the meeting in persons and by proxy equal to 92.1793 percent of the total issued shares of the Company, thus constituting a quorum in accordance with the Article of Association of the Company which require the shareholders and proxies attend the meeting of no less than 25 person or no less than half of the all shareholder and shall hold the shares in total of no less than one third of the total issued shares.

Directors attending the Meeting

- | | |
|---------------------------------------|--|
| 1. Mr.Somprasong Panjalak | Chairman and Managing Director |
| 2. Mr.Surachet Chaipatamanont | Vice Chairman/ Deputy Managing Director, Finance and Accounting Department |
| 3. Mrs.Wipaporn Chairatana | Independent Director / Chairman of Audit Committee / the Nomination and Remuneration Committee |
| 4. Air chief Marshal Surasak Meemanee | Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee |
| 5. Prof.Dr. Kamphol Panyagometh | Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee |
| 6. Mr.Nuttawut Phowborom | Independent Director |
| 7. Mr.Apichart Pumsook | Independent Director |

At the 2020 Annual General Meeting of Shareholders, 7 out of 7 directors attended the meeting, representing 100 percent of the total number of directors.

Auditor's Representative from PricewaterhouseCoopers ABAS Company Limited

- | | |
|---------------------------------|--------------------|
| 1. Mr. Kajornkiet Aroonpirodkul | Engagement leader |
| 2. Ms. Sarocha Thongsakul | Engagement manager |
| 3. Ms. Preechaya Sunthorn | Engagement manager |

Commencement of the Meeting

Ms. Thunyanun Trunghanasinwat acted as the Meeting's conductor (the "Conductor") has a welcome speech and thank you to the Shareholders who attend the 2020 Annual General Meeting of Shareholders and informed the initial information of the Company. The Conductor also informed the Meeting in accordance with the principle of good corporate governance regarding the register and voting which the shareholder and the proxy require to vote in each agenda as follows:

1. With regard to voting, each shareholder shall have a number of votes equal to the number of shares held by him or her. The vote will be counted as one share per one vote.
2. The shareholder who attend the meeting in person and the proxy in accordance with the legal form shall comply with the following voting procedure:
 - Before voting: Shareholders are requested to sign their voting cards for each agenda in order to confirm the identity of the shareholders and to ensure transparency in voting.
 - Voting: Please mark only one of the tick boxes for approval, disapproval or abstention on the voting card for each agenda, every agenda. The company will collect only the voting card with the vote of disapproval or abstention. Please raise your hand and ask the officer to collect the voting card accordingly. For those who do not submit voting card, the Company will consider it as a vote of approval.
 - Vote Counting: The Company will exclude the votes of disapproval or abstention out of the total number of votes in attendance and the rest will be considered as votes of approval for that agenda. For those who vote for approval in each agenda, please keep the voting card and return it to the Company's officer after the meeting. The voting in this meeting is an open voting, not a secret vote. However, all voting cards of every attendant will be collected in order to be transparent in the vote counting.

The following casting vote shall be deemed invalid:

- 1) The ballot which contain the more than one box
- 2) The ballot which contain the conflict intention
- 3) The ballot which contain the cross out and no signature
- 4) The ballot which contain the vote more than the entitled vote
- 5) The ballot which contain of no vote

If the shareholder would like to amend their voting, please cross out together with the signature.

3. If the shareholder executes the proxy Form B and authorize the proxy to attend the meeting or authorize or independent to cast the vote and authorize the proxy to cast the vote as proposed by the shareholder or the proxy. The proxy shall cast the vote as proposed by the shareholder or the proxy.

If the shareholder executes the proxy Form C for the foreign shareholders who appointed a custodian in Thailand to be a share depository and keeper, the custodian is able to split the vote for approval, disapproval or abstention at the same agenda. The separation shall be done by cast the vote equal to the number of shares held by them.

4. According to Clause 31 (1) of the Article of Association of the Company stipulated that "For casting the vote, the vote will be counted as one share per one vote and the resolution of the shareholder meeting shall consist of the following:

- (1) A resolution of the meeting shall be passed by the majority votes of the total voting rights held by the Shareholders present in the meeting. In case of a tie of votes, the chairman of the general meeting of Shareholders is be entitled to exercise a casting vote.

Therefore, the consideration of agenda 1 and 3 shall be passes by majority votes of the shareholders attending the meeting and casting their votes and the consideration of whether the shareholder approve or not shall only be calculated from the vote of "approval" and "disapproval" of the shareholder who attend the meeting and entitle to vote. In case there is a shareholder who vote for abstention, the Company shall not count such vote as a counting base.

The consideration of agenda 2 shall be passed by not less than three-four of the total number of votes of all shareholders attending the meeting and having the right to vote and the consideration of whether the shareholder approve or not shall only be calculated from the vote of "approval" "disapproval" and "abstention" of the shareholder who attend the meeting and entitle to vote including the void voting card as a counting base.

5. For the shareholder who wish to back first or not attend the meeting on some agenda, the shareholder is entitled to use such right by return the ballot in advance to the staff before leave the meeting.
6. The votes of shareholder in each agenda may not equal due to the number of shareholder and the proxy who attend the meeting room during the meeting of each agenda is not equal. Therefore, the attendees in each agenda shall not be equal.
7. The Company appoint the representative from OJ Co., Ltd. to conduct the counting vote prior proceeding the meeting agenda
8. Prior voting in each agenda, the Chairman gave the Meeting an opportunity to inquire and comment on such agenda. The attendee who has query shall inform the name and surname and for the proxy shall

inform the additional information with the name and surname of the proxy to the Meeting before questioning and provide an opinion.

The questions or opinions other than the agenda that was being considered, the shareholder shall ask for answer or give opinion on the agenda at the end of the meeting. Moreover, please kindly comment or inquire about the agenda concisely and avoid asking questions or making comments on duplicate issues. To allow other shareholders, therefore the shareholders shall go along with the rule of procedure to go well and to manage the meeting within the specified time.

The Chairman has opened the 2020 Annual General Meeting of Shareholders and conduct the meeting follow the agenda provided in the notice of the 2020 Annual General Meeting of Shareholders of the Company as follow;

Agenda1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

The Conductor proposed to the Meeting to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 which was held on 15 November 2019, detail of which appeared in a copy of the said minutes distributed to the shareholders together with the Invitation to this Meeting. The Company has submitted a copy of the said minutes to The Stock Exchange of Thailand ("SET") and to the Ministry of Commerce as required by laws.

Thereafter, the Conductor asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

There was no shareholder asking any question or expressing any opinion. Thus, the Conductor asked the Meeting to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019.

The Conductor informed the Meeting that this agenda shall be adopted with a majority of votes of the shareholders present at the Meeting and casting their votes.

Resolved The Meeting considered and resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 as proposed with the following votes.

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,687,018,155	100.00
Disapprove	0	0.00
Abstain	0	-
Void Voting Card (s)	0	-
Total (70 persons)	15,687,018,155	100.00

Remark

1. The counting of votes of shareholders in this agenda. Not counting the votes. "Abstain" is the base for counting votes.
2. For this agenda item, there were 4 additional shareholders attending the meeting, representing 755 shares, totaling 70 shareholders attending the meeting both in person and by proxy, holding shares together. 15,687,018,155 shares.

Agenda2 To consider and acknowledge the Company's operating results for the year 2019

Mr.Surachet Chaipatamanont, Vice Chairman/ Deputy Managing Director, Finance and Accounting Department announced to the meeting to inform the Company's operating results for the year 2019 as detailed in the annual report of the Company which has been delivered to the shareholders together with the invitation to the 2019 Annual General Meeting of Shareholders (Enclosure 2) which can be summarized as follows:

1. Business overview in 2019

The Company entered into the Entire Business Transfer Transaction of Prime Road Alternative Company Limited ("PRA") and changed the name of the Company from Food Capitals Public Company Limited to the Company. Prime Road Power Public Company Limited and moved its listing on the MAI Stock Exchange to be listed on the Stock Exchange of Thailand, under the resource industry group, Energy and Utilities Business and changed the securities symbol from FC to PRIME.

The Company operates the business of producing and distributing electricity from clean energy sources. It has a total installed capacity of 287 MW, with an equity capacity of 167.7 MW, of which 80.4 MW of electricity has been sold (COD Equity Capacity). More than 20 solar power projects in 4 countries: Thailand, Japan, Taiwan and Cambodia.

2. Important new projects in 2019

The Company won the bidding for Cambodian National Solar Park, a Public Private Partnership (PPP) of the Cambodian government. Initiated and sponsored by the Asian Development Bank (ADB), the auction was attended by global competitors from the Middle East and Chinese state-owned enterprises. Thus the Company increased international recognition and recognition thanks to the winning of this auction. By the said project, It has an installed capacity of 78 megawatts, contracted capacity 60 megawatts, total investment budget of 49.95 million US dollars and is scheduled to complete and start selling electricity (COD) by the second quarter of 2022.

3. Analysis of the Company's revenue in 2019

The Company had total revenue in 2019 of 658 million Baht, an increase from 2018 at 512 million Baht, or 29% growth, divided into 334 million Baht of electricity sales revenue and income from profit sharing in associates. 318 million Baht as shown in Figure 1.

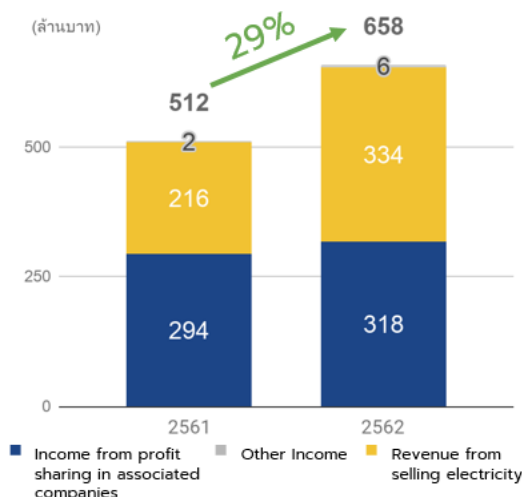


Figure 1: the Company's revenue Ready to categorize in year 2018 and 2019

The revenue in 2019 comes from 3 sources: revenue from electricity sales accounted for 51%, which is revenue from subsidiaries that the Company holds shares, comprising projects in Thailand and Taiwan, and the revenue from profit sharing in associates accounted for 48%, which is revenue from profit sharing in associates where the Company has a minority interest, including projects in Thailand and Japan. As shown in diagram 2.

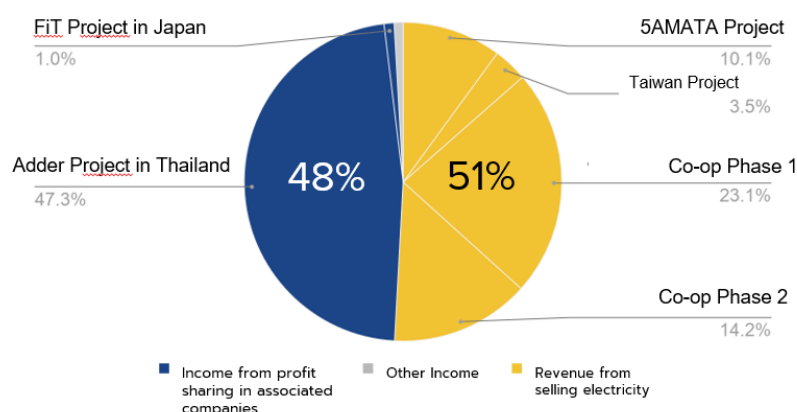


Figure 2: the sources of categorized and project income in 2019

The source of revenue growth in 2019 came from the revenue recognition from the electricity sales of two new projects, namely:

- (1) "Cooperative Project Phase 2" is a project supported by a ground-mounted solar power generation project. For government agencies and agricultural cooperatives in 2017 of the Energy Regulatory Commission (ERC) that have a power purchase agreement Feed-in-Tariff, priced at 4.12 baht / kWh for a period of 25 years, the Company has successfully been selected to develop 3 solar power plants, namely the Na Bo Kham Development Cooperative, Kamphaeng Phet (KPA05), the Agricultural Cooperative Project for Customer Marketing, BAAC Trang (LRA02) and Lam Thap Agricultural Cooperative Project (KTM07) have a total installed capacity of 14.6 MW and began to supply electricity to the commercial system (COD) in December 2018. Recognize full-year income in the year 2019.
- (2) "Taiwan Royal Irrigation Cooperation Project" is a solar power plant project built on a waterway in Yunlin city of the Department of Irrigation and Engineering, Taiwan, which is considered a new innovation in utilizing the area on the canal to benefit, and the water from the canal lowers the temperature of the solar panels, which increases the efficiency of the panel as well. The project comprises three power plants: He Wu Project, Shin Shi Project and Sheng Jiu Project, with a total installed capacity of 6.0 MW. Feed-in-Tariff 4.552 NTD / kWh, a 20-year contract period and commenced commercial distribution (COD) in April 2019.

4. Analysis of the Company's financial status in 2019

The Company has assets of 5,277 million Baht, liabilities of 2,940 million baht, and shareholders' equity of 2,337 million Baht, with assets increasing from 2018 by 1,610 million Baht or representing 44% growth as shown in Figure 3, with a source of business expansion of the Company power plant and another from the reverse business merger with the former Food Capitals (FC) group.

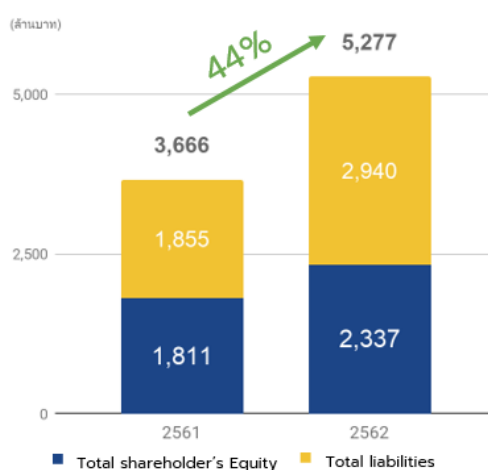


Figure 3: The assets of the Company in the year 2018 and 2019

The Debt to Equity Ratio (D/E Ratio) is 1.26 which is considered low compared to other companies in the same industry. This represents the high growth potential of the Company.

5. Summary of operating results for the year 2019

The Company had total revenue of 658 million Baht, cost of sales was 157 million Baht, administrative expenses of 136 million Baht and profit before income tax of 271 million Baht, as shown in Figure 4, and the net profit of the Company as major shareholder of 265 million Baht

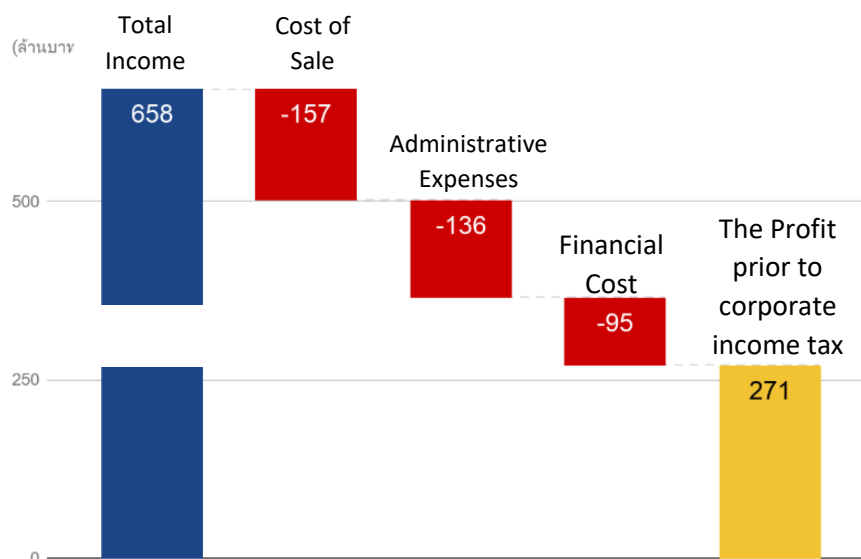


Figure 4: Summary of the Company's performance in 2019

The Company has a Return on Assets (ROA) rate of 6% and a Return on Equity (ROE) of 13%, which is considered to be good compared to the same business group. In addition, the Company has a Net Profit Margin of 41%, which is one of the highest in its business segment. The mentioned three rates are likely to grow positively compared to the previous year. This represents the continued growth of the Company.

The Conductor informed the meeting that this agenda is for acknowledgment, therefore no vote is required.

Then the Conductor asked the meeting whether any shareholder had any query or opinion on this agenda or not.

When there is no shareholder raised any question or comment, the Conductor therefore requested the meeting to consider acknowledging the Company's operating results for the year 2019.

The meeting acknowledged the Company's operating results for the year 2019

Agenda 3 To consider and approve the Company's consolidated financial statements. For the year ended 31 December 2019

The Conductor presented to the meeting that the Company has prepared the financial statements for the year ended 31 December 2019 which has been audited by the Company's auditor and it has been reviewed by the Audit Committee that it is correct. It has also been approved by the Board of Directors. Details appear in the

annual report of the Company, which has been delivered to the shareholders together with the invitation to the 2019 Annual General Meeting of Shareholders (Enclosure 2)

Mr.Surachet Chaipatamanont, Vice Chairman/ Deputy Managing Director, Finance and Accounting Department presented the Company's key financial statements for the year 2019 compared with the Company's financial statements for the year 2018 with high growth, for example, the Company's net profit grew 47% and basic earnings per share grew 42%, as shown in the following table:

Key Financial Statements for the Year 2018	Year 2018 (Million Baht)	Year 2019 (Million Baht)	Change (%)
Total assets	3,666	1,610	44%
Total Liabilities	1,855	1,084	58%
Equity	1,811	526	29%
Total income	512	146	29%
Net profit (loss) for the year	185	87	47%
Net profit (loss) attributable to parent company	178	87	49%
Earning per share (Baht)	0.012	0.005	42%

The Chairman summarized the opinion of the Board of Directors. This including the Audit Committee and independent directors who have no interest in this matter, considered and agreed to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year ended 31 December 2019 which has been audited by the auditor and has been reviewed by the Audit Committee. It has already been approved by the Board of Directors.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When there is no shareholder raised any question or comment, the Conductor asked the meeting to consider approving the consolidated financial statements of the Company for the year ended 31 December 2019.

The Conductor informed the meeting of shareholders that This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Resolved The Meeting considered and resolved to approve the Company's consolidated financial statements for the year ended 31 December 2019 as proposed with the following votes:

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,098,347	100.00
Disapprove	0	0.00
Abstain	0	-
Void Voting Card (s)	0	-
Total (72 persons)	15,689,098,347	100.00

Remark

1. The counting of votes of shareholders in this agenda. Not counting the votes. "Abstain" is the base for counting votes
2. For this agenda, there were additional 2 shareholders holding altogether 2,080,192 shares attending this agenda. The total number of shareholder who attend this meeting in person and by proxy was 72 shareholders holding altogether 15,689,098,347 shares.

Agenda 4 To consider and approve the non-allocation of net profits for legal reserves and no dividend payment for the operating results of the year 2019

The Conductor clarified the details of the Company's dividend payment policy to the meeting as follows:

The Company has a policy to pay dividends at the rate of not less than 50 % of the net profit according to the separate financial statements after deducting all types of reserves according to the Company's regulations. And according to the law, depending on the economy, the cash flow of the Company, the Company's investment plan and other considerations that the Board of Directors deems appropriate with the authority In this regard, the resolution of the Board of Directors to approve payment of dividends must be presented for approval from the Shareholders' Meeting, except an interim dividend payment which the Board of Directors of the Company has the power to approve the payment of interim dividends, and reporting to the Shareholders' Meeting in the next meeting.

However, as shown in the separate financial statements for the year 2019 ended 31 December 2019, the Company has an accumulated loss of 2,200,531 thousand Baht, causing the Company to be unable to allocate the annual net profit as a legal reserve and the Company is unable to payment of dividends for the Company's operating results for the year 2019 to shareholders This is in accordance with the laws and regulations of the Company.

The Chairman summarized the opinion of the Board of Directors, including the Audit Committee and independent directors who have no interest in this matter that the Shareholders' Meeting should approve the non-allocation of net profits as legal reserves and approve the omission of dividend payment for the Company's operating results for the year 2019.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When there is no any shareholder raised any question or comment, the Conductor therefore requested the meeting to consider and approve the non-allocation of net profits as legal reserves and the omission of dividend payments for the operating results of the year 2019.

The Conductor informed the meeting of shareholders that this agenda must be approved by a majority vote of the shareholders who attended the meeting and voted.

Resolved The meeting considered and resolved to approve the allocation of net profits as legal reserve and no dividend payment for the 2019 operating results as proposed with the following votes.

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,098,347	100.00
Disapprove	0	0
Abstain	0	-
Void Voting Card (s)	0	-
Total (72 persons)	15,689,098,347	100.00

Remark

1. The counting of votes of shareholders in this agenda would not counting the votes of “Abstain” as the base of counting votes

Agenda 5 To consider and approve the appointment of directors who are due for their terms

Air Chief Marshal Surasak Meemanee Prof. Dr. Kampon Panyakomes and Mr. Apichat Phumsuk, who are stakeholders in this agenda. Has left the meeting room since the commencement of this agenda item.

The Conductor reported to the meeting according to the Company's Articles of Association in article 15, which stipulates that in every annual general meeting, If the number of directors cannot be divided into three parts, the directors shall retire from office by one third. The number nearest to one-third of the directors required to vacate office in the first and second years after the registration of the company shall be drawn by drawing lots to determine who will leave the office in the following years, who stayed in the position for the longest time was retired directors who retire by rotation may be re-elected to serve as new positions, which in this annual general meeting of shareholders There are 3 directors who are due to retire by rotation as follows:

Name	Position
Air Chief Marshal Surasak Meemanee	Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
Prof. Dr. Kampon Panyakomes	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
Mr. Apichat Phumsuk	Independent Director

The Company provides shareholders with an opportunity to nominate persons to be considered as directors of the Company. For the 2020 Annual General Meeting of Shareholders between November 30, 2019 and 31 December 2019, published on the Company's website and the news system of the Stock Exchange of Thailand In accordance with good corporate governance principles of listed companies, it appeared that none of the shareholder proposed the names of persons to be considered for selection as the Company's directors.

The brief biography and information of the directors who retire by rotation and was nominated to be a director for another term, including the definition and qualifications of independent directors sent to the shareholders together with the invitation to the 2019 Annual General Meeting of Shareholders

The Chairman explained to the meeting that the Nomination and Remuneration Committee and the Board of Directors consider and scrutinize qualifications, experience, skills and expertise. All the directors who have expired this time, that all 3 directors are knowledgeable and competent and has experience that is beneficial to the operation of the Company including having all the qualifications under the Public Limited Companies act and does not have prohibited characteristics to appoint a director in accordance with the regulations of the Office of the Securities and Exchange Commission It is therefore deemed appropriate to propose that the 2019 Annual General Meeting of Shareholders consider electing all 3 directors who have to vacate office on this occasion, return to the position of Independent Director, Board of Directors and various sub-committees of the Company for another term. Having considered and viewed that the person nominated as independent director will be able to express their opinions independently and in accordance with the relevant rules.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When no shareholder raised any question or comment, the Conductor therefore requested the meeting to consider and approve the appointment of each retired director individually.

The Conductor informed the meeting of shareholders that This agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Resolved The meeting considered and passed a resolution in approving the re-appointment of the 3 retired directors to serve as independent directors, Board of Directors and the various sub-committees of the

Company for another term, namely Air Chief Marshal Surasak Meemanee, Prof. Dr. Kampon Panyakomes and Mr. Apichat Phumsuk, as follows:

1. Air Chief Marshal Surasak Meemanee with the following votes:

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,098,347	100.00
Disapprove	0	0
Abstain	0	-
Void Voting Card (s)	0	-
Total (72 persons)	15,689,098,347	100.00

2. Prof.Dr.Kumpol Panyakomes, with the following votes:

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,098,347	100.00
Disapprove	0	0
Abstain	0	-
Void Voting Card (s)	0	-
Total (72 persons)	15,689,098,347	100.00

3. Mr. Apichat Phumsuk, with votes as follows:

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,098,347	100.00
Disapprove	0	0
Abstain	0	-
Void Voting Card (s)	0	-
Total (72 persons)	15,689,098,347	100.00

Remark

1. The counting of votes of shareholders in this agenda would not count the votes of "Abstain" as the base of counting votes

Agenda 6 To consider and approve the determination of the directors' remuneration for the year 2020

The Conductor reported to the meeting that the Nomination and Remuneration Committee has determined the remuneration of the Company's directors, and sub-committees for the year in 2020. Based on the policy

guidelines, taking into account the responsibilities and performance of the Company's directors, and each sub-committee's business expansion performance of the Company together with the comparative data with other companies in the same industry, the size and nature of the business are similar. Hence, It is deemed appropriate to propose to the Board of Directors for an approval to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the determination of the Directors' Remuneration and sub-committees for the year 2020 with details as follows:

Remuneration of Director and Subcommittees	Year 2020 (proposed at this Meeting)		Year 2021 (proposed at the last year)	
	Monthly Salary	Attendance fee/ per attendance	Monthly Salary	Attendance fee/ per attendance
1. The Board of Director				
● Chairman	25,000	15,000	25,000	12,500
● Vice president	17,500	15,000	10,000	12,500
● Member	12,500	15,000	10,000	12,500
2. Subcommittee				
2.1 The Audit Committee				
● Chairman	25,000	-	27,500	12,500
● Member	15,000	-	15,000	12,500
2.2 The Nomination and Remuneration Committee				
● Chairman	-	25,000	-	12,500
● Member	-	20,000	-	12,500
3. The Other Privilege / Benefits Excluding The Remuneration and the attendant fee.	N/A		N/A	

The Chairman explained to the meeting that Board of Directors, the Audit Committee and independent directors would have no conflict of interest in this matter, considering it is appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration of directors and sub-committees for the year 2020 as detailed above.

Then the Conductor asked the meeting whether any shareholder had any query or opinion on this agenda or not.

Mr. Somkiat Kiatsermsakul, a shareholder, disagreed with the remuneration for directors and sub-committees for the year 2020 that was initially presented, such as the Board of Directors in the position of Vice President in

2019, the monthly remuneration was 10,000 Baht, but in 2020, the monthly remuneration has increased to 17,500 Baht, which the shareholders themselves are of the opinion that it is quite inappropriate because the annual dividend is not yet available to the shareholders.

Mr. Somprasong Panjalak, the Chairman, clarified that such a compensation, it was originally the designation of Food Capitals Public Company Limited, which when the business type was changed to energy business, as it is larger and has a profit increase of more than 50%, it then would be appropriate to consider adjusting the remuneration of directors, as compared to other energy businesses. The directors' remuneration is much higher than the Company's remuneration. Therefore, we would like the shareholders to see that it is appropriate to adjust the remuneration of the directors and sub-committees for the year 2020.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When there is no shareholder raised any question or comment, the Conductor therefore requested the meeting to approve the determination of the remuneration of the directors and sub-committees for the year 2020.

The Conductor informed the meeting of shareholders that this agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Resolved The Meeting considered and resolved to approve the determination of the directors' remuneration for the year 2020 as proposed with the following votes.

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,099,024	100.00
Disapprove	0	0
Abstain	0	0
Void Voting Card (s)	0	0
Total (74 persons)	15,689,099,024	100.00

Remark

1. The counting of votes of shareholders in this agenda, would count the vote of "agree", "disagree", "abstain", as well as "voided cards" as the base of counting the votes
2. For this agenda item, there were additional 2 shareholders holding altogether 667 shares attending this agenda. The total number of shareholders who attend this meeting in person and by proxy was 74 shareholders holding altogether 15,689,099,024 shares

Agenda 7 To consider approving the appointment of auditors for the year 2020 and setting auditors' remuneration

The Conductor reported to the meeting that the audit committee has considered the qualifications, history and performance of each auditor with continuity and efficiency in the review, including the appropriateness of the audit fee for the year 2020, it was proposed to the Board of Directors' meeting to consider and approve the appointment of auditors and the audit fee for the year 2020 for the Board of Directors proposed to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Company Limited to be the Company's auditors, to audit the financial statements for the year 2020, the names are as follows:

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|---------------------------------|----------------------------------|
| 1) Mr. Kajornkiet Aroonpirodkul | CPA (Thailand) No. 3445 and / or |
| 2) Mr. Paiboon Tunkoon | CPA (Thailand) No. 4298 and / or |
| 3) Mr. Pisit Thangtanagul | CPA (Thailand) No. 4095 |

In the event that such certified auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Co., Ltd. may arrange for another certified auditor instead and would be determined to cover the auditors' fee for the year 2020 in the amount of 1,200,000 baht, excluding other service fees and excluding the audit fees of subsidiaries and associates.

It is also proposed to authorize the management to appoint auditors and to set audit fees for reviewing the financial statements and auditing the financial statements of subsidiaries, associates and joint ventures arising during the year.

The Chairman explained to the meeting that Board of Directors This includes the Audit Committee and independent directors who have no interests in this matter, consider and propose it to the shareholders' meeting. Consider appointing an auditor from the company, appointing PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditor by requiring one of the auditors to audit and express an opinion on the Company's financial statements for the year 2020 as follows:

- | | |
|---------------------------------|----------------------------------|
| 1) Mr. Kajornkiet Aroonpirodkul | CPA (Thailand) No. 3445 and / or |
| 2) Mr. Paiboon Tunkoon | CPA (Thailand) No. 4298 and / or |
| 3) Mr. Pisit Thangtanagul | CPA (Thailand) No. 4095 |

The audit fee for the year 2020 is 1,200,000 baht, excluding other service fees and excluding audit fees of subsidiaries and associated companies. The management has also authorized to appoint auditors and determine audit fees for reviewing financial statements and auditing the financial statements of subsidiaries, associates and joint ventures that occurred during the year.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When there is no shareholder raised any question or comment, the meeting moderator therefore requested the meeting to consider approving the appointment of the auditors for the year 2020 and determine the audit fee, this includes authorizing the management to appoint auditors, determine audit fees for reviewing financial statements and auditing the financial statements of subsidiaries, associates and joint ventures that occurred during the year.

The meeting Conductor informed the shareholders meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and vote.

Resolved The meeting considered and resolved to approve the appointment of the auditors for the year 2020 and the auditors' remuneration. This includes authorizing the management to appoint auditors and determine audit fees for reviewing financial statements and auditing the financial statements of subsidiaries, associates and joint ventures that occurred during the year. As proposed with the following votes:

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,099,024	100.00
Disapprove	0	0
Abstain	0	-
Void Voting Card (s)	0	-
Total (74 persons)	15,689,099,024	100.00

Remark

1. The counting of votes of shareholders in this agenda, would not count the votes of "Abstain" as the base of counting votes

Agenda 8 To consider and approve the amendment of the Company's Articles of Association

The Conductor presented to the meeting that the Board of Directors' Meeting No. 4/2020, which was held on 13 May 2020, approved to propose to the Shareholders 'Meeting to consider and approve the amendment of the Articles of Association of the Company No. 24/1 on the Board of Directors' Meeting via electronic media in order to comply with the current law, including authorization of Executive Committee or Managing Director or an attorney from Executive Committee or an attorney of the meeting Director to have the power to register, amend the Articles of Association of the Company and amend and / or add details or texts in accordance with the Registrar's order as necessary and appropriate, without affecting the essence of the amendment to the Company's Articles of Association with details as follows:

Existing Provision	Proposed Amendment
<p>Article1/24</p> <p>“In the Board of Directors’ meeting, the chairman of the meeting may instruct the meeting to be held through electronic media. Electronic meeting shall have the same legal effect as the Board of Directors’ meeting in accordance with the methods prescribed by the law, and electronic meeting shall be in accordance with the following conditions;</p> <p>(1) Subject to the criteria of the quorum of the Board of Directors’ meeting in Article 23, electronic meeting shall have the attendees not less than one-thirds of the quorum be in the same place as specified in Article 24. All of attendees shall be in Thailand while the meeting is held;</p> <p>(2) Subject to the criteria of invitation letter of the Board of Directors’ meeting in Article 24, to send the invitation letter of the Board of Directors’ meeting together with the meeting documents may be sent via email. The chairman of the meeting shall maintain the copy of such invitation letter and documents for the record to which may be kept in form of electronic data;</p> <p>(3) Electronic meeting shall be held in compliance with the standards for maintenance of security for electronic meetings prescribed by the Ministry of Information Technology and Communication and published in the Government Gazette; and</p> <p>(4) The voting rights of directors shall be as specified in Article 23.</p> <p>To hold an electronic meeting, the chairman of the meeting shall proceed as follows;</p> <p>(1) make an arrangement for the attendees to identify themselves to join the electronic meeting prior to join the meeting;</p> <p>(2) prepare written minutes of the meeting; and</p>	<p>Article1/24</p> <p>“In the Board of Directors’ meeting, the chairman of the meeting may instruct the meeting to be held through electronic media. Electronic meeting shall have the same legal effect as the Board of Directors’ meeting in accordance with the methods prescribed by the law, and electronic meeting shall be in accordance with the following conditions;</p> <p>(1) The Board of Directors’ electronic meeting shall proceed in accordance with the criteria and methods prescribed by the relevant laws, rules, announcements or regulations enacted by the relevant authorities and in accordance with and the information security standards, specified by the law; and</p> <p>(2) The criteria and methods of the meeting of the Board of Directors to be held through electronic media as specified in this Article of Association only to the extent that it is not in conflict or inconsistent with the criteria and methods prescribed by the relevant laws, rules, announcements or regulations enacted by the relevant authorities.</p>

Existing Provision	Proposed Amendment
(3) arrange to make an audio record or an audiovisual record, as case may be, of every attendee throughout the period of the meeting in form of electronic data. The audio record or an audiovisual record, as case may be, shall be deemed part of minutes of the meeting."	

The Chairman explained to the meeting that Board of Directors, including the Audit Committee and independent directors who have no interest in this matter, consider and propose to the 2020 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association No. 24/1, as well as authorization of the Executive Committee or the Managing Director or an attorney of the Executive Committee or an attorney of the Managing Director to have the power to register, amend the Articles of Association and amend and / or add details or texts in accordance with the Registrar's order as necessary and appropriate, without affecting the essence of the amendment to the Company's Articles of Association

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

There was no shareholder raised any question or comment The Conductor asked the meeting to consider approving the amendment of the Company's Articles of Association, including the authorization of the Executive Committee or the managing Director or an attorney from the Executive Committee or an attorney of the Managing Director to have the power to register, amend the Articles of Association and amend and / or add details or texts in accordance with the Registrar's order as necessary and appropriate, without affecting the essence of the amendment to the Company's Articles of Association

The Conductor informed the Shareholders' Meeting that this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Resolved The meeting considered and approved the amendment of the Company's Articles including the authorization of the Executive Committee or Managing Director or an attorney of the Executive Committee or an attorney of the Managing Director to have the power to register, amend the Articles of Association and amend and / or add details or texts in accordance with the Registrar's order as necessary and appropriate, without affecting the essence of the amendment to the Company's Articles of Association as proposed with the following votes

Shareholders Voting	Numbers of Votes	Percentage
Approve	15,689,099,024	100.00
Disapprove	0	0
Abstain	0	0
Void Voting Card (s)	0	0
Total (74 persons)	15,689,099,024	100.00

Remark

1. The counting of votes of shareholders in this agenda, would counted the vote of "agree", "disagree", "abstain", as well as "voided cards" as the base of counting the votes

Agenda 9 To consider other matters (if any)

After the General Meeting of Shareholders has considered and completed the agenda of the meeting. The Conductor gave the attendees an opportunity to ask further questions.

Mr. Somkiat Kiatsermkul, a shareholder, inquired that he would like to know the reason for the delay in the opening of this meeting, since the schedule is 1:00 p.m., but the meeting opens at 13.20 p.m.

Mr. Somprasong Panjalak, the Chairman, clarified that he apologized for the delay in the opening of this meeting. In the next meeting, the meeting time will be adjusted to be more appropriate and punctual.

The Chairman then asked the meeting if any shareholder had any query or opinion on this agenda or not.

When there was no one proposing any other matter to the meeting for consideration, the Chairman thanked the shareholders for taking the time to attend the meeting and closed the meeting at 2.35 p.m.

-signature-

(Mr.Somprasong Panjalak)

Chairman

To certify the accuracy of the minutes of the 2020 Annual General Meeting of Shareholders

-signature-

(Mr.Somprasong Panjalak)

Director

-signature-

(Mr.Surachet Chaipatamanont)

Director