

Minutes of the 2021 Annual General Meeting of Shareholders
of
TPCH Power Holding Public Company Limited

Date, Time and Venue

The 2021 Annual General Meeting of Shareholders was convened on April 22, 2021, at 10.00 hrs., held via electronic media (e-AGM) only at the meeting room of the Company located at Floor 3, 4/2 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Charakae Bua, Lad Prao, Bangkok.

Directors present at the Meeting

1. Dr. Thanu Kulachol	Chairman of the Board of Directors/ Independent Director
2. Mrs. Kanoktip Chanpalangsri	Director/ Chairman of Executive Committee
3. Mrs. Boontipa Simaskull	Director/ Chairman of the Audit Committee/ Independent Director
4. Mr. Thanwa Theeravitayalart	Director/ Member of the Audit Committee/ Independent Director
5. Mr. Norachai Sripimol	Director/ Member of the Audit Committee/ Independent Director
6. Mr. Chainarong Chanpalangsri	Director
7. Mr. Cherdsak Wattanavijitkul	Director/ Executive Director/ President
8. Mr. Pol Kongsua	Director/ Executive Director/ Vice President-Construction and Operation
9. Mr. Pathompol Saosap	Director/ Executive Director

Director absent from the Meeting

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Executives present at the Meeting

1. Ms. Sompis Saengrang	Vice President, Finance & Account and Investors
2. Miss Yupawadee Chaiya	Vice President-Local Business Development/ Company Secretary

Other attendant

1. Mr. Viroj Sajjathamnukul	D I A International Audit Co., Ltd.
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Ms. Yupawadee Chaiya, Company Secretary, informed the Meeting that there were 10 shareholders attending online and another 895 proxies; therefore, there were 905 shareholders in total, holding an aggregate of 194,690,067 shares, representing 48.5269 percent of the total of 401,200,000 issued shares of the Company. A quorum was thus constituted according to Article 37 of the Company's Articles of Association. Therefore, the Company Secretary invited Dr. Thanu Kulachol, Chairman of the Meeting, to open the meeting

Before starting the first agenda item, the Chairman assigned Ms. Yupawadee Chaiya, Company Secretary, to clarify to the Meeting the meeting and voting procedures on each agenda item as follows:

1. The shareholders present online and proxies authorized to vote in the Meeting shall have votes as equal to the number of shares he/she held. One share would be regarded as one vote. The shareholders with conflicts of interest in any agenda item shall not have the right to vote for it.

2. The Meeting would have consideration subject to the sequence of the agenda items stated in the Notice of this Meeting. The information relating to each agenda item would be presented and the shareholders would be permitted to raise questions before passing the resolution for a particular agenda item. The shareholders or proxies who wanted to ask questions or share opinions must perform pursuant to the following steps:

- The shareholder presses the key "Send question" to show his/her wish to raise the question.

- Type the question to be raised and press the key "Confirm" to submit the question waiting for clarification on queue.

- When questioning is allowed, the Company shall call the shareholder names by order, they must turn on the microphone on WebEx system to raise their questions by pressing the key "Unmute me".

- The shareholders must register for meeting attendance in WebEx system by indicating their actual first name and last name so that the Company's staff could turn on the microphone for those who want to ask the questions by themselves.

- The shareholders who may be unable to raise questions by themselves, the Company's staff would read their questions before answering them.

- As the meeting time is limited, if the Company is unable to clarify all questions raised by the shareholders, the remaining questions and answers would be put in the minutes of the Annual General Meeting of Shareholders, and posted on the Company's website.

3. After reporting details of a particular agenda item and the Company allows the shareholders to ask the questions, the voting system would be opened for each agenda. The shareholders "disagreeing" or "abstaining" from voting would vote in DAP e-Shareholder Meeting system. The shareholders who do not vote on any particular agenda shall be deemed they "agree" with it.

4. Vote counting

Resolutions for Agenda 1, 3, 5, 6, and 8 would be passed by the majority of votes of the shareholders present online and eligible to vote.

Resolution for Agenda 4 would be passed by not less than three-fourths of the total votes of the shareholders present online and eligible to vote.

Resolution for Agenda 7 would be passed by not less than two-thirds of the total votes of the shareholders present online and eligible to vote.

The disagreement votes or abstentions would be deducted from the total votes of the shareholders attending the Meeting to conclude the approval votes on such agenda item.

If there was no objection or any other different opinion, it would be deemed that the Meeting agreed or approved such particular agenda item by unanimous votes. To save time when counting the votes, the Meeting would consider next agenda item.

5. For the agenda item regarding director election, the shareholders would elect an individual director subject to the ballots that would be provided separately as Agenda item 6.1, 6.2 and 6.3.

Then, the Chairman of the Meeting asked the Meeting to consider the agenda items as proposed.

The Meeting started.

Dr. Thanu Kulachol, Chairman of the Board of Directors, chaired the Meeting.

Agenda 1: To adopt the minutes of the 2019 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders held on June 26, 2020. The minutes of the said meeting were recorded accurately, which appeared in the copy of the minutes of the meeting earlier delivered to the shareholders prior to this Meeting together with the Notice to this Meeting (Enclosure 1).

Resolution: The Meeting considered and adopted the minutes of the 2020 Annual General Meeting of Shareholders as proposed by the following votes:

Approved	195,075,277	votes, representing	100.00 percent
Disapproved	-	votes, representing	0.00 percent
Abstained	-	votes, representing	0.00 percent

Total number of shareholders present in this agenda: 905

Agenda 2: To acknowledge the 2020 operating performance of the Company

The Chairman assigned Mr. Cherdsak Wattanavijitkul, President, to report in brief the operating performance of the Company and its subsidiaries for the fiscal year ended December 31, 2020 to the Meeting. Mr. Cherdsak Wattanavijitkul, President, summarized the operating performance of the Company and its subsidiaries as described below.

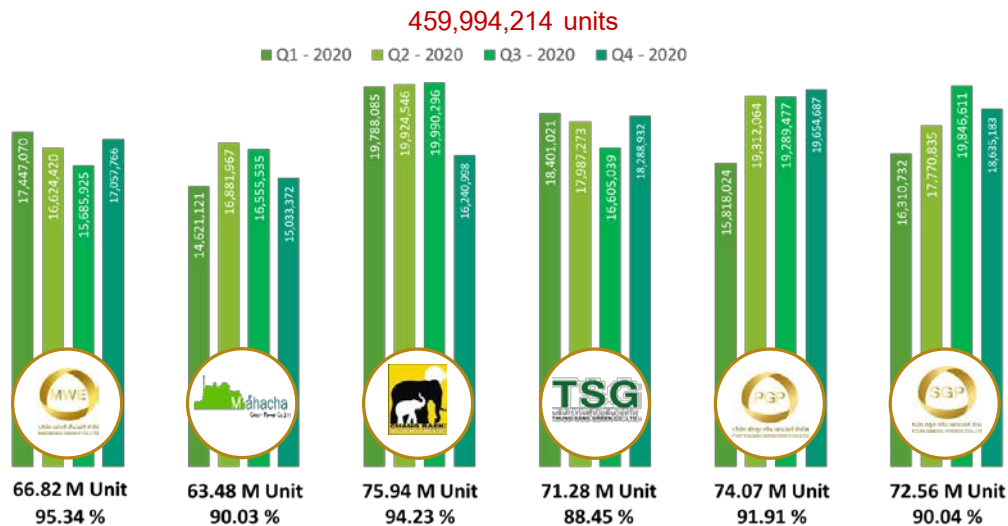
From the operating performance of the Company and its subsidiaries for the fiscal year ended December 31, 2020, the total income was recorded at Baht 1,777,373,129.97, and net profit was recorded at Baht 425,479,582.74. The operating performance of the Company and its subsidiaries in details appeared in the Annual Report earlier delivered to the shareholders together with the Notice to the Meeting.

Business Overview of Subsidiaries of TPCH

Company	Proportion of Share Held by TPCH (percent)	Power Plant Location	Types of Fuel	Total Installed Capacity/ Total Sale Capacity	Project Status	Electricity Units Sold in 2020
Commercial Operation Date has achieved already.						
1. Chang Raek Biopower Co., Ltd. (CRB)	73.12	Amphoe Thung Sung, Nakhon Si Thammarat	Rubber tree and palm oil	9.9/9.2 FIT	COD on 15 March 2013	75,943,925
2. Maewong Energy Co., Ltd. (MWE)	85.00	Amphoe Mae Wong, Nakhon Sawan	Husk and mixed wood	9.0/8.0 FIT	COD on 12 October 2015	66,815,181
3. Mahachai Green Power Co., Ltd. (MGP)	46.00	Amphoe Muang, Samut Sakhon	Coconut meal, shell and mixed wood	9.5/8.0 FIT	COD on 8 April 2016	63,477,279

Company	Proportion of Share Held by TPCH (percent)	Power Plant Location	Types of Fuel	Total Installed Capacity/ Total Sale Capacity	Project Status	Electricity Units Sold in 2020
Commercial Operation Date has achieved already.						
4. Thung Sung Green Co., Ltd. (TSG)	65.00	Amphoe Thung Yai, Nakhon Si Thammarat	Rubber tree and palm oil	9.5/9.2 FIT	COD on 3 October 2016	71,282,265
5. Patthalung Green Power Co., Ltd. (PGP)	60.00	Amphoe Pak Phayun, Phatthalung	Rubber tree and palm oil	9.9/9.2 FIT	COD on 7 July 2017	74,074,252
6. Satun Green Power Co., Ltd. (SGP)	51.00	Amphoe Khuan Kalong, Satun	Rubber tree and palm oil	9.9/9.2 FIT	COD on 9 February 2018	72,563,361
Commercial Operation Date has achieved already.						
7. Pattani Green Co., Ltd. (PTG)	69.06	Amphoe Nong Chik, Pattani	Rubber tree and palm oil	23.0/21.0 Adder	COD on 19 May 2020	33,865,802.60
8. TPCH Power 1 Co., Ltd. (TPCH1)	87.73	Amphoe Muang Yala, Yala	Rubber tree and palm oil	9.9/9.2 FIT	COD on 27 November 2020	4,947,302
9. TPCH Power 5 Co., Ltd. (TPCH5)	89.0	Amphoe Muang, Narathiwat	Rubber tree and palm oil	6.3/6.3 FIT	COD on 17 November 2020	3,881,116
Company	Proportion of Share Held by TPCH (percent)	Power Plant Location	Types of Fuel	Total Installed Capacity/ Total Sale Capacity	Project Status	
Other subsidiaries						
10. TPCH Power 2 Co., Ltd. (TPCH2)	88.23	Amphoe Muang Yala, Yala	Rubber tree and palm oil	9.9/9.2 FIT	COD on 17 February 2021	
11. Siam Power Co., Ltd. (SP)	50.0	Amphoe Sai Noi, Nonthaburi	Municipal solid waste management from landfill of Nonthaburi PAO	9.5/8.0 FIT	Overall project 90%	
12. PA Waste & Energy Co., Ltd. (PA)	33.0				Production and management of solid waste for electricity generation (under submitting an application for license)	
13. Pracharat Biomass Bannang Co., Ltd. (PBB)	59.38	Amphoe Bannang Sata, Yala	Rubber tree and palm oil	3.0/2.85 FIT	Under construction	
14. Pracharat Biomass Maelan Co., Ltd. (PBM)	59.24	Amphoe Maelan, Pattani	Rubber tree and palm oil	3.0/2.85 FIT	Under construction	

Amount of electricity sold in 2020:



The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item. The shareholder's opinion was as follows:

Mr. Yutthana Warit raised the question that Pattani Green Power Plant could be started late because some machinery got damaged. Could this be claimed from the machinery seller because the Company lost the chance of exercising the right in the Adder?

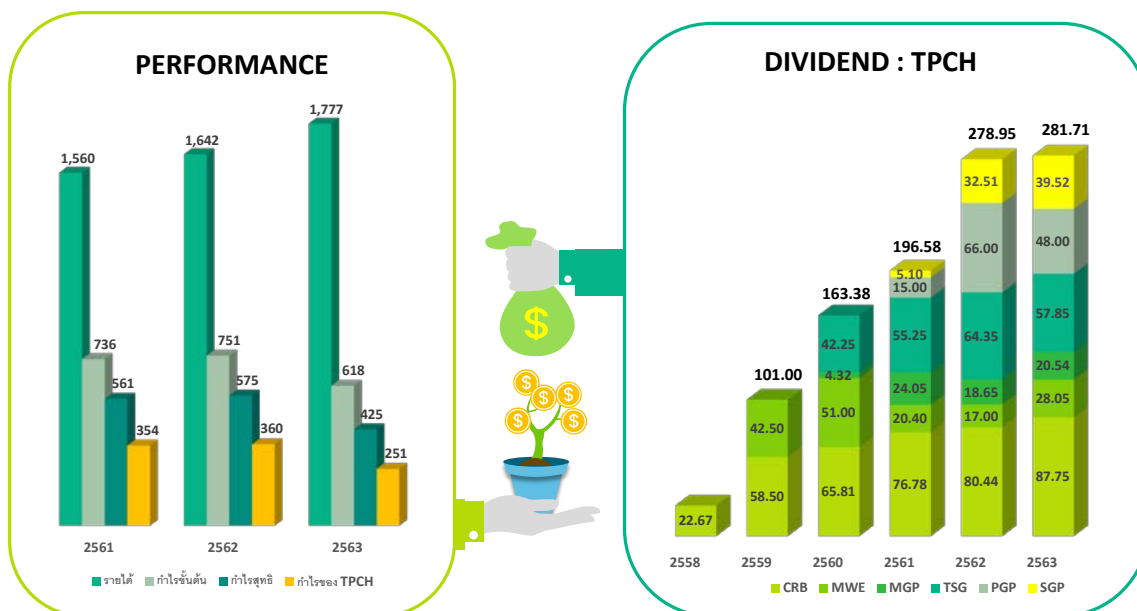
Mr. Cherdasak Wattanavijitkul explained that the Company has now claimed for compensation from the contractor. The letter for guarantee claim has been issued already. It was now under the operating process.

Resolution: The Meeting acknowledged the Company's operating performance for the year of 2019 as proposed.

Agenda 3: To consider and approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2019

The Chairman assigned Mr. Cherdasak Wattanavijitkul, President, to report in brief the financial statements of the Company for the fiscal year ended December 31, 2020 to the Meeting as certified by the Company's auditor, and reviewed by the Audit Committee of the Company, which appeared in the Annual Report earlier delivered to the shareholders prior to this Meeting together with the Notice to this Meeting. The significant details were as follows:

Assets	8,688,264,989.63 Baht
Liabilities	4,637,654,996.11 Baht
Shareholders' equity	4,050,609,993.52 Baht
Income	1,777,373,129.97 Baht
Profit for the Year	425,479,582.74 Baht



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The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, but no questions were raised.

Resolution: The Meeting considered and approved the Company's consolidated financial statements for the fiscal year ended December 31, 2020 by the following votes:

Approved	195,075,377	votes, representing	100.00 percent
Disapproved	-	votes, representing	0.00 percent
Abstained	-	votes, representing	0.00 percent
Total number of shareholders present in this agenda: 905			

Agenda 4: To consider and approve the issuance and offering for sales of debentures of the Company

The Chairman assigned Mr. Cherdtrak Wattanavijitkul, the President, to propose the Meeting to consider and approve the issuance and offering for sales of debentures of the Company as an alternative of fund raising for its business expansion, and reduction of interest borne by the Company from loans taken out from commercial banks. The issuance and sales of debentures shall not exceed Baht 3,000 million. The details about this issuance have been delivered to the shareholders together with the Notice to this 2021 Annual General Meeting of Shareholders.

Objectives of Issuance	: To use in the Company's operations or working capital, and to support the Company's business operation.
Type of Debentures	: All types of debentures and forms whether or not the debenture holder's name is specified, with or without collateral, representative, subordinated debentures and/or unsubordinated debentures, depending on market conditions at the time of each offering and other related factors.
Credit Rating	: BBB with "stable" outlook announced by TRIS Rating Co., Ltd.
Currency	: Thai Baht and/or foreign currency at equivalent amount based on the exchange rate of each issuance of debentures

Total Value of Debenture	: The principal amount shall not exceed Baht 3,000 million at any time (Revolving Basis). In this regard, the calculation of the maximum principal amount of debentures to be issued and offered for sales by the Company at any time (Revolving Basis) shall include the principal amount of debentures that have not yet been redeemed by the Company, but excluding the principal amount of debentures that have already been redeemed by the Company.
Term to Maturity	: Not exceeding 5 years upon the date of each issuance, but under requirements prescribed by the Capital Market Supervisory Board and/or The Securities and Exchange Commission.
Offering	: Debentures are to be offered domestically and/or internationally through a public offering and/or private placement offering and/or institutional investors and/or High Net Worth investors in accordance with the notifications of the Securities and Exchange Commission (SEC) or any other related rules and regulations in force at the time the debentures are issued and offered.
Interest Rate	: Up to the market conditions at the time of issuance and offering of debentures or terms and conditions of debentures to be issued at such time.
Redemption	: The debenture holder and/or the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issuance of debentures.
Secondary Market	: The Company may register the debentures with The Thai Bond Market Association or other secondary market as it deems appropriate.
Power to prescribe any other details	: To authorize the Board of Directors or any director of the Company or any person assigned by the Board of Directors or any director of the Company to have the power in undertaking the issuance and offering for sales of debentures, and also in considering and specifying details relevant to the debentures including type and amount of debentures, offering value, term, interest rate, offer price per unit, project life, allocation method, redemption conditions and other related details as appropriate, and also in assigning the Board of Directors or any director of the Company or any person authorized by the Board of Directors or any director of the Company to have power in taking any actions necessary and relating to such issuance and offering for sales of debentures, including but not limited to the appointment of the financial advisor, advisor for the issuance and offering for sales of debentures, credit rating institution of the Company, representative of debenture holders and/or registrar for debentures, and in executing (with or without the Company's seal affixed), amending, negotiating of the contracts and/or various documents, and also in contacting to provide the information, filing documents to the Office of the Securities and Exchange Commission, The Bank of Thailand, The Stock

Exchange of Thailand, The Thai Bond Market Association and/or any other authorities relating to such issuance and offering for sales of debentures.

The Chairman asked if any shareholders would like to raise other questions. When no further questions were raised, the Chairman proposed that the shareholders voted on this agenda.

Resolution: The Meeting considered and approved the Company's issuance and offering for sales of debentures as details proposed above by the following votes:

Approved	195,082,377	votes, representing	100.00 percent
Disapproved	-	votes, representing	0.00 percent
Abstained	-	votes, representing	0.00 percent

Total number of shareholders present in this agenda: 905

Agenda 5: To consider and approve the dividend payment from the operating performance ended December 31, 2020

The Chairman assigned Mr. Cherdsak Wattanavijitkul, the President, to report in brief the dividend payment from the operating performance of the Company for the fiscal year ended December 31, 2020. The details were presented below.

As of December 31, 2020, the Company and its subsidiaries have earned the total revenues amounting to Baht 1,777,373,129.97 and the separate financial statements of the Company recorded the revenues amounting to Baht 281,713,727.60 while the profit from the operating performance amounted to Baht 203,459,499.16. Therefore, the Board of Directors of the Company deemed appropriate to propose the Shareholders' Meeting to consider and acknowledge the dividend payment from the operating performance ended December 31, 2020 to the Company's shareholders at Baht 0.198 per share or the total payment amounted to Baht 79,437,600.00. After the deduction of the interim dividend payment for the Company's operating performance during the first 6 months of 2020 at Baht 0.088 per share or in the total of Baht 35,305,600.00, which was paid to the shareholders on September 3, 2020, the remaining dividend payment for the operating performance during the last 6 months of 2020 would be at Baht 0.110 per share or in the total dividend payment would be Baht 44,132,000.00. Such dividend payment was made from the Company's net profit of the fiscal year ended December 31, 2020, from its net profit for which the Company had to pay for the corporate income tax. The shareholders who were the natural person could credit the entire amount of such payment. The reserve was also set aside as required by law.

The shareholders eligible for such dividend payment (record date) would be fixed on May 7, 2021 and the dividend payment date would be on May 20, 2021.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting approved the dividend payment for the operating performance ended December 31, 2020 in accordance with the details proposed by the following votes.

3. Mrs. Boontipa Simaskull

Approved	191,225,577	votes, representing	98.0764 percent
Disapproved	3,750,600	votes, representing	1.9236 percent
Abstained	6,200	votes, representing	0.00 percent

Total number of shareholders present in this agenda: 905

Agenda 7: To consider the remuneration of directors for the year 2020

The Chairman informed the Meeting that the Company's Remuneration Committee has not yet been appointed to fix the remuneration of the Company's directors. However, the meeting of the Board of Directors has jointly fixed the said remuneration by taking account of the directors' performance and responsibilities, and by comparing it with other companies in the same or similar business.

The Chairman proposed the Meeting to consider and approve the remuneration of directors for the year 2021 (comprising the Board of Directors, the Audit Committee, and Executive Directors), which covered the meeting attendance fee, annual remuneration, and bonus for directors as follows:

1. Meeting attendance fee and annual remuneration

Remuneration/ Title	Attendance Fee (Baht/Meeting)	Annual Remuneration (Baht)
Chairman of the Board	20,000	1,440,000
Chairman of the Audit Committee	20,000	780,000
Member of the Audit Committee	10,000	600,000
Director	10,000	540,000

Note:

1. A director holding several titles in the same company shall receive the remuneration for his/her highest position only.
2. A director shall receive the attendance fee from 4 meetings a year only. The payment for other meetings apart from such 4 meetings shall not be made.
3. An executive director who receives the remuneration as the Company's employee shall not be entitled to receive the remuneration as the executive director.

2. Bonus for directors

In case the Company gains a profit from its operating performance; the bonus shall be paid to the Board of Directors and other committees of the Company for not more than Baht 5,000,000 only. Each director shall receive the bonus for only one title for which he/she receives the highest amount of payment. Any director who is the Company's Management is not permitted to receive the bonus.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting considered and approved the remuneration of directors as proposed above by the following votes:

Approved	195,076,177	votes, representing	99.9968 percent
Disapproved	-	votes, representing	0.00 percent
Abstained	6,200	votes, representing	0.0032 percent

Total number of shareholders present in this agenda: 905

Agenda 8: To consider the appointment of the Company's Auditor and to fix the Auditor's fee

The Chairman assigned Mrs. Boontipa Simaskull, Chairman of the Audit Committee, to report this matter to the Meeting. Mrs. Boontipa Simaskull informed that the Audit Committee considered that it deemed appropriate to propose to the meeting of shareholders for consideration and approval of appointing Mr. Nopparoek Pitsanuwong, the Certified Public Accountant No. 7764; and/or Ms. Somjintana Pholhirunrat, the Certified Public Accountant No. 5599; and/or Ms. Suphaphorn Mangjit, the Certified Public Accountant No. 8125 of D I A International Audit Company Limited to be the Company's auditors for the year of 2020. The audit fee Baht 1,180,000 per year, excluding other expenses incurred.

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item, no questions were raised in this agenda.

Resolution: The Meeting approved the appointment of the auditors of D I A International Audit Co., Ltd., and the Company's audit fee as per details proposed above by the following votes:

Approved	195,082,377	votes, representing	100.00 percent
Disapproved	-	votes, representing	0.00 percent
Abstained	-	votes, representing	0.00 percent

Total number of shareholders present in this agenda: 905

Agenda 9: Other business (if any)

The Chairman requested the Meeting to raise other additional questions and opinions. Certain of shareholders had the following comments.

Mr. Yuthana Warit asked about the price of rubber tree which was likely to be gradually higher because the farmers have cut less rubber trees. What was the Company's direction to prevent the rising price of rubber tree? Were there any problems for Rak Kaew project?

Mr. Cherdasak Wattanavijitkul explained that the rubber tree price became higher because a lot of furniture plants in the southern region have been closed down, so the farmers have cut less rubber trees. But, from the recent checking, the rubber tree has been exported more, so it was anticipated that the tree price would be stable. However, in the long term, the Company in collation with a southern university has conducted the research on Rak Kaew energy crop and bamboo to be the fuel for power plants. The Company has joined hands with the Member of the SBPAC to develop some economic crops

and energy crops in three southern border provinces. Regarding Rak Kaew energy crop under the Company's planting experiment to enter into the bid for the biogas community power plant project, the study has not yet continued because the current criteria have not supported the energy crops. To bid for the community-based power plants soon, the Company would mainly focus on the biomass power plants.


Mr. Yutthana Warit raised more question about the Company's direction in 2021 when it would have chance to invest in new power plant projects. How many MW would be in total?

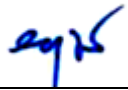
Mr. Cherdsak Wattanavijitkul advised that, in 2021, the Company set the target at 250 MW, divided into biomass and biogas power plants for 200 MW, and municipality solid waste power plant for 50 MW.

Mr. Manop Chancharoensook raised the question whether, at present, PTG, TPCH1 and TPCH5 power plants could be operated normally like other power plants or not.

Mr. Cherdsak Wattanavijitkul advised that, on March 2021, PTG power plant achieved its highest capacity factor in 6 months because all equipment problems have been remedied already until it could be run regularly. For TPCH1, TPCH2, and TPCH5 power plants, their overall operation stayed at 80% as they just started the commercial operations and some parts had to be improved.

When no shareholders raised other further questions or comments, the Chairman extended his appreciation to the shareholders. The Meeting was adjourned at 11.02 hrs.

signed  Chairman of the Meeting
(Dr. Thanu Kulachol)

signed  Secretary to the Meeting
(Miss Yupawadee Chaiya)