



ทีพีซี เพาเวอร์ โฮลดิ้ง
TPC POWER HOLDING

Notice of the Extraordinary Meeting of Shareholders No.1/2017

TPC Power Holding Public Company Limited

29 September 2017 at 10.00 a.m.

**At Miracle Grand Convention Hotel, Magic Room 3, 2nd Floor,
99 Kamphaeng Phet 6 Road, Talad Bangkhen, Laksi, Bangkok**

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18 August 2017

Subject: Invitation to attend the Extraordinary Meeting of Shareholders No.1/2017

To: Shareholders of TPC Power Holding Public Company Limited

TPC Power Holding Public Company Limited will convene the Extraordinary Meeting of Shareholders No.1/2017 on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok with the following agenda:

Agenda Item No.1 To certify the minutes of the 2017 Annual General Meeting of Shareholders

Facts and Rationale: The 2017 Annual General Meeting of Shareholders (the **AGM**) was held on 26 April 2017 and the Company properly and correctly recorded and prepared the minutes of the meeting for submitting to the Stock Exchange of Thailand and the Ministry of Commerce with the required period. A copy of the minutes of the AGM is attached hereto (Enclosure No. 1).

Opinion of the Board: The minutes of the AGM, in which the Board views that such minutes has been properly and correctly recorded in accordance with the resolutions of the AGM, be proposed to the EGM for further consideration. The minutes of the AGM has been posted on the Company's website already. The details of such minutes are set out in the Enclosure No. 1.

Voting Requirement: This agenda item requires the majority of votes from the shareholders in attendance and eligible for voting.

The agenda items no.2 to agenda item no. 5 are concerned with the investment in the construction of the biomass power plants. If the shareholders meeting does not grant an approval to the subsidiaries to invest in the biomass power plant construction project, the Company does not need to consider the agenda item no.3 concerning the entering into a construction contract with a connected person, agenda item no.4 concerning the granting of a ratification to the subsidiaries to purchase land from a connected person, and agenda item no.5 concerning the purchase of additional land from a connected person. The reason being is that the objective of the consideration of the agenda items no. 3 to agenda item no.5 is related to the investment in the biomass power plant construction project.

Agenda Item No.2 To consider and approve the subsidiaries' investment in the construction of biomass power plants

Facts and Rationale: The Board of Directors Meeting no. 6/2017 of the Company, convened on 2 August 2017, resolved to approve TPC Power 1 Company Limited ("**TPCH 1**"), TPC Power 2 Company Limited ("**TPCH 2**"), TPC Power 5 Company Limited ("**TPCH 5**"), and Pattani Green Company Limited ("**Pattani Green**"), all of which are the Company's subsidiaries (the Company holds 65% of each subsidiary's registered share capital), to invest in the biomass power plant construction project, as follows:

1. TPC 1 will construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 9.2 MW at Budi, Mueang Yala District, Yala Province under a total budget of Baht 800,000,000 (Eight hundred million Baht), which includes the cost of land, construction, machinery, tools and parts.
2. TPC 2 will construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 9.2 MW at Budi, Mueang Yala District, Yala Province under a total budget of Baht 788,000,000 (Seven hundred and eighty-eight million Baht), which includes the cost of land, construction, machinery, tools and parts.
3. TPC 5 will construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 6.3 MW at Bang Por, Mueang Narathiwat District, Narathiwat Province under a total budget of Baht 648,000,000 (Six hundred and forty-eight million Baht), which includes the cost of land, construction, machinery, tools and parts.

4. Pattani Green will construct a small biomass power plant (SPP) with the generating sales capacity not exceeding 21 MW at Lipasa-ngo, Nong Chik District, Pattani Province under a total budget of Baht 1,721,000,000 (One billion seven hundred and twenty-one million Baht), which includes the cost of land, construction, machinery, tools and parts.

The detail of the investment in the biomass power plant construction project is set out in the information memorandum concerning the assets acquisition and connected transactions (Enclosure no.2).

The investment in the construction of the biomass power plants is considered a transaction of the acquisition of assets in accordance with the Notification of the Capital Market Advisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August 2008 and its amendments, and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dated 29 October 2004 (“**Notification on Acquisition or Disposal**”). The size of each transaction is equivalent to 16.90, 16.64, 13.69, and 36.35 per cent of the Company’s consolidated asset value (respectively). The total size of the four transactions is equivalent to 83.58 per cent of the Company’s consolidated asset value, which is considered a transaction of asset acquisition type 1 with the transaction value greater than 50 per cent but lower than 100 per cent of the Company’s consolidated asset value as of 31 March 2017. As such the Company is required to prepare a relevant report disclosing minimum information memorandum specified in Schedule I in the Notification on Acquisition or Disposal and to seek approval from the shareholders’ meeting for an entry into such transactions with votes of not less than three-fourth of the total votes of shareholders in attendance and eligible for voting, excluding the interested shareholders’ votes. (The detail of each transaction of the acquisition of assets is set out in the Enclosure no.2 and the opinion of the independent financial advisor in in the Enclosure no.3.)

Opinion of the Board: In order to have the subsidiaries able to conduct their business as an electricity generator and distributor, the Board of Directors sees that it should be proposed to the EGM to consider and approve TPCH 1, TPCH 2, TPCH 5 and Pattani Green, which are the Company’s subsidiaries, to invest in the construction of biomass power plants. The total value of the construction project is approximately Baht 3,957,000,000, which is considered an assets acquisition of a listed company according to Notification on Acquisition or Disposal.

Voting Requirement: This agenda item requires not less than three-fourths of the total votes of the shareholders in attendance and eligible for voting.

Agenda Item No. 3 To consider and approve the subsidiaries’ entry into a construction contract for the construction of a biomass power plant with a connected person

Facts and Rationale: The Board of Directors Meeting no.6/2017 of the Company, convened on 2 August 2017, resolved to approve TPCH 1, TPCH 2, TPCH 5, and Pattani Green, which are the Company’s subsidiaries, to enter into a construction contract in relation to the construction of biomass power plants with Thai Polycons Public Company Limited (“**Thai Polycons**”), who is a major shareholder of the Company. The detail is as follows:

1. TPCH 1 to enter into a construction contract to construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 9.2 MW at Budi, Mueang Yala District, Yala Province, with the construction budget of Baht 667,150,000 (Six hundred and sixty-seven million, one hundred and fifty thousand Baht).
2. TPCH 2 to enter into a construction contract to construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 9.2 MW at Budi, Mueang Yala District, Yala Province, with the construction budget of Baht 654,320,000 (Six hundred and fifty-four million, three hundred and twenty thousand Baht).

3. TPC 5 to enter into a construction contract to construct a very small biomass power plant (VSPP) with the generating sales capacity not exceeding 6.3 MW at Bang Por, Mueang Yala Narathiwat District, Narathiwat Province, with the construction budget of Baht 520,300,000 (Five hundred and twenty million, three hundred thousand Baht).
4. Pattani Green to enter into a construction contract to construct a small biomass power plant (SPP) with the generating sales capacity of not exceeding 21 MW at Lipasa-ngo, Nong Chik District, Pattani Province, with the construction budget of Baht 1,331,000,000 (One billion three hundred and thirty-one million Baht).

The entry into the contract for the construction of biomass power plants is considered a connected transaction under the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E.2546 dated 19 November 2003 (“**Notification on Connected Transactions**”) due to the fact that Thai Polycons Public Company Limited is the major shareholder of the Company, and that the total size of the four transactions is equivalent to 157.38 per cent of the Company’s net tangible asset value, which is higher than 3 per cent of the Company’s net tangible asset value as of 31 March 2017. In accordance with the Notification on Connected Transactions, the Company is thus required to prepare a relevant report disclosing information specified in the Notification on Connected Transactions and to seek approval from the shareholders’ meeting to enter into such transactions, with votes of not less than three-fourth of the total votes of the shareholders in attendance and eligible for voting, excluding the interested shareholders’ votes. (The detail is set out in the information memorandum concerning the assets acquisition and connected transaction (Enclosure no.2) and the opinion of the independent financial advisor is in Enclosure no.3.)

In addition, Mrs. Kanoktip Chanpalangsri and Mr. Cherdsak Wattanavijitkul are authorized by the Board of Directors to negotiate and enter into contracts, documents, and/or memorandum agreement relating to the employment for such constructions and to carry out any actions relating to such employment in order to implement such construction.

Opinion of the Board: The Board of Directors, excluding the interested directors, sees that it should be proposed to the EGM to consider and approve TPC 1, TPC 2, TPC 5, and Pattani Green, which are the Company’s subsidiaries, to enter into a Turnkey construction contract for the biomass power plant construction project with Thai Polycons, with the approximate total value of construction of Baht 3,172,770,000 (Three billion one hundred and seven-two million seven hundred and seventy thousand baht). The entry into the construction contract is considered a connected transaction according to the Notification on Connected Transactions. For the employment of Thai Polycons as a constructor of the Power Plant Project, the decision is based on the consideration of Thai Polycons’ expertise and experience in the construction of power plants. Moreover, Thai Polycons has been hired as the contractor in every other project of the Subsidiaries and has successfully completed the project under the agreement with a reasonable price.

Voting Requirement: This agenda item requires not less than three-fourths of the total votes of the shareholders in attendance and eligible for voting.

Agenda Item No. 4 To consider granting ratification to the subsidiaries’ purchase of land from a connected person

Facts and Rationale: The Board of Directors Meeting no.6/2017 of the Company, convened on 2 August 2017, resolved to grant a ratification to purchase the land from Mr. Sombat Chairatmanokorn to be the site of the construction of the biomass power plant of TPC 1, TPC 2, and Pattani Green. The detail of the land purchase is as follows:

1. TPC 1 to purchase 31 plots of land with a gross area of 46-0-15.5 rai under the purchase price of Baht 25,321,312.50 (Twenty-five million, three hundred and twenty-one thousand, three hundred twelve Baht and fifty Satang).
2. TPC 2 to purchase 18 plots of land with a gross area of 32-2-11 rai under the purchase price of Baht 17,890,125.00 (Seventeen million, eight hundred and ninety thousand, one hundred and twenty-five Baht).

3. Pattani Green to purchase 32 plots of land with a gross area of 135-2-52 rai under the purchase price of Baht 76,500,000 (Seventy-six million and five hundred thousand Baht).

Mr. Sombat Chairatmanokorn is a shareholder holding 25 per cent of the registered and paid-up capital of TPCH 1 and TPCH 2 and a shareholder (including his connected persons) holding 99 per cent of the registered and paid-up capital of Narapara Company Limited, who holds 25 per cent of the registered and paid-up capital of Pattani Green. As such this transaction is considered a connected transaction and needs to be in compliance with the Articles of Association of the Company and its subsidiaries, stating that in case the subsidiaries enter into a transaction with a connected person of the subsidiaries, the transaction needs to comply with the Notification on Connected Transactions.

The reason and necessity of the purchase of the land from Mr. Sombat Chairatmanokorn, who is a connected person, are set out in the information memorandum concerning the assets acquisition and connected transactions (Enclosure no.2).

The total size of the three transactions according to the Notification on Connected Transactions is equivalent to 5.94 per cent of the Company's net tangible asset value as of 31 March 2017, which is greater than 3 per cent of the Company's net tangible asset value. Therefore, the Company is required to prepare a relevant report disclosing information specified in the Notification on Connected Transactions and to seek approval from the shareholders' meeting to enter into such transactions, with votes of not less than three-fourth of the total votes of the shareholders in attendance and eligible for voting, excluding the interested shareholders' votes.

Opinion of the Board: The Board of Directors sees that it should be proposed to the EGM to consider and approve the granting of ratification to the purchase of land of TPCH 1, TPCH 2 and Pattani Green from Mr. Sombat Chairatmanokorn, who is a connected person of the subsidiaries, with the approximate total purchase value of Baht 119,711,437.50 (One hundred and nineteen million seven hundred and eleven thousand four hundred and thirty-seven Baht and fifty Satang). The transaction is considered a connected transaction according to the Notification on Connected Transactions. As the land needed is in the high-risk area in the three southern border provinces, it is necessary to have a local person who is familiar with the area to find a suitable land for the power plant construction. Mr. Sombat Chairatmanokorn is a resident in the area who is familiar with and knows the area very well. He is capable of providing information to the company about which location within the target area is safe and suitable for investment in the construction. He is able to find lands that are close to the fuel source and power lines and able to accumulate sufficient amount of land needed for the biomass power plant construction. The detail of the opinion of the Board on this connected transaction is set out in the information memorandum concerning the assets acquisition and connected transactions (Enclosure no. 2).

Voting Requirement: This agenda item requires not less than three-fourths of the total votes of the shareholders in attendance and eligible for voting.

Agenda Item No. 5 To consider and approve the subsidiaries' additional purchase of land from a connected person

Facts and Rationale: In the construction of each biomass power plant set out in the agenda item no.2, the subsidiaries need the following amount of land:

1. The area of land needed for the construction of TPCH 1's power plant must be no less than 50 rai
2. The area of land needed for the construction of TPCH 2's power plant must be no less than 50 rai
3. The area of land needed for the construction of Pattani Green's power plant must be no less than 130 rai

The subsidiaries have also purchased and been transferred the ownership right of the land needed for the construction of the biomass power plant, for which the ratification is requested in the agenda item no.4 as follows:

- (1) TPCH 1 has purchased and been transferred ownership of 31 plots of land with a gross area of 46-0-15.5 rai on 23 June 2017
- (2) TPCH 2 has purchased and been transferred ownership of 18 plots of land with a gross area of 32-2-11 rai on 23 June 2017
- (3) Pattani Green has purchased and been transferred ownership of 32 plots of land with a gross area of 135-2-52 rai on 25 May 2017

The Board of Directors Meeting No.6/2017, convened on 2 August 2017, resolved to approve the additional purchase of land from Mr. Sombat Chairatmanokorn. The additional lands are adjacent to the land that the subsidiaries have previously purchased for the construction of biomass power plants. The detail of the additional purchase of land is as follows:

- (1) TPCH 1 to purchase 5 plots of land with the gross area of 13-0-19 rai under the purchase amount of Baht 7,176,125.00 (Seven million one hundred and seventy-six thousand one hundred and twenty-five Baht).
- (2) TPCH 2 to purchase 10 plots of land with the gross area of 18-1-04 rai under the purchase amount of Baht 10,043,000.00 (Ten million and forty-three thousand Baht).

The reason and necessity of the purchase of the land from Mr. Sombat Chairatmanokorn, who is a connected person, are set out in the information memorandum concerning the assets acquisition and connected transactions (Enclosure no.2). The calculation of the size of the transaction in accordance with the Notification on Connected Transactions reveals the value of the two transactions to be equivalent to 0.86 per cent of the Company's net tangible asset value as of 31 March 2017. The total size of the five transactions of the land purchase from Mr.Sombat Chairatmanokorn according to the Notification on Connected Transactions is equivalent to 6.80 per cent of the Company's net tangible asset value as of 31 March 2017, which is greater than 3 per cent of the Company's net tangible asset value. Therefore, the Company is required to prepare a relevant report disclosing information specified in the Notification on Connected Transactions and to seek approval from the shareholders' meeting to enter into such transactions, with votes of not less than three-fourth of the total votes of the shareholders in attendance and eligible for voting, excluding the interested shareholders' votes.

Opinion of the Board: In order for TPCH 1 and TPCH 2 to have sufficient amount of land for the construction of biomass power plant, the Board of Directors sees that it should be proposed proposed to the EGM to consider and approve the additional purchase of land of TPCH 1 and TPCH 2 from Mr. Sombat Chairatmanokorn, who is a connected person of the subsidiaries, with the approximate total purchase value of Baht 119,711,437.50 (One hundred and nineteen million seven hundred and eleven thousand four hundred and thirty-seven Baht and fifty Satang). The transaction is considered a connected transaction according to the Notification on Connected Transactions. The detail of the opinion of the Board on this connected transaction is set out in the information memorandum concerning the assets acquisition and connected transactions (Enclosure no.2).

Voting Requirement: This agenda item requires not less than three-fourths of the total votes of the shareholders in attendance and eligible for voting.

Agenda Item No.6 Other businesses (if any)

You are therefore invited to attend the EGM at the date, time and place specified above. The shareholder who wishes to appoint a proxy to attend and vote on his/her behalf, please complete the proxy form A or form B and submit it to the Company before attending the Meeting. For the foreign shareholders who have appointed a custodian in Thailand, please complete the proxy form A, form B or form C.

The shareholder who is unable to attend EGM No.1/2017 may appoint an independent director, whose information is enclosed in the proxy form, as a proxy to attend and vote on his/her behalf.

The Company fixes 17 August 2017 as the record date for determining the shareholders' names entitled to attend the Extraordinary General Meeting No. 1/2017 and 18 August 2017 as the closing date of share register book for gathering a shareholders' names in accordance with Section 225 of the Securities and Exchange Act

Yours sincerely,



Mr.Cherdsak Wattanavijitkul
Managing Director

Minutes of the 2017 Annual General Meeting of Shareholders

of

TPCH Power Holding Public Company Limited

Date, Time and Venue

The 2017 Annual General Meeting of Shareholders was convened on April 26, 2017, at 10.00 hrs., at Miracle Grand Convention Hotel, Bangkok.

Directors present at the Meeting

- | | |
|----------------------------------|---|
| 1. Dr. Thanu Kulachol | Chairman of the Board of Directors/ Independent Director |
| 2. Mrs. Boontipa Simaskull | Director/ Chairman of the Audit Committee/ Independent Director |
| 3. Mr. Thanwa Theeravitayalert | Director/ Member of the Audit Committee/ Independent Director |
| 4. Mr. Norachai Sripimol | Director/ Member of the Audit Committee/ Independent Director |
| 5. Mr. Chainarong Chanpalangsri | Director |
| 6. Mr. Cherdasak Wattanavijitkul | Director/ President |
| 7. Mr. Roongsak Boonchou | Director/ Executive Director |
| 8. Mr. Pathompol Saosap | Director/ Executive Director |

Director absent from the Meeting

- | | |
|--------------------------------|---|
| 1. Mrs. Kanoktip Chanpalangsri | Director/ Chairman of the Executive Board |
|--------------------------------|---|

Executives present at the Meeting

- | | |
|-----------------------------|--|
| 1. Ms. Sompis Saengrang | Vice President, Finance & Account |
| 2. Mr. Pol Kongsua | Vice President, Operation and Construction |
| 3. Ms. Nunnapas Srabongkoch | Assistant Vice President, International Business Development |

Other attendants

- | | |
|-----------------------------|-------------------------------------|
| 1. Miss Yupawadee Chaiya | Company Secretary |
| 2. Mr. Viroj Sajjathamnukul | D I A International Audit Co., Ltd. |

Ms. Yupawadee Chaiya, Company Secretary, explained that there were 64 shareholders and authorized persons who were present at the Meeting and 422 proxies; therefore, there were 486 shareholders in total, holding an aggregate of 257,100,041 shares, equivalent to 64.0828 percent of the total of 401,200,000 issued shares of the Company.

When the Meeting started, there were a total of 468 shareholders and proxies, holding 256,089,241 shares or it accounted for 63.8300 percent of total issued shares (issued shares of the Company totaled 401,200,000 shares). 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. At the registration for this Meeting, the Company had provided the ballots to the shareholders attending the Meeting in person and proxies authorized to vote. If any shareholders or proxies have not yet received the said ballots, they had to raise their hands to get the ballots from the meeting staff.

2. The Meeting would have consideration subject to the sequence of 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 would raise their hands, and introduce themselves. In case of a proxy, the shareholder's name that has authorized such proxy would be also introduced.

3. After reporting details of a particular agenda item, the shareholders would mark in their ballots, and return them to the meeting staff.

4. Every shareholder shall have one vote for one share. A shareholder with any special interest in any agenda item shall be ineligible to vote on it.

5. Resolutions for Agenda Items 1, 3, 4, 5 and 7 would be passed by the majority of votes of the shareholders attending the Meeting and casting their votes. The resolution for Agenda Item 6 would be passed by not less than two-thirds of the total votes of the shareholders attending the Meeting and casting their votes. 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.

6. In the agenda item regarding an election of directors, the Company permitted the shareholders to elect each individual director according to the ballots, which were separated into Agenda Item 5.1, 5.2 and 5.3.

7. To be in line with the best practice in arranging the shareholders' meeting by a listed company in respect with vote counting in the meeting, the Company assigned Quid Lab Company Limited to proceed with the vote counting. In this regard, one shareholder would be invited to be the witness to such vote counting.

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 2016 Annual General Meeting of Shareholders

The Chairman proposed the Meeting to consider and adopt the minutes of the 2016 Annual General Meeting of Shareholders held on April 27, 2016. 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 2016 Annual General Meeting of Shareholders as proposed by the following votes:

Approved	256,089,241	votes, representing	100	percent
Disapproved	0	votes, representing	0	percent
Abstained	0	votes		

Total number of shareholders present in this agenda: 468

Agenda 2: To acknowledge the 2016 operating performance of the Company

The Chairman assigned Mr. Cherdsak Wattanavijitkul, President, to report the operating performance of the Company and its subsidiaries for the fiscal year ended December 31, 2016 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, 2016, the income was recorded at Baht 672,397,342.34, and net profit at Baht 259,970,292.03. 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 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 2016
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	15 March 2013	73,966,966
2. Maewong Energy Co., Ltd. (MWE)	85.0	Amphoe Mae Wong, Nakhon Sawan	Husk and mixed wood	9.0/8.0 FiT	12 October 2015	65,175,170
3. Mahachai Green Power Co., Ltd. (MGP)	46.0	Amphoe Muang, Samut Sakhon	Coconut meal, shell and mixed wood	9.5/8.0 FiT	8 April 2016	38,459,406
4. Thung Sung Green Co., Ltd. (TSG)	65.0	Amphoe Thung Yai, Nakhon Si Thammarat	Rubber tree and palm oil	9.5/9.2 FiT	3 October 2016	16,513,828
Under construction						
5. Patthalung Green Power Co., Ltd. (PGP)	60.0	Amphoe Pak Phayun, Phatthalung	Rubber tree and palm oil	9.9/9.2 FiT	Under construction, which should be completed by Quarter 2/2017. As of 3 March 2017, the construction progress accounted for 84.17 percent.	
6. Satun Green Power Co., Ltd. (SGP)	51.0	Amphoe Khuan Kalong, Satun	Rubber tree and palm oil	9.9/9.2 FiT	Under construction, which should be completed by Quarter 3/2017. As of 3 March 2017, the construction progress accounted for 55.15 percent	
Under project development						

7. Pattani Green Co., Ltd. (PTG)	65.0	Amphoe Nong Chik, Pattani	Rubber tree and palm oil	23/21 Adder	Received EIA already, and under license development
8. TPCH Power 1 Co., Ltd. (TPCH1)	65.0	Amphoe Muang Yala, Yala	Rubber tree and palm oil	9.9/9.2 FiT	Signed the PPA with PEA already, and under license development.
9. TPCH Power 2 Co., Ltd. (TPCH2)	65.0	Amphoe Muang Yala, Yala	Rubber tree and palm oil	9.9/9.2 FiT	Signed the PPA with PEA already, and under license development
10. TPCH Power 5 Co., Ltd. (TPCH5)	65.0	Amphoe Muang, Narathiwat	Rubber tree and palm oil	6.6/6.3 FiT	Signed the PPA with PEA already, and under license development
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	Under process of submitting the proposal for electricity sale. Or.1 and Ror Ngor. 4 have been approved by the related authorities
12. PA Waste & Energy Co., Ltd. (PA)	45.0				Production and management of solid waste for electricity generation (under submitting an application for license)
Other subsidiaries					
13. TPCH Power 3 Co., Ltd. (TPCH3)	65.0				To tender the power plant bidding in the future
14. TPCH Power 4 Co., Ltd. (TPCH4)	65.0				To tender the power plant bidding in the future

The Chairman invited the shareholders to raise their questions or share their opinions toward this agenda item.

Mr. Amorn Kovanichcharoen (Shareholder) raised the questions about the electricity price and revenues of each power plant, which included Patthalung Power Plant and Satun Power Plant. Mr. Cherdsak Wattanavijitkul explained that a power plant in FiT system would normally receive the electricity price at Baht 4.54 per unit. However, the electricity price for power plants under Adder system could not be exactly specified as the base tariff has been changing from time to time. But, statistically, the electricity price was at Baht 3 per unit. For Pattani project (PTG1), it has been additionally subsidized by the Government amounting to Baht 1.30 per unit from the base tariff as it was located in the area of three southern border provinces. For TPCH Power 1 project (TPCH1) and TPCH Power 2 project (TPCH2), the Company won the bids by proposing the electricity price at Baht 3.10, and at Baht 3.42 per unit for TPCH Power 5 project (TPCH5). The revenue of each project was calculated by multiplying the production capacity units of each project and the electricity price of such power plant together.

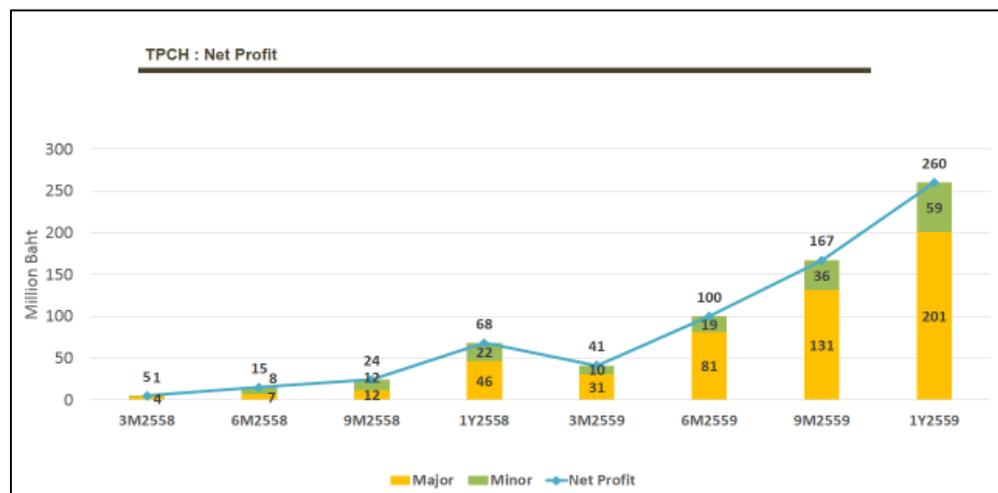
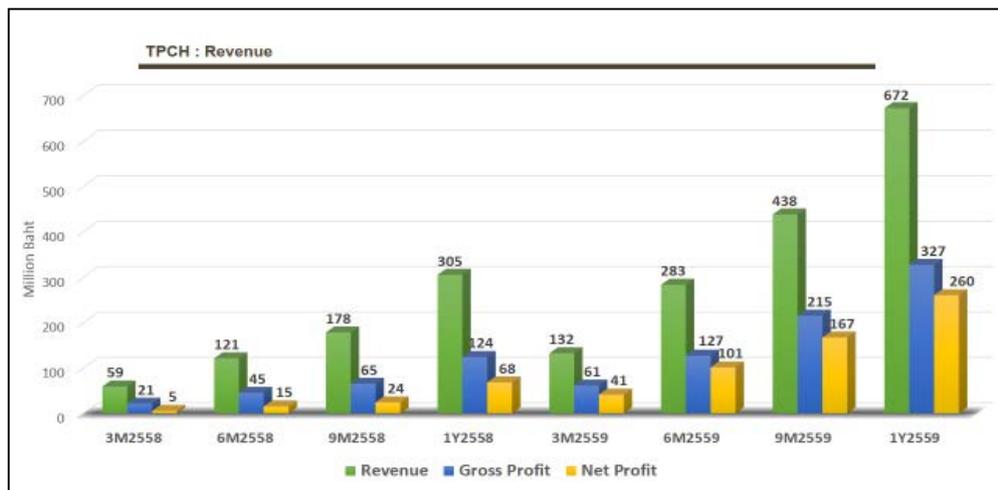
Mr. Amorn Kovanichcharoen requested for the management’s opinions about the projects that won the bids by offering a low electricity price if compared with other projects. The Chairman explained that the Company’s management had analyzed all related factors carefully to have the final price offered in bidding. The operating results of these projects were still satisfactory although the returns might be lower than other projects. Such bid winning also made the Company be more recognized. Mr. Chainarong Chanpalangsri added that the project acquisition made the Company stronger in the southern region. This also took the positive effect to the Company’s power of price control and adequacy of fuel supply there.

The Chairman proposed the Meeting to acknowledge the Company’s operating performance for the fiscal year of 2016.

Resolution: The Meeting acknowledged the Company’s operating performance for the year 2016 as per the details proposed.

Agenda 3: To consider and approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2016

The Chairman proposed the Meeting to consider and approve the consolidated financial statements of the Company for the fiscal year ended December 31, 2016 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	4,452,550,899.87
Liabilities	2,015,151,234.80
Shareholders' equity	2,437,399,665.07
Income	672,397,342.34
Gross profit	327,085,574.37
Profit	259,970,292.03

Resolution: The Meeting considered and approved the Company's consolidated financial statements for the fiscal year ended December 31, 2016 by the following votes:

Approved	256,605,541	votes, representing	99.9983 percent
Disapproved	400	votes, representing	0.0002 percent
Abstained	4,000	votes, representing	0.0016 percent

Total number of shareholders present in this agenda: 481

Agenda 4: To consider and approve the dividend payment from the operating performance ended December 31, 2016

The Chairman proposed the Meeting to consider and approve the dividend payment from the operating performance of the Company for the fiscal year ended December 31, 2016. The details were presented below.

As of December 31, 2016, the Company and its subsidiaries have earned the revenues amounting to Baht 672,397,342.34. Based on the separate financial statements, the Company has gained the revenues of Baht 100,999,920.00 while the profit from its operating performance amounted to Baht 70,100,391.46. Therefore, the Board of Directors of the Company deemed appropriate to pay the dividend from the operating performance in 2016 to the Company's shareholders at Baht 0.03 per share (Three Satang per share) or the total dividend payment amounted to Baht 12,036,000.00.

The Company has already set aside a legal reserve as required by law. The list of shareholders eligible to the dividend payment was fixed on May 8, 2017. The Company shall collect the list of shareholders by closing the share register book on May 9, 2017 and the dividend payment date was fixed at May 24, 2017. The Chairman, then, proposed the Meeting to consider and approve the dividend payment for the operating performance ended December 31, 2016.

Resolution: The Meeting approved the dividend payment for the operating performance on the fiscal year ended December 31, 2016 by the following votes:

Approved	243,192,441	votes, representing	94.7712 percent
Disapproved	13,383,100	votes, representing	5.2153 percent
Abstained	34,400	votes, representing	0.0134 percent

Total number of shareholders present in this agenda: 481

Agenda 6: To consider the remuneration of directors for the year 2017

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 2017 (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
Chairman of the Executive Board	-	780,000
Member of the Audit Committee and Independent Director	10,000	600,000
Director	10,000	540,000
Executive Director	-	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 has gained a profit from its operating performance; the bonus would be paid to the Board of Directors and other committees of the Company for not more than Baht 5,000,000 only. Each director and every member of each committee shall receive the bonus for only one title for which he/she received the highest amount of payment. Any director who was the Company's management was not permitted to receive the bonus. The meeting attendance fee and bonus for directors in the year 2017 were equivalent to the year 2016.

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

Approved 256,602,941 votes, representing 99.9973 percent

Disapproved	0	votes, representing	0	percent
Abstained	7,000	votes, representing	0.0027	percent

Total number of shareholders present in this agenda: 481

Agenda 7: 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 and the Board of Directors 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 auditor for the year 2017. The audit fee would not exceed Baht 1,180,000 per year, excluding other expenses incurred.

The Chairman added that since Mrs. Suvimol Krittayakiern has been the Company’s auditor for 5 consecutive years in 2016. Therefore, D I A International Audit Company Limited required that Mrs. Suvimol Krittayakiern be replaced by Mr. Nopparoek Pitsanuwong, the Certified Public Accountant No. 7764.

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	256,668,941	votes, representing	99.9490	percent
Disapproved	0	votes, representing	0	percent
Abstained	130,000	votes, representing	0.0510	percent

Total number of shareholders present in this agenda: 484

Agenda 8: Other business (if any)

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

Mr. Norakij enquired about the Company’s future investment plan. Mr. Cherdsak Wattanavijitkul explained the medium-term plan established (approximately 3 years or Year 2020), which was divided into 3 following parts:

- The Company has planned for investment expansion in biomass-fuelled power plant projects from 110 megawatts (excluding PTG2 project) to be 200 megawatts. For the difference of 90 megawatts, the Company would join the bids for SPP hybrid firm and VSPP semi-firm projects according to the government policy, which covered 589 megawatts. It was expected that the bids would be called in 2017.
- Regarding the waste energy, the Company has made an investment in Siam Power Company Limited (SP) in a 10MW-municipal solid waste power plant project at Nonthaburi Province. This project was listed in the Government’s Quick Win Plan as announced already. Now, it was in the process of reviewing the Private Investments in State Undertakings Act and the Act on the Maintenance of the Cleanliness and Orderliness of the Country.

- The Company has signed the MOU with the Laos Government to conduct an area survey for a 52-MW power plant project. The Company has engaged some experts to conduct a pre-feasibility study so that IRR could be initially assessed, which would be used for the Company's further decision on the project investment. It was expected that the pre-feasibility study would take 4 months, and the Company would decide whether or not the project investment was worthwhile.

The Chairman gave an additional explanation about Siam Power project that the Company has made an investment with a potential partners. This project has been run already. The project has obtained the Solid Waste Management Agreement from Nonthaburi PAO in the form of landfill that could offer the good heat capacity. Up to now, the machinery of the RDF production plant has been installed already. It was anticipated that the sales of RDF would start soon in order to gain some revenues while waiting for the power plant operation.

Mr. Samrit Prapawong (Proxy) wanted to have more details about Siam Power project, as well as the Solid Waste Management Agreement, project undertaking, fuel stability, RDF price, and types of fuel in the project.

Mr. Cherdsak Wattanavijitkul explained about the said project that the Company did not own the refuse landfill, which was a source of fuel, but it has made the Waste Management Agreement for the quantity of 3,000,000 tons of refuse with the expense at Baht 35 per 1 ton if being drawn for usage. The project has also bought another refuse landfill for more 800,000 tons of refuse. The total quantity of fuel was 3,800,000 tons now. For a 10-MW incinerary power plant under standard heat capacity, the fuel usage would be approximately 55,000 tons per year. From the calculation, the existing fuel was sufficient for this project around 25-30 years while the term of the Power Purchase Agreement was 20 years. Regarding the RDF price, it depended on heat capacity; thus, the price could not be fixed exactly. However, the main purpose of RDF production was to obtain some fuel for the project. The selling of RDF at this moment was to earn some revenues to pay for the project expenses during the project development process. Based on the calculation, using RDF in the project could give better returns than selling it. The project used the refuse from those existing landfills only and it was sufficient. Such refuse was not the daily garbage from communities.

Mr. Samrit asked why the electricity price in RDF form in the waste project was quite higher than the electricity price in biomass projects.

Mr. Cherdsak Wattanavijitkul explained that the electricity price depended on the investment price of each power plant type per megawatt. The investment in the incinerary power plant was high, so the electricity price became higher as well.

Mr. Roongsak Boonchou added that, in Adder system, the base tariff was approximately Baht 3. However, for a biomass power plan, an Adder would be increased for another 30 Satang or the electricity price was at Baht 3.30. Meanwhile, for an incinerary power plant generating more than 3 megawatts, an Adder would be Baht 3.50, which would also include the base tariff of Baht 3, so the total electricity price would be approximately Baht 6.50. However, regarding an electricity price in FiT system for an incinerary power plant, the electricity price became lower due to better technologies used in the project and cheaper price of such technologies. As a result, the electricity price was adjusted to be Baht 5.78, which was still high.

The Chairman added that the Government has encouraged the private sector to make investments. The Government has also encouraged the waste disposal due to a large amount of waste in the country. The electricity price was set high to motivate the private investment.

Mr. Chatchawal Dilokworapat (Shareholder) wanted the Company to confirm the date of closing the share register book, which would be the last date of purchasing shares to receive the dividend. The Chairman asked the coordinator and confirmed that such date was fixed on May 9, 2017. Mr. Chatchawal also enquired about the date the Company would issue its Q1/2017 financial

statements. The Chairman clarified that the Company would have the meeting to certify its financial statements on May 8, and to notify them on May 9, 2017.

Mr. Thepparat Suwannarat (Shareholder) praised the Company that it had the good operation policy. The management spoke truth and acted truly. The business operation has been transparent. Then, he asked for the management's opinions in 2 following issues:

1. What was the Company's plan to seek for an investment fund in order to acquire the power plant projects as planned? Did the Company have enough money? Was it likely to increase the capital?

The Chairman shared his opinion about the capital increase that the Company's management has been considering several financial alternatives, e.g. additional debt creation or capital increase. However, the Company has not yet decided on any alternative.

2. Would the machinery in Siam Power project for the RDF production be able to produce the sufficient fuel for generating the electricity for the project? Would the generated electricity be sold to other external clients?

The Chairman explained that the main objective of RDF production was to obtain the fuel for the project only. The selling of RDF at this moment was to earn some revenues for project expenses during the project development, e.g. expenses for personnel. When the power plant commenced its operation, such fuel would not be sold to anyone.

Mr. Thepparat Suwannarat raised more questions, which were separated into 4 issues:

1. Did the Company have the adequate fund for future projects?

Mr. Cherdasak Wattanavijitkul explained that the Company had some money from the fund-raising when it was listed on the SET in an aggregate of Baht 1,100 million, which was sufficient to establish the power plants with a total capacity of 150 megawatts. This fund was definitely sufficient for the existing projects. The Company has also earned more revenues from some power plants that have begun their commercial operation. For other financial channels, Mr. Cherdasak had the same opinion to the Chairman that the Company has been considering the possible financial alternatives.

2. How about the financial statements in each quarter? Would the operating performance of the Company continue high in next four or five quarters?

Mr. Cherdasak Wattanavijitkul explained that, either high or low operating performance, we should focus on the production capacity of each power plant in each quarter. In Quarter 1, Thung Sung project has operated by its full capacity. Phattalung power plant (PGP) has achieved its commercial operation date in Quarter 2. Satun power plant (SGP) has achieved its commercial operation date in Quarter 3. In 2018, the production capacity would be increasing for 50 megawatts from TPCH1 project and TPCH2 project at Yala, TPCH5 project at Narathiwat, and Pattani 1 project.

3. For the Company's investment in the hydropower project in Laos, would the Company seek for other joint investors because this was its new business direction?

Mr. Cherdasak Wattanavijitkul mentioned about Chang Raek project that was the Company's first project that, at that time, the Company has had no expertise in biomass energy, but it decided to make investment as it foresaw the business prosperity. Up to now, the hydropower project in Laos was on the feasibility study before making decision whether the Company would invest in it or not. Now, the Company held 100% of shares. However, the Company was pleased to consider other joint investors in the future.

4. To what extent did the joint investor in Siam Power project have expertise and potential?

The Chairman explained that the joint investor of Siam Power project was the businessman who was interested in making investments in several businesses. He has proceeded with this project for long before having chance to negotiate with the Company about such joint investment. The Company considered that this project had the good potential so it decided to join this investment.

Mr. Thepparat additionally proposed that, on last year, the site visit at Mahachai Green power plant allowed the shareholders to have better understanding. He wanted the Company to arrange the site visit at the RDF plant of Siam Power to enable them to have more knowledge about the RDF plant.

The Chairman informed that the Company's directors planned to visit the RDF plant. If any shareholders felt interested in this site visit, they might form the group and propose it to the Company so that the Company would help coordinate for their visit.

The Chairman stated that the Company has always valued every shareholder, either minor or major shareholder. He wished that every shareholder would be involved in making decision, and leading the Company to a good direction with stability and sustainability under the public interest.

When no shareholders raised other further questions or comments, the Chairman extended his appreciation to the shareholders. The Meeting was adjourned at 11.29 hrs.


signed _____ Chairman of the Meeting

(Dr. Thanu Kulachol)


signed _____ Secretary to the Meeting

(Miss Yupawadee Chaiya)

Documents or Evidence Proving the Status of Shareholders or Shareholders' Representatives Eligible to Attend the Meeting of Shareholders of the Company

The policy of the Board of Governors of The Stock Exchange of Thailand dated 19 February 1999 regarding good practices for holding of a shareholders' meeting aims to establish best practices for listed companies, which leads to confidence in shareholders, investors and all relevant parties, and to ensure that the shareholders' meeting of listed companies is transparent, equitable and beneficial to the shareholders. Accordingly, the Company believes that an inspection of documents or evidence verifying the identities of the shareholders or their representatives eligible to attend the meeting should be observed by the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- (a) Identification card of the shareholder (personal I.D. or government officer identification card or state enterprise officer identification card).
- (b) In case of proxy, identification card of the proxy grantor, and identification card or passport of the proxy holder (in case of the foreign proxy).

1.2 Non-Thai nationality

- (a) Passport of the shareholder.
- (b) In case of proxy, passport of the proxy grantor, and identification card or passport of the proxy holder (in case of the foreign proxy).

2. Juristic Person

2.1 A juristic person registered in Thailand

- (a) Corporate affidavit issued by the Department of Business Development, Ministry of Commerce for not later than 30 days.
- (b) Identification card or passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

2.2 A juristic person registered outside Thailand

- (a) Corporate affidavit.
- (b) Identification card or passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

A copy of documents must be certified true copy. In case of any documents or evidence produced or executed outside Thailand, such documents or evidence should be notarized by notary public.

The shareholders or proxy holders can register and submit all related documents or evidence for inspection at the meeting room from 09.00 hrs. on April 26, 2017 onward.

Note:

The shareholders who are unable to present at the 2017 Annual General Meeting of Shareholders may authorize any independent director of the Company to attend and vote in the Meeting on their behalf by submitting the completed proxy to TPC Power Holding Public Company Limited, 2, 4 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok 10230.

**The Company's Articles of Association
with regard to the Meeting of Shareholders and Voting**

1. Calling the meeting

Section 4, Article 34 The general meeting of the shareholders of the Company shall be held at the registered office of the Company or at any adjacent province or at such other place as the directors may decide.

Section 4, Article 36 In calling a shareholders' meeting, the board of directors shall prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, including the opinions of the board of directors for such matters; deliver the above notice to the shareholders at least seven (7) days prior to the date of the meeting; and publish the above notice in a newspaper for 3 consecutive days and at least 3 days prior to the date of the meeting.

2. Granting of proxy

Section 4, Article 38 At any shareholders' meeting, the shareholders may appoint any other person who is sui juris as proxy present and voting on his/her behalf. The proxy form must be dated and signed by the principal and shall comply with the form as prescribed by the registrar. The proxy form must be submitted to chairman of the board of directors or other person designated by the chairman at the meeting venue before the proxy attending the meeting. The proxy form must contain at least the following details:

- a. Number of shares held by such proxy grantor
- b. Name of the proxy holder
- c. Serial number of meeting authorized to attend and voting on behalf of the shareholder

3. Meeting procedure

Section 4, Article 39 The meeting of shareholders shall be conducted in accordance with the sequence of agenda items as specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-thirds of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The

notice calling the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.

Section 4, Article 40 The chairman of the board of directors has a duty to be the chairman of the meeting. In case the chairman of the board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one of the shareholders to be the chairman of such meeting.

4. Quorum

Section 4, Article 37 In order to constitute a quorum, there must be at least twenty-five (25) shareholders and proxies (if any) attending at a shareholders' meeting or at least one half of the total number of shares sold or not less than a half of total number of shareholders and proxies holding not less than one-thirds of the total number of the Company's shares sold.

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, if such shareholders' meeting is called by the request of the shareholders, such meeting shall be cancelled, but if such shareholders' meeting was not called by the request of the shareholders, the board of directors shall call for another meeting by sending a notice to the shareholders at least 7 days prior to the date of the meeting. At the subsequent meeting, a quorum as stated above is not required.

5. Voting

Section 4, Article 41 In voting, the shareholders shall have votes equal to the number of shares held by them. One share is entitled to one vote.

A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

Section 4, Article 42 In an ordinary event, a resolution or approval in the meeting of the shareholder shall count the majority vote of the shareholders who attend the meeting and have the rights to vote, except defined otherwise in this Articles of Association or other cases as defined by law or in the following events, shall count a vote of not less than three-fourths (3/4) of shareholders present at the meeting and entitled to vote:

- (a) Sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
- (b) Purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
- (c) Entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or the amalgamation of the businesses with other persons for sharing profit and loss;

- (d) Amendment, modification or addition of the Memorandum or Articles of Association of the Company;
- (e) Increase or decrease of capital or issuance of debentures;
- (f) Issuance of debentures
- (g) Amalgamation or dissolution of the Company.

Form of Proxy, Form A.

Made at

Date Month Year

(1) I/We nationality
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

(2) being a shareholder of TPC Power Holding Public Company Limited, holding
shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at No.
..... Road, Tambol/Kwaeng, Amphur/Khet
Province, Postal Code, or

(2) age years, residing/located at No.
..... Road, Tambol/Kwaeng, Amphur/Khet
Province, Postal Code, or

(3) age years, residing/located at No.
..... Road, Tambol/Kwaeng, Amphur/Khet
Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

Made at

Date Month Year

(1) I/We nationality
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

(2) being a shareholder of TPC Power Holding Public Company Limited, holding
 shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(2) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(3) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no 1 To certify the minutes of the 2017 Annual General Meeting of Shareholders
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 2 To consider and approve the subsidiaries' investment in the construction of biomass power plants
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 3 To consider and approve the subsidiaries' entry into a construction contract for the construction of a biomass power plant with a connected person
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no. 4 To consider granting ratification to the subsidiaries' purchase of land from a connected person
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 5 To consider and approve the subsidiaries' additional purchase of land from a connected person
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 6 Other business (if any)
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

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

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of TPC Power Holding Public Company Limited.

For the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Form of Proxy, Form C.

Made at

Date Month Year

(1) We
 located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code
 in our capacity as the custodian for,

being a shareholder of TPC Power Holding Public Company Limited, holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(2) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code, or

(3) age years,
 residing/located at No., Road, Tambol/Kwaeng
 Amphur/Khet, Province, Postal Code

any one of them as our proxy to attend and vote on our behalf the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
 - The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: shares in total, which are entitled to cast votes; and
 - Preferred shares: shares in total, which are entitled to cast votes,
- Total: votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- Agenda no. 1 To certify the minutes of the 2017 Annual General Meeting of Shareholders
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 2 To consider and approve the subsidiaries' investment in the construction of biomass power plants
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 3 To consider and approve the subsidiaries' entry into a construction contract for the construction of a biomass power plant with a connected person
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 4 To consider granting ratification to the subsidiaries' purchase of land from a connected person
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 5 To consider and approve the subsidiaries' additional purchase of land from a connected person
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 6 Other business (if any).
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Attachment to Proxy Form C.

A proxy is granted by a shareholder of TPC Power Holding Public Company Limited.

For the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on 29 September 2017 at 10.00 a.m. at Magic Room 3, 2nd Floor, Miracle Grand Convention Hotel, Bangkok or such other date, time and place as may be adjourned.

-
- Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
 - Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
 - Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
 - Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
 - Agenda no. re:
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

Profiles of Independent Directors for Proxy Case

Name-Surname:	Dr. Thanu Kulachol	
Age:	76 years	
Nationality:	Thai	
Address:	70/44 Moo 5, Khwaeng Khlong Kum, Khet Bueng Kum, Bangkok	
Education:	<ul style="list-style-type: none"> - Advanced Management Program, Harvard University - Doctor of Philosophy in Higher Education, Southern Illinois University - Master of Business Administration (Finance), Fairleigh Dickinson University - Bachelor degree in Business and Administration, Bangkok University - Diploma, National Defence College, Joint State-Private Sector Course, Class 2 	
Director Training/Seminar:	<ul style="list-style-type: none"> - Directors Accreditation Program (DAP), Year 2008 	
Work Experience:	<ul style="list-style-type: none"> - 1972-1975: Dean, Faculty of Business Administration - 1977-1988: Vice-Rector for Academic Affairs - 1988-2007: Rector, Bangkok University - 1996-2000: Senator - 2005-2007: Chairperson for Development of Assessment Systems for Higher Education - 2007-present: Rector Emeritus, Bangkok University - 2007-present: Chairman of the Board, Thai Polycons Public Company Limited - 2008-2011: Senator 	
Present position		
Listed companies (SET)	Chairman of TPC Power Holding Public Company Limited Chairman of Thai Polycons Public Company Limited	
Non-listed businesses	Rector Emeritus, Bangkok University	
Business which may cause the conflict of interest to the Company	- none -	
Type of director proposed for appointment:	Director and Independent Director	
Number of years while acting as director:	1 year and 11 months	
Shareholding in the Company:	58,000 ordinary shares	
Direct and indirect interest in businesses in which the	- none -	

**Company or its
subsidiaries are the party:**

**Number of meeting
attendance in 2016:** Attending 8 meetings for the total of 8 board meetings held

**Interest in agendas
proposed in this Meeting:**

Profiles of Independent Directors for Proxy Case



Name-Surname: Mrs. Boontipa Simaskull
Age: 69 years
Nationality: Thai
Address: 8/101 Soi Pradipat 15, Pradipat Road, Khwaeng Sam Sen
Education:
- Bachelor Degree, Faculty of Political Science, Chulalongkorn University
- Master Degree, International Economics University of Colorado
Director Training/Seminar: - Directors Accreditation Program (DAP), Class 107
Work Experience:
- 1992 – 1996: Deputy Director-General, Department of Foreign Trade
- 1996 – 2000: Inspector General, Department of Foreign Trade
- 2000 – 2002: Director-General, Department of Business Economics

Present position

Listed companies (SET) Independent Director and Chairman of the Audit Committee, TPC Power Holding Public Company Limited

Non-listed businesses Executive Director, Phuket Touch Company Limited

Business which may cause None

the conflict of interest to
the Company

Type of director proposed Director and Independent Director
for appointment:

Number of years while 1 year and 11 months
acting as director:

Shareholding in the 70,000 ordinary shares
Company:

Direct and indirect interest None

in businesses in which the
Company or its
subsidiaries are the party:

Number of meeting Attending 8 meetings for the total of 8 board meetings held

attendance in 2016: Attending 6 meetings for the total of 6 Audit Committee meetings held

Interest in agendas

proposed in this Meeting:

(This nominated person holds no position as director or executive in other businesses that may cause the conflicts of interest against the Company)

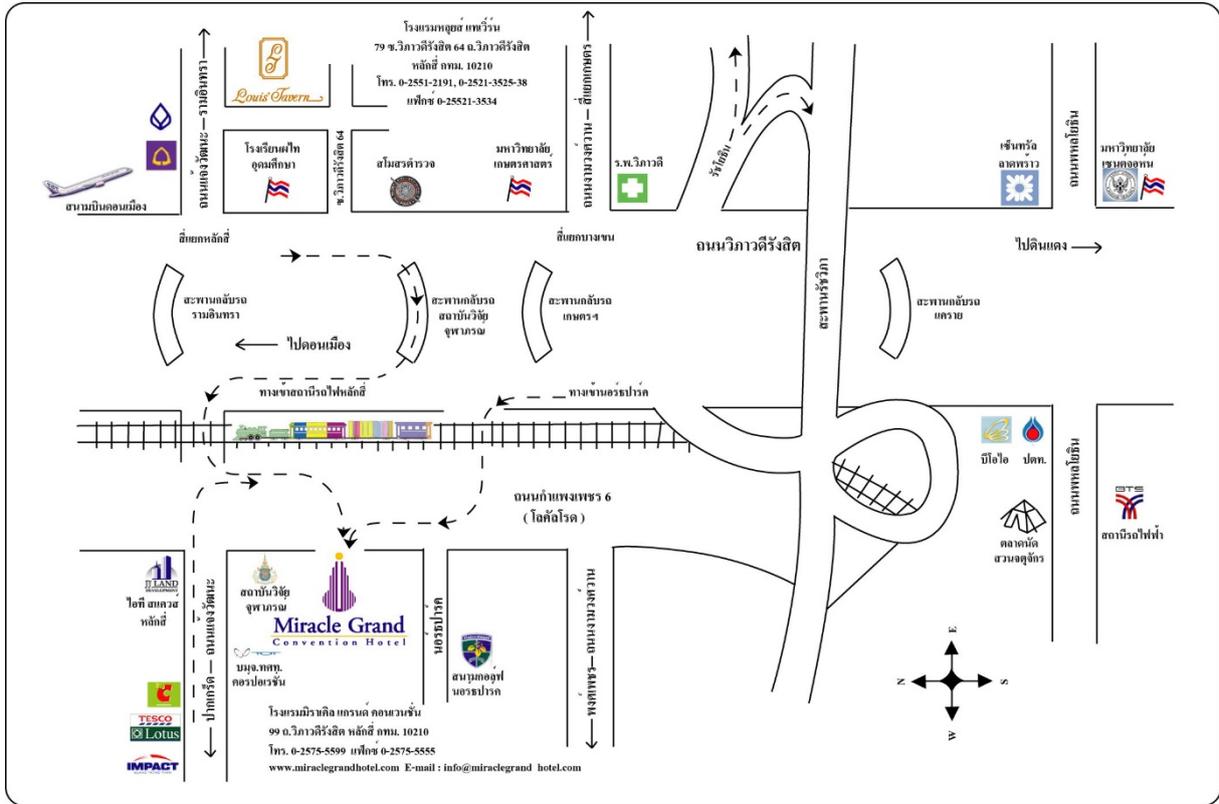
Name-Surname:	Mr. Thanwa Theeravitayalert	
Age:	60 years	
Nationality:	Thai	
Address:	60 Soi Tiwanon 36, Tambon Ta Sai, A. Muang Nonthaburi, Nonthaburi	
Education:	- Bachelor Degree, Accounting, Thammasat University - Bachelor Degree, Laws, Sukhothai Thammathirat University	
Director Training/Seminar:	- Directors Accreditation Program (DAP), Class 68	
Work Experience:	- 1980 – 2000: The Electricity Generating Authority of Thailand - 2000 – 2002: Audit and Management Consultant Company Limited 2004 – present: Designated Areas for Sustainable Tourism Administration (Public Organization)	
Present position		
Listed companies (SET)	Director, TPC Power Holding Public Company Limited	
Non-listed businesses	None	
Business which may cause the conflict of interest to the Company	None	
Type of director proposed for appointment:	None	
Number of years while acting as director:	2 years and 1 month	
Shareholding in the Company:	58,000 ordinary shares	
Direct and indirect interest in businesses in which the Company or its subsidiaries are the party:	None	
Number of meeting attendance in 2016:	Attending 7 meetings for the total of 8 board meetings held Attending 6 meetings for the total of 6 Audit Committee meetings held	
Interest in agendas proposed in this Meeting:		

(This nominated person holds no position as director or executive in other businesses that may cause the conflicts of interest against the Company)

Name-Surname:	Mr. Norachai Sripimol	
Age:	75 years	
Nationality:	Thai	
Address:	92/68 Soi Sareethai 29, Sareethai Road, Khet Bueng Kum, Bangkok	
Education:	<ul style="list-style-type: none"> - MBA (Finance), Fairleigh Dickinson University, USA - Bachelor Degree in Accounting, Chulalongkorn University - National Defence College (PorRorOr. Class 8) 	
Director Training/Seminar:	- Directors Accreditation Program (DAP), Class 118	
Work Experience:	<ul style="list-style-type: none"> - 2012 - 2012: Chairman of the Internal Audit Committee, NBTC - 2007 – 2009: Chairman of the Committee for Broadcasting and Telecommunications Research and Development Fund for the Public Interest - 2004 – 2006: Chairman of the State Audit Commission, Office of the Auditor General - 2002 - 2002: Member of the State Audit Commission, Office of the Auditor General - 2001 – 2002: Deputy Director, Bureau of the Budget 	
Present position	Executive Director, Royal Project Foundation	
Listed companies (SET)	Director, TPC Power Holding Public Company Limited	
Non-listed businesses	None	
Business which may cause the conflict of interest to the Company	None	
Type of director proposed for appointment:	None	
Number of years while acting as director:	1 year and 2 months	
Shareholding in the Company:	None	
Direct and indirect interest in businesses in which the Company or its subsidiaries are the party:	None	
Number of meeting attendance in 2016:	Attending 8 meetings for the total of 8 board meetings held	
Interest in agendas proposed in this Meeting:	Attending 6 meetings for the total of 6 Audit Committee meetings held	
	Being proposed to be the director of the Company In Agenda 5	

(This nominated person holds no position as director or executive in other businesses that may cause the conflicts of interest against the Company)

Map for Meeting Venue



The Extraordinary Meeting of Shareholders No.1/2017 on 29 September 2017 at 10.00 a.m.

At Miracle Grand Convention Hotel, Magic 3 Room, 2nd Floor

99 Vibhavadi-Rangsit Road, Lak Si, Don Muang, Bangkok 10210



ทีพีซี เพาเวอร์ โฮลดิ้ง
TPC POWER HOLDING

TPC Power Holding Public Company Limited

2,4 Soi Prasert-Manukitch 29, Yaek 8, Prasert-Manukitch Rd., Chorakhehua, Ladprao, Bangkok 10230

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