

Minutes of the Annual General Meeting of Shareholders for the Year 2018

of

Getabec Public Company Limited

The Meeting was convened on April 5, 2018 at 14.00 hours at Suan Luang 1-2 Room, Floor 1st, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250.

The directors who attended the Meeting were as follows:

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| 1. Assoc. Prof. Dr. Paritud Bhandhubanyong | Chairman of the Board of Directors/
Independent Director/ Audit Committee Member |
| 2. Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Chairman of the Audit Committee/Independent Director |
| 3. Dr. Kamol Takabut | Chairman of the Risk Management
Committee/Independent Director/Audit Committee Member |
| 4. Mr. Suchat Mongkhonaripong | Vice Chairman of the Board/Chief Executive Officer |
| 5. Miss Surang Mongkholaripong | Director |
| 6. Mr. Chalard Na Ranong | Director |

The Executive Officers who attended the Meeting were as follows:

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| 1. Mr. Pramuk Thanapornpun | Assistant Chief Executive Officer |
| 2. Mr. Prajint Kongsakorn | Vice President, Service and Spare Parts |
| 3. Mr. Theerasak Tengrumpung | Vice President, Operation |
| 4. Mr. Kessuda Yasothorn | Company Secretary and Secretary to the Board of Directors |
| 5. Mr. Suttipong Kaewsen | Sales Manager, Biomass and Waste to Energy Boiler |
| 6. Mr. Jeerasak Upan | Sales Manager, Getabec International Co., Ltd. |

The persons invited to attend the Meeting were as follows:

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| 1. Mr. Vichai Ruchitanont and his team | from ANS Audit Co., Ltd. as the Auditor |
| 2. Mr. Suphol Kaploydee and his team | from Asset Pro Management Co., Ltd. as the Financial
Advisor |
| 3. Mr. Somjit Sersansie and his team | from KTB Law Co., Ltd. as the Legal Advisor |

Mr. Thanabodhi Swasdisri, the Master of Ceremonies (the “MC”) informed the Meeting that the Chairman would carry out the Annual General Meeting of Shareholders for the Year 2018 in accordance with the meeting agendas specified in the Invitation Letter which has been sent to the shareholders in advance as follows:

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| Agenda 1 | To Certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017; |
| Agenda 2 | To Acknowledge the Performance of the Company for the Year 2017; |
| Agenda 3 | To Consider and Approve the Amendment to the Articles of Association of the Company; |
| Agenda 4 | To Consider and Approve the Company’s Financial Statements for the Year 2017 ending December 31, 2017 Audited by the Licensed Auditor and Reviewed by the Audit Committee; |
| Agenda 5 | To Consider and Approve the Allocation of the Net Profit as Legal Reserve for the Year 2017; |
| Agenda 6 | To Consider and Approve the Payment of Dividend for the Year 2017; |
| Agenda 7 | To Consider and Approve the Re-election of Directors who Retired by Rotation for the Year 2018 as the Company’s Director; |
| Agenda 8 | To Consider and Approve the Remuneration of the Directors for the Year 2018; |
| Agenda 9 | To Consider and Approve the Appointment and Remuneration of the Auditors for the Year 2018; and |
| Agenda 10 | Other Matters (if any). |

The MC explained the details of voting methods and vote counting of each meeting agenda as follows:

1. For voting methods, each shareholder shall have the number of votes equal to the number of shares held. One share equals to one vote, and each shareholder was entitled to cast the votes on each agenda to approve, disapprove or abstain. In this regard, each shareholder was entitled to cast the votes only in one choice otherwise the ballot would be regarded as void. In case of the votes cast by proxy, the proxy shall cast the votes by the same method except in case of the proxy of the foreign shareholders who appointed the custodians in Thailand to take deposit and take care of their shares. In such case the proxy shall cast the votes in accordance with the intentions of the shareholders as specified in the proxy form.
2. To count the votes cast in every agenda, a simple majority of votes was required unless otherwise required by law. The voting methods were divided into 4 parts as follows:

Part 1: Agenda number 1,4,5,6,7 and 9 were ordinary resolutions which required a simple majority of votes of the shareholders who attended the Meeting and cast their votes;

Part 2: Agenda 3 was the matter of consideration for the amendment to the Company's Articles of Association which required not less than three-fourths of the total number of votes of the shareholders who attended the meeting and were entitled to vote;

Part 3: Agenda 8 was the matter of consideration for the approval of the directors' remuneration for the year 2018 which required not less than two-thirds of the total number of votes of the shareholders who attended the meeting; and

Part 4: Agenda 2 was for acknowledgement which required no voting.
3. To ensure that the vote counting at the Meeting would go smoothly and quickly, the vote counting would be based on deduction of counting of "Disapprove" and "Abstain" votes from the total number of votes of the shareholders or the proxies who attended the meeting on each agenda. Any shareholder or proxy who wished to cast the vote to disapprove or abstain must raise his/her hand and the Company staff would collect his/her voting ballots. In case no shareholder proposed his/her opinion or raised objection or commented otherwise, it shall be deemed that the meeting had unanimously resolved to approve the agenda.
4. To ensure that the process of vote counting was transparent in accordance with the Company's code of conduct, the Company staff would collect all of the voting ballots simultaneously at the end of the Meeting. Any shareholder who wished to leave the meeting before the end of the meeting shall submit his/her ballots to the Company staff.
5. The Company set the session for questions to ensure that the Meeting was orderly carried out and the time used in each agenda was reasonable. Any shareholder who wished to ask a question shall raise his/her hand and such shareholder should ask the question when permitted by the Chairman and identify himself/herself by informing his/her name-surname and indicating that he/she was a shareholder or proxy to allow the Company to correctly and completely take the minutes of the Meeting. In addition, the shareholders were kindly requested to ask the questions which were relevant to each agenda. Other questions may be asked during Agenda 10 Other Matters (if any).

After that, the MC informed the Meeting that 29 shareholders of Getabec Public Company Limited (the "Company") holding a total number of 731,116,140 representing 76.16% of the total number of 960,000,000 shares sold were present, consisting of 17 shareholders holding 583,623,040 shares who attended the meeting in person and 12 shareholders holding 147,493,100 shares who attended the meeting by proxy, forming a quorum of the Meeting as required by Article 38 of the Articles of Association of the Company. Assoc. Prof. Dr. Paritud Bhandhubanyong, the Chairman of the Board of Directors was invited to open the Meeting.

Assoc. Prof. Dr. Paritud Bhandhubanyong, the Chairman of the Board of Directors, acting as the Chairman of the Meeting (the "Chairman") thanked all shareholders and proxies for attending the Annual General Meeting of Shareholders for the Year 2018 and opened the Annual General Meeting of Shareholders for the Year 2018.

The Meeting started at 14.00 hours

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017

The Chairman informed the Meeting that the Board of Directors of the Company had prepared and completed the minutes of the Annual General Meeting of Shareholders for the Year 2017 convened on Friday, April 21, 2017 within 14 days from the date of the Annual General Meeting. The Minutes was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law and published on the website of the Company (www.getabecboiler.com) as per the details in **Enclosure (1)** enclosed with the Letter of Invitation to the Annual General Meeting of Shareholders for the Year 2018 already sent to the shareholders

In this regard, after consideration, the Board of Directors of the Company was of the opinion that the minutes of the Annual General Meeting of Shareholders for the Year 2017 convened on Friday, April 21, 2017 was correctly and completely recorded and that the minutes of the Annual General Meeting of Shareholders for the Year 2017 should be certified by the Shareholders' Meeting.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to certify the said meeting minutes.

Resolution After consideration, the Meeting resolved to certify the minutes of the Annual General Meeting of Shareholders for the Year 2017 convened on Friday, April 21, 2017 as proposed by the Chairman by a majority of votes of the shareholders who attended the Meeting and cast their votes as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	731,768,240	100.00
Disapproved	0	0.00
Abstained	0	-
Total	731,768,240	100.00

Remark: While the Meeting was considering this Agenda, 4 additional shareholders holding 652,100 shares were present. Therefore, there were 33 shareholders attending the Meeting representing 731,768,240 shares.

Agenda 2 To Acknowledge the Performance of the Company for the Year 2017

The Chairman assigned Mr. Suchat Mongkhonaripong, the Vice Chairman of the Board, to summarize and propose the information on the performance of the Company for the previous year to the Shareholders' Meeting as per the details in CD ROM of **Enclosure (2)** enclosed with the Letter of Invitation to the Annual General Meeting of Shareholders for the Year 2018 already sent to the shareholders.

Mr. Suchat Mongkhonaripong informed the Meeting that in the previous year of 2017, Getabec Public Company Limited had income generated from contracts in the amount of Baht 1,193.03 Million which increased by 42.77% as a result of the expansion of market and increase of new customers and goods in order to expand the business growth in the future. The Company had income generated from services in the amount of Baht 169.48 Million which increased by 8.17% as a result of the constantly increased customer base of services. The Company had other income in 2017 in the amount of Baht 7.45 Million which decreased by 40.77%. The total amount of income of the Company in 2017 was Baht 1,369.96 Million which increased by 14.60%.

In 2017, the Company had gross profit of Baht 192.68 Million which decreased by 4.13% and net profit of Baht 43.19 Million which decreased by 40.74%. The gross profit margin and the net profit margin were 14.14% and 3.15% respectively.

The Company had total assets of Baht 1,051.59 Million which increased by 11.95% and total liability of Baht 416.48 Million which increased by 32% from the previous year.

In 2017, the Company had shareholders' equity of Baht 635.10 Million which increased by 1.81% from the previous year and the Company had the debt to equity ratio which increased to be 0.66 times.

Mr. Chayawat Karawawattana, the shareholder attending the Meeting in person asked why the net profit of the Company had decreased in the previous year and how the investments in the project work and the fundamental work were different.

Mr. Suchat Mongkhonaripong, the Chief Executive Officer, explained that the net profit of the Company had decreased because in 2017 the Company had tried to expand other business from the Company's fundamental work and had tried to invest in the business of project work such as the investment in the project of petrochemical industry etc. However, the investment in such project work had high rate of competition and the Company also needed to invest in the machinery for the manufacturing and to hire employees who had knowledge in the investment in the project work business. If the Company wished to gain profit, the Company would have fewer opportunity to be awarded. Therefore, the Company needed to reduce the net profit margin in order to increase the Company's opportunity to be awarded by offering the project work at a reasonable price to the customers.

Mr. Suchat Mongkhonaripong further explained that the Company's fundamental work was the manufacturing and distribution of boilers while the project work would depend on the industry in which the Company would invest such as petrochemical industrial project etc.

Mr. Jadet Thongtaweephorn, the shareholder attending the Meeting in person asked if the gross profit of the Company would increase and if the Government's policy to purchase electricity from biomass energy would affect the business of the Company.

Mr. Suchat Mongkhonaripong explained that the gross profit of the Company would depend on the performance of the Company. If the Company accepted more projects, the gross profit of the Company would decrease. At the same time, if the Company focused on the fundamental work of the Company, the gross profit of the Company would increase and the policy to purchase electricity from biomass energy of the Government would not affect the business of the Company.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to consider the next agenda as this Agenda did not require the voting.

Resolution After consideration, the Meeting acknowledged the performance of the Company for the Year 2017 as proposed by the Chairman. The voting was not required for this Agenda.

Agenda 3 To Consider and Approve the Amendment to the Articles of Association of the Company

The Chairman informed the Meeting that in order to comply with the Public Limited Company Act B.E. 2535 Section 100 amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) Re: "The Amendment of Certain Laws for Facilitating the Ease of Doing Business", the Board of Directors of the Company deemed as appropriate to propose to the Shareholders' Meeting to consider and approve the amendment to the Articles of Association Clause 36 by cancelling the original text and using the amended text as per the following details:

Original Text	Amended Text
<p>“Article 36 The board of directors must arrange to have an annual general meeting of shareholders held within four months from the end of the accounting year of the Company.</p> <p>Any meeting of shareholders other than the meeting under paragraph one shall be called extraordinary general meeting. The board of directors may call an extraordinary general meeting whenever it is considered appropriate.</p> <p>Shareholders holding shares in the aggregate number of not less than one-fifth of the total number of outstanding shares or not less than twenty five (25) shareholders holding shares in the aggregate number of not less than one-tenth (1/10) of the total outstanding shares may at any times altogether sign a written request asking the board of directors call an extraordinary general meeting of shareholders. In this regard, the reasons for calling the meeting must be also clearly specified in such written request. In such case, the board of directors must arrange to have the meeting held within one (1) month from the date of receipt of such written request from the shareholders.”</p>	<p>“Article 36 The board of directors must arrange to have an annual general meeting of shareholders held within four months from the end of the accounting year of the Company.</p> <p>Any meeting of shareholders other than the meeting under paragraph one shall be called extraordinary general meeting. The board of directors may call an extraordinary general meeting whenever it is considered appropriate.</p> <p>Any one or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total outstanding shares of the Company may altogether sign in a written request asking the board of directors call an extraordinary general meeting, in which the written request must be clearly specified the reasons for calling such meeting. In such case, the board must arrange to have the meeting held within forty five (45) days from the date of receipt of such written request from the shareholders.</p> <p>In case the board does not arrange to have the meeting held within the period of time specified under the third paragraph, the shareholders signing the written request or other shareholders altogether holding shares in the aggregation, as provided above, may themselves call the meeting within forty five (45) days from the end of the period as provided in the third paragraph. In this regard, such meeting shall be deemed as a meeting called by the board and the Company must be responsible for any necessary expenses occurred from the arrangement for calling the meeting. In addition, the board must facilitate or provide proper convenience as may deem appropriate.</p> <p>In case the meeting called in accordance with the fourth paragraph above could not form a quorum as provided under Article 38 of the Articles of Association, the shareholders as specified under the fourth paragraph must be mutually responsible to indemnify the expenses occurred from the arrangement for calling the meeting to the Company.”</p>

In this regard, after consideration, the Board of Directors was of the opinion that the Shareholders' Meeting should approve the amendment to the Articles of Association Clause 36 to comply with the law as per the details of the amended Articles of Association in Agenda 3 of the Letter of Invitation to the Annual General Meeting of Shareholders for the Year 2018 already sent to the Shareholders.

The MC explained to the Meeting that the amendment to Clause 36 of the Articles of Association was to give the shareholders of the Company who hold the number of shares as specified by the said

provision the opportunity to call the shareholders' meeting in the case that the directors of the Company fail to convene the shareholders' meeting as requested by the shareholders in writing within the fixed period.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to approve the amendment to the Articles of Association as per the details mentioned above.

Resolution After consideration, the Meeting resolved to approve the amendment to the Articles of Association as proposed by the Chairman by not least than three-fourths (3/4) of the total number of votes of the shareholders who attended and were entitled to vote as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	737,267,740	100.00
Disapproved	0	0.00
Abstained	0	0.00
Total	737,267,740	100.00

Remark: While the Meeting was considering this Agenda, 2 additional shareholders holding 5,499,500 shares were present. Therefore, there were 35 shareholders attending the Meeting representing 737,267,740 shares.

Agenda 4 To Consider and Approve the Company's Financial Statements for the Year 2017 ending December 31, 2017 Audited by the Licensed Auditor and Reviewed by the Audit Committee

The Chairman assigned Mr. Pramuk Thanapornpun, Assistant Chief Executive Officer, to summarize and present the information on the Company's Financial Statements for the Year 2017 ending December 31, 2017 and the audit's report for the Year 2017 ending December 31, 2017 as per the details in CD-ROM of Enclosure (2) of the Letter of Invitation to the Annual General Meeting of Shareholders 2018 already sent to the shareholders. The material details were as follows:

Mr. Pramuk Thanapornpun informed the Meeting that after consideration, the Board of Directors was of the opinion that it deemed as appropriate to propose to the Shareholders' Meeting to consider and approve the Company's Financial Statements for the Year 2017 ending December 31, 2017 audited by the licensed auditor and reviewed by the Audit Committee which could be summarized as follows:

Type of Auditor's Report	Unqualified Opinion
Key Audit Matter	Realization of income from construction contracts, provisions from guarantee, provisions from fine due to delayed work

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to approve the Company's Financial Statements for the Year 2017 ending December 31, 2017 audited by the licensed auditor and reviewed by the Audit Committee.

Resolution After consideration, the Meeting resolved to approve the Company's Financial Statements ending December 31, 2017 audited the licensed auditor and reviewed by the Audit Committee as proposed by the Chairman by a majority of votes of the shareholders who attended the Meeting and cast their votes as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	737,267,740	100.00
Disapproved	0	0.00
Abstained	0	-
Total	737,267,740	100.00

Agenda 5 To Consider and Approve the Allocation of the Net Profit as Legal Reserve for the Year 2017

The Chairman assigned Mr. Pramuk Thanapornpun, Assistant Chief Executive Officer to summarize and propose the details concerning the allocation of the net profit as legal reserve for the year 2017.

Mr. Pramuk Thanapornpun informed the Meeting that Section 116 of the Public Limited Company Act B.E. 2535 and Article 47 of the Company's Articles of Association specified that the Company shall allocate the net profit as legal reserve at a rate of not less than five (5) percent of yearly net profit deducted by the accumulated loss carried forward (if any) until the legal reserve reaches the amount of not less than ten (10) percent of the registered capital of the Company. After considering the performance of the Company, the Board of Directors found that the legal reserve has not reached the amount of not less than ten (10) percent of the registered capital of the Company. Therefore, the Board of Directors deemed as appropriate to propose to the Shareholders' Meeting to consider approving the allocation of the net profit as legal reserve of Baht 4,100,000 which shall not be less than 5 percent of the annual net profit as specified by law. After the allocation of the annual net profit as legal reserve for the year 2017, the Company shall have the total legal reserve of Baht 20,500,000.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to approve the allocation of the net profit as legal reserve for the year 2017.

Resolution After consideration, the Meeting resolved to approve the allocation of the net profit as legal reserve for the year 2017 as proposed by the Chairman by a majority of votes of the shareholders who attended the meeting and cast their votes as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	737,210,740	99.99
Disapproved	57,000	0.01
Abstained	0	-
Total	737,267,740	100.00

Agenda 6 To Consider and Approve the Payment of Dividend for the Year 2017

The Chairman assigned Mr. Pramuk Thanapornpun, Assistant Chief Executive Officer to summarize and propose the details concerning the payment of dividend for the year 2017.

Mr. Pramuk Thanapornpun informed the Meeting that the Company has the policy to pay dividend at a rate of not less than 40 percent of the net profit after the allocation of legal reserve according to the separate financial statements in each accounting period after deduction of corporate income tax and all types of reserves as specified by law provided that such payment of dividend shall not be in contrary to the Public Limited Company Act B.E. 2535.

After considering the Company's performance for the year ending December 31, 2017, the Company had the net profit of Baht 81,079,420 and the Company could pay the dividend after allocating the net profit of Baht 4,100,000 as legal reserve. Therefore, after consideration, the Board of Directors deemed as appropriate to propose to the Shareholders' Meeting to approve the payment of dividend by cash at a rate of Baht 0.033 per share for 960,000,000 ordinary shares from the net profit of the year 2017 and the accumulated profit. The total amount of dividend to be paid was Baht 31,680,000.

The Company fixed the Record Date for listing the names of the shareholders who were entitled to receive the dividend on April 18, 2018 and the dividend payment date on April 30, 2018.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to approve the payment of dividend for the year 2017.

Resolution After consideration, the Meeting resolved to approve the payment of dividend for the Year 2017 as proposed by the Chairman by a majority of votes of the shareholders who attended the Meeting and cast their votes.

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	737,210,740	99.99
Disapproved	57,000	0.01
Abstained	0	-
Total	737,267,740	100.00

Agenda 7 To Consider and Approve the Re-election of Directors who Retired by Rotation for the Year 2018 as the Company's Directors

The Chairman informed the Meeting that the Chairman was a director who retired by rotation for the year 2018 and was eligible for re-election as director for another term. The Chairman therefore assigned Mr. Suchat Mongkhonaripong, the Vice Chairman of the Board of Directors to chair the Meeting in this Agenda.

Before the Meeting started to consider this Agenda, Mr. Suchat Mongkhonaripong asked the directors who were nominated to be re-elected by the shareholders as director for another term to temporarily leave the meeting room in order to give the shareholders the opportunity to ask questions freely as per the details in **Enclosure (4)** enclosed with the Letter of Invitation to the Annual General Meeting of Shareholders for the Year 2018 already sent to the Shareholders.

Mr. Suchat Mongkhonaripong informed the Meeting that Section 71 of the Public Limited Company Act B.E. 2535 and Article 20 of the Company's Articles of Association specified that one-third (1/3) of the total number of directors shall be required to retire from their office by rotation at every annual general meeting of shareholders. If the number of directors is not a multiple of three (3), the number of directors closest to one-third (1/3) shall retire from the office and a retiring director may be re-elected. In this regard, the Company considered appointing the directors in replacement of the directors who retired by rotation for the year 2017. In this Annual General Meeting of Shareholders for the Year 2018, there were 2 directors who retired by rotation as follows:

- (1) Assoc. Prof. Dr. Paritud Bhandhubanyong Chairman of the Board/Independent Director
- (2) Dr. Kamol Takabut Chairman of the Risk Management Committee
/Independent Director

In this regard, after consideration based on the opinion of the Nomination and Remuneration Committee, the Board of Directors excluding the interested directors was of the opinion that the 2 directors who retired the office by rotation had knowledge and abilities in the management of the business which were suitable for the position of director and met full qualifications as required by law. The Board of Directors, therefore, proposed to the Shareholders' Meeting to re-elect Assoc. Prof. Dr. Paritud Bhandhubanyong and Dr. Kamol Takabut. the 2 directors as director of the Company and to resume other former positions for another term.

Mr. Suchat Mongkhonaripong additionally informed the Meeting that the Meeting was requested to vote for each person and this Agenda required an approval passed by a majority of votes of the shareholders who attended the Meeting and cast their votes.

Mr. Suchat Mongkhonaripong gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, Mr. Suchat Mongkhonaripong therefore asked the Meeting to vote to re-elect the directors who retired by rotation namely, Assoc. Prof. Dr. Paritud Bhandhubanyong and Dr. Kamol Takabut as director of the Company and to resume other former positions for another term.

Resolution After consideration, the Meeting resolved to approve the re-election of the directors who retired by rotation namely, Assoc. Prof. Dr. Paritud Bhandhubanyong and Dr. Kamol Takabut as director of the Company and to resume other former positions for another term as proposed by Mr. Suchat Mongkhonaripong by a majority of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

Name of Directors	Approved	Disapproved	Abstained	Total	Percentage (%)
(1) Assoc. Prof. Dr. Paritud Bhandhubanyong	737,271,740	0	-	737,271,740	100.00
(2) Dr. Kamol Takabut	737,271,740	0	-	737,271,740	100.00

Remark: While the Meeting was considering this Agenda, 1 additional shareholder holding 4,000 shares was present. Therefore, there were 36 shareholders attending the Meeting representing 737,271,740 shares.

Agenda 8 To Consider and Approve the Remuneration of the Directors for the Year 2018

The Chairman informed the Meeting that Section 90 of the Public Limited Company Act B.E. 2535 specified that a company shall not pay money or give any other assets to directors unless it is the payment of remuneration under the articles of association of the company and Article 25 paragraph one of the Company's Articles of Association specifies that the directors of the Company are entitled to receive remuneration from the Company according to the consideration and resolution of the Shareholders' Meeting. The remuneration may be fixed in a certain amount or may be paid according to specific regulations or changed from time to time or may be effective until the Shareholders' Meeting passes a resolution to change such remuneration. In addition, directors of the Company were also entitled to receive allowance and welfare according to the Company's regulations.

In this regard, the Chairman additionally informed the Meeting that, after consideration based on the opinions of the Nomination and Remuneration Committee, the Board of Directors deemed as appropriate to propose to the Shareholders' Meeting to approve the remuneration of the directors for the year 2018 as follows:

1. Rates of Monthly Remuneration and Meeting Allowance: The rates of monthly remuneration and meeting allowance shall be the same as the year 2017, and the rates of monthly remuneration of executive directors shall be the same as other directors at the amount of no more than Baht 2,500,000. (The total amount of Baht 2,340,000.00 was approved by the shareholders in the year 2017.) The details were as follows:

Position	2017		2018	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
<u>The Board of Directors</u>				
- Directors who are Chairman of the Board of Directors	30,000	10,000	30,000	10,000
- Directors who are Chairman of Sub-Committees	15,000	10,000	15,000	10,000
- Non-Executive Directors	10,000	10,000	10,000	10,000
- Executive Directors	-	10,000	10,000	10,000
<u>Audit Committee</u>				
- Chairman of Audit Committee	None	10,000	None	10,000

Position	2017		2018	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
- Audit Committee Members	None	10,000	None	10,000
<u>Risk Management Committee</u>				
- Chairman of Risk Management Committee	None	10,000	None	10,000
- Risk Management Committee Members	None	10,000	None	10,000
<u>Nomination and Compensation Committee</u>				
- Chairman of Nomination and Compensation Committee	None	10,000	None	10,000
- Nomination and Compensation Committee Members	None	10,000	None	10,000

- Note:**
1. The director of the Company who is the chairman of the Board and/or the chairman of the sub-committee shall be entitled to receive the remuneration fixed for his highest position only.
 2. The directors of the Company and the members of any sub-committee shall be entitled to receive the meeting allowance of each meeting of the Board/committee not more than once a month.
 3. The director who is the employee of the Company shall be entitled to monthly remuneration.

2. **Directors' Bonus for the Year 2018** The bonus shall be paid in the amount of not more than Baht 2,250,000 and the Board of Directors will have authority to consider the payment of bonus to the directors at the following ratio:

- Chairman of the Board of Directors 1.5
- Vice Chairman of the Board of Directors 1.25
- Chairman of Sub-Committees 1.25
- Directors 1.0

Each director shall be entitled to receive only one payment of bonus at the ratio fixed for his highest position in the Company, and the director whose term of office is less than one year shall receive remuneration in proportion of the time being in the position.

Mrs. Suphaphorn Bhuraphakusonsri, the shareholder attending the meeting in person asked, compared to last year, the Company did not determine the monthly remuneration for the executive directors why

the Company had to determine such remuneration in this year and moreover the executive directors were already entitled to have meeting allowance and salary as the executive officers.

The Chairman informed the shareholders that the executive directors had participated in the process of giving opinions and assisted in the businesses of the Company. Therefore, the Board of Directors deemed as appropriate to determine the monthly remuneration for the executive directors after considering the survey report on the remuneration of directors of the Thai Institute of Directors in comparison with the same industry.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to approve the directors' remuneration for the year 2018.

Resolution After consideration, the Meeting resolved to approve the directors' remuneration for the year 2018 as proposed by the Chairman by two-thirds of the total number of the votes of the shareholders who attended the Meeting as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	736,702,740	99.92
Disapproved	569,000	0.08
Abstained	0	0.00
Void Ballots	0	0.00
Total	737,271,740	100.00

Agenda 9 To Consider and Approve the Appointment and Remuneration of the Auditors for the Year 2018

The Chairman assigned Assoc. Prof. Dr. Aekkachai Nittayasetwat, the Chairman of Audit Committee to summarize and propose the details concerning the appointment and remuneration of the auditors for the year 2018 as per the details in **Enclosure (5)** enclosed with the Letter of Invitation to the Annual General Meeting of Shareholders for the Year 2018 already sent to the shareholders.

Assoc. Prof. Dr. Aekkachai Nittayasetwat informed the Meeting that Section 120 of the Public Limited Company Act B.E. 2535 specified that at an annual general meeting of shareholders of each year, there shall be an appointment of auditors and the determination of an audit fee of the company and in appointing an auditor, the former auditor may be re-appointed and Article 41 of the Company's Articles of Association specifies that the matters to be considered at the annual general meeting in (5) is to consider appointing the auditors and fix the remuneration. The Audit Committee considered and selected the auditors from ANS Audit Company Limited who are the Company's former auditors by taking their independence, performance and appropriateness of audit fee into consideration and was of the opinion that the Board of Directors should propose to the Shareholders' Meeting to appoint the former auditors of the Company as the auditors for the year 2018.

The Board of Directors considered and approved the proposal of the Audit Committee and accordingly proposed to the Annual General Meeting of Shareholders for the year 2018 to consider and approve the appointment of the auditors and the remuneration of the auditors for the year 2018 as follows:

- | | |
|------------------------------|------------------|
| 1. Mr.Atipong Atipongsakul | CPA No. 3500; or |
| 2. Mr.Vichai Ruchitanont | CPA No. 4054; or |
| 3. Mr.Sathien Vongsnan | CPA No. 3495; or |
| 4. Ms.Kultida Pasurakul | CPA No. 5946; or |
| 5. Mr.Yuttapong Chuamuangpan | CPA No. 9445. |

The audit fees for the year 2018 and quarterly review were Baht 2,700,000 (the audit fee for the year 2018 was higher than for the year 2017 which was Baht 2,600,000 at the amount of Baht 100,000).

Auditors' Remuneration	Year 2018	Year 2017
Audit Fee	2,700,000	2,600,000

In addition, the auditors proposed to be appointed did not have any relationship with or interest in the Company/subsidiaries/executive officers/majority shareholders or any other person related to the said persons. Therefore, the proposed auditors were considered independent in terms of auditing and proposing opinions in the financial statements of the Company.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore asked the Meeting to vote to appoint the auditors and determine the auditors' fee for the year 2018.

Resolution After consideration, the Meeting resolved to approve the appointment of the auditors and the determination of the auditors' fee for the year 2018 as proposed by the Chairman by a majority of votes of the shareholders who attended the Meeting and cast their votes as follows:

Voting	Number of Votes (1 share = 1 vote)	Percentage (%)
Approved	736,422,240	99.88
Disapproved	849,500	0.12
Abstained	0	-
Total	737,271,740	100.00

Agenda 10 Other matters (if any).

The Chairman informed the Meeting that there would be no voting in this agenda but this agenda was set in order to give the shareholders the opportunity to ask questions and/or propose recommendations which were beneficial to the Board of Directors and/or to allow the directors to explain the answers to the questions or doubts (if any).

In this regard, after consideration, the Board of Directors was of the opinion that this agenda was set in order to give the shareholders the opportunity to ask questions and/or propose recommendations which are beneficial to the Board of Directors and/or to allow the directors to explain the answers to the questions or doubts (if any).

Mr. Warasorn Worrataluck, the shareholder attending the Meeting in person, asked how the Company had determined the operating proportion of the Company's project works and fundamental works for the year 2018.

Mr. Suchat Mongkhonaripong explained that the operating proportion of the Company's project works and fundamental works depended on the business that the Company operated. If the Company had an opportunity to operate the Company's project works related to the core business of the Company, the Company should invest in those project works, such as petrochemical industry, food biotechnology project and renewable energy project. However, the Company still maintained the proportion of the fundamental works in order to keep the existing customers. In addition, the Company predicted that the amount of the Company's project works in this year would increase more than last year.

Mr. Jadet Thongtaweephorn, the shareholder attending the Meeting in person, asked the following:

Issue 1: Which group of industry the project works were in and after delivering the project works, what was the Company's plan for the sales and service?

Mr. Suchat Mongkhonaripong explained that the Company's projects were categorized into the group of business in which the Company invested, such as petrochemical industry, power plant and the large plant. In this regard, when the Company had built the plant and set up the boilers, the Company would warrant those plants and boilers for a period of one year from the date of purchase. In addition, after the 1 year period of warranty, the Company could charge the service fee from the customers. Additionally, the Company planned to expand the after sales service business due to the fact that the service could generate the gross profit which would increase every year. The Company planned to sell the project works together with the service to the customers (Sales and Service).

Issue 2: What was the proportion of the Company's overseas project works?

The Company had no overseas project works because there was the risk in terms of environment and the project works required a large number of personnel. Therefore, the Company would focus on the domestic project works first.

Issue 3: Did the Company have plan to organize the "Opportunity Day" this year?

Mr. Suphol Kaploydee, the Financial Advisor of the Company explained that the Company has intended to use the "Opportunity Day" for meeting investors and shareholders in all platforms of activities and had planned to organize the "Opportunity Day" twice a year in order to inform the investors and shareholders of the news and information. In this year, the Company had planned to organize this activity during the 1st quarter and the 3rd quarter, including meeting investors and shareholders in the Seminar for "Management of Listed Companies Meets Investors" (Dinner Talk) etc.

Issue 4: Due to the low gross profit of the project works, what was the Company's future plan on the project works?

Mr. Suchat Mongkhonaripong explained that for the general business, the first investment in the project works would have low gross profit because the Company had no experience in the management of the project. However, when the Company has invested in the next project, the gross profit would increase because the Company had more knowledge on the project works.

Mr. Warasorn Worrataluck, the shareholder attending the Meeting in person further asked how the Company plans for its future business growth.

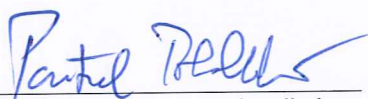
Mr. Suchat Mongkhonaripong explained that the Company would focus on the core business related to boilers including the sale of steam and lease of steam boilers. The Company determined the growth rate of the Company at 8-10% per annum.

The Chairman gave the Meeting the opportunity to ask question or propose additional opinion. As there was no shareholder asking question or proposing additional opinion, the Chairman therefore thanked all shareholders for attending the Meeting and giving recommendations which were beneficial to the Company and declared the Annual General Meeting of Shareholders for the Year 2018 closed.

The MC informed the Meeting that the Company shall prepare and complete the minutes of the Annual General Meeting for the Year 2018 within 14 days from the date of this Meeting and shall publish on the Company's website (www.getabecboiler.com). If any shareholder has any recommendation or amendment, please contact the Department of Investor Relation at Tel. 02-366-0400-7 within 30 days after the date of publication of the minutes of this Meeting.

The Meeting was closed at 15.23 Hours

Sincerely yours,



(Assoc. Prof. Dr. Paritud Bhandhubanyong)
Chairman of the Board of Directors
Getabec Public Company Limited