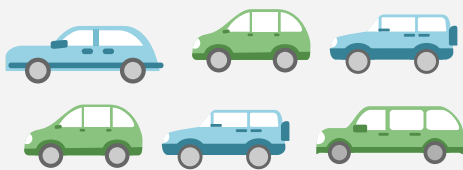
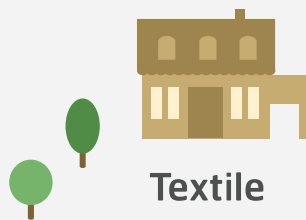


## หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562 INVITATION LETTER 2019

### OUR CUSTOMER GROUP



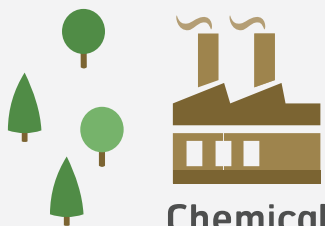
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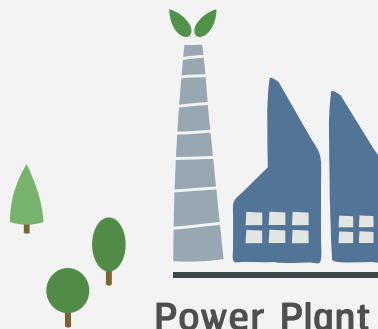
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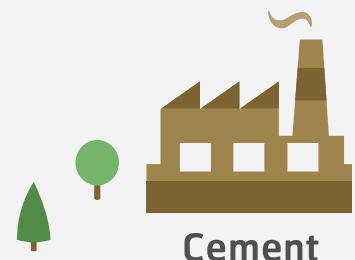
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Power Plant



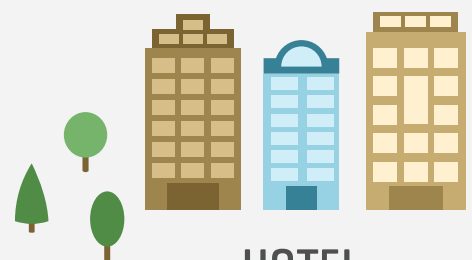
Cement



Food & Beverage



Petro



HOTEL



No. GTB005/2019

March 5, 2019

**Subject** Invitation to the Annual General Meeting of Shareholders for the Year 2019 of  
Getabec Public Company Limited

**To** Shareholders  
Getabec Public Company Limited

**Enclosures**

1. The Minutes of the Annual General Meeting for the Year 2018
2. Annual Report for the Year 2018 and the Financial Statements for the Year 2018 ending December 31, 2018 (CD-ROM)
3. Information of Persons who are Nominated to be Elected as Directors
4. Information of Persons who are Nominated to be Auditors
5. Information of the Changes to the Purposes for the Use of IPO Capital as Revealed on the Information Declaration Form
6. Guidelines for Proxy, Registration, Documents and Evidences of Right Required to be Presented by the Persons Attending the Meeting on the Date of Meeting
7. Company's Articles of Association concerning the Shareholders' Meeting
8. Three Proxy Forms (Form A, Form B and Form C)
9. Information of Company's Independent Directors who represents to be a Proxy of Shareholders
10. Procedures for Attending the Annual General Meeting of Shareholders for the Year 2019 and Voting Methods
11. Map of the Venue for the Annual General Meeting of Shareholders for the Year 2019

The Board of Directors of Getabec Public Company Limited ("**Company**") by its Meeting No. 2/2019 has resolved that the Annual General Meeting of Shareholders for the year 2019 is scheduled to be held on Tuesday, 23 April 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250 to consider the following agendas:

### **Agenda 1: To Certify the Minutes of the Annual General Meeting of Shareholders for the Year 2018 on April 5, 2018**

**Facts and Reasons** The minutes of the Annual General Meeting of Shareholders for the year 2018 convened on Thursday, April 5, 2018 has been prepared and completed by the Board of Directors of the Company within 14 days from the date of the Annual General Meeting of Shareholders. The Board of Directors of the Company has already submitted the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law and published the minutes on the website of the Company (www.getabecboiler.com).

#### **Board of Directors' Opinion**

The Board of Directors considered that the minutes of the Annual General Meeting of Shareholders for the year 2018 convened on Thursday, April 5, 2018 was correctly and completely recorded and that it shall be proposed to the Annual General Meeting of Shareholders to certify, as per the details in **Enclosure 1**.

**Voting** This resolution shall be adopted by majority of votes of the shareholders who attend the meeting and are entitled to vote.

### **Agenda 2: To Acknowledge the Performance of the Company for the Year 2018**

**Facts and Reasons** The Board of Directors has prepared the Performance Report for the year 2018 ending December 31, 2018 for the shareholders' acknowledgement of the Company's performance for the year 2018.

**Board of Directors' Opinion** The Board of Directors considered that the Shareholders' Meeting should acknowledge the report of the Company's performance for the year 2018, as per the details in **Enclosure (2)**.

**Voting** This agenda is for acknowledgement and does not require shareholders' voting.

### **Agenda 3: To Consider and Approve the Company's Financial Statements for the Year 2018 ending December 31, 2018 Audited by the Licensed Auditor and Reviewed by the Audit Committee**

**Facts and Reasons** In order to comply with the law, the Company has prepared the Financial Statements for the year 2018 ending December 31, 2018 and had it audited by the auditor prior to the submission for the approval of the Shareholders' Meeting.

In addition, the Company's Financial Statements ending December 31, 2018 has been reviewed by the Audit Committee and the Board of Directors of the Company and audited and certified by the licensed auditor.

**Board of Directors' Opinion** The Board of Directors of the Company considered that the Shareholders' Meeting should approve the Company's Financial Statements ending December 31, 2018 reviewed by the Audit Committee and the Board of Directors, and audited and certified by the licensed auditor, as per the details in **Enclosure (2)**

**Voting** The resolution of this agenda shall be adopted by majority of votes of the shareholders who attend the meeting and are entitled to vote.

#### **Agenda 4: To Consider and Approve the Allocation of the Net Profit as Legal Reserve for the Year 2018**

**Facts and Reasons** Section 116 of the Public Limited Company Act B.E. 2535 and Article 47 of the Company's Articles of Association specify 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. The Company, therefore, proposes for the approval of the allocation of the net profit as legal reserve of Baht 160,000 which shall not be less than 5 percent of the annual net profit as specified by law. After the allocation of the yearly net profit as legal reserve for the year 2018, the Company shall have the total legal reserve of Baht 20,660,000.00 in total.

**Board of Directors' Opinion** The Board of Directors considered that the Shareholders' Meeting should approve the allocation of the net profit as legal reserve for the year 2018 as mentioned above.

**Voting** The resolution of this agenda shall be adopted by majority of votes of the shareholders who attend the meeting and are entitled to vote.

#### **Agenda 5: To Consider and Approve the Payment of Dividend for the Year 2018**

**Facts and Reasons** The Company has the policy to pay dividend in each year at a rate of not less than 40 percent of the net profit according to the separated financial statements in each accounting period after deduction of corporate income tax and all types of reserves 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, 2018, the Company has the net profit and the Company can pay the dividend.

**Board of Directors' Opinion** The Board of Directors considered that the payment of dividend for the year 2018 to the shareholders should be proposed for the approval of the Shareholders' Meeting. The proposed dividend will be paid by cash at a rate of Baht 0.0104 per share for 960,000,000 ordinary shares from the net profit of the year 2018 and the retained earnings. The total amount of dividend to be paid is Baht 9,984,000. The amount translates to a dividend payout ratio of 314.82% of the annual profit for 2018 (individual financial statements) after the deduction of all reserves required by law. It accounts for 9.4% of unappropriated retained earnings before the dividend of the year 2018 is paid, which follows the dividend policy. The Company fixed the Record Date for listing the names of the shareholders who are entitled to receive the dividend on May 7, 2019 and the dividend payment date on May 23, 2019. However, the entitlement to receive the dividend of the Company is uncertain because it has to be approved by the Annual General Meeting of the Shareholders.

**Voting** The resolution of this agenda shall be adopted by majority of votes of the shareholders who attend the meeting and are entitled to vote.

## **Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2019**

**Facts and Reasons** Section 90 of the Public Limited Company Act B.E. 2535 specifies that a company shall not pay money or give any other property 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 are also entitled to receive allowance and welfare according to the Company's regulations.

For the purpose of determining the remuneration of directors for the year 2019, the Nomination and Remuneration Committee considered the report of survey of directors' remuneration of the Thai Institution of Directors by comparing with the businesses in the same industry as well as the Company's Business Plan and therefore, was of the opinion that the Board of Directors should propose to the Shareholders' Meeting to determine the remuneration of directors for the year 2019.

**Board of Directors' Opinion** The Board of Directors considered and passed the resolution in accordance with the proposal of the Nomination and Remuneration Committee and deemed as appropriate to seek for the approval of the directors' remuneration for the year 2019 of the Shareholders' Meeting as follows:

**1. The Rates of Monthly Remuneration and Meeting Allowance:** The rates of monthly remuneration and meeting allowance shall be the same as the year 2018, and at the amount of no more than Baht 2,500,000. The details of monthly remuneration and meeting allowance are as follows:

Position	2018		2019	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
<b><u>The Board of Directors</u></b>				
- 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	10,000
<b><u>Audit Committee</u></b>				
- Chairman of Audit Committee	None	10,000	None	10,000
- Audit Committee Members	None	10,000	None	10,000

Position	2018		2019	
	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Monthly Remuneration (Baht)	Meeting Allowance (Baht)
<b><u>Risk Management Committee</u></b>				
- Chairman of Risk Management Committee	None	10,000	None	10,000
- Risk Management Committee Members	None	10,000	None	10,000
<b><u>Nomination and Compensation Committee</u></b>				
- Chairman of Nomination and Compensation Committee	None	10,000	None	10000
- 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:** Bonus for the year 2019 shall be paid in the amount of not more than Baht 1,000,000 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	1.50
- Vice Chairman of the Board of Directors	1.25
- Chairman of Sub-Committees	1.25
- Directors	1.00

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.

**Voting** The resolution of this agenda shall be adopted by no less than two-thirds of total votes of the shareholders who attend the meeting.

**Agenda 7: To Consider and Approve the Re-Election of Directors who Retired by Rotation for the Year 2019 as the Company's Directors**

**Facts and Reasons** To comply with Section 71 of the Public Limited Company Act B.E. 2535 and Article 20 of the Company's Articles of Association which specify that one-third (1/3) of the total number of directors shall be required to retire from their office by rotation at every 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 2019. There are 3 directors who retired by rotation as follows:

- |                                |                                  |
|--------------------------------|----------------------------------|
| (1) Mr. Suchat Mongkhonaripong | Chief Executive Officer/Director |
| (2) Ms. Surang Mongkholaripong | Director                         |
| (3) Mrs. Hansa Bodipat         | Director                         |

In this regard, the Nomination and Remuneration Committee considered that the 3 directors who retire from their office by rotation for the year 2019 have knowledge and abilities suitable for the director position and meet the qualifications required by law and was of the opinion that the Board of Directors should propose to the Shareholders' Meeting to re-elect the 3 directors who retired by rotation, namely, (1) Mr. Suchat Mongkhonaripong (2) Ms. Surang Mongkholaripong and (3) Mrs. Hansa Bodipat.

**Board of Directors' Opinion** The Board of Directors excluding the interested directors considered and passed the resolution in accordance with the Nomination and Remuneration Committee's proposal to seek for the approval of the Shareholders' Meeting to re-elect (1) Mr. Suchat Mongkhonaripong (2) Ms. Surang Mongkholaripong and (3) Mrs. Hansa Bodipat as the directors of the Company and other positions for another one term as the said persons have knowledge and are suitable for the director position and also meet the requirements of qualifications specified by law, as per the details in **Enclosure (3)**.

**Voting** The resolution of this agenda shall be adopted by majority of votes of the shareholders who attend the meeting and are entitled to vote.

**Agenda 8: To Consider and Approve the Appointment and Remuneration of the Auditors for the Year 2019**

**Facts and Reasons** Section 120 of the Public Limited Company Act B.E. 2535 specifies that at an annual ordinary 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 2019.

**Board of Directors' Opinion** The Board of Directors considered and approved the proposal of the Audit Committee and accordingly requests the Annual General Meeting of Shareholders for the year 2019 to consider and approve the appointment of the auditors and the remuneration of the auditors for the year 2019 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

In the event that those auditors are unable to perform their duties, ANS Audit Company Limited is authorized to assign another of its auditors to perform the audit and express opinion on the Company's financial statements in their place. The audit fees for the Year 2019 and quarterly review is Baht 2,660,000.

Auditors' Remuneration	Year 2019	Year 2018
Audit Fee	2,660,000	2,700,000

In addition, the auditors proposed to be appointed do 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 are considered independent in terms of auditing and proposing opinions in the financial statements of the Company, as per the details in **Enclosure (4)**.

**Voting** The resolution of this agenda shall be adopted by the majority of the votes of the shareholders who attend the meeting and are entitled to vote.

**Agenda 9: To acknowledge the changes to the purposes of the IPO capital as revealed on the information declaration form**

**Facts and Reasons** The Board of Directors has approved certain changes to the purposes of the IPO capital. Following the changes, the capital or expenditure has been spread out as revealed on the information declaration form. The practice is in compliance with the criteria stated in Notification of the Securities and Exchange Commission No. Sor Jor. 63/2561 regarding Changes to the Purposes of IPO Capital according to the information declaration form for securities offering and draft prospectus.

**Board of Directors' Opinion** The Board of Directors considered the agenda and found that the changes were valid and would yield benefits to the Company and its shareholders. The changes made to the purposes of the IPO capital were of no significant implication, thus it was deemed advisable for the shareholders' meeting to acknowledge them. The changes can be summarized as follows.

### The sum in question

68.6 million baht

### Validity, benefits and cost-effectiveness

The capital or expenditure has been spread out, as revealed on the information declaration form, for a variety of purposes, including increase the production area and production capacity of the Rayong facility project, increase of production capacity of the Bang Phli facility Project, training center establishment project, Research and development on the combustion system project, set up the sale and service branch offices in Thailand and overseas project, invest and develop on the engineering design software and set up the engineering design office project. The Company has carried out adequate proceedings for the purposes intended, thus leaving the remaining capital to be used as the Company's working capital for improvement of financial liquidity in the business. Once the Company achieves improved financial well-being, the shareholders will consequently gain increased earnings through the dividend, if any.

### Post-change expenditure plan

The sum shall be used as working capital for the Company's business operations.

### Changes in the purposes of the capital

The changes in the purposes of the capital can be summarized as follows.

Purpose of the Capital	As of 23 Mar 2016	Amount Spent	Balance as of 31 Dec 2018	Post-change Amount
1..Investment on the enlargement of production area and production capacity of the Rayong facility	76.50	58.34	18.16	0.00
2. Investment on the increase of production capacity of the Bang Phli facility	9.75	3.10	6.65	0.00
3. Investment on the establishment of a training center	10.00	10.00	0.00	0.00
4. Investment on the research and development on the combustion system	7.00	1.79	5.21	0.00
5. Investment on the launch of sales and services offices in Thailand and overseas	25.00	4.10	20.90	0.00
6. Investment on the calculation and engineering design software development, and the formation of an engineering design unit	30.00	12.32	17.68	0.00
7. Working capital	107.12	80.23	26.89	95.49
<b>Total</b>	<b>265.37</b>	<b>169.88</b>	<b>95.49</b>	<b>95.49</b>

### Reasons and necessities

Summary of the reasons for the changes are listed in **Enclosure (5)**

**Voting** The agenda was for acknowledgement; therefore, no voting is required.

**Agenda 10: Other matters (if any).**

**Board of Directors' Opinion** This agenda is 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)

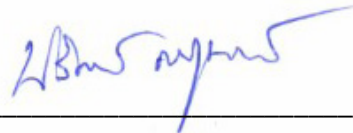
Any shareholder who wishes to give a proxy to other person to attend the meeting and vote on behalf of him shall fill in only one form of the proxy, as per details enclosed herewith as **Enclosure (8)** according to the Notification of the Department of Business Development on Forms of Proxy (No. 5) B.E. 2550 and affix stamp duty of Baht 20. The document or evidence proving the status of the shareholder or the representative of the shareholder who is entitled to attend the meeting as specified in **Enclosure (6)** shall also be submitted or presented.

In this regard, the shareholders can give a proxy to the Company's Independent Directors whose names and details are listed in the **Enclosure (9)** to attend the meeting and vote on behalf of the shareholders. Please kindly submit the proxy to the Company within April 19, 2019 or submit the said proxy to the registration staff at the meeting before attending the meeting.

All shareholders are invited to attend the Annual General Meeting of Shareholder for the year 2019 on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1st Floor, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250. The shareholders may read the steps for attending the meeting and voting in the **Enclosure (10)**. The map of the meeting venue is enclosed herewith as **Enclosure (11)**.

Yours sincerely

Getabec Public Company Limited



(Assoc. Prof. Dr. Paritud Bhandhubanyong)

Chairman of the Board of Directors

## 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 1<sup>st</sup>, 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:

- |   |  |
|---|--|
| 1. Assoc. Prof. Dr. Paritud Bhandhubanyong    | Chairman of the Board of Directors/<br>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<br>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:

- |                              |   |
|------------------------------|---|
| 1. Mr. Pramuk Thanapornpun   | Assistant Chief Executive Officer                         |
| 2. Mr. Prajin Kongsakorn     | Vice President of Service and Spare Parts                 |
| 3. Mr. Teerasak Tengrampuang | Vice President of Operation                               |
| 4. Mr. Kessuda Yasothorn     | Company Secretary and Secretary to the Board of Directors |
| 5. Mr. Suttiiphong Kaewsean  | Biomass Stream Boiler and Waste to Energy Sales Manager   |
| 6. Mr. Jeerasak Upan         | Sales Manager   |

### The persons invited to attend the Meeting were as follows:

- |  |   |
|--|---|
| 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<br>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:

- |          |  |
|----------|--|
| 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](http://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 time.

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 Thongtaweeporn, 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 (4) 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 considers 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 time 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 (4) 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 considers 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>



	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.”
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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 shareholders holding 4,000 shares were 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)
<b><u>The Board of Directors</u></b>				
- 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
<b><u>Audit Committee</u></b>				
- Chairman of Audit Committee	None	10,000	None	10,000
- Audit Committee Members	None	10,000	None	10,000
<b><u>Risk Management Committee</u></b>				
- Chairman of Risk Management Committee	None	10,000	None	10,000
- Risk Management Committee Members	None	10,000	None	10,000
<b><u>Nomination and Compensation Committee</u></b>				
- 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 that as in the previous 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 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 by comparing 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 Nittayagasetwat, 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 Nittayagasetwat 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 sale 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 sale 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 (Sale 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" in this year?

Mr. Suphol Kaploydee, the Financial Advisor of the Company explained that the 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 1<sup>st</sup> quarter to the 3<sup>rd</sup> 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 work, 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 work 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 work.

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](http://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

## Information of Persons who are Nominated to be Elected as Directors

### Mr. Suchat Mongkhonaripong

Director / Chief Executive Officer /  
Vice Chairman of the Board

Age 67 years

#### Education

Bachelor's degree Faculty of Engineering,  
Major in Mechanical Engineering,  
Chulalongkorn University

#### Shareholding (%)

59.99 %



#### Work experience in the past 5 years

1983 – present	Vice Chairman of the Board of Directors Chief Executive Officer and President Getabec Public Company Limited Type of business: Manufacturing, assembling and installation and distribution of steam boilers and combustion systems
2004 – present	Director Getabec International Company Limited Type of business: Managing the production and installation of steam boilers; and providing thermal engineering designs for large projects
1990 – present	Director German-Thai Boiler Engineering Cooperation Company Limited Out of the main business (Currently gaining income from property lease, including one that locates the second facility of Getabec Public Company Limited in Rayong)
2013 – present	Director Getabec Vietnam Company Limited Type of business: Importation, distribution, installation and a whole range of service of steam boilers and balance of plants in Vietnam
2003 – present	Director F 7 Rent Company Limited Type of business: Real estate leasing

#### Meeting attendance in 2018

Board of Directors meeting	5/6 times
Nomination and Remuneration Committee meeting	2/3 times

## Information of Persons who are Nominated to be Elected as Directors

### Miss Surang Mongkholaripong

Director

Age 58 years

#### Education

Certificate                      Mini-MBA,  
Faculty of Commerce and  
Accountancy,  
Thammasat University

Bachelor's degree              Faculty of Commerce and  
Accountancy,  
Thammasat University



#### Shareholding (%)

0.20%

#### Work experience in the past 5 years

2008 – present	Director Getabec Public Company Limited Type of business: Manufacturing, assembling and installation and distribution of steam boilers and combustion systems
2005 – present	Senior Vice President Krungthai Card Public Company Limited Type of business: Credit card, loan, etc.
1991 – 2003	Manager of International Consumer Card And Small Business Service Department American Express (Thai) Company Limited Type of business: Charge card, credit card and travel-related services

#### Meeting attendance in 2018

Board of Directors meeting	5/6 times
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## Information of Persons who are Nominated to be Elected as Directors

### Mrs. Hansa Bodipat

Director

Age 63 years

#### Education

Master's degree      MBA, Miami University,  
Oxford, Ohio, USA, 2526

Bachelor's degree      Faculty of Arts,  
Chulalongkorn University

#### Shareholding (%)

-



#### Work experience in the past 5 years

2015 – present      Director  
Getabec Public Company Limited  
Type of business: Manufacturing, assembling and installation and  
distribution of steam boilers and combustion systems

2000 – 2016      Senior Vice President, Compliance  
Standard Chartered Bank (Thai) Public Company Limited  
Type of business: Commercial bank

#### Meeting attendance in 2018

Board of Directors meeting

6/6 times

**Information of Persons who are Nominated to be Auditors**

**At the 2019 Annual Meeting of Shareholders of Getabec Public Company Limited**

List of licensed auditors from ANS Audit Co., Ltd.

No.	Name	CPA No.	A period of time of licensed auditors prescribed by Securities and Exchange Commission Thailand
1	Mr. Atipong Atipongsakul	3500	19/10/2017-18/10/2022
2	Mr. Vichai Ruchitanont	4054	25/12/2017-24/12/2022
3	Mr. Sathien Vongsnan	3495	29/08/2014-28/08/2019
4	Ms. Kultida Pasurakul	5946	27/10/2016-26/10/2021
5	Ms. Yuttapong Chuamuangpan	9445	26/09/2014-25/09/2019

**Information of the Changes to the Purposes for the Use of IPO Capital  
as Revealed on the Information Declaration Form  
Getabec Public Company Limited**

The Company issued a prospectus, submitted on 21 October 2015, regarding the Initial Public Offering. As of March 2016, the prospectus indicated the purposes and durations for budgeting of the raised capital for several projects ("IPO projects"), as follows:

Purpose of the Capital	Approximate amount (million baht)	Approximate duration for capital budgeting
1. To increase the production area and production capacity of the Rayong facility	76.50	Within 2017
2. To increase the production capacity of the Bang Phli facility	9.75	Within 2016
3. To establish the training center	10.00	Within 2017
4. To Research and develop the combustion system	7.00	Within 2017
5. To set up the sale and service branch offices in Thailand and overseas	25.00	Within 2017
6. To invest and develop on the engineering design software, and set up the engineering design office	30.00	Within 2017
7. Working capital	107.12*	Within 2016
<b>Total</b>	<b>265.37**</b>	

Remark \* The working capital refers to the amount acknowledged after the IPO was issued.

\*\* The total IPO capital raised in March 2016 after the deduction of related expenses.

### Utilization report of the capital raised from IPO at ending 31 December 2018

Purpose of the Capital	As of 23 Mar 2016	Amount Spent	Balance as of 31 Dec 2018
1. To increase the production area and production capacity of the Rayong facility	76.50	58.34	18.16
2. To increase the production capacity of the Bang Phli facility	9.75	3.10	6.65
3. To establish the training center	10.00	10.00	0.00
4. To Research and develop the combustion system	7.00	1.79	5.21
5. To set up the sale and service branch offices in Thailand and overseas	25.00	4.10	20.90
6. To invest and develop on the engineering design software, and set up the engineering design office	30.00	12.32	17.68
7. Working capital	107.02	80.23	26.89
<b>Total</b>	<b>265.37</b>	<b>169.88</b>	<b>95.49</b>

### Reasons and necessities for the changes to the purposes of the capital

#### 1. Increase the production area and production capacity of the Rayong facility project

1.1 Investment on equipment and machinery: The Company purchased most of the machinery from companies in China who manufacture high-quality machinery instead of Europe which can save the investment cost for some ten of Million Baht. According to the machinery review, some machinery was not cost effective to invest and could be replaced by outsourcing parts from domestic and/or international suppliers. The 50-100 mm thickness metal sheet rolling machines is an example.

1.2 Expansion of production area: The Company has expanded its production capacity with the construction of the Warehouse and Material Preparation building at the size of 1,440 square meter. The metal sheets and pipes which had been stock in the production building and the CNS cutting machine had been transfer to the new building. The material have been prepared in this building. As a result, there is more production area available in the production building and the new buildings. The construction of the new building started before the IPO. It was recorded as an asset as of 1 October 2016.

Furthermore, the Company has expanded the Warehouse and Material Preparation building for an additional 540 square meter and expand the outdoor working area by putting the reinforced concrete floor and the outdoor crane.



The Company has reviewed the project and found that the increase of production area and purchase of machinery for the Rayong facility were appropriate and adequate for the purpose intended. No additional investment on this project will be required in the near future.

**2. Increase of production capacity of the Bang Phli facility Project**

In order to leverage the capital, the Company has purchased only necessary equipment and machinery. It was considering sharing the machines with the Rayong facility and will relocate some employees' office in the production building to the new training center building once it is completed. As a result, it will be possible to utilize those office as the production area, making it not necessary to invest more on the project in the near future. Therefore, there is no additional investment will be required for this project in the near future.

**3. Training center establishment project**

The Company has constructed a training center building in the Bang Phli facility. The construction is now almost completed. All allocated budget has been spent for the purpose intended.

**4. Research and development on the combustion system project**

The Company has succeeded in the research and development on once-through boiler with a combustion system. It has also acquired the rights to use the information on biomass boilers and combustion system from the copyright owner. Therefore, there is no additional investment required for this project.

**5. Set up the sale and service branch offices in Thailand and overseas project**

The Company has set up a branch office in Khon Kaen and conducted a follow-up review. According to the review, office rental might be more economic than purchasing a new unit. Therefore, the Company has chosen to rent the office space instead of acquiring it.

For the operating costs, staffing and other expenses were taken into the calculation along with the rent of the office space. In this regard, the first two years' rent was taken into the calculation as part of the operating cost.

Considering the current situation in the market, the Company deemed it was inappropriate to set up more branch offices, thus no additional investment will be required for the project for the near future.

**6. Invest and develop on the engineering design software, and set up the engineering design office project**

The Company has reviewed its action plan and found that the existing software can be used for all operations carried out by the Company. Therefore, no additional investment will be required for the project in near future.

The Company does not require any more capital to be spent on the 6 projects mentioned in No.1 to No. 6 above. It is, however, currently working on large projects which require a lot of working capital. Since the participation in such tasks likely to bring better business performance and therefore great returns for the shareholders through the dividend, it was deemed advisable to change the purposes of the capital, particularly the remaining amount left from each project mentioned No.1 to No.6 of 68.6 million Baht to working capital (No. 7). All proceedings are set to complete by the end of April 2019. This case was a spread of capital or expenditure as revealed on the information declaration form and a change of the purposes of the capital with no significant implication.

The changes to the purposes of the capital can be summarized, as follows.

Purpose of the Capital	As of 23 Mar 2016	Amount Spent	Balance as of 31 Dec 2018	Post-change Amount
1. To increase the production area and production capacity of the Rayong facility	76.50	58.34	18.16	0.00
2. To increase the production capacity of the Bang Phli facility	9.75	3.10	6.65	0.00
3. To establish the training center	10.00	10.00	0.00	0.00
4. To Research and develop the combustion system	7.00	1.79	5.21	0.00
5. To set up the sale and service branch offices in Thailand and overseas	25.00	4.10	20.90	0.00
6. To invest and develop on the engineering design software, and set up the engineering design office	30.00	12.32	17.68	0.00
7. Working capital	107.12	80.23	26.89	95.49
<b>Total</b>	<b>265.37</b>	<b>169.88</b>	<b>95.49</b>	<b>95.49</b>

**Guidelines for Appointment of Proxy, Registration, Documents and Evidence of Right Required to be Presented by the Persons Attending the Annual General Meeting of Shareholders for the Year 2019 of Getabec Public Company Limited**

**Appointment of Proxy**

In case shareholder cannot attend the Annual General Meeting of Shareholders in person, the shareholder can appoint other person as their proxy to attend the Meeting and vote on the behalf. In this regard, there are 3 proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce as follows:

- (a) Proxy Form A is the general and simple form;
- (b) Proxy Form B is the form with fixed and specific details authorizing proxy (the grantor must specify the votes on each agenda in the proxy form completely); and
- (c) Proxy Form C is the form for the shareholders who are foreign investors and have appointed a custodian in Thailand.

In case the shareholders are foreign investors and have appointed a custodian in Thailand, they may either choose Proxy Form A, Form B or Form C. In addition, the shareholders (other than the shareholders who are foreign investors and have appointed a custodian in Thailand) may choose to use either Proxy Form A or Form B.

**Registration**

The Company will commence the registration from 12.00 hours onwards at the Meeting room. In this regard, the shareholders must present the following documents before attending the Meeting.

**Documents to be Presented on the Meeting Date**

**1. Individual shareholders**

1.1 In case the shareholders attend the Meeting in person, they must present the valid identification documents issued by the government agency which contains the picture of shareholders, e.g. the identification card, driving license or passport.

1.2 In case the shareholders appoint the proxy to attend the Meeting, the following documents are required:

- (a) The proxy form, correctly and completely filled in and signed by the grantor and the proxy;
- (b) Copy of the grantor's valid identification documents issued by the government agency as per the details specified in Clause 1.1, certified as true and correct copy by the grantor; and
- (c) The proxy's valid identification documents issued by the government agency as per the details specified in Clause 1.1.

## 2. Juristic Person Shareholders

2.1 In case the authorized representative of the shareholders attends the Meeting in person, the following documents are required:

(a) The authorized representative's valid identification documents issued by the government agency as per the details specified in Clause 1.1; and

(b) Copy of affidavit of the shareholders, certified as true and correct copy by the authorized representative, with the statement indicating that such authorized representative who attends the Meeting is empowered to act on behalf of such juristic shareholders.

2.2 In case the shareholders appoint the proxy to attend the Meeting, the following documents are required:

(a) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty;

(b) Copy of affidavit of the shareholders, certified as true and correct copy by the authorized representative, with the statement indicating that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholders; and

(c) Copy of authorized representative's valid identification documents issued by the government agency as per the details specified in Clause 1, certified as true and correct copy.

3. In case the shareholders are foreign investors or juristic persons established under foreign law, Clause 1 and 2 shall be applicable to those shareholders, as the case may be:

(a) Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic persons have been established or by their authorized officer. In this regard, the affidavit of the juristic persons must contain details regarding their name, name of the person authorized to sign on their behalf and relevant conditions or limitation and its registered office; and

(b) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified as true and correct copy by the authorized representative.

**Articles of Association**  
**of**  
**Getabec Public Company Limited**

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**Chapter 1**  
**General Provisions**

1. These Articles of Association shall be called the Articles of Association of Getabec Public Limited Company
2. The term “Company” in these Articles of Association means Getabec Public Company Limited unless otherwise specified.
3. Any other statement not mentioned in these Articles of Association shall be deemed and enforced under the provisions of law governing public limited companies and the securities and exchange in all respects.
4. If the Company or any subsidiary company agrees to enter into a connected transaction or transaction regarding the acquisition or disposition of assets of the Company or its subsidiary company, as defined by the Notifications of the Capital Market Supervisory Board of the Stock Exchange of Thailand governing the connected transaction or the acquisition or disposition of assets of the listed company, as the case may be, the Company shall comply with rules and regulations as specified by the said notifications on such matters.

**Chapter 5**  
**The Board of Directors**

18. The Company shall have the board of directors comprising at least five (5) directors to conduct the business of the Company and not less than half of them shall reside in the Kingdom of Thailand, and directors of the Company shall be eligible as required by law.  
  
It does not matter whether a director is a Company's shareholder.
19. The directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
  - (1) Each shareholder shall have a number of vote equal to one (1) share for one (1) vote
  - (2) Each shareholder may give all his votes according to (1) to elect one or several directors. If several persons are to be elected as director, the shareholder may not divide his/her votes among such persons.
  - (3) The persons receiving the highest votes in order shall be elected to fill the positions of directors as required, or to fill the vacancies during that particular election. In case the number of persons, who are elected in descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the Chairman shall have the casting vote.

20. 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, the number of directors closest to one-third (1/3) shall retire from their office.

A retiring director may be re-elected.

Directors who have to retire from their office during the first and second year after the Company has been registered shall be decided by drawing lots. For the successive years, directors who have been in offices for the longest period shall retire from their office.

21. Apart from vacating the office upon the expiry of his or her term, a director shall retire from the office upon:

(1) Death;

(2) Resignation;

(3) Lack of qualifications or possession of prohibited characteristics under the law governing public limited companies or the law on securities and exchange;

(4) Removal by a resolution of the shareholders' meeting under Clause 23; and

(5) Removal by a court order.

22. Any director wishing to resign from office shall submit his or her resignation letter to the Company, and the resignation shall be effective from the date on which the Company receives the resignation letter.

A director who has resigned under the first paragraph may also notify the Registrar of his or her resignation for the Registrar's information.

23. The shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the director's term by a vote of not less than three quarters (3/4) of the number of shareholders who attend the meeting and are entitled to vote and hold shares of not less than half of the number of shares held by the shareholders who attend the meeting and are entitled to vote.

24. In the case of a vacancy in the board of directors for reasons other than the expiration of the director's term of office, the board of directors shall elect a person who has the qualifications and who has no prohibited characteristics under the law governing public company limited or the law governing securities and exchange as the substitute director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two (2) months. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

The resolution of the board of directors under the first paragraph shall be adopted by a vote of not less than three-quarters (3/4) of the number of remaining directors.

25. Directors are entitled to receive a remuneration from the Company according to the consideration and resolution of the shareholders' meeting. The remuneration may be fixed amount or may be paid according to specific regulations or changed from time to time or may be effective until any change is made. Directors are also entitled to receive allowance and welfare according to the Company's regulations.

The message in the first clause will not affect the rights of a director who is appointed by employees or the Company's temporary staff regarding receiving remuneration and benefit as a Company's employee or temporary staff.

## **Chapter 6**

### **Shareholder Meeting**

36. The board of directors shall call a shareholders' meeting, which is an annual general meeting of shareholders within four (4) months after the last day of the fiscal year of the Company.

Shareholders' meeting other than the meeting mentioned in paragraph one shall be called extraordinary general meeting. The board of directors may call an extraordinary general meeting of shareholders at any time as the board consider expedient to do so.

One or several shareholder(s) holding shares in aggregate of not less than ten (10) percent of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five (45) days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph three, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five (45) days from the end of the period under paragraph three. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 38. of these, the shareholders under paragraph four shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

37. In calling a shareholders' meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors on the mentioned matters. The notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three (3) consecutive days at least three (3) days prior to the date of the meeting.

In addition, the location for shareholders' meeting could be the province of the company's headquarters, or any nearby province proposed by the board of directors.

38. In order to constitute a quorum at the shareholders' meeting, there shall be at least twenty-five (25) shareholders and proxies (if any) attending a shareholders' meeting or not less than one half of the total number of total shareholders and in either cases such shareholders shall hold shares amounting to not less than one-third (1/3) of the Company's total number of 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 the quorum as stated in the first paragraph, if such meeting was requested by the shareholders, such meeting shall be cancelled. If the meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for the meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

39. Chairman of the board of directors is Chairman of the shareholders' meeting. In a case when the Chairman is not in the meeting or cannot perform his or her duty and if there is a vice-chairman, the vice-chairman will act as Chairman. If there is no vice-chairman or he or she cannot perform the duty, the attending shareholders shall select one shareholder to be the Chairman of the meeting.

40. In voting at the shareholders' meeting, each share shall have one vote. Any shareholder having a special interest on the matter being resolved shall have no right to cast a vote on that matter, except in the event of voting to elect directors. The resolutions of a shareholders' meeting shall be passed in the following manners:

- (1) In ordinary event, the majority of votes of the shareholders present and casting their votes shall be required. In case of a tie, the Chairman of the meeting shall cast another vote as a final decision.
- (2) In the following events, no less than three quarters (3/4) of the votes of shareholders attending the meeting and being entitled to vote shall be required:
  - (a) Sale or transfer of the whole or essential parts of the business of the Company to other persons;
  - (b) The Company's purchase or acceptance of transfer of business of other companies or private companies;
  - (c) Making of, amendment to or termination of the contracts regarding the granting of a lease in whole or in essential parts of the business of the Company, the assignment of the management of the Company's business to any other persons or the amalgamation of business with other business for the purpose of profit and loss sharing;
  - (d) Amendment to the company's Memorandum of Association and Articles of Association;
  - (e) Capital increase and decrease;
  - (f) Dissolution of the Company;
  - (g) Issuance of debentures; and
  - (h) Merger and acquisition with other companies.



41. The matters to be considered or executed at the annual general meeting may be the followings:
- (1) Acknowledge reports of the board of directors concerning the operation of the Company's business for the past year;
  - (2) Approve the balance sheet and the financial statements of profit and loss for the past year;
  - (3) Approve the allocation of the profit as the legal reserve and payment of dividend;
  - (4) Approve the re-election of directors who retired by rotation and the remuneration of the directors;
  - (5) Approve the appointment and remuneration of the auditors; and
  - (6) Other matters (if any).

**Chapter 7**  
**Accounting, Finance and Accounting Audits**

42. The fiscal year of the Company shall commence from the 1<sup>st</sup> day of January to the 31<sup>st</sup> day of December of that same year.
43. The Company shall arrange to have the accounts prepared, maintained and audited in accordance with the law concerning therewith, and shall arrange to have a balance sheet and a profit and loss statements prepared at least once (1) in every fiscal year.
44. The board of directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the Company and submit the same to the annual general meeting of shareholders for approval. In this regard, the board of directors shall ensure that those balance sheet and profit and loss account would be audited by licensed auditors prior to submission to the shareholders' meeting for approval.
45. The board of directors shall send the following documents to the shareholders together with the invitation letter to attend the annual general meeting:
- (1) Copies of the audited balance sheet and profit and loss statements together with the report from the auditor; and
  - (2) Annual report of the board of directors and various related documents.

46. No dividend shall be paid other than out of profits. No dividend may be paid if the Company has still accumulated loss.

Dividends shall be allocated equally according to the amount of shares unless determined otherwise for the preference shares. The payment of dividend shall be subject approval of the shareholders' meeting.

The board of directors may from time to time pay to the shareholders such interim dividends as appeared to the board of directors to be justified by the profits of the Company and shall report to the next shareholders' meeting.

The distribution of dividend shall be made within one (1) month from the date either the shareholders' meeting or board of directors' meeting has passed such resolution. The director shall give a written notice to the shareholders and make an announcement of notice of such distribution in the newspaper.

47. The Company shall allocate the net profit of not less than five (5) per cent of yearly net profit deducted by the accumulated loss carried forward (if any) as the legal reserve until the legal reserve reaches the amount of not less than ten (10) percent of the registered capital of the Company.
48. The auditor may not be a director, an officer, an employee or a person working in any position in the Company.
49. The auditor has the power to examine, during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures, including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matter or to deliver documents or evidences in connection with the operation of the business of the Company.
50. The auditor shall have a duty to attend every shareholders' meeting to consider the balance sheet, profit and loss statements and any other accounting-related problems of the Company in order to clarify the audit to the shareholders. The Company shall submit all reports and documents to be received by the shareholders at the shareholders' meeting to the auditor.

**PROXY FORM A: General Proxy Form (SIMPLE FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No. 5) B.E. 2550**

Duty Stamp of Baht 20 is required

Issued at.....

Date ..... Month ..... Year .....

(1) I, We..... Nationality.....  
Residing at No..... Road.....  
Sub-district/Khwang..... District/Khet.....  
Province..... Postal code.....

(2) Being a shareholder of **Getabec Public Company Limited**  
holding..... shares and having..... votes which consist of  
Number of ordinary shares..... shares, equivalent to..... votes  
Number of preferred shares..... shares, equivalent to..... votes

(3) Hereby appoint any one of

(1) Name..... Age..... years old  
Residing at No..... Road .....  
Sub-district/Khwang..... District/Khet.....  
Province..... Postal Code..... or

(2) Name..... Age..... years old  
Residing at No..... Road .....  
Sub-district/Khwang..... District/Khet.....  
Province..... Postal Code..... or

(3) Name..... Age..... years old  
Residing at No..... Road .....  
Sub-district/Khwang..... District/Khet.....  
Province..... Postal Code..... or

to be the proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2019 to be held on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250, or at any adjournment thereof.

Any act performed by the proxy during the Meeting shall be deemed to have been done by me/us in all respects.

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

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

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

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

**Remark**

Where more than one proxy is appointed, only one proxy is allowed to attend the Meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

**PROXY FORM B (SPECIFIC DETAILS FORM)**  
**According to Regulation of Department of Business Development**  
**Re: Form of Proxy (No.5) B.E.2550**

Duty Stamp of Baht 20 is required

Issued at .....

Date ..... Month ..... Year .....

(1) I, We ..... Nationality .....

Residing at No. .... Road .....

Sub-district/Khwang ..... District/Khet .....

Province ..... Postal code .....

(2) Being a shareholder of **Getabec Public Company Limited**,

holding ..... shares and having ..... votes, which consist of

Number of ordinary shares ..... shares, equivalent to ..... votes

Number of preferred shares ..... shares, equivalent to ..... votes

(3) Hereby appoint any one of:

(1) Name ..... Age ..... years old Residing at No. ....

Road ..... Sub-district/Khwang .....

District/Khet ..... Province .....

Postal code ....., or

(2) Name ..... Age ..... years old Residing at No. ....

Road ..... Sub-district/Khwang .....

District/Khet ..... Province .....

Postal code ....., or

(3) Name ..... Age ..... years old Residing at No. ....

Road ..... Sub-district/Khwang .....

District/Khet ..... Province .....

Postal code ....., or

to be the proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2019 to be held on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Prawat District, Bangkok, 10250, or at any adjournment thereof.

(4) I/we authorize the proxy to cast the votes on my/our behalf in this Meeting in the following manners:

☐ **Agenda 1: To Certify the Minutes of the Annual General Meeting of Shareholders for the Year 2018 on April 5, 2018**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: To Acknowledge the Performance of the Company for the Year 2018**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 3: To Consider and Approve the Company's Financial Statements for the Year 2018 ending December 31, 2018 Audited by the Licensed Auditor and Reviewed by the Audit Committee**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 4: To Consider and Approve the Allocation of the Net Profit as Legal Reserve for the Year 2018**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 5: To Consider and Approve the Payment of Dividend for the Year 2018**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2019**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 7: To Consider and Approve the Re-Election of Directors who Retired by Rotation for the Year 2019 as the Company's Directors**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve the election of all proposed directors

☐ Approve the election of Mr. Suchat Mongkhonaripong as the Company's director

☐ Approve

☐ Disapprove

☐ Abstain

☐ Approve the election of Miss Surang Mongkhonaripong as the Company's director

☐ Approve

☐ Disapprove

☐ Abstain

☐ Approve the election of Mrs. Hansa Bodipat as the Company's director

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 8: To Consider and Approve the Appointment and Remuneration of the Auditors for the Year 2019**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 9: To acknowledge the changes to the purposes of the IPO capital as revealed on the information declaration form**

☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems in all respects.

☐ (b) The proxy must cast the votes in accordance with my/our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 10: Other matters (if any)**

There is no voting of the proxy on this agenda as this agenda is for the shareholders to ask questions and the board of directors will answer those questions (if any).

(5) Voting of the proxy for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be the vote of me/us as shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy at the Meeting shall be deemed to have been done by me/us in all respects except for voting of the proxy which is not consistent with my/our intention as specified under this proxy.

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

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

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

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

**Remarks:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In case of agenda relating to the appointment of directors, the proxy could elect all or any of the proposed directors.
3. In case that there are any other agendas apart from those specified above, the proxy is entitled to add the agenda in the attached regular proxy form B.

**Annex to the Proxy Form Type B**

Grant of proxy as a shareholder of Getabec Public Company Limited

At the Annual General Meeting of Shareholders for the year 2019 to be held on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No.333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250, or at any adjournment thereof.

.....

- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve      ☐ Disapprove      ☐ Abstain
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve      ☐ Disapprove      ☐ Abstain



- ☐ Agenda.....
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

- ☐ Agenda.....
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

- ☐ Agenda ..... To elect directors (continued)
- Director's name.....
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

Director's name.....

☐ Approve

☐ Disapprove

☐ Abstain

**PROXY FORM C (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)**  
**According to Regulation of Department of Business Development Re:**  
**Form of Proxy (No.5) B.E.2550**

Duty Stamp of Baht 20 is required

Issued at .....

Date .....Month .....Year .....

(1) I, We.....Nationality .....

Registered Office at No. ....Road .....

Sub-district/Khwang .....District/Khet .....

Province .....Postal code .....

in the capacity of a Depository and Trustee (Custodian) for .....

who is a shareholder of **Getabec Public Company Limited**

holding .....shares and having .....votes, which consist of

Number of ordinary shares ..... shares, equivalent to.....votes

Number of preferred shares ..... shares, equivalent to .....votes

(2) Hereby appoint any one of:

(1) Name .....Age .....years old

Residing at No. ....Road .....

Sub-district/Khwang ..... District/Khet .....

Province ..... Postal code ..... or

(2) Name .....Age .....years old

Residing at No. ....Road .....

Sub-district/Khwang ..... District/Khet .....

Province ..... Postal code ..... or

(3) Name .....Age .....years old

Residing at No. ....Road .....

Sub-district/Khwang ..... District/Khet .....

Province ..... Postal code ..... or

to be the proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2018 to be held on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No.333, Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250, or at any adjournment thereof.

(3) I/we authorize the proxy to attend and cast the votes on my/our behalf in this Meeting in the following manners:

- ☐ The proxy is authorized for all shares held and entitled to vote.
- ☐ The proxy is authorized for certain shares as follows:
  - ☐ Number of ordinary shares .....shares, and entitling to vote ..... votes
  - ☐ Number of preferred shares .....shares, and entitling to vote ..... votes
- Total entitled vote ..... votes

(4) I/we authorize the proxy to cast the votes on my/our behalf in this Meeting in the following manners:

- ☐ **Agenda 1: To Certify the Minutes of the Annual General Meeting of Shareholders for the Year 2018 on April 5, 2018**
  - ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
  - ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
    - ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes
- ☐ **Agenda 2: To Acknowledge the Performance of the Company for the Year 2018**
  - ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
  - ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
    - ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes
- ☐ **Agenda 3: To Consider and Approve the Company's Financial Statements for the Year 2018 ending December 31, 2018 Audited by the Licensed Auditor and Reviewed by the Audit Committee**
  - ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
  - ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
    - ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes
- ☐ **Agenda 4: To Consider and Approve the Allocation of the Net Profit as Legal Reserve for the Year 2018**
  - ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
  - ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
    - ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes
- ☐ **Agenda5: To Consider and Approve the Payment of Dividend for the Year 2018**
  - ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
  - ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
    - ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes

- ☐ **Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2019**
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ..... votes      ☐ Disapprove ..... votes      ☐ Abstain ..... votes
- ☐ **Agenda 7: To Consider and Approve the Re-Election of Directors who Retired by Rotation for the Year 2019 as the Company's Directors**
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve the election of all proposed directors
- ☐ Approve the election of Mr. Suchat Mongkhonaripong as the Company's director
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Approve the election of Miss Surang Mongkhonaripong as the Company's director
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ Approve the election of Mrs. Hansa Bodipat as the Company's director
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ **Agenda 8: To Consider and Approve the Appointment and Remuneration of the Auditors for the Year 2019**
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ **Agenda 9: To acknowledge the changes to the purposes of the IPO capital as revealed on the information declaration form**
- ☐ (a) The proxy is entitled to consider the matter cast the votes on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ **Agenda 10: Other matters (if any)**
- There is no voting of the proxy on this agenda as this agenda is for the shareholders to ask questions and the board of directors will answer those questions (if any).

(5) Voting of the proxy for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be the vote of me/us as shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there are agendas other than agendas specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy at the Meeting shall be deemed to have been done by me/us in all respects except for the voting of the proxy which is not consistent with my/our intention as specified under this proxy.

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

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

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

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

Remarks:

1. This Proxy Form C shall be applicable only for the shareholders who are listed in the share register book as the foreign investors appointing the custodian to act as their depository and trustee in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of attorney from a shareholder authorizing the custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In case of agenda relating to the appointment of directors, the proxy is entitled to elect all or any of the proposed directors.
5. In case that there are any other agendas apart from those specified above, the proxy is entitled to add the agenda in the Annex to the Proxy Form Type C.

### Annex to the Proxy Form Type C

Grant of proxy as a shareholder of Getabec Public Company Limited

At the Annual General Meeting of Shareholders for the year 2019 to be held on Tuesday, April 23, 2019 at 14.00 hours at Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No. 333, Srinakarin Road, Bang Bon Sub-District, Pravat District, Bangkok, 10250, or at any adjournment there of.

.....

- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes
- 
- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes



- ☐ Agenda.....:
- ☐ (a) The proxy is entitled to consider the matter and cast the votes on my/our behalf as he/she deems
- ☐ (b) The proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain .....votes

- ☐ Agenda ..... To elect directors (continued)

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes    ☐ Disapprove.....votes    ☐ Abstain.....votes

Director's name.....

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Director's name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Director's name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

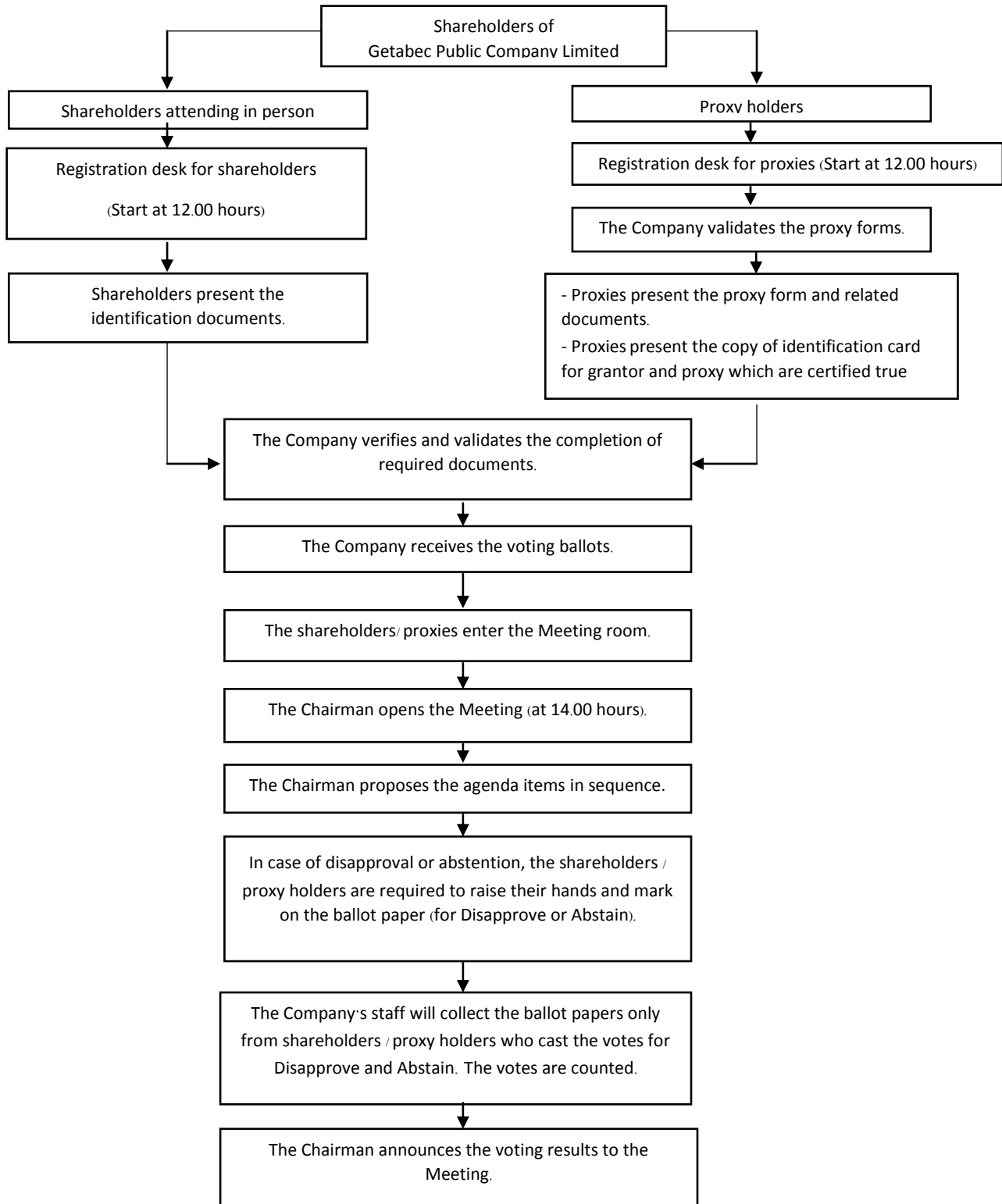
**Information of Company's Independent Director who represents to be a Proxy of Shareholders  
at the Annual General Meeting of Shareholders for the Year 2019**

Name	Position	Age (Years Old)	Address	Conflict of Interests in the Proposed Agendas
1. Mr. Aekkachai Nittayagasetwat	Independent Director	56	7 Soi Ramkhamhaeng 118, Yaek 34, Khwang Sapansung, Khet Sapansung, Bangkok 10250	6

**Procedures for Attending the Annual General Meeting of Shareholders for the Year 2019**

**Getabec Public Company Limited**

**Tuesday, April 23, 2019 at 14.00 hours**



**\*Please return all of voting ballots to the Company's staff after the end of Meeting.**

### **Methods for Vote Casting and Counting in the Annual General Meeting of Shareholders**

1. For voting methods on Annual General Meeting, each shareholder shall have a number of votes equal to the number of shares held. One share equals to one vote, and each shareholder is entitled to cast the votes in each agenda to approve, disapprove or abstain. In this regard, each shareholder is entitled to cast the votes only in one choice otherwise the ballot would be regarded as void. In case a foreign shareholder appoints a custodian in Thailand, the proxy is entitled to vote in accordance with the intention of the shareholder specified under the proxy form.

2. In order to count the votes on each agenda, a barcode system will be applied. A simple majority vote of the shareholders who attend and cast their votes is required unless there are any other legislations determining otherwise. The process of counting votes is shown on the monitor. In this regard, the voting methods are divided into four main parts as follows:

- Part 1: Agendas 1,3,4,5,7 and 8 are ordinary resolutions which require a simple majority vote of the shareholders who attend and entitled to cast the votes.
- Part 2: Agendas 2 and 9 are for acknowledgement, thus no voting is required.
- Part 3: Agenda 6 is the remuneration of directors for which it requires a vote of not less than two-thirds of the total number of votes of shareholders who attend the Meeting.

3. In order to count the votes in the Meeting smoothly and quickly, the vote counting would be based on deduction of "Disapprove" and "Abstain" votes from the total number of votes of the shareholders who attend the Meeting on each agenda. Any shareholders who wish to vote disapprove or abstain must raise their hands and the Company's staff will collect their voting ballots. In case no shareholders raise their hands for disapprove or abstain, it shall be deemed that the Meeting unanimously resolves to approve the agenda.

4. To ensure that the process of vote counting is transparent in accordance with the Company's code of conduct, the Company's staff would collect all of the voting ballots simultaneously at the end of the Meeting. In case shareholders would like to leave the Meeting before the end of the Meeting, they have to submit the voting ballots to the Company's staff before leaving.

In addition, the Company will make disclosure of the Minutes of Annual General Meeting of Shareholders within 14 days from the Meeting date for the shareholders' acknowledgement and review.

**Map of the Venue for the Annual General Meeting of Shareholders for the Year 2019**

**Tuesday, April 23, 2019 at 14.00 hours**



**Suan Luang 1-2 Room, 1<sup>st</sup> Floor, Novotel Bangkok Bangna Hotel, No. 333,  
Srinakarin Road, Bang Bon Sub-District, Prawet District, Bangkok, 10250**





**บริษัท เจตาเบค จำกัด (มหาชน)**  
**GETABEC PUBLIC COMPANY LIMITED**

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335/7 ถนนศรีนครินทร์ แขวงคลองบอน  
เขตประเวศ กรุงเทพมหานคร 10250  
โทร 02 366 0400-7 / แฟกซ์ 02 366 0399

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**WWW.GETABECBOILER.COM**