

At eleng 003/2018

February 26, 2018

Subject Notification of the Resolution of the Company's Board of Directors (Annual Shareholder's Meeting and Cash & Stock Dividend Payment)

To President
The Stock Exchange of Thailand

We, Asia Green Energy Public Company Limited ("the Company") would like to inform you that the Board of Directors' Meeting No. 1/2018 held on February 26, 2018 has passed the material resolution as follows:-

1. Agree to propose to the Annual General Meeting of Shareholders ("AGM") 2018 for consideration and approval on the profit allocation and dividend payment as follows:-

a. Pay stock dividend in the form of 164,811,778 ordinary shares with the par value of Baht 0.25 per share at the ratio of 10 existing shares to 1 stock dividend totally Baht 41,202,944.55 or representing dividend payment at Baht 0.0250 per share for existing shareholders. In case that any shareholders hold the indivisible share remaining after such allocation, the dividend shall be paid by cash instead of stock dividend at the rate of Baht 0.0250 per share.

b. Pay cash dividend at the rate of Baht 0.0028 per share, or totally Baht 4,578,104.95.

The total of the stock dividend and the cash dividend payment in whole year shall be equivalent to the rate of Baht 0.0278 per share which can be calculated as in the total amount of approximately Baht 45,781,049.50 or 42.49% by paying from the net profit for the year 2017 without having the legal reserve appropriate. The Company has appropriated the legal reserve in accordance with the regulations of the Company, to appropriate at least 10 percent of the registered capital. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The Board of Directors' Meeting approved to determine the date on which the recorded shareholders who are entitled to receive the dividend on March 16, 2018, and fix the date of dividend payment on May 23, 2018.

2. Agreed to propose to the AGM 2018 for consideration and approval on the decrease in the registered capital from Baht 412,912,826 to be Baht 412,029,445.50 by canceling 3,533,522 registered shares which are not allotted with the par value of Baht 0.25 per

3. Agreed to propose to the AGM 2018 for consideration and approval on the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease in the registered capital as follows:-

Clause 4. Registered capital of	Baht 412,029,445.50 (Four hundred and twelve million, twenty nine thousand, four hundred and forty five Baht fifty Satang)
Divided into	1,648,117,782 shares (One thousand six hundred and forty eight million, one hundred and seventeen thousand, seven hundred and eighty two shares)
Par value per share	Baht 0.25 (Twenty five Satang)
Consisting of	
Ordinary shares	1,648,117,782 shares (One thousand six hundred and forty eight million, one hundred and seventeen thousand, seven hundred and eighty two shares)
Preference shares	-None-

In this respect, the persons assigned by the Board of Directors or the Managing Director to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall have authority to amend and add the wordings pursuant to the order of the Registrar.

4. Agreed to propose to the AGM 2018 for consideration and approval on the increase in the registered capital from Baht 412,029,445.50 to be Baht 453,232,390.05 by issuing 164,811,778 new ordinary shares with the par value of Baht 0.25 per share to reserve for the stock dividend payment for existing shareholders.
5. Agreed to propose to the AGM 2018 for consideration and approval on the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase in the registered capital as follows:-

Clause 4. Registered capital of	Baht 453,232,390.05 (Four hundred and fifty three million, two hundred and thirty two thousand, three hundred and ninety Baht five Satang)
Divided into	1,812,929,560 shares (One thousand eight hundred and twelve million, nine hundred and twenty nine thousand, five hundred and sixty shares)
Par value per share	Baht 0.25 (Twenty five Satang)
Consisting of	
Ordinary shares	1,812,929,560 shares (One thousand eight hundred and twelve million, nine hundred and twenty nine thousand, five hundred and sixty shares)
Preference shares	-None-

In this respect, the persons assigned by the Board of Directors or the Managing Director to register the amendment to the Memorandum of Association with the Department of Business

Development, the Ministry of Commerce, shall have authority to amend and add the wordings pursuant to the order of the Registrar.

6. Agreed to propose to the AGM 2018 for consideration and approval on the allocation of 164,811,778 new ordinary shares with the par value Baht 0.25 per share to reserve for the dividend payment for existing shareholders.
7. Agreed to propose to the AGM 2018 for consideration and approval on the re-election of the 2 following outgoing directors who must be resigned by rotation to be the directors of the Company for another term and nominate of a new Director to replace Pol. Gen. Boonpen Bumpenboon. The name list of the directors as follows:
 - 1) Miss Panita Kuansataporn Director and Executive Director
 - 2) Mr. Prasert Tapaneeyangkul Director and Independent Director
 - 3) Mr. Mongkhol Kititpoomvong Director and Independent Director
8. Agreed to propose to the AGM 2018 for consideration and approval on the remuneration of Directors for the year 2018 of not exceeding Baht 10,000,000 (Ten million Baht only), which consists of monthly remuneration, meeting fee and directors' bonus as follows:
 - a) Remuneration for the Chairman of the Board and Chairman of the Audit Committee in the amount of Baht 25,000 per month and the Meeting Fee of Baht 25,000 per time.
 - b) Remuneration for Vice Chairman of the Board and Chairman of the Audit Committee in the amount of Baht 20,000 per month and the Meeting Fee of Baht 20,000 per time
 - c) Remuneration for the Director and the member of the Audit Committee in the amount of Baht 15,000 per month and the Meeting Fee of Baht 15,000 per time.
9. Agreed to propose to the AGM 2018 for consideration and approval on appointing EY Office Limited to be the auditor and approving the audit fee in amount of Baht 1,430,000 (One million four hundred and thirty thousand Baht only) for the year 2018. The details of auditor as follow:
 - 1) Mr. Termphong Opanaphan CPA No.4501 or
 - 2) Mrs. Poonnard Wattanawong CPA No.5238 or
 - 3) Miss Vissuta Jariyathanakorn CPA No.3853

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign other authorized auditors to perform the audit words and express their opinion on the financial statements of the Company.

10. Agreed to propose to the AGM 2018 for consideration and approval to amend of the Company's Articles of Association, Clause 35 (The Meeting of Shareholders) to align with the amendment of the Public Limited Company Act B.E.2535 (as amended on 4 April 2017) by cancelling the exiting provisions and replacing them with the new provisions, including the registration of the amendment thereafter.

Current Version

"The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meetings. The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate.

The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. The shareholders holding shares altogether at not less than one-fifth of the total number of shares sold, or the shareholders of a number not less than twenty-five persons holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders at any time but they shall give express reasons for such

request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within one month from the date of receipt of such request from the shareholders."

Amendment version

"The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meetings. The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate.

One or more shareholders holding shares altogether at not less than ten (10) percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their name or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 37, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting."

11. Agreed to schedule the AGM for the year 2018 to be held on April 27, 2018 at 2 p.m. At the Bright City Lifestyle Mall, The Bright Conference 3rd Floor Building A, 15/9 Rama 2 Road, Thakham, Bangkhuntien, Bangkok. By specifying the name of Shareholders entitling to attend the Meeting shall be recorded on March 16, 2018
12. Approval the agenda of the AGM 2018 as follows:
 - Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2017 held on April 27, 2017
 - Agenda 2 To acknowledge the Board of Director's report about the operating result for the year 2017
 - Agenda 3 To consider and approve the financial statement for the year ended December 31, 2017
 - Agenda 4 To consider and approve the allocation of profits and dividend payment from the operating result of year 2017
 - Agenda 5 To consider and approve the decrease in the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease in the registered capital
 - Agenda 6 To consider and approve the increase in the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase in the registered capital

- Agenda 7 To consider and approve the allocation of new ordinary shares
- Agenda 8 To consider and approve the appointment of Directors in replacement of those who retired by rotation and the appointment of a new Director for the replacement
- Agenda 9 To consider and approve the Directors' remuneration for the year 2018
- Agenda 10 To consider and approve the appointment of auditor and determine the auditing fee for the year 2018
- Agenda 11 To consider and approve the amendment of the Company's Articles of Association, Clause 35 (The Meeting of Shareholders) to align with the amendment of the Public Limited Company Act B.E.2535 (as amended on 4 April 2017)
- Agenda 12 Other matters (if any)

Please be informed accordingly,

Sincerely Yours,

(Mr. Panom Kuansataporn)
Managing Director