



- Translation -

Invitation to Extraordinary General Meeting of Shareholders No. 1/2024

Thachang Green Energy Public Company Limited

Wednesday, January 17, 2024 at 9:00 a.m.

A Meeting via electronic media in accordance with the Emergency Decree on Meetings via Electronic Media
B.E. 2563 (2020), and other related laws.

The Company does not organize registration at the event. Shareholders can watch and participate through
the electronic meeting system provided by the Company.

Shareholders can register in advance, starting January 2, 2024 at

[https://portal.eservice.set.or.th/Account/Login?refer=QIVvz6DWyzH4guID9ycpR4vNFkxJbJ%2b68u0SkwaMH
WB5AKqmgkTSiQ%3d%3d](https://portal.eservice.set.or.th/Account/Login?refer=QIVvz6DWyzH4guID9ycpR4vNFkxJbJ%2b68u0SkwaMH
WB5AKqmgkTSiQ%3d%3d)

Date December 28, 2023

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To Shareholders of Thachang Green Energy Public Company Limited.

Enclosure

1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
2. Information Memorandum on the connected transaction
3. Report on the opinion of the independent financial advisor regarding the connected transaction
4. Capital Increase Report Form (F 53-4)
5. Details of Warrant to Purchase Ordinary Shares of Thachang Green Energy Public Company Limited Series 1 (TGE-W1)
6. Information Memorandum Regarding the Issued and Offered of Newly Issued Ordinary Shares to Reserve for the Warrant, according to the Notification of the Capital Market Supervisory Board No. TorJor 73/2558
7. List of Independent directors nominated by the Company as proxies for the Shareholders
8. Articles of Association related to the Meeting of Shareholders and Voting
9. Required documents and evidence, the method of registering to attend the meeting, appointing a proxy, attending the meeting, asking questions, voting, and vote counting for shareholders' meetings via electronic media
10. Manual for using the shareholder meeting system via electronic media
11. Proxy Form
12. Privacy Notice for the Shareholder's Meeting

The Board of Directors of Thachang Green Energy Public Company Limited (the Company) has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Wednesday, January 17, 2024, at 9:00 a.m. via electronic meeting means, according to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020). The Meeting will consider various matters with the agenda as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

Objective and reason

The Company held the Extraordinary General Meeting of Shareholders No. 1/2023 on May 30, 2023, and prepared the copy minutes of the meeting which have been recorded accurately according to

the resolutions of the shareholders' meeting and it was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law and related announcements. Additionally, it is published through the Company's website. The details appeared in Enclosure 1.

Opinion of the Board of Directors

The Company's Board of Directors agreed that it should be proposed to the shareholders' meeting to certify the minutes of the said meeting.

Voting

Must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 2 To consider and approve entering into a management contract for a biogas power plant which is a connected transaction

Objective and reason

In order for the Company to grow sustainably in the long term and for the highest benefit of the Company and shareholders. Therefore, the Company plans to expand its business related to power plants by agree to manage power plants from biogas which is a business related to the original business of the group of companies. The Company has executives who have good knowledge, ability, and expertise in the power plant business. To manage a biogas power plant will be an opportunity to help improve the Company's operating performance.

Entering into a management contract for a biogas-based power plant which has the contract period of 4 years and 9 months from the date of entering into the contract is a transaction between the Company as a contractor and Thachang Biogas Company Limited ("TBC") as an employer whose final major shareholder is TCG Holdings Company Limited ("TCGH"), which is the same company as the major shareholder of the Company where the major shareholders of TCGH are the major shareholders and/or directors and/or executives of the Company, therefore, making the transaction this time it is considered to be a connected transaction according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding rules for conducting connected transactions dated August 31, 2008 (including amendments) and the announcement of the Board of the Stock Exchange of Thailand regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2546 (2003), dated November 19, 2003 (including amendments) (collectively referred to as the "Announcement regarding connected transactions"). The size of the connected transaction is equal to 15.37 percent of the net tangible assets (NTA) of the Company as shown in the Company's consolidated financial statements, which have been reviewed by a certified public accountant for the accounting period ending September 30, 2023, it is considered a large connected transaction. Therefore, the Company must request approval from the shareholder meeting before entering into the transaction.

Related persons for this agenda include: 1) TCG Holdings Company Limited (“TCGH”) 2) Mr. Pongnarin Wanasuwannakul 3) Mr. Pongnarate Wanasuwankul 4) Mrs. Phatcharin Lapharokij 5) Ms. Laongtip Wanasuwannakul 6) Mr. Thanakorn Vanasuwankul 7) Mrs. Phenphan Vanasuwankul 8) Mrs. Santhira Chandraseno 9) Ms. Thanchanok Wanasuwannakul; Numbers 2) to number 9) are major shareholders and/or directors and/or executives of the Company and are major shareholders of TCGH.

Please consider the purpose and overview of the transaction, nature of the transaction, relationships of related persons, and other additional details according to the Information Memorandum on the connected transaction (Enclosure 2.)

This agenda item will be an agenda to propose to the shareholders of the Company to consider and approve entering into a management contract for a biogas power plant as a contractor with Thachang Biogas Company Limited (“TBG”) with a contract period of 4 years and 9 months (from 1 April 2024 to 31 December 2028), excluding entering into a 3 months management contract of a biogas power plant (from 1 January 2024 to 31 March 2024). The Company referred on the approval resolution from the Board of Directors' Meeting No. 6/2023 on November 17, 2023 in entering into the mentioned contract due to entering into a contract to manage a biogas-based power plant with a contract period of 3 months is a medium-sized connected transactions.

Opinion of the Board of Directors

The Board of Directors (excluding directors who are connected persons) has considered and viewed that entering into the above transaction is for the benefit of the Company and fair to the Company's shareholders. Entering into this connected transaction can be compared to agreeing to enter into such a transaction with a third party who is an independent person because when considering the financial projections, the Company expects to be able to operate with a profit margin of approximately 39-46 percent, which is comparable to the gross profit margin of other power plant projects of the Company.

The Board of Directors, therefore, deems it appropriate to propose to the shareholders' meeting to consider and approve the entry into the mentioned transaction.

Voting

Must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote. (excluding the votes of shareholders who are connected persons)

Agenda 3 To consider and approve the decrease of the Company's registered capital and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

Objective and reason

In order to comply with Section 136 of the Public Limited Companies Act B.E. 2535 (including amendments) which stipulates that the company can increase capital from the registered capital when all shares have been issued and payment has been fully paid-up or in the case where the shares have not yet been fully paid-up, the remaining shares must be shares issued to support convertible bonds or share purchase warrants.

Currently, the Company has a registered capital of 1,165,000,000 baht divided into 2,330,000,000 ordinary shares with a par value of 0.50 baht per share and has a paid-up registered capital of 1,100,000,000 baht, divided into 2,200,000,000 ordinary shares, at par value 0.50 baht per share. Therefore, the Company has 130,000,000 registered ordinary shares that have not yet been issued for sale, which are shares allocated for sale to a specific person (Private Placement) as approved by the Extraordinary General Meeting of Shareholders No. 1/2023 on May 30, 2023, but the Company did not offer such shares within the period specified by the Securities and Exchange Act. Therefore, the Company had to reduce its registered capital by disposing of 130,000,000 unsold ordinary shares with a par value of 0.50 baht per share.

Opinion of the Board of Directors

The Board of Directors has considered and agreed to propose to the shareholders' meeting to consider and approve the capital reduction for 65,000,000 baht from the existing registered capital at 1,165,000,000 baht, to be the registered capital at 1,100,000,000 baht by disposing 130,000,000 unsold registered ordinary shares with a par value of 0.50 baht per share, which are the remaining shares from the issuance and offering of additional ordinary shares for sale to a specific persons (Private Placement) as approved by the Extraordinary General Meeting of Shareholders No. 1/2023 on May 30, 2023, and approved the amendment of the Company's Memorandum of Association, Clause 4, regarding registered capital to be consistent with the reduction of the Company's registered capital as follows:

Clause 4	Registered capital	1,100,000,000	Baht	(One thousand one hundred million baht)
	Divided into	2,200,000,000	Share	(Two billion two hundred million shares)
	At par value of	0.50	Baht	(Fifty Satang)

Divided into			
Ordinary shares	2,200,000,000	Share	(Two billion two hundred million shares)
Preferred shares	-	Share	(- Share)

This is assigned to the Executive Committee or Chief Executive Officer or person assigned by the Company's Executive Committee has the authority to sign off on requests or in any documents related to register to amend the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce to proceeding with amendments or changes to requests or statements in such documents related to capital reduction registration and amending the Company's Memorandum of Association that must be submitted to the Department of Business Development Ministry of Commerce including the authority to take any action as necessary and related to such action as they deems appropriate and to comply with the law including following the advice or orders of the registrar.

Voting

Must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider and approve the issuance of warrants to purchase newly issued ordinary shares of the Company No. 1 (TGE-W1)

Objective and reason

The Company intends to issue and allocate warrants to purchase the Company's ordinary shares No. 1 (TGE-W1) not exceeding 314,285,715 units to allocate to the Company's existing shareholders in proportion to their shareholding for free. It will not be allocated to shareholders that will cause the Company to have duties under foreign laws. The allocation ratio is 7 existing shares per 1 warrant unit. In the case where there are fractions, the whole amount must be rounded off, warrants are valid for 1 year from the date of issuance and has an exercise ratio of 1 warrant unit per 1 ordinary share and an exercise price of 1 baht. Basic details of the warrants appear in Enclosure 5 and the information on the issuance and offering of newly issued shares to accommodate the warrants in Enclosure 6. The Company will determine the lists of shareholders who are entitled to receive the allocation of warrants (TGE-W1) (Record Date) on January 25, 2024.

Opinion of the Board of Directors

The Board of Directors has considered it appropriate to propose to the shareholders' meeting to consider and approve the issuance of warrants to purchase the Company's ordinary shares, No. 1. (TGE-W1) not exceeding 314,285,715 units to be allocated to the existing shareholders of the Company in proportion to their shareholding for free.

Voting

Must be approved by a majority vote of the shareholders who attend the meeting and vote.

Agenda 5 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Objective and reason

To support the exercise of rights under the warrant to purchase the Company's ordinary shares No. 1 (TGE-W1), the Company must increase registered capital by 157,142,857.50 baht from the existing registered capital at 1,100,000,000 baht, to be a registered capital at 1,257,142,857.50 baht by issuing 314,285,715 additional ordinary shares with a par value of 0.50 baht per share. Details of the increase in registered capital and the issuance, offering, and allocation of additional ordinary shares of the Company including the objective of issuing additional ordinary shares appear according to the capital increase report form (F53-4) (Enclosure 4).

Opinion of the Board of Directors

The Board of Directors has considered and agreed to propose to the shareholders' meeting to consider and approve the capital increase by 157,142,857.50 baht from the existing registered capital of 1,100,000,000 baht, to be a registered capital at 1,257,142,857.50 baht by issuing 314,285,715 additional ordinary shares with a par value of 0.50 baht per share to support the exercise of rights under the warrant to purchase the Company's common shares No. 1 (TGE-W1) and approved the amendment to the Company's Memorandum of Association, Clause 4. regarding registered capital to be consistent with the increase in the company's registered capital as follows:

Clause 4.	Registered capital	1,257,142,857.50	Baht	(One thousand two hundred fifty-seven million one hundred forty-two thousand eight hundred fifty-seven-baht fifty satang)
	Divided into	2,514,285,715	Share	(Two billion five hundred fourteen million two hundred eighty-five

			thousand seven hundred and fifteen shares)
At par value of	0.50	Baht	(Fifty satang)
Divided into			
ordinary shares	2,514,285,715	Share	(Two billion five hundred fourteen million two hundred eighty-five thousand seven hundred and fifteen shares)
Preferred shares	-	Share	(- Share)

This is assigned to the Executive Committee or Chief Executive Officer or person assigned by the Company's Executive Committee has the authority to sign off on requests or in any documents related to register to amend the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce to proceeding with amendments or changes to requests or statements in such documents related to capital reduction registration and amending the Company's Memorandum of Association that must be submitted to the Department of Business Development Ministry of Commerce including the authority to take any action as necessary and related to such action as they deem appropriate and to comply with the law including following the advice or orders of the registrar.

Voting

Must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 6 To consider and approve the allocation of newly issued share.

Objective and reason

The Company will allocate 314,285,715 newly issued shares with a par value of 0.50 baht per share to support the exercise of rights under the warrant to purchase the company's ordinary shares No. 1 (TGE-W1) issued to existing shareholders of the company in proportion to their shareholding without allocating shares to shareholders that would cause the company to have duties under foreign laws.

Opinion of the Board of Directors

The Board of Directors has considered and agreed to propose to the shareholders' meeting to consider and approve the allocation of newly issued shares not exceeding 314,285,715 newly issued shares with a par value of 0.50 baht per share to support the exercise of rights under the warrant to

purchase the Company's ordinary shares No. 1 (TGE-W1) issued to existing shareholders of the Company in proportion to their shareholding without allocating shares to shareholders that would cause the company to have duties under foreign laws.

Details of the Board of Directors' opinions and details of the issuance, offering, and allocation of the Company's newly issued ordinary shares including the objective of issuing additional ordinary shares appears according to the report form increase capital (F53-4) (Enclosure 4) and information on the issuance and offering of newly issued shares to support the warrants (Enclosure 6).

Voting

Must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 7 Other matters (if any)

The Company would like to invite all shareholders to attend the meeting and vote via electronic media (E-EGM) at the Extraordinary General Meeting of Shareholders No. 1/2024 on Wednesday, January 17, 2024, at 9:00 a.m. (The Company does not have a conference room for the meeting). Shareholders who wish to attend the E-EGM meeting in person can register in advance to attend the meeting through the DAP e-Shareholder Meeting system at

<https://portal.eservice.set.or.th/Account/Login?refer=QIVz6DWyzH4guID9ycpR4vNFkxJbJ%2b68u0SkwaMHWB5AKqmgkTSiQ%3d%3d>

Available from anuary 2, 2024 onwards to allow the Company to verify the identity of shareholders and receive the right to attend the shareholder meeting through the DAP e-Shareholder Meeting system once the Company has verified the identity of the shareholder. The Company will send the link to shareholders for a channel to attending meetings through the DAP e-Shareholder Meeting system.

Shareholders, please study the details and prepare before using the shareholder meeting system via electronic media method to register, procedures for attending the meeting, asking questions, and voting according to Enclosure 10.

In the event that the shareholder is unable to attend the shareholder meeting in person and wish to appoint another person to attend the meeting and vote instead or wish to appoint a proxy to the Company's independent directors, including: Mr. Kosit Fuangswasdi or Mr. Thoranit Tantikulwichit or Mrs. Pensri Meesuksabai or Mr. Arthorn Sinsawad or Mr. Tanan Chub-uppakarn serve as a proxy to attend the meeting and vote on your behalf. Please prepare a proxy form according to the form that has been sent together. (Enclosure 11) along

with supporting documents for appointing a proxy that has been certified according to the details specified in the proxy and send all original documents to Company Secretary Department, Thachang Green Energy Public Company Limited, No. 159 Village No.3, Tha Chang Sub-district, Tha Chang District, Surat Thani Province 84150 by January 10, 2024 in order to register to attend the meeting.

The proxy form that the Company has sent is Form B, which clearly specifies various items to be granted as a proxy. However, the Company has prepared Proxy Form A, general form, and Form C, this is a form used only in cases where the shareholder is a foreign investor and appoints a custodian (Custodian) in Thailand is already the depository and custodian of the shares. Any shareholders who wish to use Proxy Form A or those who operate a business as a stock depository and custodian who must use Proxy Form C can download it from the company's website at www.tge.co.th.

Once the shareholders have considered the agenda and the details of each agenda. If you wish to inquire for additional information, you can send any questions or comments to the company in advance of the meeting date at comsec@tge.co.th. This will be beneficial to the Board of Directors and the Executive Committee in preparing clarifications on the day of the shareholder meeting. Shareholders can still submit questions or ask questions on the day of the shareholder meeting through the electronic shareholder meeting system.

In organizing a shareholder meeting through the DAP e-Shareholder Meeting system, the Company will collect, use and disclose personal information of shareholders in order to perform duties as required by law and for the benefit of providing services to shareholders in attending the Shareholder's meeting. The shareholders will be protected according to the Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company (enclosure 12).

Best regards

Mr. Kosit Fuangwasdi
Chairman