



Invitation to the 2018 Annual General Meeting of Shareholders

B.Grimm Power Public Company Limited

Thursday, April 26, 2018 at 10.00 hours

At Crystal Hall, 3rd Floor, The Athenee Hotel Bangkok

61 Wireless Road, Lumpini, Pathumwan, Bangkok

The meeting registration will start at 8.30 hours.

For convenience in registration process, please bring the Registration Form to the meeting.

In case of proxy granting, proxies must bring the Proxy Forms with required evidences for registration.

* No souvenirs provided for the meeting attendees.

April 5, 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders of B.Grimm Power Public Company Limited

- Enclosure
1. 2017 Annual Report (in CD-ROM format)
 2. Name list and profiles of the directors who are retiring by rotation and being nominated for re-election for another term
 3. Name list and profile of the director being nominated as the new director
 4. Definition of Independent Directors
 5. Details regarding the profiles and experience of the Company's auditors
 6. Proxy Forms
 7. Details of independent directors supporting the appointment of shareholder's proxy
 8. Guideline for registration, appointment of proxy, documents and evidence to be presented by the attendees on the meeting date
 9. Articles of Association of the Company in relation to the shareholders' meeting
 10. Registration Form (please present the form on the meeting date)
 11. Request Form for the 2017 Annual Report and 2017 Sustainability Report (in printed format)
 12. Map of the meeting's venue

By this letter, B.Grimm Power Public Company Limited (the "**Company**"), would like to inform you that the Board of Directors has passed a resolution to approve the 2018 Annual General Meeting of Shareholders to be convened, which will be held on April 26, 2018 at 10.00 a.m., at Crystal Hall Room, 3rd Floor, The Athenee Hotel Bangkok, A luxury Collection Hotel (formerly known as, Plaza Athenee Hotel Bangkok), 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok (the "**Meeting**").

In the course of determining the agenda items of the 2018 Annual General Meeting of Shareholders, the Company has announced the same on its website in order to invite the shareholders to propose agenda items in advance from February 2, 2018 to March 5, 2018. Upon the lapse of such period, it appeared that no shareholder had proposed any agenda items to the Company. The Company, therefore, declares the agenda items of the 2018 Annual General Meeting of Shareholders according to the resolution of the Board of Directors as follows:

Agenda Item 1 To acknowledge the Company's operational results for the year 2017

Fact and Rationale: The Company has summarized the operational results and material changes of the Company and subsidiaries occurring during the year 2017 in the 2017 Annual Report with the details appearing in **Enclosure 1** which was distributed to all shareholders together with the invitation of the Meeting.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the Company's operational results for the year 2017 to the shareholders for acknowledgement.

Votes for approval: This agenda item is for acknowledgement, and therefore no votes shall be cast.

Agenda Item 2 To consider and approve the financial statements for the year ended December 31, 2017

Fact and Rationale: The financial statements for the year ended December 31, 2017 as per the 2017 Annual Report appear in **Enclosure 1** which was distributed to all shareholders together with the invitation of the Meeting. The financial statements for the year ended December 31, 2017 have already been audited by a Certified Public Accountant from PricewaterhouseCoopers ABAS Ltd., reviewed by the Audit Committee and approved by the Board of Directors of the Company.

Section 112 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including any amendment thereto) and Clause 39 of the Company's Articles of Association require the Company to prepare its statement of financial positions and the comprehensive income statement to be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval.

Summary of significant Financial Statements for the year ended December 31, 2017

Item	As at Dec. 31, 2017 (Unit: Million Baht)	As at Dec. 31, 2016 (Unit: Million Baht)	Change in percentage + / (-)
Total assets	89,240	76,047	17.35
Total liabilities	63,497	64,512	(1.57)
Total shareholders' equity	25,744	11,534	123.20
Total revenue	31,482	27,747	13.46
Net profits of the parent company	2,127	1,380	54.13
Basic earnings per share	0.96	0.93	3.23

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the financial statements for the year ended December 31, 2017 which have been audited by the Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

Votes for approval: A resolution on this agenda item shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and acknowledge the allocation of profits to be the legal reserve and approve the payment of dividends

Fact and Rationale: In the year 2017, the Company has net profits from its operation in the amount of Baht 937,379,000. Clause 45 of the Company's Articles of Association requires the Company to allocate a part of the annual net profits to be the legal reserve of not less than five percent of the annual net profit, less the amount of carried-forward accumulated loss (if any), until this legal reserve is at the amount of not less than 10 percent of the registered capital.

In this respect, the Company has its dividend payment policy at the rate of not less than 40.0 percent of the normalized net profit (net profit excluding the profits/loss from the currency exchange rate which is not yet incurred, and income and expenses which is not irregularly incurred) based on the Company's consolidated financial statements after deducted by the taxes, legal reserves and obligations under the loan agreement's conditions. Such dividend payment rate may be changed from the determined rate depending on the operational result, cash flow, necessity for investment, conditions and limitations as stipulated in the loan agreement as well as other appropriateness for the Company in the future.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and acknowledge the allocation of net profits from the operation of the year 2017 to be the legal reserve in the amount of Baht 58,588,896 and approve the payment of dividends, after the net profits are allocated as the legal reserve, for the operational result in 2017 at the rate of Baht 0.30 per share from the total number of 2,606,900,000 shares, totaling Baht 782,070,000 or equivalent to 45.29 percent of the normalized net profits and obligations under the loan agreement's condition which is in conformity with the Company's dividend payment policy. The dividends shall be divided into:

1. Payment of dividends, at the rate of Baht 0.25 per share, from the profits which is the part under the exemption of corporate income tax based on the promotional investment privileges (BOI).
2. Payment of dividends, at the rate of Baht 0.05 per share, from the profits from the business which is subject to the corporate income tax at the rate of 30 percent of net profit (Non-BOI).

In this respect, the Company has scheduled the date to determine the names of shareholders entitled to receive the dividends (Record Date) on March 21, 2018 and scheduled the payment date of dividends on May 11, 2018. However, the rights to receive the dividend is subject to uncertainty as the 2018 Annual General Meeting of Shareholders' approval must beforehand be obtained.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders attending the meeting and casting their votes.

Agenda Item 4 To consider and approve the election of directors in replacement of the directors who are retiring by rotation and the appointment of the new directors

Fact and Rationale: Section 71 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including any amendment thereto) and Clause 17 of the Company's Articles of Association require that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must be retired by rotation. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall be retired. In this respect, a director who retires from his office may be re-elected. The director who must be retired in the first and second year after the incorporation of the Company shall be drawn by lots. However, for the subsequent years, the director who has been longest in the office shall retire.

At present, the Board of Directors consists of nine directors. In this 2018 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following three directors:

1. Mrs. Preeyanart Soontornwata Director
2. Mr. Anusorn Sangnimnuan Independent Director
3. Mrs. Katevalee Napasab Independent Director

The Company has made available the opportunity for the shareholders to nominate the person with suitable qualifications to be considered and elected as a director in advance during February 2, 2018 to March 5, 2018 by publicizing for the shareholders' acknowledgement through the news system of the Stock Exchange of Thailand and the Company's website. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as a director.

The Nomination and Remuneration Committee (excluding the interested members) has considered the recruitment and selection of the personnel, who are deserving as being nominated as directors in replacement of the directors who are retiring by rotation, by taking into account the suitability, knowledge, competencies and expertise of the Board of Directors (Board Skill Matrix) with the variety of experiences in the relevant businesses which are supportive to the operation of the Company and deemed it appropriate to re-elect 3 directors who shall be retired by rotation to resume their positions for another term. The details of the biographies, educational backgrounds, and work experience of the directors who are retiring by rotation and nominated for re-appointment appear in **Enclosure 2** which was distributed to all shareholders together with the invitation of the Meeting.

In addition, the Nomination and Remuneration Committee has recruited the persons to manage the business for promoting further development of the Company and deemed it appropriate for the Board of Directors to pass a resolution for increasing the number of directors previously nine to be 10 persons and to be proposed to the 2018 Annual General Meeting of Shareholders for approval accordingly. The Nomination and Remuneration Committee has considered and selected a new director of the Company according to the nomination criteria under the related laws and regulations whom is required to possess qualifications, knowledge and competencies beneficial to the operation of the Company. Therefore, such person is nominated for the Board of Directors to propose to the shareholders' meeting to consider for appointment as one (1) new director as follows:

1. Mrs. Sunee Sornchaitanasuk Independent Director

In this respect, the details of the biography, educational background, and work experience of the new director appear in **Enclosure 3** which was distributed to all shareholders together with the invitation of the Meeting.

Therefore, the list of directors who were elected in replacement of the directors who were retired by rotation and the new director of the Company will be as follows:

Directors who were retired by rotation and re-elected

1. Mrs. Preeyanart Soontornwata Director
2. Mr. Anusorn Sangnimnuan Independent Director
3. Mrs. Katevalee Napasab Independent Director

New director

1. Mrs. Sunee Sornchaitanasuk Independent Director

Opinion of the Board of Directors: The Board of Directors considered and opined that the directors, who were retired by rotation, are the persons with knowledge, competencies, expertise of the Board of Directors (Board Skill Matrix) possessing fine working experience and profiles with leadership, broad vision as well as upholding a good attitude towards the organization and shall be able to devote sufficient time in the interests of the Company's business operation. In addition, it also took into account the characteristics which were appropriate and in accordance with the elements and structure of the directors under the Company's business strategies. It is therefore deemed appropriate to propose that the 2018 Annual General Meeting of Shareholders consider re-electing the above retired directors to resume under their previous positions for another term, and to increase the number of directors previously from nine to be 10 by appointing Mrs. Sunee Sornchaitanasuk as a new independent director due to the qualifications compliant with the definition of independent director of the Stock Exchange of Thailand and of the Company, in which the independent director is able to provide an opinion independently and in compliance with the applicable requirements. The details of definition of independent directors appear in **Enclosure 4**.

In this regard, the directors approved to be elected under this agenda item shall receive the remuneration at the rate which is approved under the agenda item 5 of the 2018 Annual General Meeting of Shareholders.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the directors' remuneration for the year 2018

Fact and Rationale: Section 90 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including any amendment thereto) and Clause 22 of the Company's Articles of Association provide that the Company's directors are entitled to receive the directors' remuneration from the Company in form of monetary reward, attendance fees, lump-sum payment, bonus or the remunerative benefit in other forms as the 2018 Annual General Meeting of Shareholders will consider and resolve with the votes of not less than two-third (2/3) of the total votes of shareholders attending the meeting.

The Nomination and Remuneration Committee considered the determination of directors' remuneration of the Company for the year 2018 by comparing with the information of remunerative payment of the other listed companies within the same type of business and with similar size of business in accordance with the previous practices of the Company. It is deemed appropriate to propose the Board of Directors to consider proposing the same to the 2018 Annual General Meeting of Shareholders as follows:

1. The payment for remuneration (per month) and attendance fee

Directors and Committees	Position	Remuneration (Baht per month)	Attendance Fee (Baht per meeting)
Board of Directors	Chairman	110,000	26,000
	Director	100,000	25,000
Audit Committee	Chairman	40,000	50,000
	Member	35,000	50,000
Nomination and Remuneration Committee	Chairman	20,000	25,000
	Member	17,500	25,000
Corporate Governance Committee	Chairman	20,000	25,000
	Member	17,500	25,000

2. Bonus payment:

To be considered on an annual basis based on the normalized net profit of the Company, payment capability including the standard practices of businesses in the same industry. For this year 2018, the Board of Directors deemed it appropriate to propose the 2018 Annual General Meeting of Shareholders to consider and approve the annual bonus payment based on the operational results of 2017 at the rate of not exceeding 0.3 percent of the Company's normalized net profit totaling not exceeding Baht 5,200,000; and

3. Other remuneration – none -

Notes: 1) the director who holds an executive position of the Company shall not be entitled to any form of directorship remuneration.

2) the remuneration shall be allocated based on the director's time in position.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the director remuneration of the year 2018 and bonus payment as per rationales and details as proposed.

Votes for approval: A resolution on this agenda item shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda Item 6 To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2018

Fact and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including any amendment thereto) and Clause 36 of the Company's Articles of Association require the Annual

General Meeting of Shareholders to consider the appointment of auditor and to determine the auditor's fee of the Company every year.

The Audit Committee has considered and proposed to appoint the auditor based on the performance, experience with the standards which are generally accepted on an international level, possession of thorough knowledge and understanding in the businesses of the group of companies of the Company. It is proposed that PricewaterhouseCoopers ABAS Ltd. shall be the Company's audit firm with the auditor's fee in the amount of Baht 4,040,000 per year (auditor's fee for the previous year is in an amount of Baht 3,940,000) and other actual costs incurred in relation to audit matters and propose the persons from PricewaterhouseCoopers ABAS Ltd. to be the auditors as follows:

- (1) Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 and/or;
- (2) Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 and/or;
- (3) Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve PricewaterhouseCoopers ABAS Ltd. to be the Company's audit firm with the auditor's fee in the amount of Baht 4,040,000 per year and other actual costs incurred in relation to audit matters and propose to appoint Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 and/or Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 and/or Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 from PricewaterhouseCoopers ABAS Ltd., who are the Certified Public Accountants permitted by the Office of the Securities and Exchange Commission to be the Company's auditors for the year 2018. Should the aforementioned auditors become unable to perform their duties, the Board of Director is authorized to consider and approve PricewaterhouseCoopers ABAS Ltd. to provide other certified public accountants in replacement of such auditors.

There is no relationship or conflicts of interest among the proposed audit firm and the auditor, the Company, the subsidiaries, the executives, the major shareholders or other related persons thereof. Details of auditors' profiles and an independent of the proposed auditor appear in **Enclosure 5**.

Votes for approval: A resolution on this agenda item shall be approved by a majority votes of shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the amendment of the Company's Articles of Association

The amendment of Clause 24 of the Articles of Association

Fact and Rationale: The Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Meetings dated June 27, 2014 provides that any meeting, which the law requires it to be held, apart from implementing the mode of meeting as provided by the certain laws, shall be able to be held through electronic media.

For the avoidance of doubt and to be in compliance with such Announcement of the National Council for Peace and Order, the Department of Business Development therefore issued a notification explaining the rules of such matter that the public limited company, who wishes to hold the meeting through electronic media, is required to include stipulate the mode of meeting through electronic media in the Company's Articles of Association.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the amendment of the relevant provisions of the Company's Articles of Association by repealing the current provision and adopting the new provision as well as registering the amendment of the Articles of Association to be in conformity with the said notification as follows:

Current Article	Article proposed to be amended
<p>Clause 24</p> <p>In the Board of Directors' Meeting, in order to constitute a quorum, at least one-half (1/2) of the total number of directors must be present and the Chairman shall preside over as the Chairman of the Board of Directors' Meeting. In case that the Chairman is not present at the meeting or unable to perform his duty, the Vice-Chairman, if any, shall be the Chairman of the Meeting. In the event that there is no Vice-Chairman or the Vice-Chairman is not present at the meeting or is unable to perform his duty, the attending directors shall elect any one of directors to be the Chairman of the meeting.</p> <p>Decision of the Board of Directors' Meeting Shall be decided by the majority of votes.</p> <p>In casting the votes, one director is entitled to one (1) vote except for the director, who has a vested interest in any matter, such director shall not be entitled to vote for such matter. In case of an equality of votes, the Chairman of the meeting shall cast one (1) additional vote as a casting vote.</p>	<p>Clause 24</p> <p>In the Board of Directors' Meeting, in order to constitute a quorum, at least one-half (1/2) of the total number of directors must be present and the Chairman shall preside over as the Chairman of the Board of Directors' Meeting. In case that the Chairman is not present at the meeting or unable to perform his duty, the Vice-Chairman, if any, shall be the Chairman of the Meeting. In the event that there is no Vice-Chairman or the Vice-Chairman is not present at the meeting or is unable to perform his duty, the attending directors shall elect any one of directors to be the Chairman of the meeting.</p> <p>Decision of the Board of Directors' Meeting Shall be decided by the majority of votes.</p> <p>In casting the votes, one director is entitled to one (1) vote except for the director, who has a vested interest in any matter, such director shall not be entitled to vote for such matter. In case of an equality of votes, the Chairman of the meeting shall cast one (1) additional vote as a casting vote.</p> <p><u>The meeting of the Board of Directors or the sub-committee of the Company may be held through electronic media in</u></p>

Current Article	Article proposed to be amended
	<u>accordance with the relevant laws, including the Announcement of the National Council for Peace and Order No. 74/2557 dated June 27, 2014 Re: Electronic Meetings and the Announcement of the Ministry of Information and Communication Technology Re: Standard for the Security of the Meeting held through Electronic Media B.E. 2557 (A.D. 2014).</u>

The amendment of Clause 31 of the Articles of Association

Fact and Rationale: Due to the Order of the Chairman of the National Council for Peace and Order No. 21/2560 Re: Legal Amendment for the Convenience of Business Operation dated April 4, 2017, the amendment was made to Section 100 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) on the subject of the grant of rights to the shareholders in convening the Extraordinary General Meeting of Shareholders. Therefore, Clause 31 of the Company's Articles of Association, which has been stipulated in accordance with the previous law, is consequently not in accordance with such order.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the amendment of such Clause of the Articles of Association by repealing the current provision and adopting the new provision as well as registering the amendment of the Articles of Association to be in conformity with the said order as follows:

Current Article	Article proposed to be amended
<p>Clause 31</p> <p>The Board of Directors shall arrange the shareholders' meeting, being the annual general meeting, to be held within four (4) months from the ending date of the accounting year of the Company.</p> <p>The other shareholders' meetings, apart from paragraph one, shall be called the extraordinary general meeting. The Board of Directors can convene the shareholders' meeting, being the extraordinary general meeting, at any time it deems appropriate.</p> <p>Shareholders holding the shares in aggregate not less than one-fifth (1/5) of</p>	<p>Clause 31</p> <p>The Board of Directors shall arrange the shareholders' meeting, being the annual general meeting, to be held within four (4) months from the ending date of the accounting year of the Company.</p> <p>The other shareholders' meetings, apart from the aforementioned, shall be called the extraordinary general meeting. The Board of Directors can convene the shareholders' meeting, being the extraordinary general meeting, at any time it deems appropriate. <u>Alternatively, any one or more shareholders holding the shares in aggregate of not less than ten (10) percent of the total number of shares</u></p>

Current Article	Article proposed to be amended
<p>the total number of shares sold, or not less than twenty-five (25) shareholders holding the shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time collectively execute a letter requesting the Board of Directors to call an extraordinary general meeting, provided that the reasons for such request must be expressly specified in the said letter. In this case, the Board of Directors shall arrange the shareholders' meetings to be held within one (1) month from the date of receipt of such letter from such shareholders.</p>	<p><u>sold, may at any time collectively execute a letter requesting the Board of Directors to call a shareholders' meeting, being the extraordinary general meeting, provided that the matters and reasons for such request must be expressly specified in the said letter. In this case, the Board of Directors shall arrange the shareholders' meetings to be held within forty-five (45) days from the date of receipt of such letter from such shareholders.</u></p> <p><u>In case that the Board of Directors fails to convene the meeting within the period prescribed in paragraph two, the shareholders who collectively executed the letter or the other shareholders holding in aggregate the required number of shares, may convene the meeting on their own within forty-five (45) days from the ending date of the period under paragraph two. In this case, it shall be deemed that such meeting is convened by the Board of Directors in which the Company shall be responsible for the necessary expenses incurred from holding the meeting and for reasonable facilitation.</u></p> <p><u>In case it appears that, any shareholders' meeting is convened due to the request of shareholders under paragraph three, if the attending shareholders do not constitute a quorum as required under Clause 33, the shareholders under paragraph three shall jointly be liable to pay the Company the expenses incurred from convening such meeting.</u></p>

Votes for approval: A resolution on this agenda item shall be approved by the votes of not less than three-fourths (3/4) of shareholders attending the meeting and having the right to vote.

Agenda Item 8 To consider and approve the issuance of debentures of the Company

Fact and Rationale: The Company plans to raise funds through the issuance and offering of the debentures in the total amount of not exceeding Baht 50,000,000,000 (or at the equivalent amount in other currency) for the purpose of the redemption and the refinance of debentures (issuance of new debentures to repay and/or replace existing debentures), for repayment of loan, investment and as working capital for the businesses.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the 2018 Annual General Meeting of Shareholders consider and approve the issuance and offering of debentures in the total amount of not exceeding Baht 50,000,000,000 (or equivalent in any other currencies) with the preliminary details as follows:

Type of debentures	Debentures of any type and category, including but not limited to, the name-registered debentures or bearer debentures, the secured debenture or unsecured debentures, with or without debentureholders' representative, the subordinated debentures or unsubordinated debentures, depending on the suitability of the market conditions or other factors at the time of each issuance or offering of debentures.
Total amount	Principal amount of debentures (at the par value) for each offering, when calculated with the aggregate of all of outstanding debentures (at the par value), at any time, must not in aggregate be exceeding Baht 50,000,000,000 (or equivalent in any other currencies). In this respect, the principal amount of the debentures redeemed or purchased by the Company which results in the reduction of the principal amount of outstanding debentures of the Company shall be counted towards the remaining principal amount of the debentures that can be issued and offered by the Company. In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures) the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued and offered by the Company.
Currency	Offered in Thai Baht currency or any other currencies.
Interest rate	Depending on the market conditions at the time of each issuance and offering of debentures.
Tenure	Except for the issuance of the perpetual debentures, the debentures issued by the Company shall be set to mature within 20 years from the issue date of the relevant debentures. For the issuance of perpetual debentures, their maturity and redemption due date shall be in accordance with the relevant rules of the Capital Market Supervisory Board and/or the Office of the Securities and Exchange Commission and/or any other related governmental agencies.
Pre-maturity redemption	The Company may or may not be entitled to redeem the debentures prior to their maturity date and the debentureholder may or may not be entitled to demand the Company to redeem the debentures prior to their maturity date. In this respect, it depends on the terms and conditions of the relevant debentures.

Offering	The Company can issue and offer for sale the debentures to be at the maximum of the total principal amount at one time or on several occasions by offering domestically and/or internationally in the public offering and/or to the investors on a private placement basis and/or high net-worth investors and/or the institutional investors and/or any persons or investors under the relevant rules of the Capital Market Supervisory Board and/or the Office of the Securities and Exchange Commission and/or any other related governmental agencies, applicable at the time of issuance or offer for sale.
Term of issuance and offering	The debentures shall be issued and offered for sale within five years (2018 - 2022).

The Board of Directors considered it appropriate to propose the 2018 Annual General Meeting of Shareholders to approve the authorization of the authorized directors of the Company, consisting of any of Mr. Harald Link or Ms. Caroline Monique Marie Christine Link or Mrs. Preeyanart Soontornwata or Mr. Surachai Saibua, in which two out of the aforementioned four directors shall co-sign (the “**Authorized Persons**”) and/or any person(s) appointed by the authorized directors of the Company or the Authorized Persons to perform any action necessary and related for such issuance and offering of the debentures to be in compliance with requirements of the law, including but not limit to considering and determining other conditions and details of the debentures of each issuance (such as the type of debentures, amount of debentures to be issued, par value, offer price per unit, tenure, interest rate, offering period, type of offering, allocation method, conditions for redemption and other details of the offering), to enter into, certify, amend and execute relevant agreements and documents, to appoint the relevant advisors and persons, to request for approval, to contact, disclose information and submit documents to the relevant authorities and to register the debentures with the Thai Bond Market Association or any other relevant secondary markets, as well as to authorize the authorized directors of the Company, the Authorized Persons and/or any person(s) appointed by the authorized directors of the Company or the Authorized Person to appoint any person as their attorney, representative or agent to perform any action as specified above.

Votes for approval: A resolution on this agenda item shall be approved by the votes of not less than three-fourths (3/4) of shareholders attending the meeting and having the right to vote.

Agenda Item 9 Other matters (if any)

To ensure that the rights and benefits of shareholders are preserved in case that the shareholders are unable to attend the meeting and such shareholders wish to appoint the Company's directors as a proxy to vote on their behalf, the Board of Directors has assigned the members of Audit Committee to be proxies with the name list of the members of the Audit Committee as follows:

1. Mr. Pakorn Thavisin
2. Mrs. Anchalee Chavanich
3. Dr. Anusorn Sangnimnuan

The Company has scheduled the date to determine the names of shareholders entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date) on March 21, 2018.

In this regard, the Company has also publicized the invitation to the 2018 Annual General Meeting of Shareholders together with the supplementary documents on the Company's website (www.bgrimmpower.com). The shareholders are, therefore, invited to attend the 2018 Annual General Meeting of Shareholders on April 26, 2018 at 10.00 a.m., at Crystal Hall Room, 3rd Floor, The Athenee Hotel Bangkok, A luxury Collection Hotel (formerly known as, Plaza Athenee Hotel Bangkok), No. 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok. The details of the Map of the Meeting's venue appear in **Enclosure 12**.

If shareholders are unable to attend the Meeting in person and wish to appoint a proxy to attend the meeting and vote on their behalf, please use either Proxy Form A. or Form B., while for the foreign shareholders who have appointed a Custodian in custody of shares, please use Proxy Form C. as appear in **Enclosure 6**. To ensure that the rights and benefits of shareholders are preserved in case that the shareholders are unable to attend the Meeting and such shareholders wish to appoint the Company's independent director as a proxy to attend the Meeting and vote on their behalf, the shareholders can appoint a proxy by using Proxy Form B. for the Company's independent director, which name list and details appear in **Enclosure 7**, to attend the Meeting and vote on their behalf. Such Proxy Form B. shall together with the supplementary documents be delivered to B.Grimm Power Public Company Limited, Investor Relations Department, 19th Floor, Dr. Gerhard Link Building, No. 5, Krungthepkreetha Road, Huamark Sub-district, Bangkapi District, Bangkok, 10240. For the convenience in reviewing the documents, your cooperation to deliver the documents to the Company within April 17, 2018 would be highly appreciated.

In this respect, the shareholders are requested to study the Guideline for registration, appointment of proxy, documents and evidence to be presented by the attendees on the meeting date, the details of which appear in **Enclosure 8**. The Company shall conduct the Meeting in accordance with the Company's Articles of Association, Chapter 6 Re: Shareholders' Meeting, the details of which appear in **Enclosure 9**. Queries can be submitted to acquire the information of each agenda item and other information of the Company in advance through the E-mail address: ir@bgrimmpower.com or by post addressed to B.Grimm Power Public Company Limited, Investor Relations Department, 19th Floor, Dr. Gerhard Link Building, No. 5, Krungthepkreetha Road, Huamark Sub-district, Bangkapi District, Bangkok, 10240.

To ensure that the registration for meeting attendance of the 2018 Annual General Meeting of Shareholders shall be convenient, fast and in an orderly manner, the Company will make available for the shareholders and proxies to register from 8.30 a.m. on the meeting date at Crystal Hall Room, 3rd Floor, The Athenee Hotel Bangkok, A luxury Collection Hotel (formerly known as, Plaza Athenee Hotel Bangkok), No. 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok. In addition, since the Company will use the Barcode system for the registration and the vote counting at this Meeting, the shareholders and proxies are required to bring the Registration Form as appears in **Enclosure 10** to present on the meeting date together with the other supplementary documents with the details appear in **Enclosure 8**. In case shareholder have followers accompanying them to this Meeting, the followers shall be invited to the guest lounge separately arranged by the Company.

The Company has prepared the 2017 Annual Report and 2017 Sustainability Report (in CD-ROM format) and delivered the same to shareholders. However, if any shareholder wishes to request for the 2017 Annual Report and 2017 Sustainability Report (in printed format), the Request Form as appears in **Enclosure 11** can be submitted accordingly.

Sincerely yours,

B.Grimm Power Public Company Limited

Signed  Chairman of the Board
(Mr. Harald Link)

For more information, please contact:

Mr. Chairath Sivapornpan
Investor Relations Department,
B.Grimm Power Public Company Limited
Tel: 02-710-3528 Facsimile: 02-379-4259