



Invitation to  
the Extraordinary General Meeting of Shareholders No. 1/2019  
Global Power Synergy Public Company Limited

Wednesday, August 28, 2019, at 1.00 p.m.

at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao,  
1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District,  
Bangkok 10900

Important Notes:

1. The meeting registration will start at 11.00 p.m.
2. For convenience in registration process, **please bring the Registration Form to the meeting.**
3. No souvenirs provided for the meeting attendees.

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### Remark

The Company also sent these documents separately from this booklet:

Attachment 3    Registration Form (kindly bring this form on the date of the Meeting)

Attachment 4    Proxy Form B. (delivered to all shareholders via mail)

The shareholders are able to download Proxy Form A. (General Proxy Form) and Proxy Form C. (to be used for a non-Thai shareholders wishing to appoint a custodian in Thailand) at the Company's website: [www.gpscgroup.com](http://www.gpscgroup.com).



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No. 10000000/214/19

August 2, 2019

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 1/2019

Attention: Shareholders of Global Power Synergy Public Company Limited

Attachment:

1. Capital Increase Report Form (F53-4) (for Agenda Items 1 and 2)
2. Information Memorandum on Allocation of Newly-issued Ordinary Shares (for Agenda Items 1 and 2)
3. Registration Form  
(kindly bring this form on the date of the Meeting)
4. Proxy Form A, Proxy Form B, and Proxy Form C  
(it is advisable that shareholders use Proxy Form B)
5. Procedures on registration and appointment of proxy
6. List of names and profiles of independent directors who are available to be appointed as proxies
7. Articles of Association of the Company with respect to the shareholders meeting and voting at the meeting
8. Map of meeting venue

The Board of Directors Meeting of Global Power Synergy Public Company Limited (the “Company”), held on July 26, 2019, resolved to approve the calling of Extraordinary General Meeting of Shareholders No. 1/2019 on August 28, 2019, at 1.00 p.m., at Bangkok Convention Center Room, 5<sup>th</sup> floor, Central Plaza Ladprao Department Store, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 (the “Meeting”), and approve the date to record the names of the shareholders who are entitled to attend the Meeting (Record Date) on August 9, 2019.

The Company would like to inform you of the details on each agenda item of the Extraordinary General Meeting of Shareholders No. 1/2019 as approved by the resolution of the Board of Directors, as follows:

**Agenda Item 1:** **To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Memorandum of Association (Re: Registered Capital) to be in line with the capital increase**

#### **Objectives and Rationale:**

Reference is made to the Company’s intention to apply a part of the proceeds derived from the capital increase to repay the short-term loan (Bridge Financing) to the financial institutions and the major shareholders (i.e., PTT Public Company Limited and PTT Global Chemical Public Company

Limited), which the Company used in the acquisition of the business of Glow Energy Public Company Limited, and to support the investment in current and future projects in order to enhance capacity to compete and business expansion in the long term, including to maintain the financial ratio to be comparable to other companies in the same industries.

The Company, therefore, is desirous to increase its registered capital by THB 13,214,285,710, from the existing registered capital of THB 14,983,008,000, to THB 28,197,293,710, by issuing 1,321,428,571 newly-issued ordinary shares, with the par value of THB 10 per share, to accommodate the allocation of newly-issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering). The details on the allocation of the newly-issued ordinary shares are set out in Agenda Item 2, the Capital Increase Report Form (F53-4) and the Information Memorandum on Allocation of Newly-issued Ordinary Shares, Attachments 1-2, respectively.

In addition, in order to be in line with the capital increase, the Company is required to amend Clause 4 of the Memorandum of Association (Re: Registered Capital) to read as follows:

“Clause 4. Registered capital	28,197,293,710	Baht	(twenty eight thousand one hundred ninety seven million two hundred ninety three thousand seven and ten baht only)
Divided into	2,819,729,371	shares	(two thousand eight hundred nineteen million seven hundred twenty nine thousand three hundred seventy one shares)
Value per share	10	Baht	(ten baht)
Categorised into:			
Ordinary shares	2,819,729,371	shares	(two thousand eight hundred nineteen million seven hundred twenty nine thousand three hundred seventy one shares)
Preference shares	-	shares	( - )”

In this regard, the President and Chief Executive Officer and/or any other person delegated by the President and Chief Executive Officer shall be authorised to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any necessary act in accordance with the registrar’s order to complete the registration.

#### **Opinions of the Board of Directors:**

After due consideration, the Board of Directors is of the view that the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective

shareholdings (Rights Offering) is appropriate, reasonable, and in the best interests of the Company and all shareholders. This is because the issuance and offering for sale corresponds to the plan with regard to seeking sources of funds by repaying the short-term loan (Bridge Financing) to the financial institutions and the major shareholders, which the Company used in the acquisition of the business of Glow Energy Public Company Limited, and to support the investment in the current and future projects in order to enhance capacity to compete and business expansion in the long term, including to maintain the financial ratio to be comparable to other companies in the same industries. The Board of Directors, therefore, deems it appropriate to propose that the Meeting consider and approve the increase in the registered capital from the existing registered capital of THB 14,983,008,000, to THB 28,197,293,710, by issuing newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, to accommodate the allocation of newly-issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), and the amendment to Clause 4 of the Memorandum of Association (Re: Registered Capital) in order to be in line with the capital increase, as well as the relevant authorisation as per the details above.

### **Voting Requirements:**

The resolution on this agenda item shall be passed by votes of no less than three-quarters (3/4) of the total votes casted by the shareholders attending the Meeting and having the right to vote.

**Agenda Item 2:**            **To consider and approve the allocation of the newly-issued ordinary shares to be offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) whereby the existing shareholders are able to oversubscribe for the newly-issued ordinary shares in excess of their rights**

### **Objectives and Rationale:**

According to the Company's increase in its registered capital from the existing registered capital of THB 14,983,008,000 to THB 28,197,293,710, by issuing newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, in accordance with the details set out in Agenda Item 1 above, the Company will allocate not exceeding 1,321,428,571 newly-issued ordinary shares, with the par value of THB 10 per share for the purposes of offering them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the rate of 1 existing ordinary share to 0.8819 newly-issued ordinary shares, at the offering price of THB 56 per share. In the case of a fraction of a share, the fraction shall be rounded down.

In determining the offering price of the newly-issued ordinary shares to be offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company has taken into account the market price of the shares and applied a discount to the offering price of approximately 20 percent of the weighted average price of the shares of the Company traded on the Stock Exchange of Thailand (the "Stock Exchange") of no less than 30 consecutive business days prior to the date on which the Board of Directors resolves to propose the matter regarding the increase in the registered capital to the Extraordinary General Meeting of the Shareholders for its consideration on July 26, 2019 (i.e., the period from June 13 to July 25, 2019), which is equivalent to THB 70 per share (based on information from SETSMART of the Stock Exchange).

In this regard, each existing shareholder may subscribe for the newly-issued ordinary shares in excess of their rights according to the allocation ration prescribed above (Oversubscription), but the oversubscribed shares will be allocated to the oversubscribing shareholders only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), in the case where there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings, the Company will allocate such remaining shares to the existing shareholders wishing to oversubscribe, which includes the existing shareholders wishing to oversubscribe who are the connected person of the Company, at the same offering price as the shares which are allocated in accordance with the rights as follows:

- (a) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is higher than or equivalent to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who have oversubscribed for the shares in excess of the rights according to their shareholding and fully paid the price of the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.
- (b) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering) is lower than the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
  - (1) The Company will allocate the shares in a number proportionate to the existing shareholding percentage of each oversubscribing shareholder by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for.
  - (2) In the case where there are shares remaining from the allocation pursuant to (b)(1), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been allocated with shares in accordance with their existing shareholding ratio by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for. The Company shall allocated the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this clause until there are no shares remaining from the allocation.

In this regard, any allocation of shares to the existing oversubscribing shareholders of the Company shall not cause any shareholders of the Company (including the person prescribed in Section 258 of the Securities and Exchange Act B.E. 2535 (1992) of such shareholder) to hold shares in the following manners:

- (a) holding of shares in an amount that reaches or surpasses the trigger point requiring such person to make a tender offer as required by the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (“Notification No. TorChor. 12/2554”) (except such shareholder is waived from the obligation to make a tender offer for all of the securities of the Company as prescribed in the Notification No. TorChor. 12/2554); or
- (b) holding of shares in violation of the foreign shareholding limitation specified under the Company’s Articles of Association;

In the event that there are shares remaining from the allocation according to the shareholding ratio and the allocation to the shareholders who oversubscribe for the shares in excess of their rights (Oversubscription), the Company will seek an approval from the shareholders’ meeting to proceed with capital reduction by cancelling the shares which have not been allocated accordingly.

In this regard, the Board of Directors of the Company scheduled September 4, 2019 as the date to record the names of the shareholders who are entitled to the allocation of newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) and the date for subscription of the newly-issued ordinary shares shall be during 30 September and October 1-4, 2019 (totalling 5 business days). Nevertheless, the details of the subscription rights and allocation rights remain uncertain until an approval from the Extraordinary General Meeting of the Shareholders is granted.

In addition, in allocating the newly-issued ordinary shares of the Company, the President and Chief Executive Officer and/or any person appointed and delegated by the President and Chief Executive Officer shall be authorized to undertake the following acts:

- (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings, in order to be in compliance with the laws and regulations governing the issuance and offering for sale of securities under Thai law, in this regard, the Company may reserve its right not to offer the sale of newly-issued shares to any of the existing shareholders of the Company if such offering will cause the Company to violate any foreign laws and regulations;
- (b) to determine or change the methods of the allocation of the newly-issued ordinary shares, such as whether the newly-issued ordinary shares shall be allocated in a single or multiple allocations, offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offering for sale, e.g., to change the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares;
- (c) to execute application forms for permissions and waivers, notices, as well as any document relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documents with the officials or representatives of the relevant authorities, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and undertake any act

necessary for and relevant to the allocation of the newly-issued ordinary shares in all respects, for the purposes of the offering the shares for sale to the existing shareholders of the Company proportionate to their respective shareholdings subject to the relevant provisions of law;

- (d) to register the amendment of the Memorandum of Association, as well as the amendment of the registered capital at the Department of the Business Development, Ministry of Commerce, and to undertake any necessary act in accordance with the registrar's order for the purposes of the completion of the registration.

(Please refer to additional information in the Capital Increase Report Form (F53-4), Attachment 1, and the particulars in the invitation to the shareholders meeting to obtain approval on the issuance and offering for sale of securities pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558, Re: Particulars of Notice Calling Shareholders' Meeting of Listed Companies to Obtain Approval for Issuance and Offer of Securities for Sale (including any amendment thereto) set out in the Information Memorandum on Allocation of Newly-issued Ordinary Shares, Attachment 2.)

#### **Opinions of the Board of Directors:**

After due consideration, the Board of Directors deems it appropriate to propose that the Meeting consider and approve the allocation of newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the rate of 1 existing ordinary share to 0.8819 newly-issued ordinary shares, at the offering price of THB 56 per share. In the case of a fraction of a share, the fraction shall be rounded down, and the authorisation relevant to the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) as detailed above.

#### **Voting Requirements:**

The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

#### **Agenda Item 3: To consider and approve the amendment to the Articles of Association of the Company**

#### **Objectives and Rationale:**

According to Article 37 (2) (d) of the Company's Articles of Association, the amendment of the Company's Articles of Association must be approved by the shareholder meeting with not less than three-fourths (3/4) of shareholders present at the Meeting and have the rights to vote.



### **Opinion of the Board of Directors:**

In order for the Company to have sufficient number of directors that is suitable for its business operation and conforms to the Company's growth as a result of a dramatic business expansion from the acquisition and merger with Glow Energy Public Company Limited, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of the Shareholders No. 1/2019 to consider approving the amendment of Clause 15 of the Articles of Association of the Company (Re: Number of Directors) by increasing the number of board seats, from not exceeding 13 directors to not exceeding 15 directors. Article 15 of the Company's Articles of Association shall be repealed and replaced with the new wordings as per the below details, including assigning a person who assigned by the authorized director(s) of the Company to make any amendment, addition, change that may be recommended or required by the registrar of the public company limited as necessary and appropriate without affecting the substance of the amendment of the Company's Articles of Association as proposed.

#### **Existing Wordings**

"Article 15. The Company shall have a Board of Directors consisting of at least five (5) directors but not more than thirteen (13) directors to conduct the Company's business and not less than half (1/2) of all Directors shall reside within the Kingdom.

The Directors of the Company may or may not be the shareholders of the Company."

#### **New Wordings**

"Article 15. The Company shall have a Board of Directors consisting of at least five (5) directors but not more than fifteen (15) directors to conduct the Company's business and not less than half (1/2) of all Directors shall reside within the Kingdom.

The Directors of the Company may or may not be the shareholders of the Company."

### **Voting Requirements:**

The resolution on this agenda item shall be passed by votes of no less than three-quarters (3/4) of the total votes casted by the shareholders attending the Meeting and having the right to vote.

**Agenda Item 4:**            **Other matters (if any)**

On the date of the Meeting, the shareholders and/or proxies are able to register for the Meeting from 11.00 a.m. The Company requested that the shareholders and/or proxies present the documents and evidence in accordance with Attachment 3 and Attachment 4 for the purpose of registration on the Meeting date, as well as to study the procedures on registration and appointment of proxy as specified in Attachment 5.

In the case where any shareholder is not able to attend the Meeting by him/herself and wishes to appoint independent directors of the Company whose names are set out in Attachment 6 to attend the Meeting and cast votes on his/her behalf, a shareholder may do so by using the Proxy Form B. In this regard, it is advisable that the shareholders study and comply with the procedures on registration and appointment of proxy as specified in Attachment 5. The Company will conduct the Meeting in accordance with the Articles of Association as detailed in Attachment 7. Should the shareholders have any inquiries regarding the agenda items of the Meeting, please contact the Office of the Chief Executive Officer, at Tel. 02-140-4608 or 02-140-4719, Email: [company-secretary@gpscgroup.com](mailto:company-secretary@gpscgroup.com), or Investor Relations, at Tel. 02-140-4628, 02-140-4630, 02-140-4691, or 02-140-5318, Email: [ir@gpscgroup.com](mailto:ir@gpscgroup.com).

Please be informed accordingly. The shareholders are cordially invited to attend Extraordinary General Meeting of Shareholders No. 1/2019 on the date, time, and venue as specified above. Your cooperation would be greatly appreciated.

Yours sincerely,



(Mr. Chawalit Tippawanich)

President and Chief Executive Officer

Office of the Chief Executive Officer  
Company Secretary and Corporate Governance  
and Affairs Department  
Tel. : 02-140-4719,4608  
Fax. : 02- 140- 4601

**Capital Increase Report Form**  
**Global Power Synergy Public Company Limited**  
**26 July 2019**

We, Global Power Synergy Public Company Limited (the “**Company**”), would like to report the resolutions passed by Board of Directors Meeting No. 7/2019, held on 26 July 2019 with respect to the capital increase, and the offering for sale, and the allocation of the newly-issued ordinary shares, as follows:

**1. Capital Increase**

- 1.1 The Board of Directors Meeting resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2019 consider and approve the capital increase from the existing registered capital of THB 14,983,008,000 to THB 28,197,293,710 by issuing newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, totalling THB 13,214,285,710 in the following manners:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/share)	Total (million THB)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilisation	Ordinary	1,321,428,571	10	13,214,285,710
	Preference	—	—	—
<input type="checkbox"/> General Mandate	Ordinary	—	—	—
	Preference	—	—	—

**2. Allocation of the newly-issued ordinary shares**

The Board of Directors resolved to approve the allocation of newly-issued ordinary shares of not exceeding 1,321,428,571 shares, at the par value of THB 10 per share, totalling THB 13,214,285,710, in accordance with the following details:

## 2.1 Details of the allocation

Allocated to	Number of Shares	Ratio (old : new)	Offering Price (THB/share)	Subscription and Payment Period	Remark
Existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) whereby the existing shareholders shall have the oversubscription rights	Not exceeding 1,321,428,571	1 old ordinary share : 0.8819 newly-issued ordinary shares	56	30 September 2019 and 1-4 October 2019 (totalling 5 business days)	Please see Remarks 1-5 following this table

### Remarks:

1. The Board of Directors Meeting of the Company approved to propose to the shareholders meeting for its consideration the allocation of newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, for the purposes of offering them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 1 existing ordinary share to 0.8819 newly-issued ordinary shares, at the offering price of THB 56 per share. In the case of a fraction of a share, the fraction shall be rounded down.

In determining the offering price of the newly-issued ordinary shares to be offered to the existing shareholders in proportionate to their respective shareholdings (Rights Offering), the Board of Directors Meeting of the Company has taken into account the market price of the shares and applied a discount to the offering price of approximately 20 percent of the weighted average price of the shares of the Company traded on the Stock Exchange of Thailand (the “**Stock Exchange**”) of 30 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter regarding the increase in the registered capital to the Extraordinary General Meeting of Shareholders for its consideration on 26 July 2019 (i.e., the period from 13 June to 25 July 2019), which is equivalent to approximately THB 70 (based on information from SETSMART of the Stock Exchange).

2. The Board of Directors of the Company approved and scheduled 4 September 2019 as the date to record the names of the shareholders who are entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings (Record Date) and the date for subscription of the newly-issued ordinary shares shall be during 30 September 2019 – 1-4 October 2019 (totalling 5 business days). Nevertheless, the details of the subscription rights and allocation rights remain uncertain unless approval from the Extraordinary General Meeting of Shareholders is granted.
3. Each existing shareholder may subscribe for the newly-issued ordinary shares in excess of their rights according to the allocation ratio prescribed above (Oversubscription), but the oversubscribed shares will be allocated to the oversubscribing shareholders only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), in the case where there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate

to their respective shareholdings, the Company will allocate such remaining shares to the existing shareholders wishing to oversubscribe, which includes the existing shareholders wishing to oversubscribe who are the connected person of the Company, at the same offering price of the shares, the details are as follows:

- (a) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering), is higher than or equivalent to the number of shares for which are oversubscribed by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who have fully paid the price of the oversubscribed shares, in accordance with the number of shares for which they have expressed their intention to oversubscribe.
  - (b) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering), is lower than the number of shares for which are oversubscribed by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
    - (1) The Company will allocate the shares in a number proportionate to the existing shareholding ratio of each oversubscribing shareholder by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for.
    - (2) In the case where there are shares remaining from the allocation pursuant to (b)(1), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with shares in accordance with their existing shareholding ratio by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this clause until there are no shares remaining from the allocation.
4. Any allocation of shares to the existing oversubscribing shareholders of the Company under Clause 3 above shall not cause any shareholders of the Company (including the person prescribed in Section 258 of the Securities and Exchange Act B.E. 2535 (1992) of such shareholder) to hold shares in the following manners:
- (a) holding of shares in an amount that reaches or surpasses the trigger point requiring such person to make a tender offer as required by the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (“**Notification No. TorChor. 12/2554**”)

(except such shareholder is waived from the obligation to make a tender offer for all of the securities of the Company as prescribed in the Notification No. TorChor. 12/2554); or

- (b) holding of shares in violation of the foreign shareholding limitation specified under the Company's Articles of Association;

5. In allocating the newly-issued ordinary shares of the Company, the President and Chief Executive Officer and/or any person appointed and delegated by the President and Chief Executive Officer shall be authorised to undertake the following acts:

- (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings, in order to be in compliance with the laws and regulations governing the issuance and offering for sale of securities under Thai law, in this regard, the Company may reserve its right not to offer the sale of newly-issued shares to any of the existing shareholders if such offering will cause the Company to violate any foreign laws and regulations;
- (b) to determine or change the methods of the allocation of the newly-issued ordinary shares, such as whether the newly-issued ordinary shares shall be allocated in a single or multiple allocations, offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offering for sale, e.g., to change the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares;
- (c) to execute application forms for permissions and waivers, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documents with the officials or representatives of the relevant authorities, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares, in all respects, for the purposes of the offering the shares for sale to the existing shareholders of the Company proportionate to their respective shareholdings subject to the relevant provisions of law;
- (d) to register the amendment of the Memorandum of Association, as well as the amendment of the registered capital at the Department of the Business Development, Ministry of Commerce, and to undertake any necessary act in accordance with the registrar's order for the purposes of the completion of the registration.

## **2.2 Company procedure where there is a fraction of shares**

In the case of a fraction of a share resulting from the allocation of the newly-issued ordinary shares, the fraction shall be rounded down.

**3. Scheduling of the shareholders meeting to obtain an approval for the capital increase and the allocation of the newly-issued shares**

Extraordinary General Meeting of Shareholders No. 1/2019 is scheduled to be held on Wednesday 28 August 2019, at 13.00 hrs., at Bangkok Convention Center Room, 5<sup>th</sup> floor, Central Plaza Ladprao Department Store, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900. The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2019 (Record Date) is 9 August 2019. In addition, the President and Chief Executive Officer shall be authorised to change or amend the date, time, venue as well as any other details relevant to Extraordinary General Meeting of Shareholders No. 1/2019, and to consider and amend the date to record the names of the shareholders who are entitled to attend the meeting as he deems appropriate by taking into consideration the benefits for and/or the impact on the Company.

**4. Application to the relevant government authorities for approval of the capital increase / the allocation of the newly-issued shares and the conditions thereto**

4.1 The Company will file an application for the registration of capital increase, amendment to the Memorandum of Association, and change of paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will file an application with the Stock Exchange to list the newly-issued shares on the Stock Exchange, in accordance with the relevant rules and regulations.

**5. Objectives of the capital increase and plans for utilising the proceeds derived from the capital increase**

In the case that the total newly-issued ordinary shares offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) are fully subscribed, the Company will be able to raise funds of approximately THB 74,000 million whereby parts of the proceeds from the capital increase shall be applied to repayment of the short-term loan (Bridge Financing) to the financial institutions and the major shareholders (i.e., PTT Public Company Limited and PTT Global Chemical Public Company Limited) with respect to the acquisition of Glow Energy Public Company Limited and shall be allocated for maintaining the Company's financial ratio to be comparable to other companies in the same industry as well as having the financial structure which is suitable for the investment in the current and future projects.

In addition, the funds utilisation plan of the Company above is aligned with the current business strategy on allocation of the proceeds derived from the offering for sale of these newly-issued shares. However, the actual number of shares being subscribed and paid for might be lower than the total number of shares that the Company wishes to offer for sale (i.e., 1,321,428,571 shares) which may cause the proceed received by the Company to be lower than THB 74,000 million. In such case, the funds utilisation plan of the Company may be different from the funds utilisation plan prescribed in the preceding paragraph.

**6. Benefits which the Company will obtain from the capital increase / the allocation of the newly-issued shares**

- 6.1 To repay the short-term loan (Bridge Financing) to the financial institutions and the major shareholders (PTT Public Company Limited and PTT Global Chemical Public Company Limited) with respect to the acquisition of Glow Energy Public Company Limited, which will reduce the interest burden of the Company.
- 6.2 To strengthen the financial structure of the Company and to enable the Company to have sufficient funds to facilitate the operations of the current projects and business expansion of the Company in the future.
- 6.3 To maintain a financial ratio to be comparable to other companies in the same industry.

Please refer to the additional details set out in the Information Memorandum on Allocation of Newly-issued Ordinary Shares.

**7. Benefits which the shareholders will obtain from the capital increase / the allocation of the newly-issued shares**

**7.1 Dividend policy:**

The Company has established a policy to pay the minimum dividend at the rate of not less than 30 percent of the net profits according to the financial statements of the Company after the deduction of tax, reserved funds as required by law, and obligations under the terms and conditions of the loan agreement. However, the dividend payment will be subject to the investment plan, necessity of funds utilisation and other appropriateness in the future.

Subscribers for the newly-issued shares shall be entitled to dividends from the operating results of the Company upon their registration as Company's shareholders, provided that the shareholders must have their names listed in the shareholder register book of the Company, and the Company must announce the dividend payment, in accordance with the law and the relevant rules and regulations.

**7.2 Others:**

-None-

**8. Other details necessary for the shareholders in support of their decision to approve the capital increase / the allocation of the newly-issued shares**

Please refer to the additional details set out in the Information Memorandum on Allocation of Newly-issued Ordinary Shares.

**9. Schedule if the capital increase / the allocation of the newly-issued shares is approved by the Board of Directors**



Procedures	Date / Month / Year
1. Board of Directors Meeting No. 7/2019 resolved to approve the capital increase and the allocation of the newly-issued shares	26 July 2019
2. The date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2019 (Record Date)	9 August 2019
3. Extraordinary General Meeting of Shareholders No. 1/2019	28 August 2019
4. The date to register the capital increase and amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which approval is granted by the shareholders meeting
5. The date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares (Record Date)	4 September 2019
6. The subscription period of the newly-issued ordinary shares	30 September and 1-4 October 2019 (totalling 5 business days)
7. The date to register the increase in the paid-up capital with the Ministry of Commerce	Within 14 days after the expiration of the subscription period

The Company hereby certifies that the information contained herein is true and complete in all respects.



(Mr. Chawalit Tippawanich)  
President and Chief Executive Officer  
Global Power Synergy Public Company Limited

**Information Memorandum on Allocation of Newly-issued Shares of  
Global Power Synergy Public Company Limited**

Reference is made to the fact that Board of Directors Meeting of Global Power Synergy Public Company Limited (the “**Company**”) No. 7/2019, held on 26 July 2019, resolved to approve the increase in the registered capital of the Company, from the existing registered capital of THB 14,983,008,000 to THB 28,197,293,710, by issuing and allocating the newly-issued ordinary shares of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, totalling THB 13,214,285,710, for the purposes of offering them for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) whereby the existing shareholders shall have the oversubscription rights, at the allocation ratio of 1 existing ordinary share to 0.8819 newly-issued ordinary shares, at the offering price of THB 56 per share, the matter of which will be proposed to the Extraordinary General Meeting of Shareholders No. 1/2019 which will be held on 28 August 2019, for its consideration and approval.

In this regard, as the issuance and allocation of newly-issued ordinary shares are deemed significant matter, the Company has prepared an information memorandum on the allocation of shares which is material for the shareholders’ consideration pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: Particulars of Notice Calling Shareholders’ Meeting of Listed Companies to Obtain Approval for Issuance and Offer of Securities for Sale (including any amendment thereto), the details of which are set out as follows.

**1. Details of the Offer for Sale of Newly-issued Shares**

The Company will allocate newly-issued ordinary shares for offering for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering) of not exceeding 1,321,428,571 shares, with the par value of THB 10 per share, for offering for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering), at the allocation ratio of 1 existing share to 0.8819 newly-issued ordinary shares, at the offering price of THB 56 per share.

In determining the offering price of the newly-issued ordinary shares to be offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering), the Company has taken into account the market price of the shares and applied a discount to the offering price of approximately 20 percent of the weighted average price of the shares of the Company traded on the Stock Exchange of Thailand (the “**Stock Exchange**”) of not less than 30 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter regarding the increase in the registered capital to the Extraordinary General Meeting of Shareholders for its consideration on 26 July 2019 (i.e., the period from 13 June to 25 July 2019), which is equivalent to approximately THB 70 (based on information from SETSMART of the Stock Exchange).

Each existing shareholder may subscribe for the newly-issued ordinary shares in excess of their rights according to the allocation ratio prescribed above (Oversubscription), but the oversubscribed shares will be allocated to the oversubscribing shareholders only if there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In allocating the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), in the case where there are newly-issued ordinary shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings, the Company will allocate such remaining shares to the existing shareholders wishing to oversubscribe, which includes the existing shareholders wishing to oversubscribe who are the connected person of the Company, at the same offering price of the shares, the details are as follows:

- (a) In the case where the number of shares remaining from the first allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering), is higher than or equivalent to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders, who have fully paid the price of the oversubscribed shares, in accordance with the number of shares for which they have expressed the intention to oversubscribe.
- (b) In the case where the number of shares remaining from the first allocation to the existing shareholders, proportionate to their respective shareholdings (Rights Offering), is lower than the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders in accordance with the following stipulations:
  - (1) The Company will allocate the shares in a number proportionate to the existing shareholding ratio of each oversubscribing shareholder by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for.
  - (2) In the case where there are shares remaining from the allocation pursuant to (b)(1), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with shares in accordance with their existing shareholding ratio by multiplying the shareholding ratio of each oversubscribing existing shareholder by the number of the remaining shares, resulting in the number of shares to which each oversubscribing shareholder will be entitled to be allocated. In the case of a fraction of a share, the fraction shall be rounded down. In this regard, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this clause until there are no shares remaining from the allocation.

In this regard, any case of the allocation of shares to the existing oversubscribing shareholders of the Company shall not cause any shareholders of the Company (including the person prescribed in Section 258 of the Securities and Exchange Act B.E. 2535 (1992) of such shareholder) to hold shares in the following manners:

- (a) holding of shares in an amount that reaches or surpasses the trigger point requiring such person to make a tender offer as required by the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (“**Notification No. TorChor. 12/2554**”) (except such shareholder is waived from the obligation to make a tender offer for all of the securities of the Company as prescribed in the Notification No. TorChor. 12/2554); or
- (b) holding of shares in violation of the foreign shareholding limitation specified under the Company’s Articles of Association;

In allocating the newly-issued ordinary shares of the Company, the President and Chief Executive Officer and/or any person appointed and delegated by the President and Chief Executive Officer shall be authorized to undertake the following acts:

- (a) to consider and determine the details of the allocation of the newly-issued ordinary shares for the purpose of offering them for sale to the existing shareholders proportionate to their respective shareholdings, in order to be in compliance with the laws and regulations governing the issuance and offering for sale of securities under Thai law, in this regard, the Company may reserve its right not to offer the sale of newly-issued shares to any of the existing shareholders if such offering will cause the Company to violate any foreign laws and regulations;
- (b) to determine or change the methods of the allocation of the newly-issued ordinary shares, such as whether the newly-issued ordinary shares shall be allocated in a single or multiple allocations, offering period, allocation ratio, offering price, payment method, or any other details with respect to the allocation and the offering for sale, e.g., to change the date to record the names of the shareholders who are entitled to the allocation of the newly-issued ordinary shares;
- (c) to execute application forms for permissions and waivers, notices, as well as any documentation relevant to the allocation of the newly-issued ordinary shares, including to contact and file the documents with the officials or representatives of the relevant authorities, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and undertake any act necessary for and relevant to the allocation of the newly-issued ordinary shares, in all respects, for the purposes of the offering the shares for sale to the existing shareholders of the Company proportionate to their respective shareholdings subject to the relevant provisions of law;
- (d) to register the amendment of the Memorandum of Association, as well as the amendment of the registered capital at the Department of the Business Development, Ministry of Commerce, and to undertake any necessary act in accordance with the registrar’s order for the purposes of the completion of the registration.

## 2. Purposes of the issuance of newly-issued shares and use of proceeds

In the case that the total newly-issued ordinary shares offered to each existing shareholder proportionate to their respective shareholdings (Rights Offering) are fully subscribed, the Company will be able to raise funds of approximately THB 74,000 million whereby the parts of the proceeds from the capital increase shall be applied to repayment of the short-term loan (Bridge Financing) with the financial institutions and the major shareholders (i.e., PTT Public Company Limited and PTT Global Chemical Public Company Limited), with respect to the acquisition of Glow Energy Public Company Limited and shall be allocated for maintaining the Company's financial ratio to be comparable to other companies in the same industry as well as having the suitable financial structure and support the investment in the current and future projects.

In this regard, the funds utilisation plan of the Company above is aligned with the current business strategy on allocation of the proceeds derived from the offering for sale of these newly-issued shares. However, the actual number of shares being subscribed and paid for might be lower than the total number of shares that the Company wishes to offer for sale (i.e., 1,321,428,571 shares) which may cause the proceed received by the Company to be lower than THB 74,000 million. In such case, the funds utilisation plan of the Company may be different from the funds utilisation plan prescribed in the preceding paragraph.

## 3. Effects on the shareholders from the offering for sale of the newly-issued shares

### 3.1 Effects on the market price of shares (Price Dilution)

After the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering), price dilution will be subject to the exercise of the rights to purchase newly-issued shares of each existing shareholder. In the case that all existing shareholders do not exercise their rights to purchase any newly-issued shares, there will be no price dilution affecting the shares of the Company. However, in the case that all existing shareholders fully exercise their rights to purchase all newly-issued shares, the price of the shares will be affected, being reduced at the rate of 9.2 percent based on the following calculation:

$$\begin{aligned} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\ &= \frac{69.68 - 63.27}{69.68} \\ &= 9.2 \text{ percent} \end{aligned}$$

The market price after the offering for sale of the newly-issued ordinary shares proportionate to the shareholders' respective shareholdings is:

$$\begin{aligned} &= \frac{(\text{Market Price} \times \text{Number of Paid-up shares}) + (\text{Rights Offering Price} \times \text{Number of shares to be issued for Rights Offering})}{\text{Number of Paid-up shares} + \text{Number of shares to be issued for Rights Offering}} \end{aligned}$$

$$= \frac{(69.68 \times 1,498,300,800) + (56.00 \times 1,321,428,571)}{1,498,300,800 + 1,321,428,571}$$

$$= \text{THB 63.27 per share}$$

**Remark:** Market price is equivalent to the weighted average price of the Company's shares traded for 30 consecutive trading days before the date of Board of Directors Meeting No. 7/2019, held on 26 July 2019, which comprises the period from 13 June to 25 July 2019) (information from SETSMART of the Stock Exchange), for which the price is equal to THB 69.98.

### 3.2 Effects on the proportion of shareholding (Control Dilution)

After the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering), in the case that all existing shareholders fully exercise their rights to purchase the newly-issued shares, there will be no control dilution. However, in the case that all existing shareholders do not exercise their rights to purchase any newly-issued shares, the Company shall decrease the registered capital by cancelling the newly-issued ordinary shares remaining from the offering for sale, resulting in the number of paid-up shares not being changed and no control dilution.

In the case that the shareholders wish not to exercise their rights to subscribe for any of the newly-issued ordinary shares and other shareholders exercise their rights to subscribe for all of the newly-issued ordinary shares in accordance with their rights and/or subscribe for all of the newly-issued ordinary shares in excess of their rights (oversubscription), there will be control dilution, rendering the voting rights of the existing shareholders to be decreased by approximately 46.9 percent, based on the following calculation:

$$= \frac{\text{Number of shares to be issued}}{\text{Number of paid-up shares} + \text{Number of shares to be issued}}$$

$$= \frac{1,321,428,571}{1,498,300,800 + 1,321,428,571}$$

$$= 46.9 \text{ percent}$$

### 3.3 Earnings per Share Dilution

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{2.26 - 1.20}{2.26}$$

$$= 46.9 \text{ percent}$$

$$\begin{aligned}
\text{Whereby EPS before offering} &= \frac{\text{Net Profit}}{\text{Number of paid-up shares}} \\
&= \frac{3,379,181,203}{1,498,300,800} \\
&= \text{THB 2.26 per share}
\end{aligned}$$

$$\begin{aligned}
\text{Whereby EPS after offering} &= \frac{\text{Net Profit}}{\text{Number of paid-up share} + \text{Number of shares under Rights Offering}} \\
&= \frac{3,379,181,203}{1,498,300,800 + 1,321,428,571} \\
&= \text{THB 1.20 per share}
\end{aligned}$$

Net profit is calculated from the net profit of the past 12 months from 1 April 2018 to 31 March 2019.

#### **4. Opinions of the Board of Directors on the Capital Increase or the offering for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering)**

##### **4.1 Rationale and necessity for the capital increase**

The Board of Directors is of the view that it is necessary for the Company to increase its registered capital, and issue and offer for sale the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering). The proceeds derived from the issuance of the newly-issued shares will be used for the purposes as described under Clause 2 above.

##### **4.2 Feasibility of the plan to utilise the proceeds**

The Company plans to issue and offer for sale of shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), including to receive the proceeds derived therefrom, by October of 2019. The Company will use the proceeds for the purposes as described under Clause 2 above.

##### **4.3 Reasonableness of the capital increase, plan for use of the proceeds derived from the offer for sale, and projects to be operated, including sufficiency of the sources of funds**

The Board of Directors is of the view that the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) is appropriate, reasonable, and in the best interests of the Company and all shareholders. This is because the issuance and offering for sale corresponds to the plan with regard to seeking sources of funds by repaying the financial institutions the short-term loan (Bridge Financing) that the Company used in the acquisition of the business of Glow Energy Public Company

Limited, and for maintaining the Company's financial ratio to be comparable to other companies in the same industry as well as having the suitable financial structure and support the investment in the current and future projects, including enhancing the capacity to compete and business expansion in long-term.

In this regard, in the case that the newly-issued ordinary shares issued and offered for sale on this occasion are fully subscribed, the Company will be able to obtain proceeds of approximately THB 74,000 million.

#### **4.4 Potential impact on the business operations of the Company, as well as its financial position, and operating results, due to the capital increase and the plan for use of the proceeds or the Company's projects**

The Board of Directors is of the view that the issuance and offering for sale of the newly-issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) corresponds to the plan with regard to seeking sources of funds by enabling the Company to be able to use the proceeds derived from the capital increase for the purposes as described under Clause 2 above. The said transaction will be beneficial to the Company and will not render any adverse effect on the business operations of the Company, as well as its financial position and operating results.

### **5. Representations of the Board of Directors on the capital increase**

In the case that the directors of the Company do not comply with their duty under the laws, the objectives, the articles of association of the Company, and the resolutions of the meeting of shareholders with loyalty and care, to preserve the best interests of the Company on matters relating to the increase of registered capital, by committing any act or omitting to perform any act which results in a failure to comply with the aforementioned duties and causes damage to the Company, the Company may claim compensation from such directors. In the case where the Company fails to make such claim, any one or more shareholders holding shares amounting to not less than 5 percent of the total number of issued shares of the Company may notify the Company requesting the Company to make such claim. If the Company fails to take action as requested by the shareholders, such shareholders may bring a lawsuit to the court to claim compensation from such directors on behalf of the Company according to Section 85 of the Public Company Limited Act B.E. 2535 (including any amendment thereto). In addition, in the case where the director acts or omits to act in such a way that does not comply with the laws, the objectives, the articles of association and the resolutions of the meeting of shareholders with loyalty and care, to preserve the best interests of the Company on matters relating to the increase of registered capital, resulting in the director, the executive or any related persons to obtain undue benefits, the Company may bring an action against the director for disgorgement of such benefits to the Company, or the shareholder(s) who hold shares and have rights to vote amounting to not less than 5 percent of the total number of voting rights of the Company may notify the Company, requesting that the Company take such action and if the Company fails to proceed as requested within 1 month from the date of the receipt of the notice, such shareholder(s) may bring an action for disgorgement of benefits from such directors on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E.2535 (including any amendment thereto).



The Company hereby certifies that the information contained herein is true and complete in all respects.

Please be informed accordingly.

Sincerely yours,



(Mr. Chawalit Tippawanich)  
President and Chief Executive Officer  
Global Power Synergy Public Company Limited

**Procedures on Registration and Appointment of Proxy**

On the meeting date, the Company will open for registration and proxy documentation check on 11.00 p.m. at the meeting venue mentioned in the meeting invitation notice. The registration will be conducted by a barcode system and the Company will facilitate the proxies by affixing a THB 20 stamp duty on the Proxy Forms.

In order to facilitate the rapidity of the registration, the shareholders and/or proxies are requested to present the meeting registration form (Attachment 3) and the following documents:

**1. Attending in Person**

**1.1 Natural Person**

- (1) Registration Form (Attachment 3) signed by the shareholder
- (2) An original valid official document of the shareholder e.g. identification card, passport (for the non-Thai nationality shareholders), government official/ state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the shareholder. In the case of a change in first name or last name, a document evidencing such change is required to be presented.

**1.2 Juristic Person by Shareholder Representative (the authorized director(s))**

- (1) Registration Form (Attachment 3) signed by the shareholder representative (the authorized director(s)) attending in person
- (2) A copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce (evidencing that the shareholder representative (the authorized director(s)) who attends the meeting is the authorized director (s) of the juristic person holding the shares), issued no longer than six (6) months prior to the date of the meeting, certified by the authorized director(s) and affixed with the company's seal (if any).
- (3) An original valid official document as specified in item 1.1 (2) of the shareholder representative (the authorized director(s))

**2. Proxy**

**2.1 Natural Person Attending the Meeting by Proxy**

- (1) Registration Form (Attachment 3) signed by the proxy
- (2) Proxy Form A. or Proxy Form B. which has been filled out and signed by the shareholder and the proxy
- (3) A copy of valid official document as specified in item 1.1 (2) of the shareholder, certified by the shareholder.
- (4) An original valid official document as specified in item 1.1 (2) of the proxy

## **2.2 Juristic Person Attending the Meeting by Proxy**

- (1) Registration Form (Attachment 3) signed by the proxy
- (2) Proxy Form A. or Proxy Form B. which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and by the proxy.
- (3) A copy of the shareholder's Affidavit issued by the Department of Business Development, Ministry of Commerce (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) issued no longer than six (6) months prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).
- (4) A copy of valid official document as specified in item 1.1 (2) of the authorized director(s) who execute(s) the proxy form, certified by such authorized director(s)
- (5) An original valid official document as specified in item 1.1 (2) of the proxy

## **2.3 Appointing an Independent Director of the Company as a Proxy**

For the shareholders who wish to grant proxy to one of the Company's independent directors, please prepare the following documents and submit these documents to the Company in advance via the return envelope by August 23, 2019.

- (1) Registration Form (Attachment 3)
- (2) Proxy Form A. or Proxy Form B. which has been filled out, selecting a proxy from one of the Company's independent directors (the name list is set out in Attachment 6), and signed by the shareholder
- (3) In case of natural-person shareholders, prepare supporting document as specified in item 2.1 (3)
- (4) In case of juristic-person shareholders, prepare supporting document as specified in item 2.2 (3) and 2.2 (4)

<h3><b>3. For Foreign Investor Appointing a Custodian in Thailand</b></h3>
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- (1) Registration Form (Attachment 3) signed by the proxy
- (2) Proxy Form C. which has been filled out and signed by the authorized director(s) and affixed with the company's seal (if any) and by the proxy
- (3) Documents of the shareholder appointing the proxy:
  - A copy of the certificate of incorporation of the shareholder issued by the government agency of the country in which such juristic person has been registered (evidencing that the director who acts as a shareholder appointing a proxy is the authorized director(s) of the juristic person holding the shares) issued no longer than six (6) months prior to the date of the meeting, certified by an authorized director(s) and affixed with the company's seal (if any).

- A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of the authorized director(s) who execute(s) the proxy form, on which there is a photo of the authorized director(s) printed, certified by such authorized director(s).
- A copy of a power of attorney of the shareholder appointing a custodian to attend and cast the vote on behalf of the shareholders which certified by an authorized director(s) and affixed with the company's seal (if any).

(4) Documents of the Custodian

- A copy of a power of attorney evidencing that the custodian authorizes its director, executive, or employee to grant a proxy to any of its employees or another person to attend the shareholders' meeting on behalf of its customer, certified by a director, executive, or employee of the custodian who grants a proxy.
- A letter certifying the business operation or a copy of the business operation certificate of the custodian, certified by the person who grants a proxy.
- A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the person who grants a proxy.
- An original valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, on which there is a photo of the proxy printed.

(5) Sub-authorization before granting of proxy to the custodian:

- Documents of sub-authorization must show every stage of sub-authorization with a statement that empowers the sub-authorized person to further sub-authorize another person.
- A copy of a valid identification card, passport, government official identification card or state-enterprise official identification card, or any other identification card issued by the government agency, of every sub-authorized person, certified by the person who grants a proxy (in the case of a juristic person, by an authorized director of the proxy grantor).
- Documents issued overseas are required to be notarized by a Notary Public.
- If any document's original is not issued in English, the English translation is required and must be attached with the original, and certified as a true translation by an authorized director(s) of such juristic person

The Company delivers Proxy Form B. (form with specific details) to all shareholders via mail. The shareholders are able to download Proxy Form A. (general form) and Proxy Form C. (to be used for non-Thai shareholders wishing to appoint a custodian in Thailand) at the Company's website: [www.gpscgroup.com](http://www.gpscgroup.com).

**List of names and profiles of the Independent Directors**  
**who are available to be appointed as proxies**

1. **Mr. Kurujit Nakornthap** Age: 63  
Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee (Non-Executive Director)  
**Address** : Global Power Synergy Public Company Limited  
555/2 Energy Complex Building B, 5<sup>th</sup> Floor, Vibhavadee Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900  
**Conflict of Interest** : None
2. **Mr. Payungsak Chartsutipol** Age: 66  
Independent Director / Chairman of the Risk Management Committee (Non-Executive Director)  
**Address** : Global Power Synergy Public Company Limited  
555/2 Energy Complex Building B, 5<sup>th</sup> Floor, Vibhavadee Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900  
**Conflict of Interest** : None
3. **Mrs. Suvimol Chrityakierne** Age: 67  
Independent Director / Chairman of the Audit Committee (Non-Executive Director)  
**Address** : Global Power Synergy Public Company Limited  
555/2 Energy Complex Building B, 5<sup>th</sup> Floor, Vibhavadee Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900  
**Conflict of Interest** : None
4. **Maj.Gen. Chaowalek Chavansupap** Age : 62  
Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee (Non-Executive Director)  
**Address** : Global Power Synergy Public Company Limited  
555/2 Energy Complex Building B, 5<sup>th</sup> Floor, Vibhavadee Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900  
**Conflict of Interest** : None
5. **Mrs. Nicha Hiranburana Thuvatham** Age : 50  
Independent Director / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee (Non-Executive Director)  
**Address** : Global Power Synergy Public Company Limited  
555/2 Energy Complex Building B, 5<sup>th</sup> Floor, Vibhavadee Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900  
**Conflict of Interest** : None

**Articles of Association of the Company**  
**with respect to the shareholders meeting and voting at the meeting**

**Calling of the Shareholders' Meeting**

**Article 33**      The Board of Directors shall hold an annual general meeting of shareholders within four (4) months after the end of the Company's accounting year.

General meetings of shareholders other than as specified in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they deem it appropriate.

One or more shareholder(s) holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may at any time subscribe their names and clearly state the purpose and reasons in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors must hold the shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

**Article 34**      In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date. A meeting of shareholders shall be held at the province in which the Company's head office is situated or any other location as may be fixed by of the board of directors.

- Article 38** The following matters shall be decided by the annual general meeting of shareholders:
- (1) To consider and acknowledge the report of the board of directors concerning the Company's business during the previous year;
  - (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
  - (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund;
  - (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office;
  - (5) To consider and determine the directors' remuneration
  - (6) To consider and appoint an auditor and fix his/her remuneration; and
  - (7) To transact other businesses.

- Article 43** The board of directors shall deliver the following documents to the shareholders together with the notice calling for the annual general meeting:
- (1) copies of the audited balance sheet and a statement of profit and loss which have been audited by the auditor together with the auditor's report; and
  - (2) the annual report of the board of directors.

### **The Quorum**

- Article 35** At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

In the case that, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

- Article 36** The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is not present at the meeting or cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

## **Voting**

**Article 37** In casting votes at a shareholders' meeting, each share shall have one vote. If any shareholder has special interest in any matter to be considered by such shareholders' meeting, such shareholder shall not be entitled to vote on such matter. Except for the vote for the appointment of Directors, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
  - (b) To acquire or accept the transfer of a business of other private companies or public companies by the Company;
  - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
  - (d) To amend the Memorandum of Association or the Articles of Association of the Company;
  - (e) To increase or decrease the Company's registered capital;
  - (f) To wind up the Company;
  - (g) To issue debentures of the Company; or
  - (h) To amalgamate the Company's business with another company;

## **The Board of Directors**

**Article 15** The Company shall have a Board of Directors, consisting of not less than five (5) persons but shall not exceed thirteen (13) persons, to conduct its operations, provided that no less than one-half (1/2) of the total number of Directors shall reside in the Kingdom of Thailand.  
A Director need not necessarily be a shareholder of the Company.

**Article 16** The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:



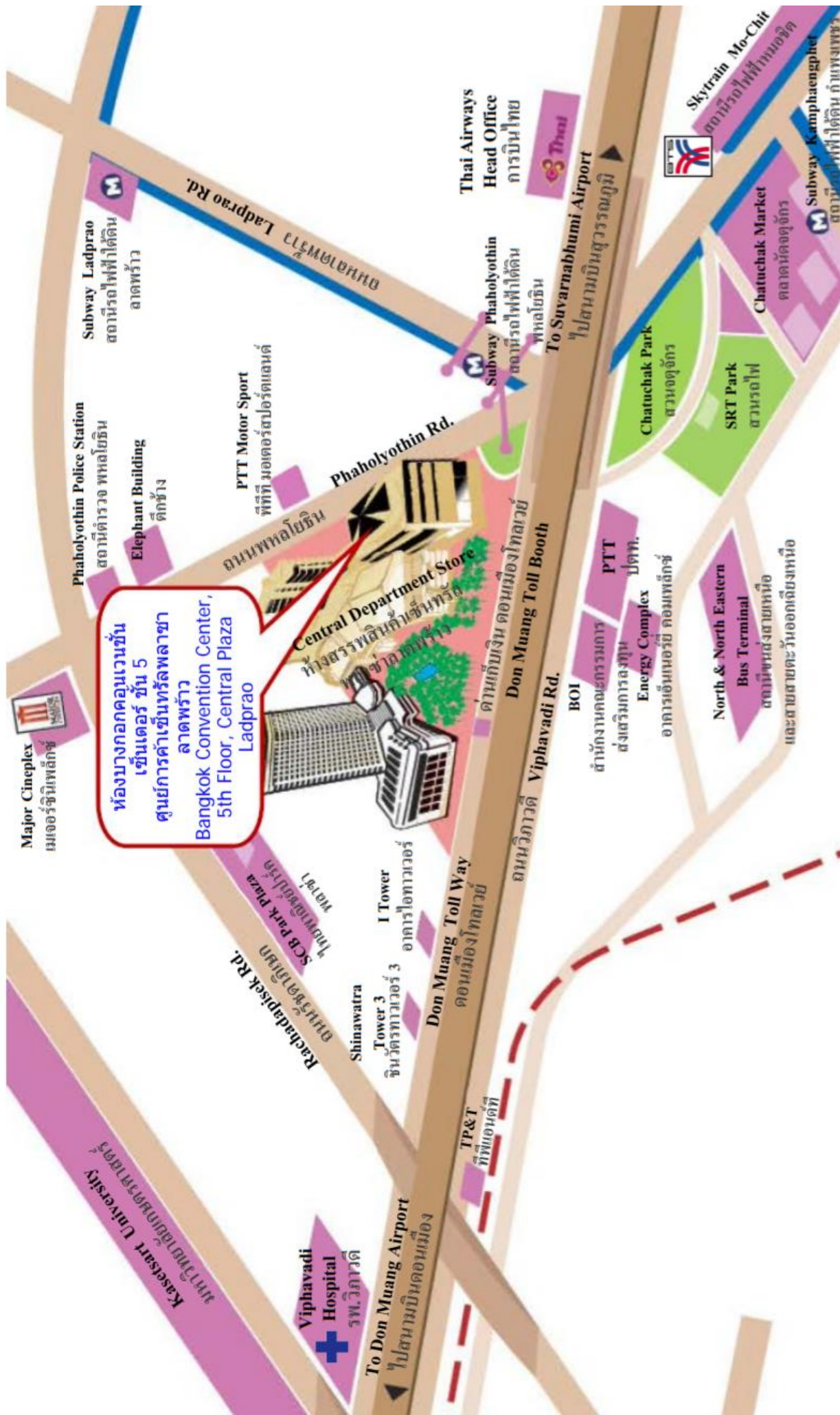
- (1) Each shareholder shall have one (1) vote for one (1) share.
- (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors, but cannot divide his/her votes in an unequal number to any particular person.
- (3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote.

**Article 17** At each annual general meeting, one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office. A retiring director is eligible for re-election. The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.

**Article 20** A shareholders' meeting may pass a resolution removing any director from office prior to the expiration of the term of office, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by the voting shareholders shall, in aggregate, be not less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.

**Article 22** The directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus or benefit of any other nature in accordance with a resolution of the shareholders' meeting by a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment by a resolution of the shareholders' meeting. In addition, the directors shall be entitled to receive allowances and fringe benefits in accordance with the Company's regulations. The provision in the first paragraph shall not prejudice the rights of the Company's staff or employees who are appointed to be directors in respect of their entitlement to receive remuneration and benefits as staff or employees of the Company.

Map of the Meeting Venue





## หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

(แบบทั่วไปซึ่งเป็นแบบง่ายไม่ซับซ้อน/ General Proxy Form)

สิ่งที่ส่งมาด้วย 4/ Attachment 4

อากรแสตมป์ 20 บาท

Duty Stamp 20 ฿

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year(1) ข้าพเจ้า \_\_\_\_\_  
I/We  
อยู่บ้านเลขที่ \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
Address Nationality(2) เป็นผู้ถือหุ้นของ บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ("บริษัทฯ")  
Being a Shareholder of Global Power Synergy Public Company Limited ("the Company")  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total amount of shares and have the rights to vote equal to votes as follows:  
☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares have the rights to vote equal to votes  
☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares have the rights to vote equal to votes(3) ขอมอบฉันทะให้  
Hereby appoint  
☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or  
☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or  
☐ 3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ในวันที่ 28 สิงหาคม 2562 เวลา 13.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัล พลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 of Global Power Synergy Public Company Limited on August 28, 2019 at 1.00 p.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao, 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ :

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark:

A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_  
I/We  
อยู่บ้านเลขที่ \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
Address Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ("บริษัทฯ")  
Being a Shareholder of Global Power Synergy Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้  
Hereby appoint

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub- District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub- District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

☐ 3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Mrs./Ms. Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub- District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ในวันที่ 28 สิงหาคม 2562 เวลา 13.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 of Global Power Synergy Public Company Limited on August 28<sup>th</sup>, 2019 at 1.00 p.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao, 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**ระเบียบวาระที่ 1**      **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ รวมทั้งการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน**

**Agenda Item 1**      To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause 4 of the Memorandum of Association (Re: Registered Capital) to be in line with the capital increase;

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 2**      **พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนเพื่อเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้นของผู้ถือหุ้นแต่ละรายถืออยู่ (Rights Offering) โดยผู้ถือหุ้นสามารถจองซื้อหุ้นสามัญเพิ่มทุนเกินกว่าสิทธิได้**

**Agenda Item 2**      To consider and approve the allocation of the newly-issued ordinary shares to be offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) whereby the existing shareholders are able to oversubscribe for the newly-issued ordinary shares in excess of their rights;

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 3**      **พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ**

**Agenda Item 3**      To consider and approve the amendment to the Articles of Association of the Company;

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**ระเบียบวาระที่ 4**      **เรื่องอื่น ๆ (หากมี)**

**Agenda Item 4**      Others (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่ข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )  
ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

**หมายเหตุ :** ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

**Remarks:** According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or any individual nominated directors

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ แบบ ข. ฉบับนี้

In case there are additional agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B. attached herewith to specify the additional agenda item(s).

\*\*\*\*\*

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. / Supplemental Proxy Form B.**

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะออกเสียงลงคะแนนตายตัว/ Specific Details Form)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี่ จำกัด (มหาชน) ("บริษัทฯ")

The proxy as a shareholder of Global Power Synergy Public Company Limited ("The Company")

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี่ จำกัด (มหาชน) ในวันที่ 28 เมษายน 2562 เวลา 13.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the Extraordinary General Meeting of Shareholders No. 1/2019 of Global Power Synergy Public Company Limited on August 28<sup>th</sup>, 2019 at 1.00 p.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao, 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ☐ เลือกตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ \_\_\_\_\_  
Name of the nominated candidate

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

บุคคลที่ได้รับการเสนอชื่อ \_\_\_\_\_  
Name of the nominated candidate

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

บุคคลที่ได้รับการเสนอชื่อ \_\_\_\_\_  
Name of the nominated candidate

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

บุคคลที่ได้รับการเสนอชื่อ \_\_\_\_\_  
Name of the nominated candidate

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบอำนาจถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบอำนาจ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )





หนังสือมอบฉันทะ (แบบ ค.)  
Proxy (Form C.)

สิ่งที่ส่งมาด้วย 4/ Attachment 4

อากรแสตมป์ 20 บาท  
Duty Stamp 20 ฿

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้บุคคลใดคนหนึ่งเป็นตัวแทนผู้ถือหุ้นในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นแทนนั้น)  
(for Foreign Shareholder Appointing Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_

Office Address

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_

Road Sub-District District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As a custodian for (Shareholders' name)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ("บริษัทฯ")

Which is a Shareholder of Global Power Synergy Public Company Limited ("the Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Mr./Mrs./Ms. Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_

Road Sub-District District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Province Postal Code or

☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Mr./Mrs./Ms. Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_

Road Sub-District District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Province Postal Code or

☐ 3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Mr./Mrs./Ms. Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_

Road Sub-District District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Province Postal Code or

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ในวันที่ 28 สิงหาคม 2562 เวลา 13.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of above as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 of Global Power Synergy Public Company Limited on August 28, 2019 at 1.00 p.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao, 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.



(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้ ตามข้อ (1)

Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause (1)

☐ มอบฉันทะ บางส่วน คือ

Grant proxy in partial of the number of shares held by me/us

<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares	have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares	have the rights to vote equal to _____ votes
รวมสิทธิออกคะแนนเสียงทั้งหมด _____ เสียง	
Totalling _____	votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

#### ระเบียบวาระที่ 1

**พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ รวมทั้งการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. (เรื่องทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน**

#### Agenda Item 1

To consider and approve the increase in the registered capital of the Company, as well as the amendment to Clause Memorandum of Association (Re: Registered Capital) to be in line with the capital increase;

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

#### ระเบียบวาระที่ 2

**พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนเพื่อเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทฯ ตามสัดส่วนการถือหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Rights Offering) โดยผู้ถือหุ้นสามารถจองซื้อหุ้นสามัญเพิ่มทุนเกินกว่าสิทธิได้**

#### Agenda Item 2

To consider and approve the allocation of the newly-issued ordinary shares to be offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) whereby the existing shareholders are able to oversubscribe for the newly-issued ordinary shares in excess of their rights;

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

#### ระเบียบวาระที่ 3

**พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ**

#### Agenda Item 3

To consider and approve the amendment to the Articles of Association of the Company;

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve.....Vote	Disapprove.....Vote	Abstain.....Vote

**ระเบียบวาระที่ 4****เรื่องอื่น ๆ (หากมี)****Agenda Item 4****Others (if any)**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve.....Vote Disapprove.....Vote Abstain.....Vote

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the Meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy in this Meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor

( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy

( )

**หมายเหตุ : ตามประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550**

**Remarks: According to the notification of Department of Business Development, Ministry of Commerce regarding Proxy Form (Issue 5) 2007**

1. หนังสือมอบฉันทะแบบ ค. นี้ ให้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ฝากและดูแลหุ้นเท่านั้น

Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ แบบ ค. คือ

Evidences to be enclosed with the proxy form C. are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from shareholder authorizes a custodian to sign the Proxy form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that the signer in the proxy Form have a permission to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Regarding the election of directors, the proxy can either elect the whole set of the directors or only a specific director.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อตามแนบด้านล่างของหนังสือมอบฉันทะ แบบ ค ฉบับนี้

In case there are additional agenda, the proxy can state other agenda by using the Supplemental Proxy Form C as attached.

\*\*\*\*\*

**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. / Supplemental Proxy Form C.**  
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คิสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นเท่านั้น)  
(for Foreign Shareholder Appointing Custodian in Thailand)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ("บริษัทฯ")

The proxy as a shareholder of Global Power Synergy Public Company Limited ("The Company")

ในการประชุมวิสามัญผู้ถือหุ้นประจำปี 2562 ของบริษัท โกลบอล เพาเวอร์ ซินเนอร์ยี จำกัด (มหาชน) ในวันที่ 28 สิงหาคม 2562 เวลา 13.00 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ ชั้น 5 ศูนย์การค้าเซ็นทรัลพลาซ่า ลาดพร้าว เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the meeting of the Extraordinary General Meeting of Shareholders No. 1/2019 of Global Power Synergy Public Company Limited on August 28, 2019 at 13.00 p.m. at Bangkok Convention Center, 5<sup>th</sup> Floor, Central Plaza Ladphrao, 1695 Phaholyothin Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900 or such other date, time and place as the meeting may be adjourned.

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote                            | Disapprove.....Vote                            | Abstain.....Vote                              |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote                            | Disapprove.....Vote                            | Abstain.....Vote                              |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote                            | Disapprove.....Vote                            | Abstain.....Vote                              |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated directors
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve.....Vote                            | Disapprove.....Vote                            | Abstain.....Vote                              |

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidate

บุคคลที่ได้รับการเสนอชื่อ .....

Name of the nominated candidate

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ .....

Name of the nominated candidate

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ .....

Name of the nominated candidate

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve.....Vote Disapprove.....Vote Abstain.....Vote

บุคคลที่ได้รับการเสนอชื่อ .....

Name of the nominated candidate

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง  
Approve.....Vote Disapprove.....Vote Abstain.....Vote

ข้าพเจ้าขอรับรองว่า รายการในใบประจำตงหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy  
( )