

**Minutes of the 2019 Annual General Meeting of Unitholders**  
**of**  
**Buriram Sugar Group Power Plant Infrastructure Fund (BRRGIF)**

The meeting was held on 26 April 2019 at 10.00 hrs. at the Platinum Hall, 3<sup>rd</sup> Floor, Grand Mercure Fortune Hotel, No. 1, Fortune Town Building, Ratchadaphisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok, and Mr. Pornchalit Ploykrachang, Deputy Managing Director of BBL Asset Management Company Limited (the "**Management Company**"), the representative of the Management Company, acted as the Chairman of the Meeting (the "**Chairman**").

Ms. Wararat Veerakongsuwan, the master of ceremonies (the "MC"), welcomed the unitholders attending the 2019 Annual General Meeting of Unitholders of Buriram Sugar Group Power Plant Infrastructure Fund (BRRGIF) (the "**Fund**"), held for the first year in accordance with the Notification of the Capital Market Supervisory Board No. TorNor. 1/2544, Re: Rules, Conditions and Procedures for Establishment and Management of Infrastructure Funds (as amended), which stipulated that the Management Company shall convene an annual general meeting within 4 months from the end of the fiscal year; and introduced representatives of the Management Company, representatives of Sponsor and Asset Manager, and representatives of the Fund Supervisor who attended the Meeting as follows:

1. Representatives of BBL Asset Management Company Limited
  - (1) Mr. Pornchalit Ploykrachang Deputy Managing Director
  - (2) Miss Benchamartse Jroonwongniramal Vice President
2. Representatives of Sponsor and Asset Manager from Buriram Sugar Public Co., Ltd.
  - (1) Mr. Pitak Chaosoun Deputy Managing Director
  - (2) Mr. Adul Suravudhikul Senior Assistant Managing
3. Representative of Fund Supervisor from KASIKORNBANK Public Company Limited
  - (1) Miss Warranitcha Sonin Unit Manager of Securities Services Department
4. Auditor from PricewaterhouseCoopers ABAS Ltd.
  - (1) Miss Sukhumaporn Wong-ariyaporn Auditor of the Fund

The MC explained the meeting that before starting consideration of the Meeting's agendas, the quorum of the meeting shall consist of no less than 25 unitholders or half of the total number of unitholders, and the total number of units held by the unitholders who attend the meeting shall not be less than one-third of the total number of units sold of the Fund. At 10.00 hrs., there were totally 71 unitholders by self-attendance and by proxies, holding 193,607,574 units in total, representing 55.3164% of the total number of units sold (the total number of units sold is 350,000,000 units). The meeting was constituted a quorum in accordance with the Notification of the Capital Market Supervisory Board No. TorNor. 1/2544, Re: Rules, Conditions and Procedures for Establishment and Management of Infrastructure Funds (as amended), the MC, therefore, invited the Chairman to announced the opening for the 2019 Annual General Meeting of Unitholders of the Fund (the "**2019 Annual General Meeting**")

The Chairman delivered his gratitude to all attending unitholders for the 2019 Annual General Meeting of Unitholders, and at the moment, the number of unitholders was adequate to constitute a quorum for the meeting, the 2019 Annual General Meeting was, therefore, commenced.

Next, the MC informed the attending unitholders about the meeting agendas to be proposed to the meeting as follows:

- Agenda 1 To acknowledge the information of the Fund;
- Agenda 2 To acknowledge the Fund's operational performance and financial status for the year 2018;
- Agenda 3 To acknowledge the dividend payment for the year 2018;
- Agenda 4 To acknowledge the appointment of auditors and the audit fees for the year 2019;
- Agenda 5 To consider other matters (if any)

The MC informed the meeting that all meeting agendas for today were agendas for acknowledgement, therefore, any resolution was not required, but the attending unitholders could inquire after the completion of each agenda and the MC shall inform the period for inquiries. Any unitholder or proxy wishing to make an inquiry was requested to follow the procedure as follows: raising a hand, informing name-surname, showing that you are a unitholder by self-attendance or by proxy including the name of a unitholder who authorizes a proxy, so that the minutes of meeting can be correctly and completely recorded. Additionally, in order to manage the meeting time with efficiency and without impact on other attending unitholders as a whole, unitholders were requested to make an inquiry in each agenda in a concise manner and in line with the respective agenda, any question related to any agenda, that question shall be replied in that agenda instead.

**Agenda 1 To acknowledge the information of the Fund**

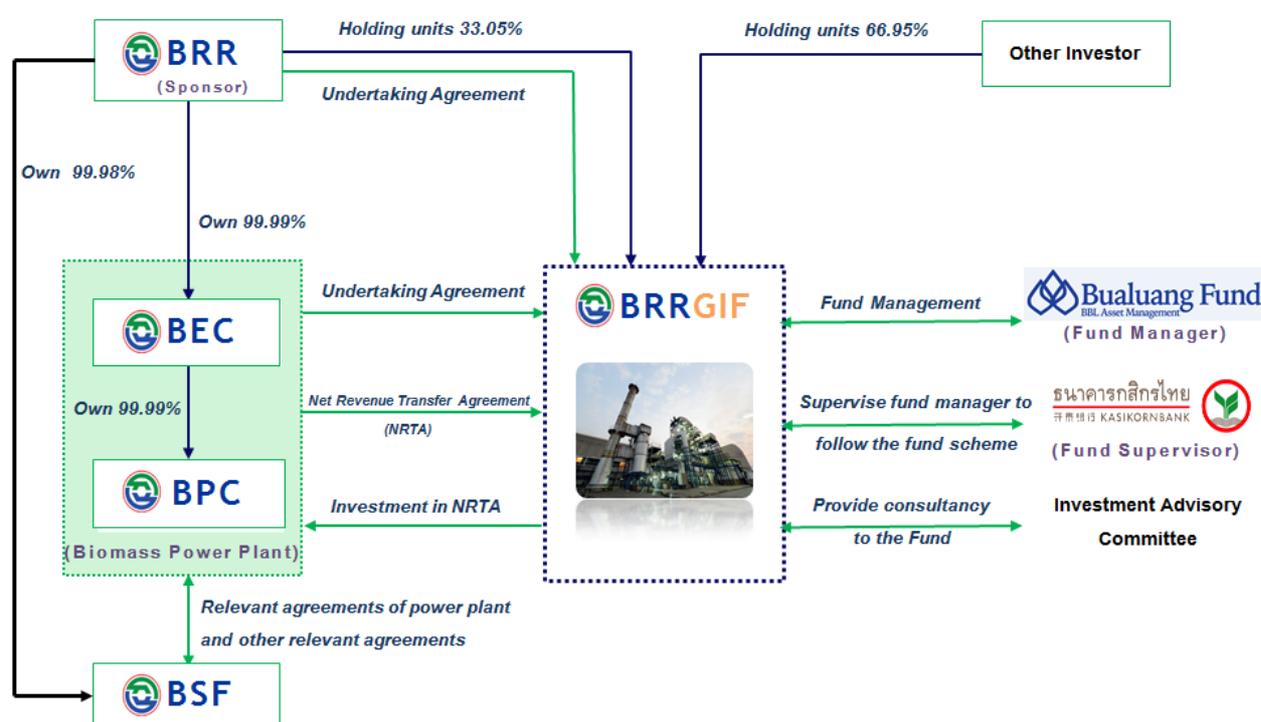
The MC invited Miss Benchamartse to present the background and information of the Fund from its establishment until present to the 2019 Annual General Meeting because this general meeting was the first meeting since the establishment of the Fund to be in line with the Notification of the Capital Market Supervisory Board No. TorNor. 1/2544, Re: Rules, Conditions and Procedures for Establishment and Management of Infrastructure Funds (as amended), requiring the Management Company to hold an annual general meeting within 4 months from the end of the fiscal year, Miss Benchamartse presented the background and information of the Fund as follows:

The Fund has had a policy to invest in infrastructure businesses under power plant or alternative energy plant category, the first asset to be invested was the right of net revenue which will occur in the future from the operation of biomass power plants, generated with the combination of thermal energy and electricity, or the Cogeneration production system, of Buriram Energy Company Limited ("**BEC**") and Buriram Power Company Limited ("**BPC**"), which are subsidiaries of Buriram Sugar Public Company Limited ("**BRR**"), with the use of bagasse as a major source of fuel. The Fund has been approved to be established as a fund by the Securities & Exchange Commission on 1 August 2017 and commenced its investment in the said asset on 2 August 2017 with the investment term equal to the remaining period of the Power Purchase Agreement between the Provincial Electricity Authority (PEA) and two power plants ("**PPA**"). On the completed investment date, BEC's PPA shall be terminated

on 10 August, 2028, with a remaining period of approximately 11 years; while BPC's PPA shall be terminated on 6 April 2035, with a remaining period of approximately 18 years. On 31 December 2018, the last day of fiscal year, BEC's PPA and BPC's PPA had remaining periods of approximately 10 years and 16 years, respectively. Investment units of the Fund were commenced trading in the Stock Exchange of Thailand (the "Stock Exchange") from 7 August 2017.

The Fund had starting fund sizes at the amount of 3,605 Million Baht, divided into 350 million investment units at a price of 10.30 Baht per unit, the capital raised from unitholders was spent for the investment in the right of net revenue with the investment cost of 3,590.50 Million Baht and for the Fund's setting up expenses and initial working capital of the Fund with the remaining amount of 14.50 Million Baht. As of 31 December 2018, the investment in the right of net revenue was valued in accordance with the appraisal value of the assets at 3,402 Million Baht. Based on the information of the Book Closing to entitle the right for attending the general meeting on 29 March 2019 the Fund had top 10 unitholders representing 69.83 percent of total sold investment units of the Fund; when considering the categories of unitholders, it was found that:

1. Sponsor (which is BRR) was holding 33.05 percent of sold investment units;
2. Ordinary people (or minor unitholderes) in the country were holding 40.94 percent of sold investment units;
3. Juristic persons (or institutions) in the country were holding 25.89 percent of sold investment units; and
4. Ordinary people in foreign countries were holding the remaining investment units in the proportion of 0.12 percent.

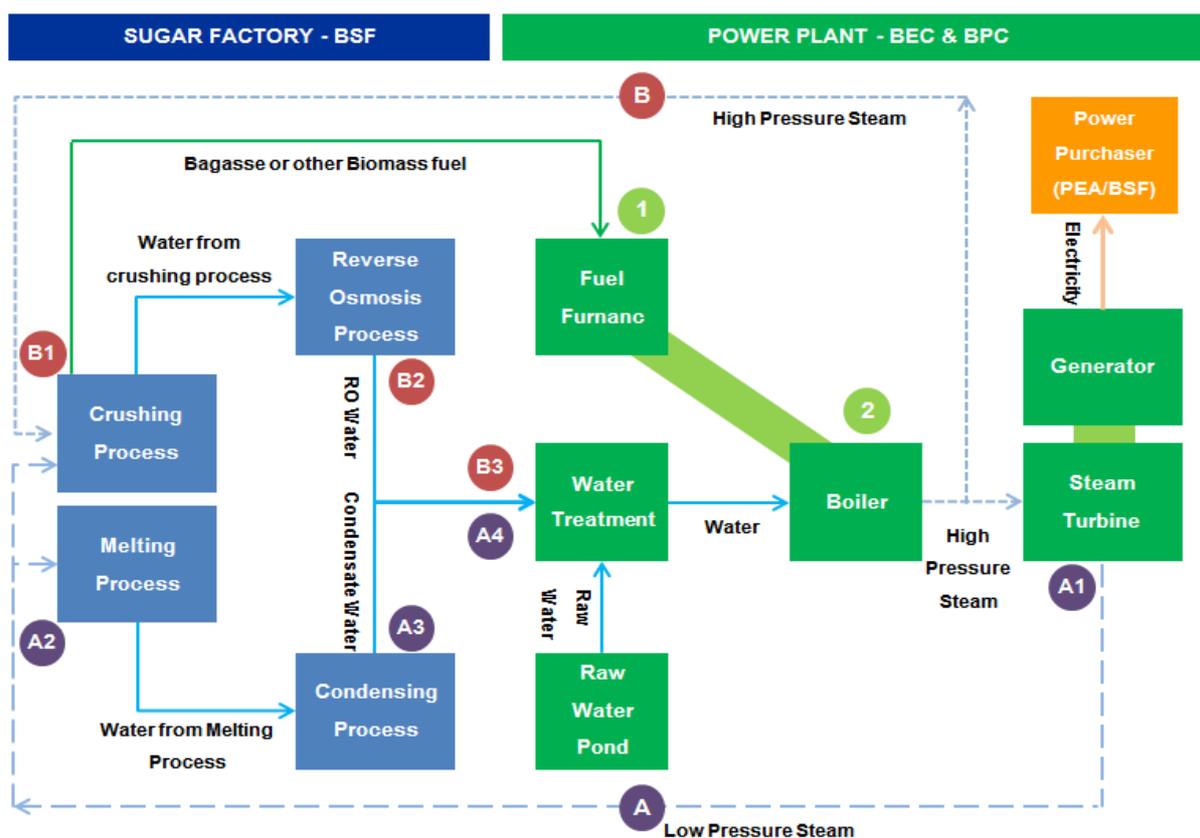


From the above figure regarding the Fund's structure, the Fund spent the capital raised by the initial public offering of investment units to invest in the right of net revenue in the power plant business of BEC and BPC with two agreements, consisting of the Net Revenue Transfer Agreement between the Fund and BEC & BPC, and another the Undertaking Agreement between the Fund and BRR, BEC & BPC, which BRR entered into an agreement with

the Fund as a shareholder in BEC (99.99%) and as an indirect shareholder in BPC (99.98%). Apart from PPA, BEC and BPC entered into agreements relating to the operations of the power plant with Buriram Sugar Factory Company Limited (BSF), including Biomass Material Trading Agreement, RO Water Trading Agreement, Condensate Water Trading Agreement, Power Purchase Agreement and Steam Purchase Agreement, which would reduce the risk of price fluctuations and shortages of biomass raw materials used in electricity and steam production, and would strengthen the revenue earning to meet the estimate.

In terms of Fund management, BBL Asset Management Company Limited is the fund management company as the fund manager, whereas KASIKORNBANK would supervise the fund manager to follow the fund management scheme as a fund supervisor and assign the Investment Advisory Committee to provide consultancy and suggestions to the fund manager on business asset management in which the Fund has invested. The Investment Advisory Committee consists of representatives from the Management Company, representatives from the Asset Manager, and fund technical advisors; and the meetings of this Investment Advisory Committee shall be quarterly held.

An overview of the business operations of BEC and BPC's biomass power plants in which the Fund has invested in purchasing the right of net revenue could be explained from the electricity and steam production processes of the power plants as shown in below diagram:



The electricity and steam production processes shall be started at Point No.1: Fuel Furnanc: after putting biomass raw materials as fuel into the furnanc to heat the existing water in Point No.2: Steam Boiler, it will generate high pressure steam that will be delivered to 2 points, which are Point A1: Steam Turbine of the power plant, and Point B1: the sugarcane crushing process of Buriram Sugar Factory Company Limited (“BSF”) which the high pressure steam deliered to Point A1 shall make the turbine rotate so that the generator produces electricity for selling to Provincial

Electricity Authority (PEA) and BSF; and Turbine, at Point A1, shall release low pressure steam which will be delivered to sell to BSF to be used in sugar melting process at Point A2, the water generated in the sugar melting process shall be transported into the condensation process to become a condensate water which shall be sell back to the power plant to be used in the Steam Boiler to save energy. The high-pressure steam that was delivered to sell to the sugar factory for the use in the sugarcane crushing process at Point B1 shall generate the water that was passed through the reverse osmosis process to become RO water for selling back to the power plant in order to be used in the Steam Boiler for energy saving as well.

From the above-mentioned production process, the power plant business shall have 3 major revenue sources consisting of revenue from electricity, revenue from high pressure steam, and revenue from low pressure steam, some portions of revenue sources of the power plant came from BSF which has been run only 7 to 8 months each year, affecting the power plant in overall shall have total revenue that would be fluctuated in accordance with the production season of BSF, meaning that in each year, BSF shall operate its factory from December to July, including the sugarcane crushing season in December to April, and the sugar-melting season from May to July. The power plants will have revenues from selling electricity, low pressure steam and high pressure steam during December – April, while the power plant will have revenues from selling electricity and low pressure steam during May – July. Therefore, the power plant will have revenue from selling electricity to the Provincial Electricity Authority (PEA) only from August to October, then shut down for maintenance in November and run again in December together with the production season of BSF.

The net revenue paid to the Fund by the power plants in a monthly basis will have a designated calculation formula, when the power plants who are the asset manager receive revenue from selling electricity and steam, including other revenues, such as fines from related agreements, compensations from insurance company, etc., it will be deducted of expenses from power plant operations before paying to the Fund. The expenses from power plant operations will consist of actual expenses and expenses of power plant management in a package basis. The actual expenses will consist of expenses related to biomass raw materials, cost of RO & Condensate Water purchase, and other expenses, for example, insurance premiums, auditor fees, contributions to the Power Development Fund, etc., whereas the expenses of power plant management in a package basis will cover the annual maintenance expenses and major maintenance expenses which will be conducted every 3 years, including other administrative expenses, i.e. salary and other benefits of employees, overhead cost, consultant fee, corporate tax, rental fees for lands and buildings whered the power plants are located on, etc.

In order to notify the background and information of the Fund since its establishment until present to all unitholders, the Management Company, therefore, deemed appropriate to present this agenda to the meeting for acknowledgment.

The MC gave an opportunity to unitholders by self-attendance or by proxy to make additional inquiries in this agenda.

**Inquirer#1: Khun Wisatchana Ratanacharn, a unitholder by self-attendance**

Question 1: Does the Fund have an opportunity to invest, expand or purchase additional power plant(s)? and are there any limitations?

Question 2: When do both power plants plan to shut down for maintenance? and approximately, how many percentage of revenues will be affected?

**Respondent: Miss Benchamartse, a representative from the Management Company**

Reply 1: The Fund can make additional investments if it is an asset that meets the main investment policy of the Fund and gives attractive returns; but at present, the Fund does not have any plan to make additional investments.

Reply 2: Usually, the maintenance plan will be scheduled every Novembers; however, the maintenance period can be adjustable in order to operate the power plants to be in line with the production season and operational plan of BSF. The lost revenue during the maintenance period of the power plants was reflected in the estimation when established the Fund, therefore, the maintenance plan will not affect the estimated general revenues.

**Inquirer#2: Khun Narong Phuttharaksa, a unitholder by self-attendance**

Question: When the Fund is the right holder of future revenue from the operation of the power plant under the Net Revenue Transfer Agreement, the Fund, therefore, does not have a depreciation value due to not owning the asset, but why was the investment value of the Fund on 31 December 2018 remained at 3,402 Million Baht, decreasing approximately 188 Million Baht when comparing to the value at the establishment period which was 3,590.50 Million Baht. Will the investment value be decreased every year?

**Respondent: Miss Benchamartse, a representative from the Management Company**

Reply: Based on the principles of fund accounting, the asset is required to be annually appraised in order to be used for recording as a fair value in the financial statements, but the Fund's structure seems as giving loans to the power plants, causing the asset to be appraised different from the assets of other funds. The asset of the Fund to be appraised is the remaining investment (or called as the remaining principal), therefore, the investment value that has been annually decreased will consist of the principal returned from investment and the loss from asset appraisals (if any). The principal returned from investment returns are the net revenues from the power plant operations that the Fund has received, but not recorded as revenues. The Fund has received the principal returned from investment in cash awaited to pay back to the unitholders, but not in the form of dividend.

**Inquirer#2: Khun Narong – made an additional inquiry**

Question: The Fund was requested to additionally explain that if the Fund still has cash that is a principal returned from investment awaited to pay to unitholders, the net asset value per unit (NAV) should not be significantly decreased; but if comparing to NAVs at the end of 2017 and at the end of 2018, they were 10.5982 Baht per unit, and 10.4337 Baht per unit, respectively, it can be seen that NAV was obviously declined, did it also reflect the reduction of total assets?

**Respondent: Miss Benchamartse - gave additional reply**

Reply: In case of decreased NAV, we would like to explain that NAV consists of the investment cost at 10.30 Baht per unit and the profit from the operation of the Fund, NAV shown in

the financial statements at the end of 2017 was not deducted the first dividend at 0.29 Baht per unit (which shall be presented in Agenda 3). After the dividend was paid, NAV will be reduced to be 10.30 Baht, and NAV will be increased again during the year due to the operational performance. Consequently, NAV at the end of 2018 was the sum of investment cost (10.30 Baht) and operating profit in the 4<sup>th</sup> Quarter of 2018 that has not paid out dividends. Therefore, the change of NAV is due to the movement of outstanding cash flows, not reflects that the total asset was decreased due to loss from the appraisal. However, Miss Benchamartse explained that on this point, if the unitholders still have questions, additional explanation will be in Agenda 3.

**Inquirer#3: Khun Thawatchai Phoworasoonthorn, a unitholder by self-attendance**

Question 1: How was the difference between the actual and estimated costs of raw materials such as bagasse, Condensate water, RO water, etc.? Will the Fund, in the future, have any risk from the actual costs of raw materials affect on the cost of the Fund?

Question 2: The administrative expense of power plants includes 1-year & 3-year maintenance expenses for power plants in a lump-sum basis, it is understood that 1-year maintenance plan is included in this lump-sum expense, is the 3-year maintenance included in this lump-sum expense? and/or whether the Fund is required to additionally take responsibility for this expense or not? How? and will it affect the yield of investors?

Question 3: Since the maintenance expense shall have both planned and unplanned expenses, was there any unplanned maintenance expense in this period? and why? It is understood that the unplanned maintenance expense shall affect on the revenue and expenses incurred.

**Respondent: Miss Benchamartse, a representative from the Management Company**

Reply 1: Based on the information in the prospectus, it is estimated that if the total revenue is 766 Million Baht, the cost of raw materials for biomass and water will be 242 Million Baht, or 31.5 percent of total revenue. However, from the operational performance for 12 months since the establishment of the Fund in August 2017, it was found that the total revenue was lower than the estimate for approximately 2 percent, and the cost of biomass raw materials, 35 percent of the total revenue actually incurred in the past 12 months, was higher than the estimate for approximately 8 percent. The cost of biomass raw materials was not met the estimate, due to two reasons: the first one was that it was rainy season during the beginning period of investment, and the rainfall in that year was higher than usual, causing the bagasse to have high humidity and the power plants to consume more fuel than the estimate; the second one was that the first year of investment in 2017, BSF could crush the canesugar for only 2.8 Million Tons, which was lower than the estimate, making BSF deliver the volume of bagasse after deducting its own use to the power plants rather equal to the demand of power plants, both reasons caused the power plants had higher cost of biomass raw materials than the estimate for approximately 3.5% during the first 12 months of investment, when comparing to the total annual revenue.

In addition, in the future, there shall be a possibility that the cost of biomass raw materials will not meet the estimate because: 1) the conditions of bagasse, a biomass raw material, shall be naturally different every year because each year, the grounds for planting sugarcane have different volume of minerals and the young plant of sugarcanes delivered from different areas caused the bagasse to have different chemical structure. The above reasons are the risk factors from biomass raw materials that have been normally happened; 2) the humidity of bagasses in the sugarcane crushing process is different every time, causing the fuel combustion rate different every year. However, the Fund has taken action by asking the power plants to control the quality of bagasse in terms of humidity levels in order to keep the combustion rate within the framework studied.

**Inquirer#3: Khun Thawatchai – additionally inquired the Asset Manager**

Question: In terms of the risk from the cost fluctuations of such raw materials, how will BRR manage the risk from raw materials for power plants to achieve better result in following years?

**Respondent: Mr. Pitak, a representative from the Asset Manager**

Reply: The raw materials were forecasted to be slightly inadequate in 2017, because the sugarcane planting areas had not met the plan, but in 2018, BSF increased the volume of crushed sugarcanes to be 3.1 million tons in accordance to the plan and shall always maintain this criterion. Also, the power plants are seeking the way to manage, control and supply the fuel to be available and proper to respond to the low quality of bagasse which had happened in 2017 for utmost saving of fuel consumption, this is the management for generating the returns of power plants. The involvement of BRR in part of the power plant's returns from holding 33% of total investment units is in order to ensure the unitholders that the power plants shall be managed for the most benefits as well.

**Inquirer#3: Khun Thawatchai – additionally inquired the Asset Manager**

Question: Will the tendency of biomass raw material costs in 2019 be better when comparing to previous year?

**Respondent: Mr. Pitak – additionally replied.**

Reply: Based on the central information, it was found that the consumption of fuel has improved.

**Respondent: Miss Benchamartse, a representative from the Management Company**

Reply 2&3: The administrative expense of power plants according to the structure is the lump-sum payment that includes 3-year maintenance expense. However, the Fund has applied additional insurances for both industrial all risks insurance (IAR) and business interruption insurance (BI) to support the incident of excessive repair expense as well because if such event occurs and the Fund has not applied insurances, the power plants may impossibly be responsible in such risks and it may affect the revenue of the Fund.

Khun Pomchalit additional replied that the Fund will not be affected by unexpected maintenance expenses because such expenses have been responsible by the power plants. But if there is an unexpected expense in case of disasters, the insurer have covered them.

**Inquirer#4: Khun Somchai Jensathiraphan, a unitholder by self-attendance**

Question 1: Have the power plants operated full production capacity? Whether the revenue at present could be more increased? If still unable to produce at full capacity, what is the cause?

Question 2: As the representative of the Management Company said that the power plants have entered into an additional agreement with BSF to reduce the risk of raw materials, how have this agreement helped to reduce the risk of raw material shortage?

Question 3: The revenues of the power plants are classified into revenue from power, revenue from low pressure steam and revenue from high pressure steam, when comparing to the total revenue, how are the proportions of each category?

Question 4: As the Fund has invested in the right of future revenue and hired the Asset Manager to manage the power plants, how has the Fund determined compensation for the Asset Manager? Whether it is the compensation paid in accordance with the proportion of actual revenues or the compensation paid in lump-sum basis with fixed amount? If it is the compensation paid in lump-sum basis without performance criteria or without performance assessment of the Asset Manager in order to be actually consistent with the capability in generating income, the unitholders think that it is unfair to the Fund because the Fund is paid of compensation based on the actual revenues while the Asset Manager is paid of compensation in lump-sum basis without responsibility in outputs.

**Respondent: Miss Benchamartse, a representative from the Management Company**

Reply 1: Based on the criteria, the Very Small Power Producer (VSPP) is required to have a power generator with capacity less than 10 megawatts, BEC & BPC power plants are the VSPP with the maximum capacity of 9.9 megawatts, therefore, they are unable to expand more production capacity. Their existing production capacity shall be allocated to sell to the Provincial Electricity Authority (PEA) for 8.0 megawatts, to their own use for 1.5 megawatts, to sell to BSF for 0.25 megawatts, and remaining 0.15 megawatt is for reserves. In previous year, the production capacity for sale that the power plants can achieve was 7.90 megawatts per hour in average, it was rather close to the volume to be sold to PEA at 8.0 megawatts. Their operational performances were satisfactory because with the general operation, the power plants have not been unable to produce electricity in full capacity at any time. If there is an interruption causing the production capacity reduced or there is a shut down, and then the plant resumes the operation, the production capacity for selling to Provincial Electricity Authority (PEA) shall not start at 8.0 megawatts, but it will gradually increase to reach 8.0 megawatts. This is a reason why the power plants are unable to operate their full capacity to produce power for selling PEA.

Reply 2: The Agreement of Biomass Raw Material Purchase and Agreement of RO & Condensate Water Purchase are agreements related to the costs whereas the Power Purchase Agreement and Steam Purchase Agreement are agreements related to the revenues. Agreements related to the costs shall be clearly formulated of calculation on the prices of raw materials used in the production process, such as bagasse shall be set the starting price at 350 Baht. For example, if today, the price of bagasse in the market is traded at 400 Baht, the power plants shall be unable to collect the gap amount from the Fund, therefore, the risk of bagasse price volatility shall be reduces, however, the actual used unit is uncontrollable, depending on the rate of fuel consumption based on the quality of bagasse. RO & Condensate Water shall have a requirement to raise the price in accordanc with 3% of inflation rate and the power plants could not collect the gap amount from the Fund as well, therefore, the risk of costs is also prevented for the Fund. In case of revenues from the Agreement, based on the reply to Question 1 as mentioned above, it reflected that if the power is solely sold to PEA, the sales of electricity shall be possibly failed to meet the estimates. However, if there is a power purchase agreement with BSF, the revenues of the power plants shall be increased and closer to the estimates.

Reply 3: It shall be replied in Agenda 2.

Reply 4: The Fund has hired BEC & BPC to be Asset Managers with the compensation in a lump-sum basis.

Khun Pitak jointly explained that the conditions of revenues and expenses in the Net Revenue Transfer Agreement and related agreements have been determined. In terms of revenues, the volumes of electricity to be produced and sold, and the amount of other revenues have been determined the minimum criteria for power plants, otherwise the fine shall be charged. The expenses to be paid in a lump-sum basis shall be included of salary for employees and various overheads with fixed amount and clearly specified throughout the agreement term, extra expenses shall be bear by BEC & BPC's power plants.

In addition, Miss Benchamartse also additionally clarified with a comparison that the Fund is like a company that invests in power plants and hires BRR to manage with salary, the compensation in a lump-sum basis is like salary, and the standard criteria of operation has been also specified in the Net Revenue Transfer Agreement (or employment agreement), such as running hours of generators, power production capacity, etc. If BRR's production volume is below that specified criteria, it shall be charged of fines, it means, salary shall be paid for employment and bonus shall be additionally provided if having good performance, but power plants shall be paid of compensation in a lump-sum basis for management fee and shall be charged of fines if having performance below criterias, this is contrary to common employment. In case that the Asset Manager is provided of fixed compensation, but the Fund receives the actual revenue, whether it shall not be fair to the Fund or not. There is a real case recently occurred as example,

the labor law announced the increased of minimum wage and the power plant is quite affected by this incident because most of employees are stationed at the plant, resulting in higher expense of employee salary; but the power plant is unable to claim additional expense from the Fund because employee salary is included in the compensation to be paid in lump-sum basis that has been agreed in the agreement entered into with the Fund from the beginning. The power plants, therefore, have to be responsible for extra expenses by themselves. Consequently, the agreement with compensation to be paid in lump-sum basis, therefore, helps the Fund to limit its responsibilities. Although the power plants shall not receive a bonus if having good performance, the power plants shall receive a bonus through unitholding. If their management performance is good, the dividend shall be good. Therefore, this is a model that can control the operations of the power plants.

When no unitholders or proxies additionally inquired or expressed opinions, then the MC moved to next agenda.

## **Agenda 2      To acknowledge the Fund's operational performance and financial status for the year 2018**

The MC invited Miss Benchamartse to report to the 2019 Annual General Meeting for acknowledgement on the Fund's operational performance and financial status for the year 2018, Miss Benchamartse explained the Fund's principals of accounting records and operational performance as following details:

As the investment structure in net revenue of the Fund presented in the previous agenda, in the accounting approach, it is interpreted that the Fund provides loans to the power plants, when the power plants deliver the net income from the power plant operations to the Fund, that net income shall not be recorded as the Fund's revenue in full amount, but recorded as the principle and interest paid by the power plants instead, therefore, when the Fund receives monthly revenue from the power plants, that amount of revenue shall be calculated to be interest with monthly IRR ratio, the amount after interest deduction shall be considered as a repaid principle used to gradually cut off in the investment cost of 3,590.50 Million Baht.

When comparing the operational results of power plants that were delivered the Fund in 2017 and 2018, it can be seen that the net revenue had been increased from 119.53 Million Baht to be 427 Million Baht, representing 257.23% increased, however, there were only 5 months for the operational results of the power plants in 2017 was, if comparing the same duration and period, it was found that the operational results of power plants in 2018 was better than 2017 for 17.22%. According to the operating results of the power plants delivered in 2017, the Fund divided into revenue from investments (interest) amounting 114.20 Million Baht and principal returned from investments (principal) amounting 5.33 Million Baht, and in 2018, the Fund divided net revenue into revenue from investments (interest) amounting 262.48 Million Baht and principal returned from investments (principal) amounting 164.52 Million Baht. In conclusion, since the fund establishment, the accumulated revenue from investments and accumulated principal returned from investments were recorded of 376.68 Million Baht and 169.85 Million Baht, respectively.

After the Fund recognized the investment revenues in 2017 amounting 114.20 Million Baht and in 2018 amounting 262.48 Million Baht, interests received from other deposits shall be included, then expenses of the Fund shall be deducted, such as management fees including Specific Business Tax at 3.3% of investment revenues (because

the investments of the Fund are interpreted as loans), resulting in the Fund's net investment revenue before adjusting transactions from valuations in 2017 and in 2018 amounting 103.55 Million Baht and 236.88 Million Baht, respectively; and after adjusting net investment revenues with profit (loss) from valuation, the Fund paid the dividend to the unitholders. Based on the said operational performances of the Fund, as of 31 December 2017 and 31 December 2018, the Fund had net assets of 3,709.37 Million Baht and 3,651.82 Million Baht, respectively, equivalent to NAV at 10.5982 Baht and 10.4337 Baht, respectively.

**(Reply for Question 3 was in Agenda 1)**

The revenue portions of power plants by classifications of revenues during forecast preparation period were expected as follows: the revenue from power at 74%, revenue from high pressure steam revenue at 9% and revenue from low steam pressure at 17%, but based on the actual operational performance comparing for 12 months, it was found that the revenues from power, high pressure steam and low steam pressure were 72%, 15% and 12%, respectively, which are all close to the forecast.

In this regard, the performance of the mutual fund according to the 2018 annual report and the financial statements of the mutual fund ended on 31 December 2018 is accurated. In accordance with the requirements of the prospectus, the performance of the Fund in the Annual Report of 2018 can be summarized as follows:

Particulars	2018 (Unit: Million Baht)
<b><i>Balance Sheet</i></b>	
Total Assets	3,654.64
Total Liabilities	2.82
Net Assets	3,651.82
Net Assets per Unit (Baht	10.4337
<b><i>Profit and Loss statement</i></b>	
Total Revenues	264.17
Total Expenses	27.29
Net Investment Revenuee	236.88
Increase in Net Assets from Operations	217.41
<b><i>Cash Flow Statement</i></b>	
Cash provided from Operating Activities - Net	274.63
Cash provided from Financing Activities - Net	(274.96)
Bank Deposit Increase - Net	(0.33)
Bank Deposits at Beginning of the Period	7.85
Bank Deposits at Ending of the Period	7.52

The MC provided an opportunity to all unitholders and proxies to additionally inquire in this agenda.

**Inquirer#5: Khun Thawatchai Phoworasoonthorn, a unitholder by self-attendance**

Question: The information on the revenue structure of the power plant as Miss Benchamartse

explained showed the comparison between the proportion of that revenue category and total revenue, it may have deviation because the actual total revenue is less than the estimated total revenue, he would like to ask for information of each category of revenues in a monetary form, then we can clearly see which category of revenues caused the actual total revenue less than the estimated total revenue?

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: The sole reason why actual total revenue was less than the estimated total revenue was from the revenue from power, the actual revenue of power was less than the estimate by 4.7%, while the actual revenues of high-pressure and low-pressure steams are higher than the estimates by 1%. Since the first 5 months of the Fund's investment in power plants, the bagasses had high humidity, resulting in the shut down of power production process and fuel conveyor, as it could be seen in the average power production capacity per hour was at 7.78 megawatts, therefore, the revenue from power was not achieved the estimate, whereas the revenues from steams were higher than the estimates because BSF's crushed sugar was slightly higher than the plan, then more steams were needed.

When no unitholders or proxies additionally inquired or expressed opinions, then the MC moved to next agenda.

**Agenda 3 To acknowledge the dividend payment for the year 2018**

The MC invited Miss Benchamartse to report to the 2019 Annual General Meeting for acknowledgement of the dividend payment for the year 2018 with following details:

The Fund has a policy to provide unitholders minimum 2 dividend payments per year with a total dividend amount not less than 90 percent of adjusted net profit in each fiscal year, by paying within 90 days from the end of the accounting period in which that dividend payment is made. The "adjusted net profit" means the net profit is deducted of unrealised gains provided from asset appraisals, deduction of various reserves as specified in the fund management scheme and prospectus. The Fund may pay dividends to unitholders from retained earnings; however, the dividend shall not be paid if the accumulated loss exists.

Since the establishment of the Fund in August 2017, the Fund already announced 4 dividend payments, the first dividend payment was from the net profit in 2017 at 0.29 Baht per unit, representing a dividend rate of 6.72% per year (compared to Par value at 10.30 Baht) and other 3 dividend payments were from the net profit in 2018 and retained earnings at 0.62703 Baht per unit, representing a dividend rate of 6.09% per year (compared to Par value at 10.30 baht). The dividend payment ratios compared to the adjusted net profit of 2017 and 2018 were 98.02% and 100.94%, respectively.

The Management Company has considered that the dividend payment is accurate and appropriate with the following summary of main points on the dividend rates paid in each period of operational performance since establishment:

	2018	2017*
Total Dividend per unit	0.62703	0.29000
Dividend Payment No.1 (1 August – 31 December 2017)		0.29000
Dividend Payment No.2 (1 January – 30 June 2018)	0.34000	
Dividend Payment No.3 (1 July – 30 September 2018)	0.15560	
Dividend Payment No.4 (1 October – 31 December 2018)	0.13143	
Dividend Yield per annum, compared to Par Value (10.30 Baht per unit)	6.09%	6.72%
Net Investment Income (per unit)	0.6211	0.2958
Dividend Payout Ratio, compared to adjusted Net Profit	100.94%	98.02%

\*The Fund was established since 1 Aug 2017, therefore, 2017 performance started since 1 Aug 2017 until 31 Dec 2017.

The MC provided an opportunity to all unitholders and proxies to additionally inquire in this agenda.

**Inquirer#6: Khun Somchai Jensathiraphan, a unitholder by self-attendance**

Question: Why have the actual rate of dividend payment not corresponded to the estimated rate of dividend payment during the first 12 months as stated in the prospectus? Based on the information listened in the Road Show event for initial public offering, a financial advisor estimated that the Fund shall pay dividend at the rate of 7% per annum.

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: If based on the 12-month forecast data in the prospectus, the dividend amount approximately 413.65 Million Baht expected to be paid to unitholders shall be divided into: 1) the net investment revenue that shall be paid as dividends for approximately 228.65 Million Baht, accounting 6.34%; and 2) the principal returned from investment in the form of capital decrease for approximately 185 Million Baht, accounting 5.13%. In overview, it has been expected to have a total of 11.47% to be paid to unitholders, which is close to the estimates of 11.40-11.50% showing in the document distributed in the Road Show event, but the differences are portions of dividends and capital decrease. However, according to the actual operational performance, the dividend was paid at 6.76% and the capital decrease at 3.50% has not been paid.

**Inquirer#7: Khun Prasart Wilaikaew, a unitholder by self-attendance**

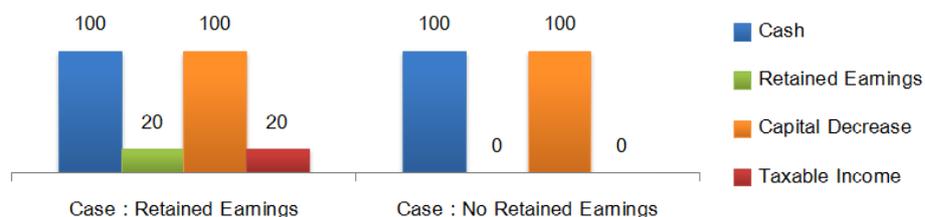
Question: The estimates of returns for the first 12 months have been provided earlier that the capital decrease shall be paid at 4.7% and this amount has been prepared, but it appeared that the payment has not yet made, causing unitholders not confident and dispose investment units, the price of BRRGIF was decreased and nobody is interested to buy. Why the payment of capital decrease has not been paid? Why the payment of

capital decrease has been delayed? Why the payment of capital decrease is not made earlier same as other funds in order to prevent the lower price of BRRGIF in the Stock Exchange? Also, some unitholders who disposed their units due to losing confidence in the Fund shall be more disadvantageous than the existing unitholders or new unitholders because they shall not receive capital decrease in the future, even this capital decrease was arisen from 2017 until 2019.

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: Considering the prospectus in case of the amount generated by the loss from appraisal, returned principal and remaining excess liquidity after asset disposal and dividend payment, the Fund could made payments of such amount in the form of capital decrease, but since Legal Department of the Management Company has warned against this matter, then the Fund Manager was so worried and considered to delay the payment of capital reduction, due to following reasons: 1) the Notification from the Director-General of the Revenue Department that the tax exemption for 10 years is effective for dividend tax, capital decrease has not been mentioned in this Notification; 2) Section 40 (4)d of the Revenue Code states that capital decrease payment which does not exceed the total amount of retained earnings shall be included as an income for tax purposes, as shown in below figure.

1. According to the Notification of the Director-General of the Revenue Department, the dividends from the infrastructure fund shall be exempt of income tax (but it is not mentioned about the capital decrease).
2. Based on Section 40 (4) (d) of the Revenue Code, it stipulates that "the capital decrease in a company or juristic partnership which does not exceed the total amount of profits and reserves" is treated as income to be included in the personal income tax calculation,
  - with references to the judgement guideline according to the Letter No. [GorKor. 0802/3593](#) dated 11 March 1987 and [GorKor 0702/3969](#) dated May 25, 2009;
  - point to be cautious is to obviously show that the source of money used for capital decrease "is not from retained earnings".



However, Khun Prasart commented that this inclusion for tax payment shall not cause any damage to unitholders because they can request for tax refund in the beginning of the year. Therefore, if the Fund pays capital decrease from the first 12 months, most unitholders shall not dispose their units, causing the investors who buy investment

units at lower price from those who dispose to take advantages, because capital decrease shall be paid to investors who buy investment units from ex-unitholders.

Miss Benchamartse delivered her apology to all unitholders on failure to focus on the advantage and disadvantage in this issue because the Fund has thoroughly provided information to all unitholders, those new unitholders do not have more information than ex-unitholders, unitholders also take part in decisions. In addition, all unitholders are provided of opportunities to call or contact the Management Company, and actually, Miss Benchamartse also provides information to each unitholder as much as requested by unitholders. However, the tax refund in the beginning of the year may be possible for unitholders who have income lower than criteria of taxable income, but unitholders who have high income that is subject to pay tax may be affected by the interpretation of the said section. The Fund, has therefore, considered the protection on a decrease of the capital holdings from meeting the criteria of taxable income from the beginning should be beneficial to all unitholders.

However, Khun Prasart expressed an opinion that if the unitholders receive the payment of a capital decrease from 2018 and bring this amount to invest and receive interest until the present, it will be worth the tax to be paid. Khun Prasart inquired to confirm that whether the new unitholders shall be paid of capital decrease of 2018 which has been accrued and a capital decrease of 2019 or not, and if so, the ex-unitholders shall be disadvantageous, is it right?

Miss Benchamartse further explained that what the unitholders understand is correct, current unitholders shall be paid of all capital decrease, ex-unitholders shall not be paid. In addition, the unitholders are reconfirmed that capital decrease is possible to be calculated of income tax according to the information mentioned earlier. Those who are directly damaged is unitholders, therefore, the Fund has tried to protect the benefits of all unitholders because the Fund could not know the income base and taxation of all unitholders, Consequently, the Fund considers it is to cut off the risk by preventing all unitholders to not encounter this issue. However, the Fund already sent a letter to discuss this issue with the Revenue Department and continuously followed up the answer, at present, the Revenue Department has not yet replied. Yet, the Fund has a way to cut off this risk, if any unexpected event is happened, the Fund may pay capital decrease together with the next dividend payment. The sources of capital decrease amounting 172 Billion Baht, approximately, to be expected to pay to the unitholders shall consist of the principal returned from investment, the cost of issuing and offering the investment units, and excess liquidity generated by the loss from appraisal.

**Inquirer#8: Khun Wisatchana Ratanacharn, a unitholder by self-attendance**

Question 1: Please clarify whether the Fund shall pay capital decrease within this year or not?

Question 2: Will the exemption of dividend for personal income tax for 10 years be effective from the date of dividend payment or the establishment date of the Fund?

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply 1: The Fund expects to pay capital decrease within this year.

Reply 2: The exemption of dividend for personal income tax for 10 years will be effective from the establishment date of the Fund.

**Inquirer#9: Khun Narong Phuttharaksa, a unitholder by self-attendance**

Question: The dividend was original expected to have 2 payments per year, but there were 3 dividend payments last year, is there any tendency to have 4 dividend payments this year in a quarterly basis?

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: The Fund is planning to have 4 dividend payments per annum.

When no unitholders or proxies additionally inquired or expressed opinions, then the MC moved to next agenda.

**Agenda 4 To acknowledge the appointment of auditors and the audit fees for the year 2019**

The MC invited Miss Benchamartse to report to the 2019 Annual General Meeting for acknowledgement on the appointment of auditors and the audit fees for the year 2019 with following details:

In 2019, the Management Company has appointed an auditor from PricewaterhouseCoopers ABAS Ltd. to be the authorized auditor of the Fund, the Auditor for the year 2017, the establishment year and for the year 2018 were audirots from PricewaterhouseCoopers ABAS Ltd., the authorized auditor of the Fund for the year 2019 include:

1. Miss Sukhumaporn Wong-ariyaporn, Certified Public Accountant Registration No. 4843; and
2. Mr. Prasit Yuengsrikul, Certified Public Accountant Registration No. 4174; and
3. Mr. Sa-nga Chokenitisawat, Certified Public Accountant Registration No. 11251.

The above Auditors have been the Auditor of the Fund as follows:

	Auditor's Name	Certified Public Accountant Registration No.	Fiscal Year		
			2017	2018	2019
1	Miss Sukhumaporn Wong-ariyaporn	4843	-	-	√
2	Mr. Prasit Yuengsrikul	4174	√	√	√
3	Mr. Sa-nga Chokenitisawat	11251	-	√	√

The auditor's fees for the year 2019 is 1,500,000 Baht, which is equal to the audit fees in 2018 and in 2017 if compared in a full fiscal year basis. In addition, in the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. will assign another of its auditors to perform the auditing and give opinionon the Fund's financial statments instead of these auditors listed above.

Audit Fees (Baht)			
FY 2017*	FY 2018	FY 2019	% Change
1,000,000	1,500,000	1,500,000	0.00%

\*The Fund was established since 1 Aug 2017, therefore, auditors did not perform their duties in a full fiscal year.

The Management Company considered that Auditors from PricewaterhouseCoopers ABAS Ltd. have appropriately performed their duties and have no relationship or interest with the Fund with independence to perform their duties, therefore, deemed appropriate to appoint the auditors from PricewaterhouseCoopers ABAS Ltd. listed as followed:

1. Miss Sukhumaporn Wong-ariyaporn, Certified Public Accountant Registration No. 4843; and
2. Mr. Prasit Yuengsrikul, Certified Public Accountant Registration No. 4174; and
3. Mr. Sa-nga Chokenitisawat, Certified Public Accountant Registration No. 11251.

to be the auditors of the Fund for the year 2019 and deemed appropriate to determine the auditor's fees for the year 2019 amounting 1,500,000 Baht. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. will assign another of its auditors to perform the auditing and give opinion on the Fund's financial statements instead of these auditors listed above, and deemed to report to the 2019 Annual General Meeting of Unitholders for acknowledgement.

The MC provided an opportunity to all unitholders and proxies to additionally inquire in this agenda.

When no unitholders or proxies additionally inquired or expressed opinions, then the MC moved to next agenda.

#### **Agenda 5 To consider other subjects (if any)**

The MC provided an opportunity to all unitholders and proxies to additionally inquire in this agenda.

#### **Inquirer#10: Khun Somchai Jensathiraphan, a unitholder by self-attendance**

Question 1: In terms of raw materials purchased from BSF, the sugar consumption shall be reduced since the government has a policy to control the sweetness for public, whether it is possible to cause the shortage of raw materials used in the power production? and if so, is there any other raw materials to replace bagasse? According to the agreement, can the power plants buy raw materials from other sources apart from BSF? Whether the Fund considers to find other sources of raw materials to replace if the shortage is happened?

Question 2: For the agreements with 2 power plants that will be terminated in 10 years and 16 years, respectively, how to amortize the investment in power plant? Will the investment in the first power plant with 10-year agreement term be returned first and remain the portion of the 2<sup>nd</sup> power plant with 16-year agreement term?

#### **Respondent: Khun Pitak, a representative from Asset Manager**

Reply 1: For the concern on the shortage of raw materials due to the reduction of sugar consumption, it is the situation happened in Thailand only, although Thai market demands less sugar, the global market still demands sugar. Moreover, BSF is ready for any production, therefore, it is confident that the fuel from sugar crushing process shall be sufficient. In addition, the biomass raw material agreement has not only specific requirements on the trading price, but also requirements on that minimum volume to be supplied by BSF that is adequate for the consumption of power production. However, the power plants jointly invested by the Mutual Fund is biomass power plants that can use

other fuels to replace, if there are other cheaper fuels with higher production efficiency in the future, such as bark, sugarcane peel, these may be alternatives.

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply 2: Khun Somchai's understanding is correct, since the investment value of 10.30 Baht per unit has been placed to both power plants, the investment in the first power plant will be returned until completion in the year 2028 when the agreement term is due, and the remaining amount will be the investment in the second power plant, it means, capital reducing that is expected to be annually returned consists of the investments in both power plants. After the agreement term of the first plant was terminated, 2028, capital decrease that will be gradually returned will have the investment of the second power plant only.

**Inquirer#10: Khun Somchai – further inquired.**

Question: At present, what raw materials can the biomass power plant use to replace bagasse? if none, is there any future plan?

**Respondent: Khun Pitak – further replied.**

Reply: At present, the power plant uses bagasse as the main fuel and the design of the power plant is primarily prepared for the use of bagasse. However, the power plant can use other raw materials, such as bark, but used as a mixture ratio, not 100%.

**Inquirer#11: Khun Thanut Udomhiran, a proxy of Mr. Monchai Udomhiran, a unitholder**

Question: In previous year, a large number of sugarcane burns caused the sugarcane no leaves, and now is a dry season, causing the sugarcane tree have a small trunk, will this affect the production volume? How?

**Respondent: Khun Pitak, a representative from the Asset Manager**

Reply: 1 ton of sugarcane entered into the sugar crushing process will remain bagasse in proportion of approximately 28 percent, therefore, either burned sugarcane or cut sugarcane will provide bagasse as per the proportion of sugarcane entering the process at 28 percent. BSF also promotes to not burning sugarcane farm because cutting fresh sugarcane shall remain sugarcane leaves for using as fuel, and BSF has also started to test the use of sugarcane leaves in power plants as an alternative raw material to sufficiently serve the power plants.

**Inquirer#12: Khun Wisatchana Ratanacharn, a unitholder by self-attendance**

Question 1: As the Fund expects to pay capital decrease to unitholders for approximately 172 Million Baht, will the Fund pay in one time or by dividing into a quarterly basis? If capital decrease can be paid in following years, will the Fund annually pay it?

Question 2: Is a 1-month maintenance shutdown in November the annual maintenance shutdown? and is there any other big maintenance required longer shutdown?

Question 3: Will BRR have a new power plant? and if so, will BRR plan to sell to the Fund?

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply 1: The Fund will try to consider to pay capital decrease to all unitholders as soon as possible, it is possible to pay it by May together with the dividend payment from the operational result of the first quarter. In following years, if there is capital decrease, the Fund will try to pay it together with the dividend, except capital decrease is less than 0.10 Baht, it may be reserved of right as same as the dividend payment criteria in the prospectus that the dividend may not be paid if it is less than 0.10 Baht because the cost may be higher than the amount paid to unitholders, causing not worth to proceed.

Reply 2: There is only the annual maintenance shutdown, but its maintenance program shall be considered by concerning on how scale it is, small or big, depending on the inspection of the power plants to judge of maintenance condition.

**Respondent: Khun Adul, a representative from the Asset Manager**

Reply 3: Presently, BRR has 3 power plants, 2 of them are sold to the Mutual Fund and another one is for their own use. However, that power plant for their own use and operation cannot be offered to the Mutual Fund because the Provincial Electricity Authority (PEA) has not yet opened power producer bidding, therefore, there is no PPA that will be proposed to the Fund for consideration. However, if there is the said PPA, BRR will consider to offer the power plant to the Fund, but it depends on whether the Management Company will jointly consider or not.

Khun Pornchalit additionally replied that the Management Company is quite open to consider the incoming assets because the benefits from incoming assets entering the Fund shall be mainly for the unitholders. However, the Management Company must consider the details of those incoming assets and be confident that they are worthwhile to accept such assets into the Fund. The Management Company opens to accept the assets proposed by all companies for investment without limitation to solely invest in BRR power plants, on the other hand, BRR's power plants shall be offered to the Fund first only.

**Inquirer#12: Khun Wisatchana – further inquired.**

Question: It is heard that BRR plans to expand the sugar factory in the future, is there any opportunity to use raw materials or bagasse from this new sugar factory in the existing power plants of the Fund?

**Respondent: Khun Pitak – further replied**

Reply: The existing sugar factory is preparing adequate fuel to serve the demand of both power plants for the whole year because fuel from other suppliers shall have costs of transportations, therefore, the company has no plan to find raw materials from other suppliers because the good management of cost and operation shall also result in the

good performance of the power plant. However, if in the future the company has a license to expand sugar factories in other areas, the management model of BSF at present shall be maintained and utilized in order to have integrated management.

Khun Adul also added that in the Undertaking Agreement, it clearly stated that if BRR has a new power plant, the Fund must consider first in order to be unable to set up a new fund. In addition, if the sugar factory is expanded, that new sugar factory must be at least 50 kilometers away from the existing sugar factory in accordance with the Cane and Sugar Act B.E. 2527 (1984), in order to prevent the competition of sugarcane production. Therefore, using the bagasse from that new sugar factory shall have a transportation cost, affect the cost of power production; however, the existing sugar factory is adjacent to the power plant, therefore, a transportation cost is minor and cause not much transportation cost.

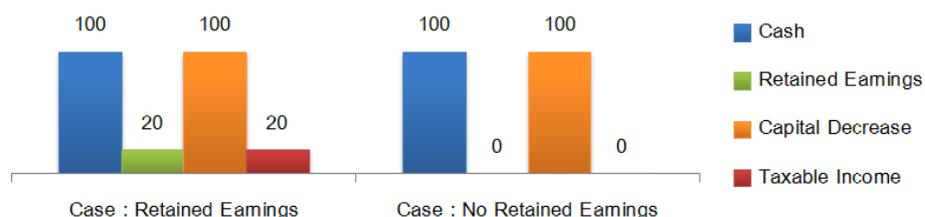
**Inquirer#13: Khun Thawatchai Phoworasoonthorn, a unitholder by self-attendance**

Question: As mentioned earlier that the dividend payment will be made together with the payment of a decrease of the capital holdings, it means that the Mutual Fund shall pay the accumulated profit first, then the remaining amount will be a decrease of the capital holdings to solve the problem of interpretation in Section 40 (4) d announced by the Revenue Department, is it right?

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: Yes, it is, below figure shall be a reference for explanation.

1. According to the Notification of the Director-General of the Revenue Department, the dividends from the infrastructure fund shall be exempt of income tax (but it is not mentioned about the capital decrease).
2. Based on Section 40 (4) (d) of the Revenue Code, it stipulates that "the capital decrease in a company or juristic partnership which does not exceed the total amount of profits and reserves" is treated as income to be included in the personal income tax calculation,
  - with references to the judgement guideline according to the Letter No. [GorKor. 0802/3593](#) dated 11 March 1987 and [GorKor 0702/3969](#) dated May 25, 2009;
  - point to be cautious is to obviously show that the source of money used for capital decrease "is not from retained earnings".



Based on Section 40 (4) of the Revenue Code, if the Fund has 100 Baht in cash with a source from capital decrease, in the case that the Fund has retained earnings of 20 Baht, which may be retained earnings from the appraisal that is just a number, if the Fund pays 100 Baht in cash to the unitholders in the form of capital decrease, the unitholders may include the amount equal to retained earnings that is 20 Baht, into taxable income. The Fund, therefore, tries to prevent the unitholders from this tax burden by making the Fund to have no retained earnings. The operating result at the end of the year 2018, the Fund had loss from appraisal, causing retained earnings from the appraisal that is just a number to have cash from excess liquidity to be paid as dividends to unitholders. The Fund will not have retained earnings and capital decrease can be paid to unitholders. However, in the future, if there is retained earnings generated by from the appraisal again (as shown in the figure), the Fund has a guideline to proceed by dividing 100 Baht in cash to be paid as dividends (generated by retained earnings) for 20 Baht and paid as capital decrease for 80 baht, this will be occurred during 10 years that the unitholders are still exempted of tax from dividends. In overall, the unitholders will be more benefited of tax. Capital decrease for next time in each quarter (not lower than 0.10 Baht) will be paid together with the dividend, which will increase the cash yield in each quarter as well.

Khun Thawatchai said that an investor suggested about the efficiency of the power plant that if there is SIOA or the Factory Management, it should follow the way that the Electricity Generating Authority of Thailand (EGAT) conducts in the form of SPP, VSPP and IPP, meaning that during the operational hours of power plant, there are Availability Payment and Energy Payment, which have a median factor that EGAT considers as having a certain level of efficiency. If the power plant can economize from making Energy Payment, it is a benefit for the power plant. Therefore, in the future, in addition to the agreement by lump-sum expenses, the power plant should be shared of incentive in terms of the profit that is increased due to the fuel consumption less than the estimate, it is to motivate factories to find ways to reduce production costs so that power plants and the Fund can benefit together

A representative from the Management Company showed appreciations to the suggestions from the unitholders, and Khun Pitak explained that Buriram Sugar Group has continuously considered and reviewed the production efficiency, and during previous year, there were guidelines for the production process, there are some technologies that are considered to be invested for using, which will help to increase the revenue efficiency. The Management Company had been consulted that if there is more revenue under the condition that the power plant will give additional investment apart from those specified in the Net Revenue Transfer Agreements with the Fund, how will the power plant be shared of additional revenues? But since this condition is under consideration on its details, because the conditions in the prospectus and in the agreements may be amended as well.

**Inquirer#14: Khun Wijitra Kuekoonwong, a proxy of Thai Investors Association**

Question: How many unitholders in these 350 million units? Because the association wishes to allow the unitholders to attend the meeting more than a number of attending unitholders in the meeting today.

**Respondent: Miss Benchamartse, a representative from Management Company**

Reply: There are approximately 2,500 unitholders with reference to the information as of the Book Closing Date on 29 March 2019.

Khun Pornchalit added that the reason for a small number of attending unitholders may be due to the first meeting, next year, if the unitholders have more understanding, they are more likely to inquire more questions and have more interest to attend the meeting.

When no unitholders raised any additional queries or expressed opinions, and no other matter was proposed to the meeting for consideration, therefore, the Chairman delivered his gratitude to all unitholders and stated to close the 2019 Annual General Meeting of Unitholders of Buriram Sugar Group Power Plant Infrastructure Fund (BRRGIF).

The Meeting was adjourned at 11.47 hrs.

Respectfully yours,

(Mr. Pornchalit Ploykrachang)  
Deputy Managing Director  
Real Estate & Infrastructure Investment