

## Documents in Support of Consideration

### In Agenda 5: To Approve the appointment of the Auditors and fix the Audit fee for 2020

In order to be in compliance with the Public Limited Companies Act, which has determined that the Annual General Meeting of Shareholders must make an appointment of the auditors and must determine the remuneration for the auditor of the Company every year, and by recommendation of the Audit Committee, the Board of Director's Meeting No.2/2020 which was held on February 28, 2020 has already made a consideration and found appropriate to make a proposal to the Shareholders Meeting as follows:

1) To consider appointing the auditors of BPR Audit and Advisory Co.,Ltd. to be the auditors of the company and 5 subsidiary companies for 2020. The Company has considered various qualifications, such as the qualifications required by the Office of the Securities and Exchange Commission, the experience, the audit team and the ability to prepare the financial statements by the timelines, found that it is appropriate. The proposed auditors are as follows:

	<u>Name</u>	<u>CPA Registration Number</u>	<u>Year of auditing for Company</u>
(1)	Mr.Boonlert Kaewphanpurk	4165	2016-2017
(2)	Miss Piyanuch Kasemsupakorn	6303	2018-2019
(3)	Miss Roongtawan Boonsakchalarm	6031	Never

Either one of the auditors shall be empowered to audit, give the opinion and sign on the Financial Statements of the Company and its subsidiary companies for 2020 if the above named auditors cannot perform the duty, the Board of Directors of the Company shall have the power to appoint another licensed auditor to perform the duty on behalf.

The auditors do not have any relationship or interest with the company, its subsidiary companies, executives, major shareholders or related persons in a way that may impact their performing task independently.

2) Determined the remuneration for the auditor totaling 2,110,000 Baht which consists of:

Type of Service Fee	2020 (Proposed Year)	2019	Unit: Baht	
			Change Increase/(Decrease) Amount	%
1. Audit fee				
1.1 Audit fee for the company	1,280,000	1,600,000	(320,000)	(20.0)
1.2 Audit fee for subsidiaries				
- Asia Patana Land Co.,Ltd.	250,000	325,000	(75,000)	(23.1)
- Industrial Waste Management (Asia) Co.,Ltd.	170,000	225,000	(55,000)	(24.4)
- Genco Renewable Co.,Ltd.	110,000	110,000	-	-
- Genco Clean Energy Co.,Ltd.	110,000	110,000	-	-
- Genco Otani Co.,Ltd.	140,000	140,000	-	-
2. Non-Audit fee	50,000	50,000*	-	-
Total	2,110,000	2,560,000	(450,000)	(17.6)

Note \* As there is an additional non-audit fee for checking and certifying the compliance with the conditions of BOI promotion certificate for GENCO during the year in amount of 50,000 baht. Therefore, the total remuneration actually paid to the auditor in the year 2019 is a total of 2,560,000 baht.

If compares the proposed remuneration for the year 2020 with the actual remuneration paid in the past year, total compensation decreased 450,000 Baht or 17.6% so the proposed remuneration at the rate of 2,110,000 Baht are reasonable. Thus, the Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the Meeting of Shareholders to approve the appointment of the Auditors and fix the remuneration as proposed above.