

**Report of 2019 Annual General Meeting of Shareholders
Ua Withya Company Limited**

Date	: Monday April 29, 2019 at 2.00 Pm.
Place	: Vimarnthip Room, 5 Th Floor, Montein Riverside Hotel, No.372, Rama 3 Road, Bangklo, Bangkoleam, Bangkok.
Chairman	: Mr. Wutichai Leenabanchong Chairman
Secretary's Meeting	: Mr. Monthon Chatuwallopkul Corporate Secretary
The right to attend	: Number of shareholders who holds the shares at the record date of registration was April4, 2019 amounting of 7,534 shareholders or totaling of 13,162,517,864 shares
Agenda 1-2	: Number of shareholders and proxies attending the meeting were 61 as 5,681,016,559 shares representing 43.16 percent of all shares which meet the quorum follow to regulation of company
Agenda 3	: Number of shareholders and proxies attending the meeting were 64 as 5,701,539,687 shares representing 43.32 percent of all shares which meet the quorum follow to regulation of company
Agenda 4-8	: Number of shareholders and proxies attending the meeting were 76 as 5,708,727,587 shares representing 43.37 percent of all shares which meet the quorum follow to regulation of company

Before the Meeting Started

Miss Thanyaporn Jatejamlong was elected as representative of the meeting, saluted The 2019 Annual General Meeting of Ua Withya Public Company Limited there were 32 people as 661,672,580 shares and proxies from shareholders of 29 people as 5,019,343,979 shares therefore total shareholders and proxies attended the meeting equal to 61 people as 5,681,016,559 shares or equivalent to 43.16 percent of total shares sold which meet quorum follows to company's regulation No.48 as well as introduced The Board of Directors, Executive, Company's auditor and law counsel from Banchong and Wittaya Law Office attended the meeting and voluntary to protect shareholders right.

The name of all directors attended the meeting were as follows:

1. Mr. Wutichai	Leenabanchong	Chairman / Chairman of Nomination Committee and Remuneration Committee / Executive Chairman (Act)
2. Mr. Theerachai	Leenabanchong	Vice Chairman / Managing Director / Executive
3. Police Lieutenant Sivaraks	Phinicharomna	Independent Director / Chairman of Audit Committee
4. Mr. Pianchai	Thawornrat	Independent Director / Audit Committee / Nomination and Remuneration Committee
5. Dr. Nathee	Naktnasukanjn	Independent Director / Audit Committee
6. Mr. Monthon	Chatuwallopkul	Director / Deputy Managing Director (Financial Accounting & Corporate Management) / Executive / Nomination and Remuneration Committee/ Corporate Secretary
7. Mr. Surapat	Chomrat	Director / Executive
8. Mr. Suthitsak	Tanachoteporamat	Director / Executive
9. Ms. Laphassarin	Kraiwongwanitrun	Director / Executive

Executive

1. Mr. Tongchai	Udakarn	Chief Operating Officer
2. Mr. Chokchai	Niamratana	Deputy Managing Director (Steel Tower Business)
3. Ms. Orn-in	Sangthong	Director (Corporate Communication)

Company's Auditors

Ms. Kamontip	Rattananantawatee	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
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Independent of Law Consultant

(To oversee and monitor counting votes in this meeting)

Mr. Natthawat	Thumawong	Banchong and Wittaya Law Office
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Therefore, proportion of Directors whom attended the meeting equal to 100% of total Directors

Mr. Wutichai Leenabanchong (Chairman) was elected as chairperson of the meeting together with welcome shareholders to 2019 Annual General Meeting of Shareholders and handles to Miss Thanyaporn Jatejamlong to precede the following agenda, before started the meeting she will clarify the rules and regulation of voting as following conclusion.

The representative of this meeting announced the company's capital as follows:

- Registered Capital amounting of Baht 1,907,119,713.00
- Paid Up Capital amounting of Baht 1,316,252,588.00

and acknowledge shareholders as company has good corporate governance related to equitable treatment of shareholders as follows:

1. Give opportunity to shareholders (could not attend the meeting) can give proxy to independent director
2. Give opportunity to shareholders to send questions to company in advance
There was no shareholders submitting question to company in advance

In addition, here are voting methods clarify as follows:

1. Rule for voting in this meeting follows through the company of association No.50 as count one share equal one vote.
2. Voting in the meeting would do its openly which shareholders will vote for agreed, disagreed and abstained in each agenda which will counted only shareholders vote for disagreed and abstained only. By any shareholders vote for disagreed or abstained please fill in the received ballot and hand up then our staff will collected its. The company will used voting for disagreed and abstained deducted from totaling voting attended the meeting and the rest of voting will counted as votes for each agenda. By this, in case there was an objection or other comment then the meeting agreed to constitute a consent or approval.
3. In case the shareholders appoint the directors. In accordance with the Shareholders specified in the proxy statement.
4. In addition, if shareholders wish to ask you any more or comment on each agenda please specify first and last name in order to avoid confusion on consideration in each agenda. In addition please ask only in matter relating to the agenda.

After the representative finished clarification for voting then proposed that the meeting to consider following agenda.

Agenda 1 To review and adopt minute of 2018 Annual General Meeting of Shareholders which held on April 25, 2018

Mr. Wutichai Leenabanchong as chairperson of the meeting had informed on enclosed the report of 2018 Annual General Meeting of Shareholders to The Stock Exchange of Thailand within 14 days and disclose on company's website therefore, it is appropriate to propose a report of 2018 Annual General Meeting of Shareholders as Boards considers mentioned minutes were recorded correctly which match the resolution of the meeting. The company has send copies of minutes

together with invitation letter to shareholders as details show in enclosure no.1 before meeting was held.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to consider and adopt the minute of 2018 Annual General Meeting of Shareholders held on April 25, 2018

Resolution The shareholders, meeting approved a resolution by majority votes to as follows

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	60	5,675,656,559	99.9056
Disagreed	1	5,360,000	0.0944
Abstained	0	0	0.0000
Voided Ballot	0	0	0.0000
Number of 5,681,016,559 total votes attended the meeting and right to votes			

Agenda 2 To acknowledge the report of the Board of Directors for the year 2018

Mr. Wutichai Leenabanchong, Chairperson has informed to meeting that the company has concluded Board of Directors report and business operation of company for year 2018 which shown in 2018 Annual Report as send to shareholders together with Invitation Letter to 2019 Annual General Meeting of Shareholders.

For Anti-Fraud and Corruption Policy

- Year 2017 - July : the Company declared and demonstrated the intention to anti-fraud and corruption
- November : the Company revised polity of anti-fraud and corruption and provided written Code of Ethics
- Year 2018 - November : the Company submitted the self-assessment regarding measure of anti-fraud and corruption in order to be certified by Collective Action Coalition (CAC)
- Year 2019 - February : the Company received commented from the Private Sector Collective Action Coalition Against Corruption Council to revise. Right now it's in the process of modification in the major content according to the recommendation; expect to submit again within second quarter of 2019.

Mr. Wutichai Leenabanchong as chairperson of this meeting has asked if there are any questions or not if not then would like to ask the meeting to acknowledge Board of Director report for year 2018

Resolution The meeting has acknowledge Board of Directors report for year 2018

Agenda 3 To consider and approve the financial statements as ended December 31, 2018

Mr. Wutichai Leenabanchong Chairperson has handled to Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management) to report this.

Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management) and Executive has informed to the meeting, the Company has prepare details on 2018 financial statement which consists of financial statement position, profit and loss statement as ended December 31, 2018 as pass review from Certified Public Accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and received an approval from the Audit Committee for approval which send to shareholders in advances together with invitation letter to 2019 Annual General Meeting of Shareholders in order to consider which can be concludes as follow:

(Unit : Million Baht)						
Transaction	Consolidated			The company only		
	2018	2017	Changes (%)	2018	2017	Changes (%)
Total Asset	3,076.35	3,561.22	(13.62)	3,515.91	3,585.06	(1.93)
Total Liabilities	1,600.54	1,622.64	(3.74)	1,557.33	1,570.91	(0.86)
Proportion of Shareholders	1,475.81	1,898.58	(22.27)	1,958.58	2,014.15	(2.76)
Revenue from projects	1,026.59	923.88	11.12	1,026.59	923.88	11.12
Revenue from sale	18.38	42.03	(56.27)	14.30	11.31	26.44
Revenue from sale (Electricity)	422.87	355.39	18.99	-	-	-
Total Revenue	1,512.27	1,371.22	10.29	1,170.97	1,052.69	11.24
Total Expenses	1,937.51	1,662.01	16.58	1,229.61	1,210.31	1.59
Total Profit (Loss)	(423.23)	(273.57)	(54.71)	(55.57)	(166.00)	(66.52)
Other comprehensive income – TAX	0.46	37.63	(98.78)		13.20	(100.00)
Total Loss (yearly)	(422.77)	(235.94)	78.19	(55.57)	(152.80)	(63.63)
Company only	(390.13)	(250.97)	(55.44)	(55.57)	(166.00)	(66.52)
Stakeholders (no control authority)	(33.10)	(22.60)	46.46	-	-	-

Overall performance end of year 2018 can summarize as follows:

- There is the total asset for the amount of 3,076.35 Million Baht, decreased from last year for 484.87 Million Baht due to the decreasing of cash and item equivalent to cash, other intangible asset, goodwill and other non-current asset.
- There is the total Liability for the amount of 1,600.64 Million Baht, decreased from last year for 62.10 Million Baht from the previous year. The main causes are due to the increasing of trade payables and other payables, short term load, other current liabilities, and decreasing of long term debenture, and deferred income tax.
- There is the net losses from performance which impacted to decrease the shareholder portion for the amount of 1,475.89 Million Baht or decreased for 422.77 Million Baht
- There is the total revenue for the amount of 1,512.27 Million Baht, increased for the amount of 141.05 Million Baht or increased from last year for 10.29 %, the main causes are from the increasing of project revenue by increasing of deliverables and revenue from electricity selling.
- There is the total expenses for the amount of 1,937.51 Million Baht, increased for 275.50 Million Baht or increased from last year for 16.58%. The main causes are from the increasing of the cost from steel production, variable due to the quantities of project submitted customer, cost of selling electricity, and increasing of management expenses of the company affiliate, impair losses of investment in company affiliate and joint venture
- There is the loss for the amount of 423.23 Million Baht is the loss from head office for the amount of 390.13 Million Baht and loss of uncontrollable factor for the amount of 33.10 Million Baht, effected to increase the net loss for the amount of 149.66 Million Baht or increased from last year for 54.71%

After that Mr. Theerachai Leenabunjong, Managing Director and Executive Director proposes the overall business of year 2018 and 2019 business direction.

Mr. Wutichai Leenabanchong, Chairman of the meeting queries to shareholder for any questions. There are the shareholders asking in the following issues as follows:

Mr. Pradit Sawattananon : Shareholder comes in person

Asks about the following matters

1. Does the intangible asset value of the previous power plant have been sufficiently set up and will this year be set up again or not?
2. What is an intangible asset?

Requesting the auditor of the company to answer the question

Miss Kamontip Rattananantawatee : Auditor

Answers the following questions:

How to check the impairment of investments in subsidiaries when UWC bought the power plant, it still has the right to produce and sell power as the License. When making a consolidated statement, it will record as an intangible asset as the license to produce electricity.

For the consideration about impairment, look at how much electricity is produced. The method of consideration is to consider from the plan which received from the company and then think about the present value, compare with the book value of the company that invested whether or not impairment.

Mr. Bodin Krittiyarangsan : Shareholder comes in person

Asks as follows

1. Impairment is only for Satuek Biomass Power Plant and UWC Ampan Biomass Power Plant, Komen power plant has it or not?
2. Is the deduct of impairment fully yet? If the result of the year 2019 is low, must deduct again?
3. In the balance sheet, there is a list of assets of the subsidiary sold 152 million baht, how many percent of that business?

Miss Kamontip Rattananantawatee : Auditor

Answers the following questions:

1. UWC Komen Biomass power plant has a profit, so there is no impairment.
2. Depending on the perform of the power plant

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions:

1. Property sold has more than half of the PGE business

Mr. Pradit Sawattananon : Shareholder comes in person

Inquired that the accounting is a short-term or long-term investment. In case of joint company, must record the account as Mark to Market or not?

Mr. Monthon Chatuwallopkul : Deputy Managing Director – Accounting And Corporate Management

Answers the following questions : Dimet is an affiliate company, would be considered from the performance. If got the profit, it was recognized and recorded according to the profit ratio. If got the loss, it was recorded in proportion to the loss which does not include investment. Because Dimet is a listed company in the stock market. There is a trading price on the board that refer each day. If the market price was compared to the amount invested, the auditor will set the value of the investment in that accounting period to equal to the Market Value. If the price drops again, then adjust again as if it were Mark to Market, but actually not an Impair according to the Market Value.

Mr. Bodin Krittiyarangsan: Shareholder comes in person

Asks more about the direction of the power plant. How to solve the problem and what is the selling price of Satuek Biomass Power Plant?

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions : UWC Komen Biomass Power Plant at Korat has been operating continuously for over 3 years. For Satuek Biomass Power Plant and UWC Ampan Biomass

Power Plant in Buriram, it takes quite a long time to improve and has to adjust the conveying system and use fuel at a lower cost. During the past 3 months, the operation has been started as planned but may not full of production capacity. Therefore, believe that both power plants at Buriram will be able to operate as planned during the rest of the year.

For Satuek Biomass Power Plant's electricity sales price, there is a Ft tariff rate that is different from UWC Komen Biomass Power Plant and UWC Ampan Biomass Power Plant. That is the FiT rate in terms of government action, the company has filed the matter with the Administrative Court for about a year. The result will follow the court's discretion, but the time not be able to answer.

Mr. Thanad Hanwong : Shareholder comes in person

Asks about the business in Cambodia.

Mr. Wutichai Leenabanchong : Chairman

Answers the following questions : Business in Cambodia is UWCC company, has the right to the area that is allowed to use wood to produce chopped wood for fuel and sent to Thailand. Chopped wood is of good quality, not much moisture.

Mr. Surin Banyongpongler : Shareholder comes in person

Answer the following questions

1. PGE shareholders in 2018, still remaining 32 million baht. According to the plan, UWC will sell the remaining assets. After selling PGE assets, how does UWC work with PGE?
2. In the annual report stated that UWC sold 3,000 shares, sold because of what?

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions : At the beginning of the purchase of the PGE stock, there was a biogas fermentation pond that could produce electricity and is expected to be offered to the Provincial Electricity Authority. But finally, the government agency has changed the policy and therefore cannot request to sell electricity. Until now, there is no raw material, chicken manure used in fermentation, together with the continuous loss of operations for more than 3-4 years. Therefore we had to decide to solve the problem by stopping this loss business unit and selling the property which is a decision based on the best interests of shareholders, both PGE and UWC. After this, will see how the machinery assets will be sold out.

Mr. Monthon Chatuwallopkul : Deputy Managing Director – Accounting And Corporate Management

Answers the following questions :The number of shares sold because there are interested parties to buy, which is the book value price, therefore sold and is the number of shares that is considered less important.

Mr. Praphon Limthammahisorn : Shareholder comes in person

Asks the following questions :

1. In the opinion of the auditor, the remaining intangible assets of 172 million baht, this number will be fixed or expired in the following year such as if the popularity was gone.
2. Determination of impairment each year, auditors have argued that too little or not, are the statements made by the company appropriate?
3. For setting the impairment, the company or the auditor will set?

Miss Kamontip Rattananantawatee : Auditor

Answers the following questions:The numbers will depend on the performance of the company. Can't answer today. According to the auditing principle, it is determined from the plan which received from the company that the plan is appropriate and how much is possible.

Pol.Lt. Sivaraks Phinicharomna : Chairman of Audit Committee

Answers the following questions: as a member of the Audit Committee request to give additional information from the auditor that, auditor had the duty to audit and comply with auditing standards and accounting standards. In the audit of company information, the auditor will bring the information to be examined together with the Audit Committee whether it is appropriate or not, with criteria, evidence.

For that impairment, the company set up by looking at the current assets showing the true value. When knowing the value, then consider how much that will be impaired. By looking at the previous year's results that profit or loss. If loss, next year can it be recovered to be profitable? The consolidated financial statements presented as annual statements per year. Each year, they have to ask from the management how to have a plan in order to improve their performance. After knowing the plan, then consider the possibility together with the auditor to find a conclusion in the preparation of the financial statements that reflect reality.

Mr. Praphon Limthammahisorn: Shareholder comes in person

Asks more about intangible assets amount 172 million baht in the opinion of the audit committee, what will be in the future?

Pol.Lt. Sivaraks Phinicharomna : Chairman of Audit Committee

Answers the following questions: Considering the intangible asset value, it must be considered that the current value of the amount of 172 million baht may be reduced or the same, it depends on the performance this year whether or not it can produce electricity at full capacity or not. Difficult to answer but the Audit Committee will follow this operation closely.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to consider and approve financial statement as ended December 31, 2018.

Resolution The shareholders, meeting approved a resolution by majority vote to approve financial statement of year 2018 as ended December 31, 2018 as following vote:

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	51	5,294,927,987	92.8684
Disagreed	13	406,611,700	7.1316
Abstained	0	0	0.0000
Voided Ballot	0	0	0.0000
Number of 5,701,539,687 total votes attended the meeting and right to votes			

Agenda 4 To consider and approve of profit allocation and Omit Dividend Payment

Mr. Wutichai Leenabanchong, Chairperson has handled to Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management) to report this.

Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management) has informed to the meeting, company's dividend payment policy is to pay dividend of not less than 40% of the net profit of company financial statement (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company however, the company may have pay dividend at rate less than above mentioned if the company has no necessary to use those profit for other project expansion.

Year 2018, company has net loss on financial statement as amounting of 55.57 Million Baht therefore Board of Director proposed to omit dividend payment for 2018 business operation starting from January 1 – December 31, 2018

Along with section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.57 specifies as The Company need to allocate part of annually profit as legal reserve

not less than 5 percent of annual net profit deducted by beginning balance of deficit (If any) until this legal reserve is not less than 10 percent of registered capital therefore agreed to allocate legal reserve at the ratio of 5 percent of annual income as amounting of Baht 51,643

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to omit dividend payment for business operation during January 1- December 31, 2018 and allocate legal reserve as amounting of Baht 51,643.

Resolution The shareholders, meeting approved a resolution by majority vote to approve omit dividend for business operation during January 1 – December 31, 2018 and allocate legal reserve as amounting of Baht 51,643

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	71	5,702,792,587	99.896
Disagreed	5	5,935,000	0.104
Abstained	0	0	0.0000
Voided Ballot	0	0	0.0000
Number of 5,708,727,687total votes attended the meeting and right to votes			

Agenda 5 To appoint Directors whom retired by rotation

Mr. Wutichai Leenabanchong, Chairperson has handled to Theerachai Leenabanchong Managing Director and Executive to report this

Mr. Theerachai Leenabanchong Managing Director and Executive has informed to the meeting, follows Public Limited Company ACT and Memorandum of Association No.24 concludes as every annual general meeting of shareholders, Directors need to retired by one-third thus if the number of directors to be divided into 3 parts, not exactly then discard the number nearest to one-third. Directors who retired by rotations may reelect thus in this 2019 Annual General Meeting of Shareholders there 3 Directors who retired by rotations

- | | | |
|-----------------|------------------|----------|
| 1. Mr. Monthon | Chatuwallopkul | Director |
| 2. Mr. Suthisak | Tanachoteporamat | Director |
| 3. Mr. Surapat | Chomrat | Director |

For Directors whom retired by rotation in totaling of 3 people; Nomination and Remuneration Committee has considered from individual qualifications of existing directors of company as has been screened by the Board of Directors that has suitable qualification for company's business as a person with knowledge, ability and basic expert from variety of profession in term of leadership, vision including morality, ethics and good attitude toward organization and good practice in term of directors thus uses their experiences and propose to organization includes is a person in accordance to legal qualification and related announcement therefore proposed selected directors to be re-elect for another term

Moreover, qualified according to related law, regulation and companies Memorandum of Association includes all practices of duties in the pass. By this, information of Directors whom reelect for another term is enclosure no.3 and send to shareholders to consider in advance together with invitation letter to 2019 Annual General Meeting of shareholders.

In considering candidates to holds position of Directors, the company has no chance to shareholders to propose other person for consideration.

Moreover, according to Public Limited Companies Act B.E. 2535 section 86 and Article of Association No.32 specified "No director shall engage in business which has same nature as and in competition with that of the company whether such a business in undertaken for his or her or other

person's benefits unless notified shareholders meeting thereof prior to resolution for appointment was passed".

Therefore, before shareholders votes on this appointment, would like to acknowledge on all 3 mentioned directors none of them act as directors in other company as same nature of business and in competition.

Mr. Wutichai Leenabanchong as chairperson of the meeting has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve the appointment of 3 Directors by shareholders shall elect director individually.

Resolution The shareholders, meeting approved a resolution by majority votes to reelect all 3 Directors for another term by following votes

The number of shareholders in attendance and proxies in totaling of 76 as amounting of 5,708,727,587 shares											
Name of Directors	Amount	Agreed		Amount	Disagreed		Amount	Abstain		Voided Ballot	
		Votes	%		Votes	%		Votes	%	Votes	%
1. Mr. Monthon Chatuwallopkul	65	5,491,212,887	96.1898	11	217,514,700	3.8102	0	0	0.0000	0	0.0000
2. Mr. Suthisak Tanachoteporamat	64	5,491,162,887	96.1889	12	217,564,700	3.8111	0	0	0.0000	0	0.0000
3. Mr. Surapat Chomrat	64	5,491,162,887	96.1889	12	217,564,700	3.8111	0	0	0.0000	0	0.0000

Mr. Wutichai Leenabanchong as chairperson has informed to the meeting therefore Board of Director for year 2019 in totaling of 9 people as follow:

- | | | |
|----|----------------------------|------------------|
| 1. | Mr. Wutichai | Leenabanchong |
| 2. | Mr. Theerachai | Leenabanchong |
| 3. | Police Lieutenant Sivaraks | Phinicharomna |
| 4. | Mr. Pianchai | Thawornrat |
| 5. | Dr. Nathee | Naktnasukanjn |
| 6. | Mr. Monthon | Chatuwallopkul |
| 7. | Mr. Surapat | Chomrat |
| 8. | Mr. Suthitsak | Tanachoteporamat |
| 9. | Ms. Laphassarin | Kraiwongwanitrun |

By Police Lieutenant Sivaraks Phinicharomna, Mr. Pianchai Thawornrat, Dr.Nathee Naktnasukanjnas Independent Director and Audit Committee

Agenda 6 To set the remuneration of Board of Directors for year 2019

Mr. Wutichai Leenabanchong, Chairperson has handled to Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management)to report this.

Mr. Monthon Chatuwallopkul as Deputy Managing Director (Financial Accounting & Corporate Management) has informed to the meeting, as company's Memorandum of Association No.37 concludes Directors may have a right to receive remuneration which consists of salary, meeting fees, bonus thus 2018 Annual General Meeting of Shareholders has set remuneration of Board of Directors as amounting of Baht 2,300,000 and will be allocated by time to time. For 2019 total amount for remuneration of Board of Directors equals to Baht 1,650,000

By this company had summarized the paying amount to Board of Directors of year 2018 as in enclosure No.2 in the title of Shareholding Structure and Management as the subject of remuneration for Executive Directors.

For year 2019 Boards has approved according to proposed from remuneration committee for amount of remuneration for Board of Directors as amounting of Baht 2,300,000 as same amount when compared to year 2018, carefully considered by comparing the remuneration of the same business and economic situation which includes appropriate numbers of directors are consists as following

1. Monetary Remuneration is meeting allowance
 - (1) Chairman (each time attended the meeting)

- Meeting allowance for Chairman is equal to Baht 30,000 thus if chairman receive monthly salary from company or affiliate company then will receive Baht 20,000 when attend the meeting
 - Meeting allowance for Director equal to Baht 15,000 thus if any director receive monthly salary from company or affiliate company then will receive Baht 5,000 when attend the meeting
- (2) Audit Committee (each time attended the meeting)
- Meeting allowance for Chairman of Audit Committee equal to Baht 25,000
 - The remuneration for Audit Committee equal to Baht 15,000
- (3) Nomination and Remuneration Committee (each time attended the meeting)
- Meeting allowance for Nomination and Remuneration Committee Chairman is equal to Baht 25,000 thus if chairman receive monthly salary from company or affiliate company then will receive Baht 20,000 when attend the meeting
 - Meeting allowance equal to Baht 15,000 thus if any director receive monthly salary from company or affiliate company then will receive Baht 5,000 when attend the meeting
- (4) Executive Board (every time attended the meeting)
- Meeting allowance for Executive Chairman is equal to Baht 15,000 thus if chairman receive monthly salary from company or affiliate company then will not receive any remuneration when attend the meeting
 - Meeting allowance equal to Baht 10,000 thus if any director receive monthly salary from company or affiliate company then then will not receive any remuneration when attend the meeting

2. Other compensation and benefits

The company has no policies on payment other compensation and benefits apart from compensation as directors or employee of company, no give out shares, debenture or other securities to Director and Executives.

By this, it effective when approved from date of shareholders meeting until its changes to something else.

Mr. Wutichai Leenabanchong, Chairman of the meeting queries to shareholder for any questions. There is no any queries, then proposes the Meeting of Shareholder to consider the approval for the remuneration to director of year 2019 as the above rate:

Resolution The shareholders, meeting approved a resolution by 2 in 3 of total votes therefore approve remuneration for Director of year 2019 as follow:

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	62	5,301,396,887	92.8648
Disagreed	13	407,080,700	7.1308
Abstained	1	250,000	0.0044
Voided Ballot	0	0	0.0000
Number of 5,708,727,587 total votes attended the meeting and right to votes			

Agenda 7 To consider and appoint the Company's auditor and fix the auditor's fee for the year 2019

Mr. Wutichai Leenabanchong, Chairperson has handled to Police Lieutenant Sivaraks Phinicharomna as Chairman of Audit Committee and Independent Director to report this.

Police Lieutenant Sivaraks Phinicharomna, Chairman of Audit Committee and Independent Committee informs in the meeting that according to article 120 of Public Company Act B.E. 2535 mentioned that annual general meeting of shareholder to appoint auditor and to set up the remuneration of audit fee for the Company every year. This appointment allowed the Company to appoint the same auditors. And refers to the Company's regulation of article 59 stated that auditor shall not be the director, employee, staff or holding any position in the Company. Moreover Notification by Capital Market Supervisory Board stated that the registered company shall have rotation of the Company. If the existing auditor has performed the review or monitor, and comment to the Company's financial statement for more than 7 accounting year even continue or not, then can appoint the new auditor from the previous auditor office of the same auditor. However, the Company shall appoint auditor who free from duty or ration of auditor at least 5 accounting year continually starting from the date of free from duties. The name list of auditors of the Company for year 2018 are as follows:

- | | | |
|------------------|------------------|------------------------|
| 1. Dr. Suwatchai | Meakhaamnouychai | C.P.A. No. 6638 and/or |
| 2. Mr. Chavala | Tienpasertkij | C.P.A. No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook | C.P.A. No. 4800 and/or |
| 4. Mr. Wonlop | Vilaivaravit | C.P.A. No. 6797 |

Of the office of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

Therefore for year 2019, the Audit Committee considers and approves to appoint the same auditor as follows:

- | | | |
|------------------|------------------|------------------------|
| 1. Dr. Suwatchai | Meakhaamnouychai | C.P.A. No. 6638 and/or |
| 2. Mr. Chavala | Tienpasertkij | C.P.A. No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook | C.P.A. No. 4800 and/or |
| 4. Mr. Wonlop | Vilaivaravit | C.P.A. No. 6797 |

Of the office of Deloitte Touche Tohmatsu Chaiyos Company Limited ("Deloitte") as auditor of year 2019 for the second year due to independent, good working standard, sufficient supporting team, complete qualification according the Company's regulation and regulation of Securities and Exchange Commission and performs good duties as always, then consider to approve the remuneration as follows:

Details	The amount of Auditor Fee in 2019 (Baht) (Proposed)	The amount of Auditor Fee in 2018 (Baht)
Review of Financial Statements, 1 st Quarter	255,000.-	220,000.-
Review of Financial Statements, 2 nd Quarter	255,000.-	220,000.-
Review of Financial Statements, 3 rd Quarter	255,000.-	220,000.-
Yearly Auditor Fee	1,035,000.-	1,040,000.-
Total	1,800,000.-	1,700,000.-

By Certified Public Accountant of company and its subsidiaries one of authorized auditor in the name of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited in order to make sure that financial statement will finished on time

By this, the proposed auditors have no benefit and/or relationship with the Company/ subsidiary/ executives/ major shareholders or any related parties. Furthermore, they are appointed as the auditors of the Company's 6 subsidiaries with the total auditor's fee for 2019 totaling of 6 places as amounting of Baht 2,885,000.

Incidentally, auditor of company and its subsidiaries and belong to same office, Audit committee and Board of Directors believe that auditors can prepare the financial statements of the Company and its subsidiaries within the time frame. The auditors will have a meeting with the management to plan the audit and determine the course of the audit in advance.

Mr. Wutichai Leenabanchong as chairperson has asked are there any question of this agenda if there are not any questions then propose to the meeting to approve auditors fees for year 2019 as amounting of Baht 1,800,000.

Resolution The shareholders, meeting approved a resolution by majority vote of appoint following names as company's auditors

- | | | |
|------------------|------------------|------------------------|
| 1. Dr. Suwatchai | Meakhaamnouychai | C.P.A. No. 6638 and/or |
| 2. Mr. Chavala | Tienpasertkij | C.P.A. No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook | C.P.A. No. 4800 and/or |
| 4. Mr. Wonlop | Vilaivaravit | C.P.A. No. 6797 |

From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be company's auditor for year 2019 and approve auditor fee as amounting of Baht 1,800,000

Resolution	Number Of Shareholders	1 share equals 1 vote	Percentage of shares attended meeting and right to votes
Agreed	69	5,702,126,587	99.8844
Disagreed	7	6,601,000	0.1156
Abstained	0	0	0.0000
Voided Ballot	0	0	0.0000
Number of 5,708,727,587 total votes attended the meeting and right to votes			

Agenda .8 Consider to revise and too add on the Company's regulation of article no.45.

Mr. Wutichai Leenabanchong , Chairman of the meeting assigns Mr. Monthon Chatuwallopkul , Deputy Managing Director of Accounting and Corporate Affair Department and Executive Director to report.

Mr. Monthon Chatuwallopkul, Deputy Managing Director of Accounting and Corporate Affair Department and Executive Director reports to the meeting that in order to conform with the Public Company Act B.E. 2535 of article no. 100 to revise and add according to order of National Peace Corps no. 21/2560 regarding the revision of law to facilitate the business operation, then the Board of Director agrees to propose to the meeting of shareholder to revise and to add the Company's regulation of article no. 45 as the following details:

Present Company's regulation	Company's regulation which propose to revise
Article no. 45. Shareholder <u>holds the shares, calculated not less than one –fifth of total shares sold or shareholders not less twenty five shareholders holding shares, calculated not less than one-tenth of the total shares sold</u> will joint petition to issue letter to director to call for extraordinary shareholder meeting any time <u>but to specify the reason</u> for calling the meeting clearly in the letter. In this case, director shall set up the shareholder meeting within <u>one month</u> since the date of receiving letter from shareholder	Article no.45. <u>One shareholder or several shareholder holding shares, calculated not less than 10% of total of shares sold</u> will will joint petition to issue letter to director to call for extraordinary shareholder meeting any time <u>but to specify the reason</u> for calling the letter clearly. In this case, director shall set up the shareholder meeting within <u>forty-five days</u> since the date of receiving letter from shareholder <u>In case that directors cannot arrange the meeting in the due time mentioned on the first paragraph, all shareholders who submit the joint petition or other shareholder summed up equals to the no. of shares as stated in the</u>

	<p><u>rules, will call the meeting within forty-five days since the due date according to the first paragraph. In this case shall deem that this shareholder meeting is the meeting calling by director, the Company shall take responsible for the necessary expenses for meeting arrangement and to provide appropriate facilitation.</u></p> <p><u>In case of the shareholder meeting which is called by shareholder according to the second paragraph, no.of shareholders participates in the meeting not attending the meeting as a quorum as stated on the article no. 48. Shareholder according to second paragraph shall take responsible for the expense for meeting arrangement to the Company.</u></p>
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Mr. Wutichai Leenabanchong , Chairman of the meeting queries to shareholder for any questions. There is no any queries, then proposes to the meeting of shareholders to approve, revise and add the Company's regulation of article 45.

Resolution The meeting of shareholders considered and has the final consensus to approve to revise and add the Company's regulation of article 45 as the above mentioned details with the following vote:

Agenda 9 To consider other business (if any)

Chairperson of this meeting, now is the end of all agenda which clarify in the invitation letter and has asked are there any more proposals or not and there is some questions as follow:

Mr. Phiphat Veerathavorn: Volunteer for the rights of shareholders, Proxy from Thai Investors Association

Asks the following questions

1. What are the plans for Feed Stock and what is the main fuel, how's about local fuel?
2. In regard to risk management, please ask the Audit Committee to look at the cost management of the power plant.

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions: The company has improved the system so that it can use many types of fuel, including rice husk, chopped wood, bark, bagasse. The main fuel is chopped wood, rice husk is reduced due to high prices. As for buying wood in the area, there is a good relationship with the seller.

Mr. Pradit Sawattananon : Shareholder comes in person

Asks whether the loss for 3 years would have to make a plan to send the stock market or not.

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions : There is no requirement for the plan to be submitted to the Stock Exchange of Thailand because the company still operates in normal business and has good financial status, with more than 1,400 million baht shareholders.

Mr. Udornporn Supanit : Shareholder comes in person

Asks whether from the estimated revenue shown, the case of Amhpan power plants estimated at 233 million baht would be possible or not and would like to update the power plant information every month or not?

Mr. Theerachai Leenabanchong : Managing Director

Answers the following questions : The revenue of UWC Amphan biomass power plant is calculated from the electricity cost multiplied by the number of megawatts according to the power sale agreement which is not fully charged and it is possible to operate approximately 80 percent.

For the update of information, there will be a channel to send news via the system of the Stock Exchange already or can ask the investor relations of the company.

Mr. Wutichai Leenabanchong , Chairman of the meeting queries to shareholder for any queries, then there is no any queries. The chairman of the meeting informs that on behalf of Board of Directors and Executive would like to thank all shareholders who devote the time to participate in the meeting today and would like close the meeting now.

The meeting was adjourned at 5.00 pm.

(Mr. Wutichai Leenabanchong)
Chairperson

Certified true and correct

(Mr. Theerachai Leenabanchong) (Mr. Monthon Chatuwallopkul)
Director Director