

**Curriculum vitae of person nominated for appointments as Directors
in replace of Directors retiring at the expiration of term**

1. Curriculum vitae of person nominated

1.1 Mr. Wutichai Leenabanchong



- **Age** : 56 Years Old
- **Nationality** : Thai
- **Type of Director** : Director, Chairman
Executive Chairman
- **Highest Educational** :
 - Master of Business Law (Faculty of Law), Chulalongkorn University
 - Master of Business Administration (Faculty of Commerce and Accountancy)
Chulalongkorn University
 - Bachelor of Engineering Program in Mechanical Engineering, Chiangmai University
- **Training roles of Directors from Thai Institute of Director (IOD) :**
 - Directors Accreditation Program (DAP) No.78/2009
 - Financial Statement for Directors (FSD) No.4/2009
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 11 Year (since Year 2008)
- **Term of Director** : 3 Years
- **Experiences/Specialize** : Business Administration and
Engineering
- **Proportion of holding company shares
(among himself/spouse/under children)** : - none -

- **Relationship among Executives** : Cousin with
Mr. Theerachai Leenabanchong

- **Work Experiences**

Holds position in listed companies which are subsidiaries in totaling of 2 places		
2008 – Present	Chairman Executive Chairman Acting Managing Director	Capital Engineering Network PCL.
2018– Present 2008 – Present 2008 – Sep 2019	Managing Director Executive Chairman Remuneration Committee	Rayong Wire Industries PCL.
Holds position in related companies in totaling of 11 places		
2008 – Present 2017 - Present	Chairman Managing Director	Enesol Co., Ltd
2010 - Present	Chairman Managing Director	Pipe Line Engineering Co., Ltd
2012 – Present	Chairman	Evergreen Biomass Co., Ltd
2013 – Present	Chairman	WJC Enterprise Co., Ltd
2015 – Present	Chairman	Paradise Green Energy Co., Ltd
2015 – Present	Chairman	UWC KOMEN BIOMASS Co., Ltd
2015 – Present	Chairman	UWC SOLAR Co., Ltd
2016 – Present	Chairman	UWC AMPHAN BIOMASS Co., Ltd
2016 – Present	Chairman	SATUEK BIOMASS Co., Ltd
2017 – Present	Director	UWC (Cambodia) Co., Ltd
2017 – Present	Director	Interglob Investment Co., Ltd
Holding position in other company (non-listed company) – None-		

Holding position in other company which may have conflict of interest to company
-None-

- **Prohibited Qualification**

- No record of committing criminal offenses against property by corruption
- No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.

- **Number of attended meeting in the past year**

- | | | |
|--|-----|------|
| - Board of Directors | 7/7 | Time |
| - Executive Board | 6/6 | Time |
| - Annual General Meeting of Shareholders | 1/1 | Time |

1.2 Pol.Lt. Sivaraks Phinitcharomna

- **Age** : 70 Year
- **Nationality** : Thai
- **Type of Director** : Director, Independent Director and Chairman of Audit committee
- **Highest Educational** :
 - Master of Arts in Public Administration, Minnesota State University, U.S.A.
 - Bachelor Degree (Faculty of Political Science, Chiangmai University
 - Certificate in Accountancy from UCLA, California, U.S.A
 - Certificate in Taxation from H&R BLOCK TAX SCHOOL, California, U.S.A
 - Certified Public Accountant from California, U.S.A
 - Certified Public Accountant from the Institute of Internal Auditors of Thailand (The IIA)
 - Inspector in term of fraud (Association of Certified Fraud Examiners, The ACFE)
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 10 Years (since 2009)
- **Duration on holding position of Independent Director** : 10 Years (since 2009)
- **Term of Director** : 3 Years
- **Proportion of holding company shares (among himself/spouse/under children)** : -None-
- **Experiences/Specialize** : Accounting and Finance
- **Relationship among Executives** :-None-
- **Work Experiences**



Holds position in registered companies in totaling of 3 places		
Year 2008 – Present	Chairman of Audit Committee	TTCL PCL.
Year 2015 – Present	Chairman of Audit Committee	SRK PCL.
Year 2010 - Present	Audit Committee	Ini 3 Digital PCL.
Holds position in non-registered company in totaling of 1 place		
Year 2012 - Present	Director	Lee & Phinitcharomna Co., Ltd
Holds position in related company		-None-
Holds position in other companies which may have conflict of interest among company		-None-

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.
- **Number of attended meeting in the past year**

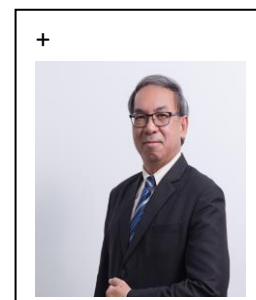
- Board of Directors	7/7	Time
- Audit Committee	12/12	Time
- Annual General Meeting of Shareholders	1/1	Time

2. Relationship of nominated person which qualified as an Independent Director

Relationship	Nominated person who qualified as an Independent Director
	Pol.Lt. Sivaraks Phinitcharomna
Proportion of holding shares - Amount of share - Proportion number of shares entitled to votes	None None
Relatives with executives/ major shareholders/ of company / subsidiaries	No
Having relationship with the following manners with company/ major company / subsidiaries / associated company or juristic person with conflict in the present or in the past 2 years (1) Directors involved in management / employees or consultant who receives a regular salary	None
(2) Professional services provider (e.g. auditor or consultant who receives a regular salary)	None
(3) Professional services provider (e.g. auditor or law consultant)	None
(4) Relationship among business (e.g. purchase / selling raw materials/ products/ services/ lending or borrowing money) please specify size of transaction	None

1.3 Mr. Surapong Sea Yong

- **Age** : 58 Years Old
- **Nationality** : Thai
- **Type of Director** : Director and Executive
- **Highest Educational** :
- Bachelor Degree Economic, Simon Fraser University, Canada
- **Training roles of Directors from Thai Institute of Director (IOD)** :
- Directors Accreditation Program (DAP) No.165/2019
- **Type of Directors to nominate** : Director which has not passed nominate committee due to company has not appointed nominate committee but in the selection process such Board of Directors has considered by appropriate qualification, experiences, expertise, vision, moral, visionary in term of leadership as well as positive attitude toward organization and performance of Board as well by using their experiences propose policies to company includes being qualified person according to law, regulations and Article of Association as well as their performance of company in the past.
- **Duration on holding position of Director** : 9 Month (since Year 2019)
- **Term of Director** : 3 Years
- **Proportion of holding company's shares (Self / spouse / underage children)** : -None-
- **Experiences/Specialize** : Purchasing /Logistic / HR
- **Work Experiences**



Holding position in listed company –None–		
Holding position in listed company as group of company –None–		
Holding position in other company (non-listed company) – 3 Places–		
2009 - 2013	HR & Administration Director	Newtech Corporation Co., Ltd.
1999 - 2008	General Manager / Pool Purchasing Manager	C.P Group (Chinese)
1994 - 1999	Purchasing Manager Logistic Manager	Jotan (Thailand) Co., Ltd.
Holding position in other company (non-listed company) – None–		
Holding position in other company which may have conflict of interest to company – None–		

- **Prohibited Qualification**
 - No record of committing criminal offenses against property by corruption
 - No record of any transaction which may cause conflict of interest with company, its subsidiaries, associated company or related company in the past year.
- **Number of attended meeting in the past year**
 - Board of Directors : 2/2 Time
 - Executive Board : 5/6 Time
 - Annual General Meeting of Shareholders : - Time

(F 53-4)

Capital Increase Report Form
Ua Withya Public Company Limited
March 18, 2020

We, Ua Withya Public Company Limited ("Company"), hereby report the resolution of the Board of Directors' Meeting No. 2-2020 held on March 18, 2020, in respect of a capital increase/share allotment as follows

1. Capital Increase

- 1) Resolution from Board of Directors meeting resolves to approve capital decrease from Baht 1,907,119,713 to Baht 1,316,252,588 by cut off unissued shares as amounting of 5,908,671,250 shares
- 2) Resolution from Board of Directors meeting resolves to approve capital increase from Baht 1,316,252,588 to Baht 1,711,128,364.40 by issuing ordinary shares as amounting of 3,948,757,764 shares (par value of Baht 0.10) by following details

Capital Increase	Type of Share	Amount of Shares	Par Value (Baht / Share)	Total (Baht)
<input type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share Preferred Share	- -	- -	- -
<input type="checkbox"/> General Mandate	Ordinary Share Preferred Share	3,948,757,764 -	0.10 -	394,875,776.40

In case set with Specify the purpose of utilizing proceeds of capital please filled in all following information except No.2.2

In case set with General Mandate please filled in No. 2.2, No.3 and No.4

2. Allocate new shares**2.1 Specify the purpose of utilizing proceeds**

Allotted to	Amount of Shares	Ratio (OLD : NEW)	Sale Price Per Share	Subscription and Payment Period	Note
Existing Shareholders	-	-	-	-	-
Public	-	-	-	-	-
Other person (specify)	-	-	-	-	-
In order to reserve for conversion / exercise of financial instrument (specify)	-	-	-	-	-

- In case of allocate shares to existing shareholders then please specify Book Closing Date or Record Date in order to subscribe capital increase share
- In case of allocate shares to public then please specify details of each person on relationship among registered company and rules for determining selling price per share if as legal entity, nature of business, major shareholders, director and Chief Executive Officer of those legal entity
- In case of allocate shares to reserve conversion or financial instrument thus amount/value, condition and importance of those financial instrument (if any)

2.1.1 Operation of company in case there is fraction of shares

-None-

2.2 General Mandate

Allocate To	Type of Share	Amount of Shares	Percentage To Paid Up Capital ^{1/}	Note
Existing Shareholders	Ordinary Shares	2,632,505,176	20.00	Please see Remarks
	Preferred Shares	-	-	
Public	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Specific person	Ordinary Shares	1,316,252,588	10.00	Please see Remarks
	Preferred Shares	-	-	

^{1/}Percentage of paid-up capital on the date Board of Directors resolved to capital increase under General Mandate

Remarks:

1) Assigned to Board of Directors and/or Executive and/or Executive Chairman and/or Chief Executive Officer and/or authorized person from Board of Directors have power to consider offering newly issued ordinary shares of the Company shall be made once or several time and will be offered to any group before other or sell to all groups together at same time. Moreover, have authorized to determine offer price, offering time and date, other details and condition related to allocate of ordinary shares thus incidentally, allocate of shares following above table paid-up capital shall not exceed 30 percent of paid-up capital as at date Board of Directors resolved capital increase

2) The company shall complete allocation of newly issued shares within date company holds next General Meeting or within date held General Meeting specify by law whichever is earlier

3) Price that offer to specified person is not lower price as specified in Notification of Capital Market Supervisory Board No.TorChor 72/2558 RE: Permission for Listed Companies to offer Newly issued Shares to Private Placement by offering price should not below weighted average price of shares in the stock market as dating back not less than 7 working day consecutive but not more than 15 day consecutive before date which offer price determined

3. Schedule Annual General Meeting of Shareholders for approval of capital increase/allotment

Schedule 2020 Annual General Meeting of Shareholders on Wednesday 29 April 2020 at 2.00 pm. at Convention Room, 33rd Floor Supalai Grand Tower, Bangkok. To set name of shareholders who entitle to attend the meeting as record date of April 2, 2020.

4. Approval of capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 Propose for approval from 2020 Annual General Meeting of Shareholders
- 4.2 Submission application for capital decrease/increase and paid up capital to Ministry of Commerce
- 4.3 Request permission from The Stock Exchange of Thailand for bring capital increase of ordinary shares by General Mandate to existing shareholders by proportion of holding shares and Private Placement to be listed in The Stock Exchange of

Thailand

5. Objectives of capital increase and plans for utilizing proceeds received from capital increase

- 5.1 To utilize proceeds as company's working capital and its business expansion in near future

6. Benefits which company will receive from capital increase/share allotment

- 6.1 To increase company's fund for business operation and for its business expansion in

near future

7. Benefits which shareholders will receive from capital increase/share allotment

7.1 Dividend policy is not less than 40% of net profits (consolidated financial statement) after deduction of income taxes or as appropriate if there is no other need and those dividend payment not affect from normal business operation or unless company has other project to invest

7.2 Subscribes of new shares issued for this capital increase will entitled to receive dividends from company's business operation starting from date which such offer shares and bring those increase share to be listed in The Stock Exchange of Thailand

8. Other details necessary for shareholders to approve capital increase/share allotment

-n/a-

9. Schedule of action if Board of Directors passes resolution approving capital increase or allotment of new shares:

No.	Procedures of capital increase	Date/Month/Year
1.	Date of Board of Directors meeting no.2-2020	March 18, 2020
2.	To schedule record date to entitle attend 2020 Annual General Meeting of Shareholders	April 2, 2020
3.	Date of 2020 Annual General Meeting of Shareholders	April 29, 2020
4.	Allocate newly issued shares under General Mandate	Upon resolution from Board of Director time to time
5.	To register paid-up capital and list such allocated shares as listed securities to trade in Stock Exchange of Thailand	Upon the allocation of shares from time to time
6.	To decrease the registered capital upon expiration of period of share allotment under general mandate and having remaining unallocated shares	Prior to next capital increase

The company hereby certifies that information contained in this report form is true and complete in all respects

Mr. Theerachai
Chief Executive Officer

Leenabanchong
Mr. Monthon
Chatuwallopkul
Director

Definition of Independent Director

Ua Withya Public Company Limited had defines the definition of Independent Director which in more strict than regulations from The Securities and Exchange Commission and The Stock Exchange of Thailand as follows

1. Holding share not more than 0.5 percent of total qualified votes of company, major company, subsidiaries, associates, major shareholders or authorized person whom controls the company. By this, includes holding shares for related person to individual independent.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person whom controls company, subsidiaries, associates, same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, relationship not includes Independent formers governor or consultant of governor which are major shareholders or authorized person whom control company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse's child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with company, major company, subsidiaries, Associates, major shareholders or company control person in nature of interfere with independent discretion nor are or having been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3 percent of company tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with same person.

5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or having been a significant shareholders or who has control of people or partner of Audit Firm with partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from company, subsidiaries, associates, major shareholders or people control company nor are or having been a significant shareholders or who has control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
7. Not be appointed Directors for behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held more than 1 percent of overall Ordinary Share of another company which operates the same business and be a significant with company or subsidiaries.
9. No other characteristic preventing the independent opinion of company operation.

After the appointment of independent directors whose characters stipulated on clause 1 to 9, the independent directors may be assigned by Board of Directors to decide on the operation of company,

major company, subsidiaries, subsidiary of the same level, major shareholders or authorized person of company in Collective decision form.

Enclosure no.6

Information on independent directors nominated by company as proxies of shareholders



Name - Surname	Pol.Lt. Sivaraks Phinicharomna
Age (Year)	69
Address	247, Romkloa Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510
Position in company	Independent Director and Audit Committee
Education Qualifications	<ul style="list-style-type: none"> - Master of Arts in Public Administration, Minnesota State University, U.S.A. - Bachelor of Political Science, Chiang Mai University - Certificate (Accountancy) UCLA, California U.S.A. - Certificate (Taxation) H&R BLOCK TAX SCHOOL, California, U.S.A. - Certified Public Accountant, California, U.S.A. - Certified Professional Internal Auditor from The Institute Internal Auditors (The IIA) - Certified Fraud Auditor from Association of Certified Fraud Examiners (The ACFE)
Training Director Program	<ul style="list-style-type: none"> - Directors Accreditation Program (DAP) No. 14/2004 - Directors Certification Program (DCP) No. 44/2004 - Audit Committee Program (ACP) No. 16/2007 - Role of the Chairman Program (RCP) No. 24/2009 - How to Measure the Success of Corporation Strategy No. 4/2014 - Successful Formulation & Execution of Strategy No. 20/2014 - Chartered Director Class (CDC) No. 9/2015
Working Experiences	<p>Year 2008 - Present Chairman of Audit Committee TTCL PCL. Year 2015 - Present Chairman of Audit Committee SRK PCL. Year 2010 - Present Audit Committee Ini3 Digital PCL. Year 2012 - Present Director Lee and Phinicharomna Co., Ltd</p>
Proportion of holding shares	-None-
Illegal history in the past 10 years	-None-
Relationship (Family) among Executive	-None-
Agenda with interest in this shareholders' meeting	There is no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria
Attendance of meeting From the past year	<ul style="list-style-type: none"> - Board of Directors 6/6 Time - Audit Committee 12/12 Time
Conflict of interest with the company / parent company / subsidiary / associated company / or	

juristic person that may have conflicts in the past 2 years	
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-
2. Is a professional service provider (such as an auditor, legal counsel)	-None-
3. Have significant business relationships Which may result in the inability to function independently	-None-



Name - Surname	Mr. Pianchai Thawornrat
Age (Year)	61
Address	247, Romklao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510
Position in company	Independent Director, Audit Committee, Nomination and Remuneration Committee
Education Qualifications	- Doctor of Public Administration Program, Bangkok Thonburi University (Doctor Candidate) - Master Degree of Public Administration, Bangkok Thonburi University - Bachelor Degree (Faculty of Science), Srinakharinwirot University
Training Director Program	- Directors Certification Program (DCP198) - Role of the Chairman Program (RCP) No. 36/2015 - Ethical Leadership Program (ELP) No.8-2560
Working Experiences	Year 2007 - Present Chairman PCT Asia Insurance (Laos) Co., Ltd Year 1997 - Present Chairman PCTB Co., Ltd Year 1997 - Present Chairman PCTL Co., Ltd Year 2017 - Present Chairman Thai Private Post Co., Ltd
Proportion of holding shares	-None-
Illegal history in the past 10 years	-None-
Relationship (Family) among Executive	-None-
Agenda with interest in this shareholders' meeting	There is no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria
Attendance of meeting From the past year	- Board of Directors 6/6 Time - Audit Committee 11/12 Time
Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years	
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-
2. Is a professional service provider (such as an auditor, legal counsel)	-None-
3. Have significant business relationships Which may result in the inability to function independently	-None-



Name - Surname	Dr. Nathee Naktnasukanjn
Age (Year)	54
Address	247, Romklao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510
Position in company	Independent Director and Audit Committee
Education Qualifications	<ul style="list-style-type: none"> - Ph.D. in Finance, JDBA jointed by Thammasat University, Chulalongkorn University and National Institute of Development Administration (NIDA) - Master Degree (Finance), Ramkhamhaeng University - Bachelor of Law, Sukhothai Thammathirat University - Bachelor of Engineering (Electrical), Chiang Mai University
Training Director Program	- Directors Accreditation Program (DAP) No.134/2017
Working Experiences	Professor (International College) Digital Innovation, Chiang Mai University
Proportion of holding shares	14,000,000 shares (0.11%)
Illegal history in the past 10 years	-None-
Relationship (Family) among Executive	-None-
Agenda with interest in this shareholders' meeting	There is no special interest that is different from other directors. In addition to the meeting allowance that is allocated to all directors according to normal criteria
Attendance of meeting From the past year	<ul style="list-style-type: none"> - Board of Directors 6/6 Time - Audit Committee 11/12 Time
Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years	
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	-None-
2. Is a professional service provider (such as an auditor, legal counsel)	-None-
3. Have significant business relationships Which may result in the inability to function independently	-None-

Company's Regulations Regarding to Shareholders Meeting

Shareholders Meeting

No.44 The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the above mentioned shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders when appropriated.

At an Annual General Meeting of Shareholders, the agenda shall include the following.

- (1) To consider the board of directors report proposed to the meeting to show the operating results of the past year.
- (2) To consider and approve the Company's financial statements.
- (3) To consider the allocation of the net profit.
- (4) To elect new directors in replacement of those retired by rotation.
- (5) To appoint the Company's auditor and to fix the auditor's fee.
- (6) Other matters (if any)

No.45 In a meeting of shareholders, the number of shareholders and proxies attending shall not be less than 25 persons and the number of shares combined shall not be less than one in ten of total shares sold could ask Board of Directors to call the meeting of shareholders as Extraordinary Meeting of Shareholders but need to specify the reason to call this meeting in the invitation letter. In this case, Board of Directors needs to hold the meeting within one month counting from date of receipt letter from shareholders.

No.46 To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. By this, shall be published in newspaper for 3 consecutive days and not less than 3 days prior date of meeting.

No.48 In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one-half the total number of all shareholders and must have share certificate as not less than one-third of total shares sold to constitute a quorum except as otherwise require by law.

In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the

shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Giving a Proxy for Attending a Meeting of Shareholders and Voting Right of Shareholders

No.47 In a meeting of shareholders, a shareholder may give a proxy to a person who has become ones legal age to attend the meeting and vote on his/her behalf. The proxy shall be dated and signed by the shareholder in accordance with the form prescribed by the registrar. The proxy shall be submitted to the chairman or the person designated by the chairman at the meeting before attending the meeting.

- (1) Amount of shares which a proxy holds
- (2) Name of proxies
- (3) The Conference of the proxies to attend and vote ratings

No.50 Resolution of the shareholders' meeting shall include the following vote.

- (1) Decision making for resolution of this meeting shall be made by vote and whether the voting is done by any means will count one share for one vote.
- (2) For normal case, majority votes of shareholders attend the meeting and exercise their right by voting, if the vote is equal then chairperson shall have an additional casting vote as one voice
- (3) In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

A secret ballot may be made if there are no fewer than five shareholders requests and shareholders approved by a majority vote of the shareholders and proxies from the shareholders (if any) attended meeting and right to votes by counting one share for one vote.

Director Election Process, Director Retirement and Directors' Remuneration

Article 21. The number of members of the Company's board of directors shall not be less than 5 members but not less than half total of Director. Additionally, at least half of total number of the board's member shall reside in Thailand and possess the prescribed qualifications.

Article 22. Directors must be individual

- (1) Underage
- (2) Not Bankrupt, incompetent person or quasi
- (3) Never been convicted by final judgment to imprisonment, an offense related to property group has made in good faith
- (4) Never punished or release from government sector, organization or other sectors related to government due to malpractice

Article 23. Directors shall be elected by the General Meeting of Shareholders following the rules and procedures

- (1) Each shareholder has one vote per share.
- (2) In selecting directors may use voting methods to select directors individually One person at a time or several times as appropriated thus each vote, shareholders must vote with all the votes in accordance with (1)
- (3) After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

Article 24. At every Annual General Meeting of shareholders, one-third of the directors shall retire. If one-third of the number of directors is not a whole number, the number of retiring directors shall be as close to one-third

In the first and second years after the Company was registered, the retiring directors shall be determined by drawing lot unless there is other agreed method.

In subsequent years, the directors who have held office longest shall retire and the retiring directors may be reelected for another term.

Article 32. No Director shall engage in any business or become a partner with unlimited liability or a director of any other private company that is similar in nature to and competes with the business of the Company, except where such was notified to the meeting of shareholders prior to the passing of the appointment resolution.

Article 37 Bonus and compensation, depending on the shareholders' meeting will be scheduled

Directors are entitled to remuneration from the Company in the form of prize money, meeting allowance, bonus, pension or other benefits in accordance with the regulations or by the shareholders' meeting to consider. This could be defined as an absolute number or a set criteria and will from time to time, give or take effect until it is changed and moreover proposes receive allowances and benefits. According to the company's Article of Association

In the first paragraph shall not affect the rights of officers and employees of the Company. Elected as a director in order to receive compensation and benefits as an employee or employees of the company

Payment of compensation under the first paragraph and second paragraph shall not be inconsistent with the qualification of independent directors as required by law with the Securities and Exchange Commission to determine

Appointment of the Company's Auditor

Article 59. Each shareholders meeting (annually) will appoint company's auditor thus appointment shall be the same auditors and those auditors must not be Director, officer, employee or person holding any position in the company.

Dividend Payment

Article 57. Prohibit the payment of dividends from funds other than profit. If the company still has an accumulated loss, no dividend and the company must allocate part of its annual net profit as reserve not less than five percent of annual profits. Less any accumulated losses brought forward (if any) until this reserve money has less than 10 percent of registered capital. In addition, apart from mentioned reserve- Board of Directors propose to shareholders meeting for approval to allocate the funds otherwise deemed as appropriate to conduct the business.

Dividend pay by number of shares equally

By resolution from shareholders meeting thus company may pay all or part of dividend in form of stock dividend as issue new shares to shareholders (in case company has not sold all registered shares)

The Board of Directors may pay an interim dividend to the shareholders from time to time when company is profitable enough to do so thus report to the meeting of shareholders in the next meeting

Dividend shall be paid within one month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such dividend payment, and the notice shall also be published in a newspaper within 1 month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be.

Others

Article 5. In case that the Company or its subsidiary enter into a related transaction or a transaction to dispose of an important asset of the Company or its subsidiary as prescribed in the Stock Exchange of Thailand's notifications related to related transactions, acquiring or disposing of an important asset, the Company shall follow the principle published in the notification that may apply

If the Company agreed to enter into a transaction or related to the acquisition or disposal of major assets of the company thus according to the definition stipulated by the Market for Alternative Investment (MAI) as applicable for transaction of listed companies or acquisition of assets if announcement follows stated of company and its subsidiaries to comply with rules and procedures as set out.

Documents and Identifications (an attendee has to present prior to attend the meeting), Proxy Authorization, Registration and Voting Procedure at the Meeting of Shareholders

**1. Documents and Identification (an attendee has to present prior to attend the meeting)
In case of individual person**

(1) Attend the meeting by him/herself

Present valid government identification such as an identification card, government officer identification card, driving license or passport. In case of changing name/surname, supporting document has to be presented.

(2) Authorize a proxy

- (2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.uwcplc.com The chosen proxy form has to be correctly filled out and signed by the proxy holder and the shareholder.
- (2.2) A copy of an identification of the shareholder specified in (1) and has to be certified by the shareholder.
- (2.3) The proxy holder specified in (1) has to present identification

Juristic Person

(1) The representative of shareholders (Director) attend the meeting

- (1.1) Present an identification same as specified in (1) for individual
- (1.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) attending the meeting shall be displayed on the certification as authorized representative(s) of the juristic person.

(2) Juristic person authorizes a proxy holder to attend the meeting

- (2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at www.uwcplc.com The chosen proxy form has to be correctly filled out and signed by the proxy holder and the authorized representative(s) of the juristic person.
- (2.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) signed on the proxy on behalf of the juristic person shall be displayed on the certification as authorized representative(s).
- (2.3) A certified copy of an identification of the representative who signed on the proxy.
- (2.4) The proxy holder has to present an identification same as specified in (1) for individual.

In case a shareholder does not have Thai nationality or Juristic Person formed by foreign law and appointed custodian in Thailand as depositary

In case shareholders appointed proxies to attend the meeting

- (1) The proxies are attached with the meeting invitation letter and can be downloaded at www.uwcplc.com. The chosen proxy form has to be correctly filled out and signed by the proxy holder, the shareholder. The proxy must be signed by the person authorized to act on behalf of custodian and related documents attached together with proxies are as follows:
 - (1.1) Proxy Form by authorization to custodian to sign in the proxy form
 - (1.2) Confirmation that signature in the proxy authorized to operate the business (custodian)
- (2) Proxies shows the related documents which issued by the government that has not expired for example an identification card, government officer Identification card, driving license or passport of proxies to officer to attend the meeting.

In case of the shareholders is overseas investor and appoint a Thai stock depository custodian to take care of their stock, either proxy form A, B or C can be used. For other shareholders, only proxy form A or B can be used.

2. Proxy Authorization

The Company has sent a proxy form A and form B as specified by Department of Business Development, Ministry of Commerce. The proxy form also can be downloaded at www.uwcplc.com there are 3 types of proxy forms as follows:

- Proxy Form A is a general proxy form which is simple and not complicated.
- Proxy Form B is a proxy form containing the list of agenda which a shareholder may specific his/her intention on each agenda.
- Proxy Form C is a proxy form for shareholder who does not have Thai nationality and appoints a depository custodian residing in Thailand to take care of their stock.

In case of the shareholder is unable to attend the meeting by himself/herself a proxy may be given following these procedures.

- (1) Select one proxy form, **only one proxy form**
- (2) Give the proxy to an individual or to one of the Company's independent directors by indicating name and details of the individual or mark in front of the name of one of the Company's independent directors as specified in the proxy to attend the meeting. Please authorize only one proxy holder to attend the meeting.
- (3) Affix a Baht 20-duty stamp in proxy in order to be correct and effective in term of law.

The shareholder may not split the number of shares to authorize more than one proxy in order to split vote. The shareholder shall authorized the proxy with the total number of shares in possession and shall not authorize the proxy with the number of shares less than the number of holding share.

3. Meeting Registration

The Company will begin to register for attending the meeting 1 hour in advance or 13.00 onward, on Monday, April 29, 2019 at Vimarntip Room, 5th Floor, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, and Bangkok (map attached).

4. Voting Procedure

1. Voting Procedure

Ordinary agendas

- (1) Each agenda will be openly vote by raising hand; one share will be counted as one vote. A shareholder or proxy shall vote as approve, disapprove or abstain but shall not split vote.
- (2) A proxy holder shall vote according to the grantor's intention as specified in the proxy only. If the grantor does not express his/her intention in the proxy or the intention is unclear, the proxy holder has the right to consider and vote as approve, disapprove or abstain but shall not split vote.

Agenda on election of Directors

For the election of Director(s), according to the Company's Article of Association No. 17, the meeting shareholders shall follow the procedure to elect director(s)

1. One share of each shareholder is counted as one vote.

2. Each shareholder shall exercise all the votes' follows to (1) to elect one or several directors but shall not exercise a portion of vote for one or several directors.
3. After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

2. Practicing on Voting for each agenda

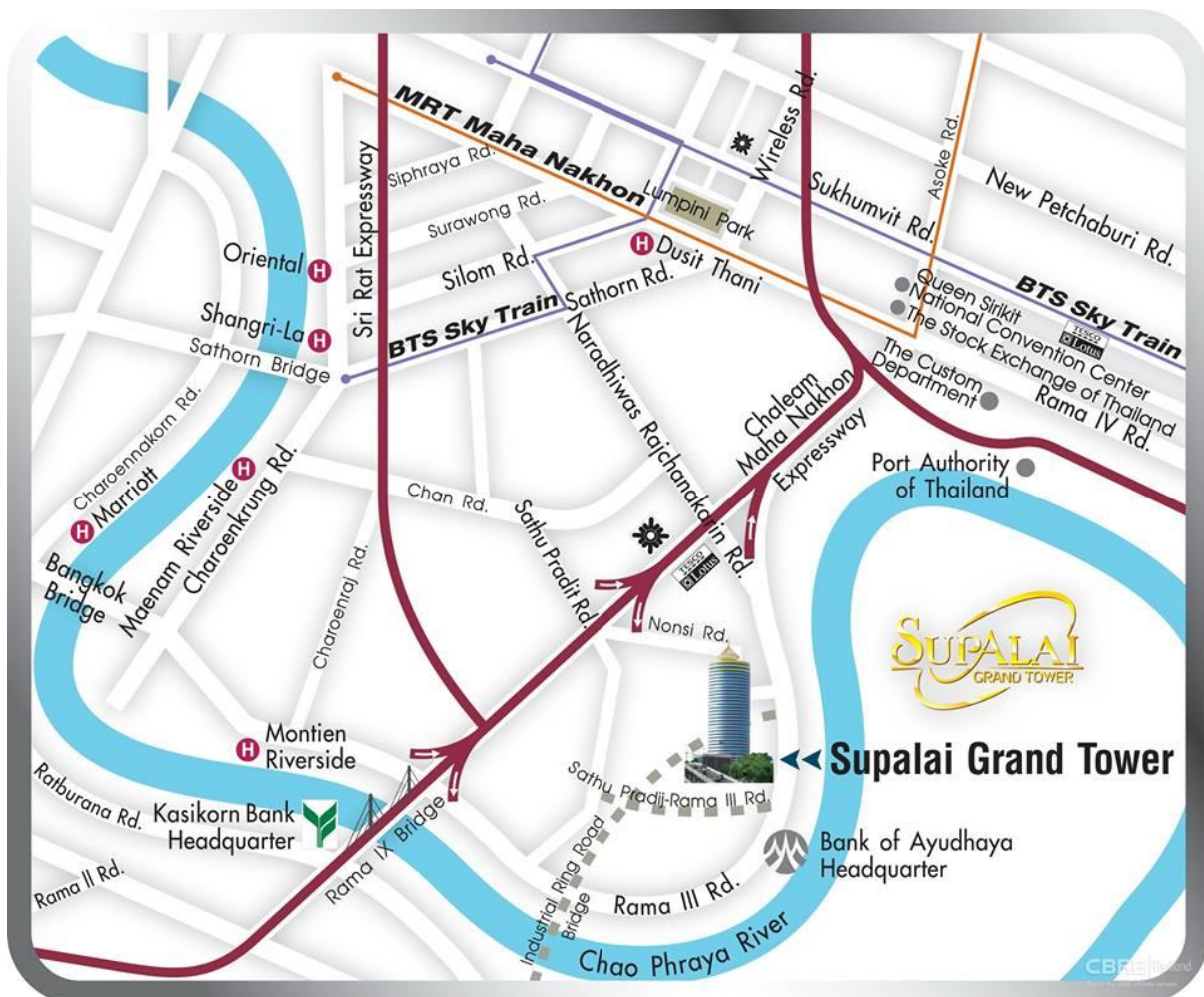
The chairman or processor of the meeting shall explain to the meeting concerning the voting procedure as follows:

- (1) The chairman or processor of the meeting shall propose each agenda to shareholders to consider and vote. The chairman shall ask the meeting each time whether the shareholders approve, disapprove or abstain.
- (2) Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapprove and abstain votes from the total number of votes.

3. Resolutions of the Meeting of Shareholders shall consist of the following votes

- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.
- For the following cases, a resolution shall be passed by a three-fourth of total votes of the attending shareholders who are entitled to vote.
 - a) Selling or transferring of the whole or important parts of the business of the Company to other parties
 - b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company
 - c) Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
 - d) Assigning other person(s) to manage the Company's business
 - e) Merger of the Company and others with an objective to share profit and loss
 - f) Amending the Articles of Association or the Company's regulations
 - g) Increasing or decreasing the Company's capital or issuing debenture
 - h) Merger or liquidating the Company

Map of 2020 Annual General Meeting of Shareholders at Convention room 33rd Floor



Enclosure no.10

PROXY FORM A (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Duty
Stamp

Written at.....

Date.....Month.....Year.....

I / We.....Nationality

Resides at Road Tambon/Kwaeng

Amphur/KhetProvincePostal Code

Being a shareholder of **Ua Withya Public Company Limited**

Holding the total amount of.....shares Cast Vote Totaling Vote (s)

Common Share.....shares Cast Vote Totaling Vote (s)

Hereby appoint

(1)age years

Resides atRoadTambon/Kwaeng

Amphur/KhetProvincePostal Codeor

(2)age years

Resides atRoadTambon/Kwaeng

Amphur/KhetProvincePostal Codeor

(3)age years

Resides atRoadTambon/Kwaeng

Amphur/KhetProvincePostal Code

As my / our proxy to attend and vote on my/our behalf of the 2019 Annual General Meeting of Shareholders to be held on Wednesday April 29, 2020 at 2.00 Pm at Convention room 33rd Floor

1011 Supalai Grand Tower, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or on the date and the place as may be postponed or changed.

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

Signed.....Proxy Grantor
(.....)

Signed.....Proxy Holder
(.....)

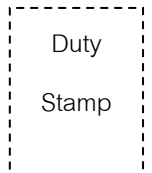
Signed.....Proxy Holder
(.....)

Remark

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

Enclosure no.11

**PROXY FORM B (SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550**



Written at.....

Date.....Month.....Year.....

(1) I/We.....Resides at.....
Road.....Tambon / Kwaeng.....Amphur / Khet.....
Province.....Postal Code.....

(2) am / are a shareholder(s) of **Ua Withya Public Company Limited**

Holding the total amount of.....shares Cast Vote Totaling Vote (s)

Common Share.....shares Cast Vote Totaling Vote (s)

(3) Hereby appoint

1. Name.....ages.....years,
Resides at.....Road.....Tambon/Kwaeng
Amphur/KhetProvincePostal Code or

2. Name.....ages.....years,
Resides at.....Road.....Tambon/Kwaeng
Amphur/KhetProvincePostal Code or

3. Name.....ages.....years,
Resides at.....Road.....Tambon/Kwaeng
Amphur/KhetProvincePostal Code or

4. Police Lieutenant Sivaraks Phinitcharomna (Independent Director and Chairman of Audit Committee) age 70 years Thai Nationality Resides at 247, Romklao Road, Kwaeng Sansab, Khet Minburi and Bangkok or

5. Mr. Pianchai Thawornrat (Independent Director and Audit Committee) age 62 years Thai Nationality Resides at 247, Romklao Road, Kwaeng Sansab, Khet Minburi and Bangkok or
6. Dr. Nathee Naktanasukanjn (Independent Director and Audit Committee) age 55 years Thai Nationality Resides at 247, Romklao Road, Kwaeng Sansab, Khet Minburi and Bangkok

Appoint one and only one as my/our proxy holder to attend and vote on my/our behalf at The 2019 Annual General Meeting of Shareholders to be held on Wednesday April 29, 2020 at 2.00 Pm at Convention room 33rd Floor 1011 Supalai Grand Tower, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or on the date and the place as may be postponed or changed.

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

- Agenda 1** **To review and adopt minute of 2019 Annual General Meeting of Shareholders held on April 29, 2019**
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
 - (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 2** **To acknowledge the report of the Board of Directors for the year 2019**
Because this agenda is an agenda for acknowledgment therefore no voting
- Agenda 3** **To consider and approve Financial Statement as ended December 31, 2019**
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
 - (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 4** **To consider profit allocation of omit dividend payment**
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
 - (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain
- Agenda 5** **To appoint Directors whom retired by rotation**
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects.
 - (B) The proxy shall vote as per my/our intention as follows:
 - Appointment of the Whole Board of Directors
 - Approve Disapprove Abstain
 - Appointment of Individual Director
 - 1. Mr. Wutichai Leenabanchong
 - Approve Disapprove Abstain
 - 2. Pol.Lt. Sivaraks Phinitcharomna
 - Approve Disapprove Abstain
 - 3. Mr. Surapong Sea Yong
 - Approve Disapprove Abstain
- Agenda 6** **To set the remuneration of Board of Directors of year 2020**
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
 - (B) The proxy shall vote as per my/our intention as follows:

Approve Disapprove Abstain

Agenda 7 **To consider and appoint the Company's auditor and fix the auditor's fee for the year 2020**

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 8 **To consider and approve of decrease registered capital and amend memorandum of association no.4 to be in accordance with decrease registered capital**

- (A)The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 9 **To consider and approve of increase capital in order to reserve increase capital by General Mandate and amend memorandum of association no.4 to be in accordance with increase registered capital**

- (A)The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 10 **To consider and approve allocate ordinary shares allocate of ordinary for increase capital by General Mandate**

- (A)The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 11 **To consider other business (if any)**

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
 - Approve Disapprove Abstain

(5) In case that the proxy holder does not vote per my/our intention specified in the proxy, the vote is regarded as invalid vote and not accounted as my/our, a shareholder(s), vote.

(6) If I/we did not declare or indicate clearly the requirement to vote in any agenda item; or if the Meeting is to consider and vote for a resolution on other agenda items to other agenda not mentioned in the proxy, the proxy holder will have full right to consider and vote accordingly for me/us.

I/we shall be fully liable for any action, except not voting per my/our specified intention, taken by the proxy holder at the Meeting.

Signed.....Grantor
(.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....) (.....)

Signed.....Proxy Holder Signed.....Proxy Holder
(.....) (Police Lieutenant Sivaraks Phinitcharomna)

Signed.....Proxy Holder Signed.....Proxy Holder
(Mr. Pianchai Thawornrat.....) (Dr. Nathee Naktanasukanjn.....)

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. Agenda for election directors could be the whole Board of Directors or certain directors can be elected.
3. In case that there are other agenda for consideration other than those abovementioned, the shareholder may additionally specify on the regular continued Proxy Form B (attached).

The regular continued Proxy Form B

The proxy of the shareholder of **Ua Withya Public Company Limited**

The 2020 Annual General Meeting of Shareholders to be held on Wednesday April 29, 2020 at 2.00 Pm at Convention room 33rd Floor 1011 Supalai Grand Tower, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120 or on the date and the place as may be postponed or changed.

Agenda.....Subject.....

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda.....Subject.....

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda.....Subject.....

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda.....Subject.....

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda.....Subject.....

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate in all respects
- (B) The proxy shall vote as per my/our intention as follows:
- Approve Disapprove Abstain

Agenda..... Subject: Elect new Directors (continue)

Name of Director.....

- Approve Disapprove Abstain

Name of Director.....
 Approve Disapprove Abstain

Name of Director.....
 Approve Disapprove Abstain

Name of Director.....
 Approve Disapprove Abstain

Enclosure no.12

Requesting Form of Annual Report in paper format

To Shareholders

Ua Withya Public Company Limited would like to inform you those in case shareholders aim to have 2019 Annual Report in paper format. Please fill in the form below and send its form to thanyaporn@uwc.co.th in order for company will send 2019 Annual Report in paper format afterward.

Name of Shareholders (elaborate handwriting)	
Address	
Contact Person	
Telephone	
Fax	
E-mail address	