



**Invitation Letter to 2020
Annual General Meeting of Shareholders**

Wednesday 29, April 2020 2.00 pm.

**UA WITHYA PUBLIC COMPANY LIMITED,
No.247 Romklao Road, Kwaeng Sansab,
Khet Minburi, Bangkok**

**UA WITHYA PUBLIC COMPANY LIMITED
247, Romklao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510
Telephone : 02-543-9020-8 Facsimile : 02-543-9029
Website: www.uwc.co.th**

Content

	Page
Invitation Letter to 2020 Annual General Meeting of Shareholders	3
<u>Enclosure for 2020 Annual General Meeting of Shareholders</u>	
1. Copy of minute of 2019 Minute of Annual General Meeting held on April 29, 2019	12
2. Annual Report (QR Code)	-
3. Curriculum vitae of person nominated for appointments as Director in replace of Directors retiring at the expiration of term	26
4. Capital Increase Form (F53-4)	
5. Definition of "Independent Director"	35
6. Information on independent directors nominated by company as proxies of shareholders	36
7. Company Articles of Association with respect to the General Meeting of Shareholders	39
8. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures	42
9. Map of venue of 2020 Annual General Meeting of Shareholders	45
10. Proxy Form Type A	46
11. Proxy Form Type B	47
12. Requesting Form of Annual Report in paper format	51
13. COVID-19 Screening Form	52



Remark Shareholders may see the Invitation Letter and enclosures at www.uwc.co.th from March 31, 2020

For more details please contacts

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Measures for arranging meetings under the circumstances of Coronavirus Disease 2019

From situation under epidemic situations of Coronavirus Disease 2019 in Thailand Apart from this, epidemic situations of Coronavirus Disease 2019 in Thailand which has continually increased number of people infected continuously thus company is aware and concerned about the risk of the spread in the shareholder meeting therefore would like to take this opportunity cooperate and rehearse our understanding to the shareholders by follows information

1. Please cooperate with shareholders' proxies instead of attending the meeting in person

The company wishes to co-operate proxies instead of attending the meeting in person in order to prevent epidemic situations of Coronavirus Disease 2019 due to congestion of shareholders on meeting day which cannot be predicted and for your own hygiene. In addition, company requests cooperation with shareholders to consider granting a proxy to the directors to independent directors instead of attending the meeting in person (in accordance to enclosure no.9 and no.10)

2. Notify channel for sending questions in advance

Shareholders may send questions in advance related to agenda in written to monthon@uwc.co.th and/or thanyaporn@uwc.co.th thus company will record questions and answers in Minute of meeting and disclose to company's website

3. In case shareholders wish to attend the meeting by themselves;

The company asks shareholders to comply with the guidelines for conducting an annual general meeting of shareholders year 2020 strictly in order to prevent risk of epidemic situations of COVID-19 as follows:

- 3.1 Attendee need to fill out questionnaire in order to screen COVID-19 before attend the meeting in case you conceal your health information or travel history then considered as an offense in accordance to Communicable Diseases ACT, B.E. 2558 (in accordance to enclosure no.12)
- 3.2 Entering into the building there has a screen system as need time to process which may not be as convenience as previous year thus company reserves right to not allow shareholders or proxies with temperatures above 37.5 degrees Celsius as has not been screened into the meeting building
- 3.3 The company will not provide any snack or drink in meeting area thus there will be only bottled water provided in the meeting room
- 3.4 This year meeting will be conducted concisely and in accordance to agendas let legally so ask for cooperation or proxies as follows:
 - (1) Line up on screening point, document check point and registration point will spacing 1 Meter which may cause inconvenience
 - (2) Person who passed check point must attach stickers and put on a face mask while attending the meeting
 - (3) The meeting only received advance question in written only from shareholders or proxies thanyaporn@uwc.co.th or given to company officers at the meeting by Board of Directors will arrange answer and disclose on company's website within 14 days counting from meeting date
 - (4) If there are changed for meeting place or there are additional requirements from government agencies then company will notify shareholders or proxies through Stock Exchange of Thailand website and company's website www.uwc.co.th in title of Investor Relations > Shareholders' meeting

**Invitation Letter of 2020 Annual General Meeting of Shareholders
Ua Withya Public Company Limited**

Subject Invite to attend 2020 Annual General Meeting of Shareholders

Attention Shareholders

- Enclosure**
1. The copy of minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019
 2. The 2019 Annual Report in QR Code Version which consists of Annual Report of Board of Directors, Financial Statement ended December 31, 2019
 3. Curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term.
 4. Capital Increase Form (F53-4)
 5. Definition of "Independent Director"
 6. Information on independent directors nominated by the Company as proxies of shareholders
 7. Company Articles of Association with respect to the general meeting of shareholders
 8. Documents and evidence which must be presented by attendees of the meeting prior to attending the meeting and meeting procedures
 9. Map of venue of the general meeting of shareholders
 10. Proxy Form Type A
 11. Proxy Form Type B
 12. Requesting Form of Annual Report in paper format

Comparison Table on company's Article of Association Board of Director of Ua Withya Public Company Limited has resolved to schedule 2020 Annual General Meeting of Shareholders on Wednesday, April 29, 2020 at 2.00 Pm, of Ua Withya Public Company Limited No. 247, Romkiao Road, Kwaeng Sansab, Khet Minburi, Bangkok. The items to be considered are in accordance with the following meeting agenda.

Agenda 1 **To review and adopt minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019**

(Voting method: using majority vote of shareholders meeting and having right to vote)

Objectives and reasons The 2019 Annual General Meeting of Shareholder has held on April 29, 2019. The minute was prepared and submitted to The Stock Exchange of Thailand within 14 day counting from date of 2019 Annual General Meeting of Shareholders together with published on company's website (www.uwc.co.th)

The Board of Directors resolved to propose the minute held on April 29, 2019 of 2019 Annual General Meeting of Shareholders to be considered and certified in this meeting. The Company has published minute of 2019 Annual General Meeting of Shareholders and invitation letter including all documents concerning this meeting as specified in enclosure No. 1.

Agenda 2 **To acknowledge the report of the Board of Directors for the year 2019**

(Voting method: no voting due to agenda for acknowledgement)

Objectives and reasons The Company had summarized the report of the Board of Directors as Company's operating results for the year 2019 which was appeared in 2019 Annual Report.

The Board of Directors resolved to submit the above mentioned 2019 report of Board of Directors and business operation to the shareholders for acknowledgment which company has summarized the past performance and significant changes that occurred in the year 2019 in enclosure No.2 (Annual Report RE: Explanation and Examination of Financial Status and Business operation)

Agenda 3 To consider and approve the financial statements as ended December 31, 2019
(Voting method: using majority vote of shareholders meeting and having right to vote)

Objectives and reasons According to the Public Limited Company Act, the Company is obligated to prepare audited balance sheet and profit & loss statement at the end of each fiscal year to propose to the meeting for an approval.

The Board of Directors resolved to propose to the meeting the audited financial statements for year 2019 as ended December 31, 2019 as certified by Deloitte Touche Tohmatsu Jaiyos Audit Company Limited (“Deloitte”) and received an approval from the Audit Committee for approval. The following is the summary of the Company’s financial statements for the year 2019

Comparison Table on company’s Article of Association

(Unit : Million Baht)				
Transaction	Year 2019	Year 2018	Increase (Decrease)	Percentage
Total Assets	2,300.35	2,941.88	(641.53)	(21.81)
Total Liabilities	1,825.66	1,640.87	184.79	11.26
Proportion of Shareholders	474.69	1,301.01	(826.32)	(63.51)
Revenue from projects	644.63	1,026.59	(381.96)	(37.21)
Revenue from sales	8.26	18.38	(10.12)	(55.06)
Revenue from sales (electricity)	459.62	422.87	36.75	(8.69)
Total Revenue	1,123.28	1,512.27	(388.99)	(25.72)
Total Expenses	1,945.70	2,112.30	(164.60)	(7.80)
Profit (Loss) Annually	(822.42)	(598.03)	(244.39)	35.72
Profit (Loss) Consolidate	(805.41)	(564.60)	(240.81)	42.65
Profit (Loss) Per Share (Baht)	(0.0609)	(0.0429)	(0.02)	41.96

With details as shown in financial statements of the Annual Report 2019 which were sent to the shareholders together with this invitation letter as specified in enclosure no.2

Agenda 4 To consider profit allocation of omit dividend payment

(Voting method: Using majority votes of shareholders present at the meeting and entitled to vote)

Objectives and reasons The Company’s dividend payment policy is to pay dividend of not less than 40% of the net profit of company (After Tax) or appropriated unless there are no necessary and Dividend Payment is not affects operation of the company however, company may require a dividend payment at a rate less than specified above. If the company needs to use such net profit to expand company’s operations

By this, year 2019 company consolidate financial statement has loss from business operation in totaling of 1,143.55 Million Baht therefore Board of Directors proposed to omit dividend payment for 2019 business operation during January 1 – December 31, 2019

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 need legal reserve in the ratio of 5 percent of Annual Net income as amounting which are considering omit allocate legal reserve.

The Board of Directors resolved to propose the meeting to considering omit dividend payment for 2019 business operation during January 1 – December 31, 2019 are omit allocate legal reserve.

Agenda 5 **To appoint Directors whom retired by rotation**

(Voting method: using majority vote of shareholders meeting and having right to vote)

Objectives and reasons 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. Wutichai Leenabanchong | Director |
| 2. Pol.Lt Sivaraks Phinicharomana | Director, Independent Director and Chairman of Audit Committee |
| 3. Mr. Surapong Sae Young | Director |

The Board of Directors 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

In the regard, Pol.Lt Sivaraks Phinicharomana as existing independent director was nominated to be a director for another term. The Board of Director has considered and gives opinions independently as in accordance to relevant rules. As well as bringing knowledge, ability and expertise To give suggestions which are beneficial to the operation of the company Which currently holds the position of independent director for 10 years. The total proposed for this appointment is 13 years.

In addition, in considering nomination of persons to serve as directors The Company does not allow shareholders to propose names of persons to be considered

Agenda 6 **To set the remuneration of Board of Directors for year 2020**

(Voting method: using vote not less two in three of shareholders meeting and having right to vote)

Objectives and reasons as company's Article of Association No.37 concludes Directors may have a right to receive remuneration which consists of rewards, meeting allowances, bonus or other benefits in other form as specified in Article of Association or consideration from shareholders thus year 2019 Annual General Meeting of Shareholders has set remuneration for directors equals to Baht 2,300,000 (once). Year 2019 actual amount paying of remuneration directors equals to Baht 1,530,000. By this, company has summarized amount of remuneration for directors individually for year 2019 specified in enclosure no.2 RE: Shareholding Structure and Management; Remuneration for Directors and Executives

Details	Year 2020 (Proposed)	Year 2019 (Baht)	Year 2018 (Baht)
Approval Limitation	1,900,000.-	2,300,000.-	2,300,000.-
Actual Amount Paid Total meeting allowance		1,530,000.-	1,650,000.-
Other benefits	-None-	-None-	-None-

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve the remuneration of Board of Directors for year 2020 as proposed by Nomination and Remuneration Committee as amounting Baht 1,900,000.- By this, curriculum vitae of persons nominated for appointments as Directors in replace of Directors retiring at the expiration of term specified in enclosure no. 3. This does not include remuneration or welfare that directors receive as employees of the company which is scheduled to be paid once as carefully scrutinizing various appropriateness and compare references from the same industry, economic conditions including appropriateness of the number of the Board of Directors by following details:

1. Monetary Compensation: Meeting allowance
 - (1) Board of Director (all times attendance)
 - Meeting allowance for Chairman equal to Baht 25,000.- (each time) thus for Chairman who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
 - Meeting allowance for Director equal to Baht 15,000.- (each time) thus for Director who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting
 - (2) Audit Committee (all times attendance)
 - Meeting allowance for Chairman of Audit Committee equal to Baht 25,000.-
 - Meeting allowance for Audit Committee equal to Baht 15,000.-
 - (3) Nomination and Remuneration Committee (all times attendance)
 - Meeting allowance for Chairman of Nomination and Remuneration Committee equal to Baht 25,000.- thus for Chairman of Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 20,000.- when attend the meeting
 - Meeting allowance for Nomination and Remuneration Committee equal to Baht 15,000.- thus for Nomination and Remuneration Committee who receive regular salary from company or subsidiaries then will receive Baht 5,000.- when attend the meeting
 - (4) Executive (all times attendance)
 - Meeting allowance for Executive Chairman equal to Baht 15,000.- thus for Executive Chairman who receive regular salary from company or subsidiaries then will not receive meeting allowance
 - Meeting allowance for Executive equal to 10,000.- thus for Executive who receive regular salary from company or subsidiaries then will not receive meeting allowance
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

Agenda 7

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

(Voting method: using majority vote of shareholders meeting and having right to vote)

Objectives and reasons According to the Public Limited Company Act BC 2535 Code Section 120, the Annual General Meeting Shareholders shall appoint the Company's auditor and fix the auditor's fee. The new auditor can be re-appointed

and the Company's Article of Association No.59 indicates that the auditor must not be a director, employee or holds any position in the Company. In addition, announcement from Capital Market Supervisory Board requires listed companies must arrange for an auditor rotation. If former auditor performs duty of reviewing or auditing and commenting on company's financial statements for 7 fiscal years, whether or not they are in contact with each other which can appoint a new auditor under the same audit office as the former auditor however, company will appoint an auditor who has retired from performing duties from the rotation of the auditor after at least 5 consecutive fiscal years from the date of the expiration of the duties 2019 is

- | | | |
|------------------|------------------|---------------------|
| 1. Dr. Suwatchai | Meakhaamnouychai | CPA.No. 6638 and/or |
| 2. Mr. Chavala | Tienpasertkij | CPA.No. 4301 and/or |
| 3. Dr. Kiatniyom | Kuntisook | CPA.No. 4800 and/or |
| 4. Mr. Wonlop | Vilaivaravit | CPA.No. 6797 |
- From Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte")

By this, year 2020 Audit Committee has considered to select new auditors from other company which certified by The Securities and Exchange Commission as appropriated from Board of Directors therefore proposed to appoint auditors of year 2020 from SP audit Company Limited ("SP Audit") as follows:

- | | | |
|-----------------|--------------|---------------------|
| 1. Ms. Susan | Eiamvanicha | CPA No.4036 and/or |
| 2. Mr. Suchart | Panitcharoen | CPA No.4475 and/or |
| 3. Mr. Chuenta | Chommern | CPA No.7570 and/or |
| 4. Ms. Wandee | Eiamvanicha | CPA No.8210 and/or. |
| 5. Mr. Kiatisak | Vanithanont | CPA No.9922 |

Thus, as expertise and accepted by Examination standards are generally accepted, independently and specification by The Securities and Exchange Commission which is in accordance to practical all times so proposed to approve remuneration by follows;

Details	Amount (Baht) Year 2020 (Proposed)	Amount (Baht) Year 2019
Review of Financial Statements, 1 st Quarter	750,000.-	255,000.-
Review of Financial Statements, 2 nd Quarter	750,000.-	255,000.-
Review of Financial Statements, 3 rd Quarter	750,000.-	255,000.-
Yearly Auditor Fee	1,500,000.-	1,035,000.-
TOTAL	1,500,000.-	1,800,000.-

The Board of Directors According to the Public Limited Company Act, the Annual General Meeting of Shareholders shall appoint the Company's auditor and fix the auditor's fee every year by recommendation of Audit Committee. The Board of Directors resolved to propose the following name list:

- | | | |
|-----------------|--------------|---------------------|
| 1. Ms. Susan | Eiamvanicha | CPA No.4036 and/or |
| 2. Mr. Suchart | Panitcharoen | CPA No.4475 and/or |
| 3. Mr. Chuenta | Chommern | CPA No.7570 and/or |
| 4. Ms. Wandee | Eiamvanicha | CPA No.8210 and/or. |
| 5. Mr. Kiatisak | Vanithanont | CPA No.9922 |

From SP audit Company Limited to be company's auditor for year 2020 and approve auditor fee as amounting of Baht 1,500,000 thus authorized auditors of company and

its subsidiaries are one of authorized auditor in the name of SP Audit Company Limited in order to make sure that financial statement finish 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 as amounting of Baht 3,070,000.(2019 as amounting of Baht 4,250,000) The above mentioned fees are audit service only, no other services apart from audit fees and in the future no other remuneration arises from agreement which has not completed.

By this, even though auditor of company and its subsidiaries is auditor 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.

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**

(Voting method: using vote not less three in four of shareholders meeting and having right to vote)

Objectives and reasons Firstly, company need to decrease registered capital and amendment Memorandum of Association No.4 RE: Registered Capital to be completed before being able to increase registered capital. By this, to be in accordance to PUBLIC COMPANY LIMITED ACT requires company to reduce its registered capital by cancellation of unsold shares as amounting of 5,908,671,250 shares for registered capital to be equal to paid-up capital as amount of Baht 1,316,252,588 before increasing registered capital

The Board of Directors resolved to propose to Annual General Meeting of Shareholders to approve decrease registered capital from Baht 1,907,119,713 to Baht 1,316,252,588 by cancellation of unsold shares as amounting of 5,908,671,250 shares (par value of Baht 0.10) and amend Memorandum of Association No.4 RE: Registered Capital to be in accordance to decrease registered capital by cancel original information and using new information as follows:

“No.4	Registered Capital	1,316,252,588	Baht
	Consists of	13,162,525,880	Shares
	Par value of	0.10	Baht
	Ordinary Shares	13,162,525,880	Shares
	Preferred Shares	-	Shares

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**

(Voting method: using vote not less three in four of shareholders meeting and having right to vote)

Objectives and reasons Currently, The Stock Exchange of Thailand has revised the criteria regarding the capital increase of listed companies in order to reserve capital increase by General Mandate as request amount of shares for capital increase and

type of allocation from shareholders' meeting in advance and authorize the Board of Directors to set objectives, issuing and allocating new shares as appropriate. In addition, capital increase will increase flexibility in term of funding and manage structure of capital to be in accordance to economic conditions efficiently and to catch up with changes in market conditions as increase competitiveness in business together with principle of protecting interest of shareholders as well

The Board of Directors In order to prepare funds for business expansion then propose to shareholders' meeting to consider and 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) Details of capital increase is specified in enclosure no.5 and amend Memorandum of Association No.4 RE: Registered Capital by cancel original information and using new information as follows:

"No.4	Registered Capital	1,711,128,364.40	Baht
	Consists of	17,111,283,644	Shares
	Par value of	0.10	Baht
	Ordinary Shares	17,111,283,644	Shares
	Preferred Shares	-	Shares

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 determine purpose of issuing and offering new ordinary shares, details and other conditions related to issuing and offering capital increase shares or as appropriate processes which includes this capital increase shares to be listed in The Stock Exchange of Thailand

Agenda 10

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

(Voting method: using majority vote of shareholders meeting and having right to vote)

Objectives and reasons In order to be in accordance to capital increase by General Mandate in agenda 10; the company need to issue new shares as amounting of 3,948,757,764 shares (par value of Baht 0.10) under conditions and proportions as required by relevant regulations

Objectives and reasons resolved to propose Shareholders' meeting to allocate capital increase shares by General Mandate as amounting of 3,948,757,764 shares (par value of Baht 0.10). According to propose of capital increase as follows:

1. Allocate new shares as amount of 2,632,505,176 shares (or 20% of paid-up capital as at date Board resolve on capital increase) to offer to existing shareholders
2. Allocate new shares as amount of 1,316,252,588 shares (or 10% of paid-up capital as at date Board resolve on capital increase) to offer to private placement. In addition, 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)

In addition, 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

Agenda 11 Other business (if any)

The Board of Directors invites all shareholders to attend the meeting on the date, time and place starting from 1.00 Pm onward.

By this, Board of Director are allow shareholders to submit questions related to agenda of shareholders meeting before date of shareholders meeting thus send questions to company by following ways:

1. Shareholders may submit questions together with details (if any) and shareholders contact information such as Name-Last name, Phone number, FAX and E-mail etc.
2. Channels to send questions
 - Website : www.uwc.co.th
 - E-mail : monthon@uwc.co.th and/or thanyaporn@uwc.co.th
 - Registered mail send to Monthon Chatuwallopkul, Corporate secretary
3. Period of sending the questions: During April 22, 2020
4. Corporate Secretary will collect all questions and hand in to Executive Chairman to consider respectively.

In case shareholders send questions before the date of shareholders meeting then the company will considering on those questions and answer the question on date of shareholders meeting.

If shareholders are unable to attend the meeting by themselves and desire to give an individual a proxy, please use the provided proxy forms, enclosure No.10 and No.11, which also can be downloaded at www.uwc.co.th There are 3 proxy forms, only one form can be used and the proxy shall be sent to the Company at least one day prior to the meeting date to expedite the identity verification process.

In case of shareholders are unable to attend the meeting by themselves, Proxy can give to an individual or the following persons to attend the meeting and vote on the shareholder behalf as the name of independent direction as enclosure No. 6 and to meet the requirement of quorum according to the company's regulation. Please send the proxy to company 1 business day before shareholders meeting date in order to facilitate the examination of evidence.

Please be informed for acknowledgement and Thank you so much

By the order of The Board of Director

Theerachai Leenabanchong
Vice Chairman

**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	Tanachoteporammat	Director / Executive
9. Ms. Laphassarin	Kraiwongwanitrungrung	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 Banyongponglert : Shareholder comes in person

Answersthe 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 | Kraiwongwanitrungr |

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 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 will joint petition to issue letter to director to call for extraordinary shareholder meeting any time but to specify the reason for calling the meeting clearly in the letter. In this case, director shall set up the shareholder meeting within one month since the date of receiving letter from shareholder	Article no.45. One shareholder or several shareholder holding shares, calculated not less than 10% of total of shares sold will will joint petition to issue letter to director to call for extraordinary shareholder meeting any time but to specify the reason for calling the letter clearly. In this case, director shall set up the shareholder meeting within forty-five days since the date of receiving letter from shareholder 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

	<p><u>equals to the no. of shares as stated in the 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. Udomporn Supanit : Shareholder comes in person

Asks whether from the estimated revenue shown, the case of Amphan 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

**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

- **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
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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 earlie

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 Ua Withya Public Company Limited. No. 247, Romklao Road, Kwaeng Sansab, Khet Minburi, 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 Subscribers of new shares issued for this capital increase will be 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 Leenabanchong
Chief Executive Officer

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.

Information on independent directors nominated by company as proxies of shareholders



Name - Surname	Pol.Lt. Sivaraks Phinicharomna
Age (Year)	70
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"> - 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)	62
Address	247, Romkloa 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)	55
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.

Enclosure no.8

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.uwc.co.th 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.uwc.co.th 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.uwc.co.th 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 depositary 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.uwc.co.th 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 Wednesday, April 29, 2020 at Ua Withya Public Company Limited No. 247, Romklao Road, Kwaeng Sansab, Khet Minburi, 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

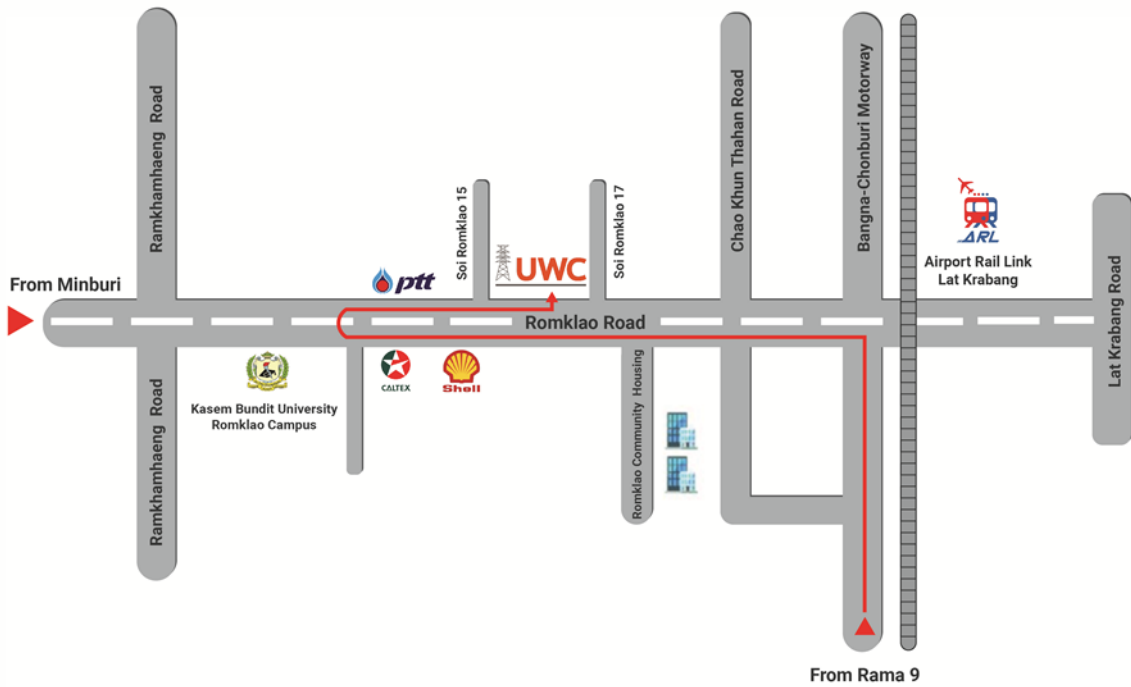
- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.

- 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

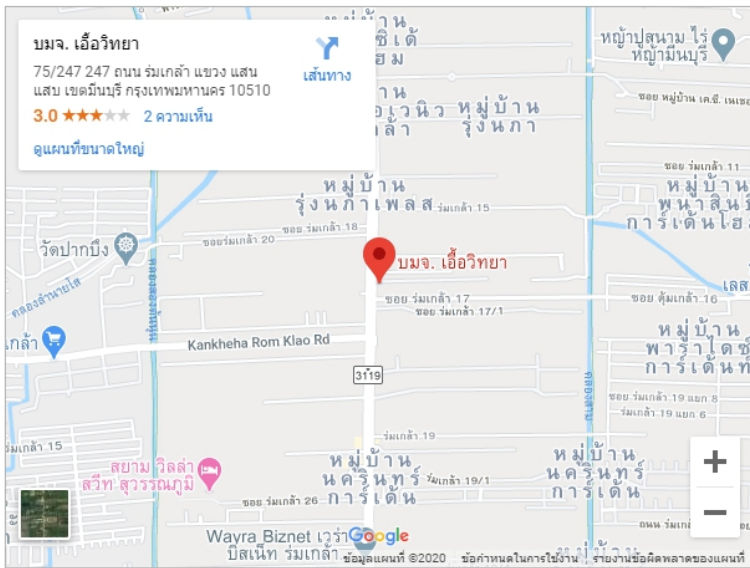
Enclosure no.9

Venue of 2020 Annual General Meeting of Shareholders



UWC Factory (Romklao)

Direction from Bangkok : follow Rama 9 – Motorway, turn left onto Romklao road. Drive straight until you past the Shell gas station, then keep right and prepare to make a U-turn. After U-turn, keep left and notice Soi Romklao 15. UWC factory is on the left hand side between Soi 15-17. For further direction, please call 02-543-9020.



Map of



Scan QR Code To open the Map

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 Ua Withya Public Company Limited No.247, Romklao Road, Sansab, Minburi, Bangkok 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 certain portion of shares. **Enclosure no.11**

Duty
Stamp

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 Ua Withya Public Company Limited No.247, Romklao Road, Sansab, Minburi, Bangkok 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 LimitedThe 2020 Annual General Meeting of Shareholders to be held on Wednesday April 29, 2020 at 2.00 Pm at Ua Withya Public Company Limited No.247, Romklao Road, Sansab, Minburi, Bangkok 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

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	

COVID-19 Screening Form

Before attending to The 2020 Annual General Meeting of Shareholders On April 29, 2020 Meeting Room, Capital Engineering Public Company Limited

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the COVID disease

(Name-Surname) _____

(Mobile Phone Number) _____

1. Do you have a fever? ($\geq 37.5^{\circ}\text{C}$) Yes No

2. Do you have any of these symptoms?

Cough Yes No

Sore throats Yes No

Runny nose Yes No

Shortness of breath Yes No

3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within past 14 days

Yes I have traveled to _____

No

4. Have you been in physical contact with suspected COVID-19 patients?

Yes

No

Remark:

If you have a fever ($\geq 37.5^{\circ}\text{C}$); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas or have been in contact with suspected COVID-19 patients, would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to staff. Then you may then return safely to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand