

- Translation -



**The Letter of Extraordinary General
Meeting of Shareholders No. 1/2020
UA WITHYA PUBLIC COMPANY LIMITED**

**Thursday 20, August 2020 1.30 pm.
(Registration starts at 12.30 pm.)**

**At Convention Room, 33rd Floor,
Supalai Grand Tower, No. 1011, Rama 3 Road,
Chongnonsi, Yannawa, Bangkok,**

In order to facilitate the registration process, shareholders of proxy holder to attend the meeting shall bring the registration form or proxy form and identification card or document issued by the government to confirm their participation in the meeting

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

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**Remark** Shareholders may see the Invitation Letter and enclosures at [www.uwc.co.th](http://www.uwc.co.th) from July 30, 2020

### **For more details please contacts**

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## **Measures for arranging meetings under the circumstances of Coronavirus Disease 2019**

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From situation under epidemic situations of Coronavirus Disease 2019 in Thailand 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 Independent directors instead 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

- Website : [www.uwc.co.th](http://www.uwc.co.th)
- E-mail : [monthon@uwc.co.th](mailto:monthon@uwc.co.th) and/or [info@uwc.co.th](mailto:info@uwc.co.th)
- Facsimile : 02-543-9029, 02-915-2114
- Registered mail delivered to Mr. Monthon Chatuwallopkul, Corporate Secretary, floor 17<sup>th</sup> Supalai Grand Tower, 1011 Rama 3 Road, Chongnonsi Yannawa, Bangkok 10120

The Corporate Secretary will collect all questions and submit to Chairman of the Board of Director or Executive Chairman for respective consideration. In case the shareholders submit the questions prior to the date of the meeting, the Company will consider and answer the questions on date of the meeting.

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

The company asks shareholders to comply with the guidelines for conducting an Extraordinary General Meeting of Shareholders No.1/2020 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
- 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. The 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. The Company will
- 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) Meeting only accept written questions from shareholders or proxies by shareholders or proxies could send questions in advance before date of meeting as specified in No. 2 or given to company staff at the meeting thus Board of Directors will answers all question at the date of the meeting
  - (4) If there are any change of the meeting place or any additional requirements from government agencies then The Company will notify shareholders or proxies through Stock Exchange of Thailand website and company's website [www.uwc.co.th](http://www.uwc.co.th) in the tab of Investor Relations > Shareholders' meeting

August 5, 2020

**Invitation to the Extraordinary General Meeting of Shareholders No.1/2020**

**Ua Withya Public Company Limited**

- Subject** Invitation to attend the Extraordinary General Meeting of Shareholders No.1/2020
- Attention:** Shareholders of Ua Withya Public Company Limited (the **Company**)
- Enclosures:**
1. The copy of Minutes of 2020 Annual General Meeting of Shareholders held on 29 April 2020
  2. The Information Memorandum Re: Disposal of Assets by Ua Withya Public Company Limited (IM1)
  3. The Information Memorandum Re: Disposal of Assets by Ua Withya Public Company Limited (IM2)
  4. The Opinion of an Independent Financial Advisor from Capital Advantage Company Limited relating to the disposition of assets
  5. The information of the independent directors nominated by the Company to act as proxies of the shareholders
  6. The Company's Articles of Association with respect to the shareholders' meeting
  7. Documents and evidence that the attendees are required to present prior to their participation in the meeting, proxy appointment approach, registration and vote casting at the Extraordinary General Meeting of Shareholders No.1/2020
  8. The map of the venue of the Extraordinary General Meeting of Shareholders No.1/2020
  9. Proxy Form Type A (General form)
  10. Proxy Form Type B (Form with fixed and specific details authorizing proxy)

The Board of Directors' meeting of UA Withya Public Company Limited (the **Company**) resolved that the Extraordinary General Meeting of Shareholders No.1/2020 will be scheduled on August 20, 2020 at 1.30 p.m. at Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok to consider the following agendas:

**Agenda 1** **To certify minutes of the 2020 Annual General Meeting of Shareholders held on 29 April 2020**

**(Resolution:** The agenda must be approved with majority votes of the shareholders who present at the meeting and cast their votes.)

**Objectives and reasons:** The Company has prepared the minutes of 2020 Annual General Meeting of Shareholders held on April 29, 2020 and submitted it to the Stock Exchange of Thailand within 14 days from the date of the meeting and to the Ministry of Commerce within the period specified by the law, as well as published such minutes on company's website ([www.uwc.co.th](http://www.uwc.co.th)) – Details are in *Enclosure 1*.

**The Board of Directors' opinion:** The Board of Directors resolved that the minutes of 2020 Annual General Meeting of Shareholders held on 29 April 2020 has been duly recorded and therefore approved to propose the minutes of 2020 Annual General Meeting of Shareholders to be considered and certified by the shareholders meeting.

## **Agenda 2**

**To consider and approve the disposition of the Company's investment in its subsidiaries engaging in biomass power plants which considered as a disposition of assets**

**(Resolution:** The agenda must be approved with votes of not less than three-quarters of the total votes of shareholders present at the meeting and eligible to vote; however, votes by any person having a conflict of interest in the Transaction will be disregarded. There is no shareholder having a conflict of interest in this Agenda 2.)

### **Objectives and reasons:**

In 2015, the National Energy Policy Board (**NEPB**) approved the Power Development Plan for Years 2015-2036 (the **PDP 2015**) and the Alternative Energy Development Plan (the **AEDP**), which stressed the importance of strengthening the national security of energy through the diversification of fuels used in power generation and the enhancement of using renewable energy in power production. In the light of the PDP 2015, the Company then saw a potential growth and recurring income in the biomass power generation business due primarily to the secured Power Purchase Agreements with state agencies. Furthermore, the conduct of power generation business could expand its business operations and diversify risks associated with its existing business, i.e. the manufacturing of infrastructure and telecommunication towers that mainly relied on bidding opportunities tendered by the public sectors. Therefore, the Company pondered the investment in power generation business with the aim of widening the range of its business operations, including the acquisition of UWC Komen Biomass Co., Ltd. (**UKB**) (or TRC Clean Energy Co., Ltd at the time of acquisition), UWC Ampan Biomass Co., Ltd. (**UAB**) (or Advance Biopower Co., Ltd at the time of acquisition), and Satuek Biomass Co., Ltd. (**SBM**) (UKB, UAB and SBM will be collectively referred to as the "**Targets**").

At the time of the acquisition of Shares in the Targets, all the Targets all the Targets' operations had been already on suspension due to unfavorable returns. However, the Company foreseen a probability of managing and reducing costs of fuels used in the power generation of the Targets, which would give rise to a possibility that the Targets' operating results could generate profit in the future.

In the course of its acquisition of the Targets, the Company had conducted due diligence, assessed costs of additional investment, including the projection of maintenance and overhaul costs which may incur to ensure that the Targets' machinery could efficiently resume their operations. In addition, the Company appointed Capital Link Advisory Co., Ltd. as independent financial advisor (the **IFA**) to give opinion about the acquisition of UAB and SBM to Extraordinary General Meeting of Shareholders no. 2/2015 of the Company and the IFA opined that the shareholders should have approved the proposed transaction.

Upon completion of the share acquisition in the Targets, the Company figured out thatto assure the effective cost management, UAB and SBM needed to modify their machinery

compatible with other alternative biomass fuels, such as woodchips and Napier grass, in substitution of bark and rice husks, of which very high in price at that time and from time to time shortage in supply, which caused high costs of production and were not a reasonable choice of fuels. Moreover, the duration and expenses for the Targets' machinery modification exceeded the expectations because of their cessation of operation for such a long-time. Regarding the composition of those power plants machinery, many components warranted modification and improvements, given that they lacked maintenance for such a long time. As a result, UAB and SBM have had a negative performance since then and UKB began to suffer loss in 2020.

In late 2019, the Company's board of directors vigilantly discussed and concluded that since the continuously negative operating results of the Targets, which was due to operation expenses over income, depreciation expenses, high costs of fuels which was attributable to the interrupted operation and pre-running test of machinery, and impairment costs of assets that needed to be appraised annually together with the interest burden from its issuances of debentures to finance the Company's investment in the power generation business, the divestment of the three biomass power plants will enable the Company to use the proceeds towards: (i) redemption of its debentures which would become mature in the near future and (ii) release of its guarantee obligations in relation to credit facilities granted by financial institutions to UKB. Consequently, the Company's debt to equity ratio could significantly reduce. Indeed, the Company expected to focus on its core business, i.e. the manufacturing of infrastructure and telecommunication towers, which it has more than 50 years' expertise.

In fact, the Company also considered other alternative remedies, such as capital increase and seeking additional loans to reinforce the financial liquidity of its biomass power generation business unit. However, the Targets' continued negative operating results caused the Company debt to equity ratio to stay high, which disqualified the Company for seeking financial support from financial institutions. That situation further led to a constant decrease in the market price of the Company's ordinary shares. As such, the fund-raising scheme by way of capital increase could not satisfy the Company's requirements in terms of investor attractiveness for the demand for newly issued shares together with the price of newly issued shares.

For the above reasons, the Company viewed that the business reorganization by divesting its loss-making in its biomass power generation business should be a last resort to recover its financial condition, which will then enable it to seek financial support from financial institutions to support the expansion of its core business in the future. Therefore, the Company's Board of Directors' meeting found it appropriate to propose to the shareholders' meeting to consider and approve the disposition of equity interest in three biomass power plants with combined generating capacity of 26.9 MWs, by divestment of its ordinary shares held in the three subsidiaries and transfer of its claims in respect of the Outstanding Loans owed to it by UAB and SBM to Absolute Clean Energy Public Company Limited (**ACE**) and/or its subsidiaries (collectively referred to as the **Purchaser**) (the **Transaction**); the assets to be disposed of are set out as follows:

Ordinary shares in the Targets, which include the following

1. 23,999,998 ordinary shares in UKB having a par value of THB 10 (ten Baht) each, all of which are fully paid, accounting for 99.99% of the total shares in UKB;

2. 1,593,748 ordinary shares in UAB having a par value of THB 100 (one hundred Baht) each, all of which are fully paid, accounting for 99.99% of the total shares in UAB; and
3. 1,662,498 paid-up ordinary shares in SBM having a par value of THB 100 (one hundred Baht) each, all of which are fully paid, accounting for 99.99% of the total shares in SBM,

(collectively referred to as the **Shares**); and

#### Claims in relation to outstanding loans

Claims held by the Company as a creditor in relation to all outstanding loans owed to it by UAB and SBM, together with accrued interest (collectively referred to as the **Outstanding Loans**) as at the completion date for sale of the Shares (the **Completion Date**) will be transferred to the Purchaser. As at 31 March 2020, the total Outstanding Loans owed to the Company by UAB and SBM are approximately THB 456,077,319 (Four hundred fifty-six million seventy-seven thousand three hundred and nineteen Baht) and approximately THB 305,233,892 (Three hundred and five million two hundred thirty three thousand eight hundred and ninety two Baht), respectively, equaling to approximately THB 761,311,211 (Seven hundred sixty-one million three hundred eleven thousand two hundred and eleven Baht) in total.

The Company and the Purchaser agreed to determine the enterprise value of the Targets estimated on a cash-free and debt-free basis. In this connection, the Company and the Purchaser agreed that the total enterprise value is THB 851,200,000 (the **Enterprise Value**). In addition, after the Completion Date, the Company and the Purchaser also agreed to adjust the Enterprise Value by the amount of cash, interest-bearing liabilities and actual net working capital of the Targets as at the Completion Date under the terms and calculation method specified in the Share Sale and Purchase Agreement dated 10 July 2020 between the Company and the Purchaser.

If the indicative consideration is calculated from the financial information of the Targets as at 31 March 2020 based on an assumption that there is no change in the Total Enterprise Value, cash and interest-bearing liabilities of the Targets, and (a) SBM is able to convert its adder PPA into a FiT PPA, then the proceeds from this transaction (before expenses and the SBM Reduction Amounts which may be deducted from the consideration for the transfer of Outstanding Loans owed by SBM as detailed above (if any)) will be approximately THB 520,890,000, or (b) SBM fails to convert the SBM adder PPA into a FiT PPA, then the proceeds from this transaction will be approximately THB 490,690,000

Please find the details on the disposition of the Shares and the Outstanding Loans and other relevant information in the Information Memorandum Re: Disposal of Assets by Ua Withya Public Company Limited (IM1 and IM2) (*Enclosure 2 and Enclosure 3*) and the Opinion of an Independent Financial Advisor from Capital Advantage Company Limited relating to the Transaction (*Enclosure 4*)

The sale of Shares and the transfer of claims in relation to the Outstanding Loans as mentioned above (the **Transaction**) constitutes a disposition of assets worth approximately THB 851.20 million in total, which represents the highest transaction size

of 70.82 percent according to the total consideration approach using the Company's reviewed consolidated financial statements for the three-month period ended 31 March 2020. In combination with all other assets disposed of by the Company during the past six months before the date of approval of the Transaction, the Transaction size will be equal to 73.66 percent. As such, this Transaction can be classified as a listed company's disposition of assets under category 1 according to the Notification of the Capital Market Supervisory Board no. Thor Chor. 20/2551 re: rules for entering into substantial transactions within the definition of an acquisition or disposition of assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: information disclosure and actions required of listed companies in relation to an acquisition or disposition of assets, B.E.2547 (as amended), (collectively referred to as the **Acquisition and Disposition Notifications**). Therefore, the Company has obligations to proceed with the procedures set out in the Acquisition and Disposition Notifications as follows:

- (i) prepare and promptly disclose an Information Memorandum and other information relating to the Stock Exchange of Thailand (the **SET**) ;
- (ii) appoint an Independent Financial Advisor (IFA) to give opinion to the Company's shareholders relating to this disposition of assets and to prepare and provide other documents as may be requested by any regulatory agencies. In this regard the Board of Directors' meeting resolved to appoint Capital Advantage Company Limited which is the Independent Financial Advisor in the list approved by the Office of Securities and Exchange Commission, as an Independent Financial Advisor in this Transaction; and
- (iii) hold a meeting of shareholders to consider and approve the entering into the Transaction in which the Transaction must be approved by votes of not less than three-quarters of the total votes of shareholders attending the meeting and eligible to vote; however, votes by any person having a conflict of interest in the Transaction will be disregarded.

In addition, on the grounds that this Transaction is a disposition of the Company's investment in all of its subsidiaries engaging in biomass power plant business, this also falls within the criteria of a divestiture of a substantial part of the Company's business to a third party pursuant to section 107 of the Public Limited Companies Act B.E.2535 (as amended). Under those circumstances, the Transaction must be approved by votes of not less than three-quarters of the total votes of shareholders attending the meeting and eligible to vote, excluding votes of any interested shareholders.

The Transaction does not fall within the remit of a related party transaction under the Notification of the Capital Market Supervisory Board no.Thor Chor.21/2551 re: rules for entering into related party transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand re: information disclosure and actions required of listed companies in relation to a related party transaction, B.E.2546 (as amended).

In addition, the board of directors meeting deemed appropriate to propose to the shareholders meeting to consider and authorize the authorized directors or any person designated by the authorized directors and/or the Chief Executive Officer and/or Senior Deputy Managing Director - Accounting and Finance to:

- (a) enter into negotiations to determine terms and conditions of the Share Sale and Purchase Agreement, agreements and/or other documents in connection with the sale of Shares and the transfer of claims in relation to the Outstanding Loans;



- (b) determine and/or amend details of the sale of Shares and the transfer of claims in relation to the Outstanding Loans;
- (c) execute the Share Sale and Purchase Agreement, agreements and/or other documents in connection with the sale of Shares and the transfer of claims in relation to the Outstanding Loans and/or certify any relevant and necessary documents;
- (d) execute agreements and applications for permission as well as execute and/or certify relevant and necessary documents and evidences in connection to the sale of Shares and the transfer of claims in relation to the Outstanding Loans, including without limitation:
  - (i) to contract, clarify, and submit application for permission, documents and evidences to government authorities and/or other regulated authorities;
  - (ii) to amend and execute the Power Purchase agreements with Provincial Electricity Authority and/or Electricity Generating Authority of Thailand in connection to the sale of Shares and the transfer of claims in relation to the Outstanding Loans; and
- (e) to take any necessary and relevant actions in relation to the sale of Shares and the transfer of claims in relation to the Outstanding Loans in order to complete the Transaction.

**The Board of Directors' opinion:** The Board of Directors resolved to propose to this meeting for shareholders' approval of the above disposition of the Shares held by the Company in its subsidiaries operating the biomass power plants business and the transfer of claims in relation to the Outstanding Loans, which is classified as a listed company's disposition of assets under category 1 according to the Acquisition and Disposition Notifications and falls within the criteria of a divestiture of a substantial part of the Company's business to a third party pursuant to section 107 of the Public Limited Companies Act, as well as approval of the delegation of power as detailed above.

In the board's opinion, the disposition of the Shares held by the Company in its subsidiaries operating the biomass power plants business and the transfer of claims in relation to the Outstanding Loans, as detailed above, is appropriate, reasonable and beneficial to the Company. Due to in the past, The continuously negative operating results of the Targets, which was due to operation expenses over income, depreciation expenses, high costs of fuels which was attributable to the interrupted operation and pre-running test of machinery, and impairment costs of assets that needed to be appraised annually together with the interest burden from its issuances of debentures to finance the Company's investment in the power generation business. Hence, the divestment of the three biomass power plants was expected to enable the Company to apply the proceeds towards: (i) redemption of its debentures which would become mature in the near future and (ii) release of its guarantee obligation in relation to credit facilities granted by financial institutions to UKB. Consequently, the Company's debt to equity ratio could significantly reduce. Also, it appeared that in 2018, the NEPB revised the PDP 2018 and the AEDP by reducing the projected biomass power generation capacity from 5,570 MWs to 3,376 MWs, representing a decrease of 39.3%. As such, there is a risky possibility that the future performance might not meet expectations, coupled with the rather short remaining term of the PPAs. The divestment of the biomass power generation business would minimize the Company's capital injection in its limited-expertise business. Indeed, the Company will point its focus on investment in its core business, i.e. the manufacturing of

infrastructure and telecommunication towers, which it has more than 50 years' expertise. In fact, the Company also considered other alternative remedies, such as capital increase and seeking additional loans to reinforce the financial liquidity of its biomass power generation business unit. However, the Targets' continued negative operating results caused the Company debt to equity ratio to stay high, which disqualified the Company for seeking financial support from financial institutions. That situation further led to a constant decrease in the market price of the Company's ordinary shares. As such, the fund-raising scheme by way of capital increase could not satisfy the Company's requirements in terms of investor attractiveness for the demand for newly issued shares together with the price of newly issued shares.

For the above reasons, the Company viewed that the business reorganization by divesting its loss-making biomass power generation business should be a last resort to recover its financial conditions, which will then enable the Company to seek financial support from financial institutions. The Transaction is carried out in accordance with the Company's corporate and business strategy restructuring, aiming to generate profit from the core business and to grow in other profitability potential businesses than the biomass power generation business, in which the Company may probably have limited expertise. In addition, the Company's financial liquidity will be reinforced, enabling it to repay the secured bonds which will become mature in the near future and to have working capital to expand its core business, both locally and abroad. Consequently, the Company will have an opportunity to gain higher investment returns, which will then lead to the recovery of its operating results and financial condition.

### **Agenda 3 To consider other business (if any)**

All shareholders are invited to attend the meeting on the date and time and at the venue as detailed above. The registration for the meeting attendance will start from 12.30 p.m. onwards.

In this regard, the Board of Director has allowed the shareholders to submit questions related to agenda of shareholders meeting prior to date of shareholders meeting by sending questions to the Company by following ways:

1. Shareholders may submit questions together with supporting details (if any) and shareholders contact details (i.e. first and last name, telephone number, facsimile number and e-mail)
2. Channels for submission of the questions to the Company:
  - Website : [www.uwc.co.th](http://www.uwc.co.th)
  - E-mail : [monthon@uwc.co.th](mailto:monthon@uwc.co.th) and [info@uwc.co.th](mailto:info@uwc.co.th)
  - Facsimile : 02-543-9029, 02-915-2114
  - Registered mail delivered to Mr. Monthon Chatuwallopkul, Corporate secretary, floor 17th, Supalai Grand Tower, 1011 Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120
3. Period of submission of the questions: Until August 13, 2020
4. The Corporate Secretary will collect all questions and submit to Chairman of the Board or Executive Chairman for respective consideration. In case the shareholders submit the questions prior to the date of the meeting, the Company will consider and answer the questions on date of the meeting.

For the convenience of the registration, the shareholders and/or the proxies are requested to present the registration form which indicates the name of the shareholder and/or the proxy form together with the evidence required for attending the meeting as detailed in the Enclosure 7. The Company will proceed the meeting in accordance with the Company's Articles of Association (*Enclosure 6*) and according to the Extraordinary General Meeting of Shareholders No.1/2020 attending process (*Enclosure 7*). In order to protect the rights and interests of shareholders in the event that you cannot attend the meeting and wish to appoint an independent director to attend the meeting instead, shareholders may choose to appoint any person or an independent director, proxies of the Company named in the Enclosure 5, by sending the Proxy Form A or B (*Enclosure 9 or Enclosure 10*) for general shareholders, or Proxy Form A, B or C (which can be downloaded from the Company's website at ([www.uwc.co.th](http://www.uwc.co.th)), if the shareholder is a foreign investor that appoints a custodian in Thailand as a depositor who oversees the stock. The shareholders can send the proxy form together with the supporting documents to the Company by August 17, 2020 via registered mail.

Please be informed accordingly and sincerely yours.



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Mr. Theerachai Leenabanchong

Director

**Minute of 2020 Annual General Meeting of Shareholders  
Ua Withya Company Limited**

|                                 |                                                                                                                                                                                                                                                  |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date</b>                     | : Wednesday, April 29, 2020 at 2.00 pm.                                                                                                                                                                                                          |
| <b>Place</b>                    | : Ua Withya Public Company Limited No. 247, Romkiao Road,<br>KwaengSansab, Khet Minburi, Bangkok                                                                                                                                                 |
| <b>Chairman</b>                 | : Mr. Wutichai Leenabanchong Chairman of the Board of Director                                                                                                                                                                                   |
| <b>Secretary of the Meeting</b> | : Mr. Monthon Chatuwallopkul Corporate Secretary                                                                                                                                                                                                 |
| <b>The right to attend</b>      | : Total number of 6,967 shareholder holding 13,162,525,880 shares<br>as of April 2, 2020, the record date.                                                                                                                                       |
| <b>Agenda 1-11</b>              | : Total number of 32 shareholders and proxy holders holding<br>5,022,884,246 shares attending the meeting representing 38.16<br>percent of total number of authorized shares which constitute a<br>quorum according to the Company's regulation. |

**Introduction**

Miss Dolnapa Sodsongchit, moderator, informed the Meeting that there were 12 shareholders present in person, representing 14,523,500 shares and 20 shareholders by proxy representing 5,008,360,746 shares. Total 32 shareholders and proxy attended the meeting, holding a total of 5,022,884,246 shares, equivalent to 38.16 percent of total issued shares which constitute a quorum according to the Company's regulation No.48. Moderator then introduced to the Meeting the Board of Directors, Executive Committee and the Company's auditor as follows:

**Directors attending the meeting:**

|                               |                |                                                                                                                                                              |
|-------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Wutichai               | Leenabanchong  | Chairman                                                                                                                                                     |
| 2. Mr. Theerachai             | Leenabanchong  | Vice Chairman /Chairman of Executive Committee<br>Chief Executive Officer                                                                                    |
| 3. Police Lieutenant Sivaraks | Phinicharomna  | Chairman of Audit Committee / Independent Director                                                                                                           |
| 4. Mr. Pianchai               | Thawornrat     | Chairman of Nomination and Remuneration /<br>Audit Committee / Independent Director                                                                          |
| 5. Dr. Nathee                 | Naknasukanjn   | Chairman of Risk Management Committee /<br>Audit Committee / Independent Director /<br>Nomination and Remuneration Committee                                 |
| 6. Ms. Onchulee               | Lawsmithikul   | Director / Senior Deputy Managing Director /<br>Executive Committee                                                                                          |
| 7. Mr. Monthon                | Chatuwallopkul | Director / Deputy Managing Director /<br>Executive Committee / Nomination and Remuneration<br>Committee / Risk Management Committee / Corporate<br>Secretary |
| 8. Mr. Surapong               | Sae Yong       | Director / Deputy Managing Director/ Executive<br>Committee                                                                                                  |
| 9. Mr. Sarawut                | Sapmakmee      | Director / Assistance Managing Director / Executive<br>Committee / Risk Management Committee                                                                 |

**Executives**

|           |           |                                    |
|-----------|-----------|------------------------------------|
| Ms. Ornin | Sangthong | Director (Corporate Communication) |
|-----------|-----------|------------------------------------|

**Company's Auditors**

|                  |                   |                                                 |
|------------------|-------------------|-------------------------------------------------|
| 1. Dr. Kiatniyom | Kuntisook         | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. Ms. Kamontip  | Rattananantawatee | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 3. Ms. Janejira  | Tungputarak       | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |

All 9 directors attending the meeting equal to 100% of total Board of Directors

Mr. Wutichai Leenabanchong, Chairman of the Board of Director, acted as the Chairman of the meeting welcomed shareholders to the 2020 Annual General Meeting of Shareholders and assigned

Miss Dolnapa Sodsongchit as the moderator, to inform the Meeting of the total number of shareholders attending the meeting as follows:

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

and declare the criteria and procedures for the meeting and voting in order to be in compliance with the good corporate governance regarding 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

**The voting procedures are 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 for each agenda shall be made openly by a show of hand for which shareholder shall cast the vote either for approval, disapproval or abstention. The counting of votes shall be made only of disapproval or abstention. Shareholder shall indicate the vote in favor of disapproval or abstention as well as sign in the ballot paper received at the admission and hand the ballot paper to the administrator for counting votes. The disapproval and abstention votes shall be deducted from the total number of votes attending the Meeting. The balance will be counted as approval. However, in case of no objection or comment from shareholders was made after the cast of the vote on each agenda item, this shall be considered approval or unanimous. With compliance with the Corporate Governance guidelines of the SET, to consider and approve the appointment of the appointment of Directors to replace those who completed the terms by rotation in the agenda item No.5, all the ballot paper will be collected but the disapproval and abstention ballot shall be collected during the counting vote procedure and the approval ballot will be handed to the officers after the meeting. No submission of the ballot will be considered as the approval vote.
3. If a proxy holder is one of the board of directors, proxy holder shall cast the vote for shareholder only as per the voting intention stated in the proxy form.
4. According to the Invitation Letter that has been sent to Shareholders, due to the epidemic situations of Coronavirus Disease 2019 in Thailand, which continuously increase of infections rapidly, the Company deeply concerns for the safety and wellbeing of shareholders the risk of infection, therefore the Department of Disease Control, Ministry of Public Health and Bangkok Metropolitan measures and guidelines for holding the meeting is strictly required. Accordingly, the Meeting will be short and concise but align with the legitimately set out agenda items. Shareholders who wished to submit queries should write down their questions and hand them to the Company's staff. These queries would be gathered and the answers will be published on the Company's website within 14 days after the Meeting.

After the guidelines on voting has been announced, moderator began to commence the meeting session with the scheduled agendas as follows:

**Agenda 1 To certified the Company's Minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019**

The Chairman proposed to the Meeting to certify the Minute of 2019 Annual General Meeting of Shareholders which held on April 29, 2019 of which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 1. The Minute of which the Board of Director considered a true and correct record which was delivered to the SET within 14 days after the Meeting and already was published on the Company's website.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting certified the Minute of 2019 Annual General Meeting of Shareholders held on April 29, 2019

**Resolution :** The Meeting resolved to approve by unanimously votes as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share = 1 vote</b> | <b>Percentage of<br/>shares attended<br/>meeting and right<br/>to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------------|-----------------------------------------------------------------------------|
| Agreed                                                                      | 32                                    | 5,022,884,246           | 100.00                                                                      |
| Disagreed                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Abstained                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Voided Ballot                                                               | 0                                     | 0                       | 0.00                                                                        |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                         |                                                                             |

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

Mr. Theerachai Leenabunchong, Chairman of the Executive Committee summarized the Annual Report of the Board of Directors and the Company's performance for the year 2019 which can be found in the 2019 Annual Report which has been sent to the shareholders along with the Invitation Letter.

Mr. Theerachai Leenabunjong, then, proposes the 2019 business overview and 2020 business outlook.

**Anti-Fraud and Corruption Policy**

In 2019, the Company joined the Signatory Companies of Thailand's Private Sector Collective Action Coalition against Corruption's Declaration of Intent. The Board of Director of the Company values good governance by consistently follow-up and review the anti-fraud and corruption policy and guidelines.

The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

**Mr. Nara Sriphet : Shareholder presented in person**

Question : Does the Company consider the capital increase to fix the significantly decreasing in shareholders' equity resulting from the 2019 net loss of THB 800 million?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: All the detail of operating result will be presented in the next agenda. However, the THB 800 million of the net loss mainly came from net loss from investment in subsidiaries and affiliates, impairment of assets and some are convertible transaction into revenue.

For capital increase proposal, which will also be presented in the following agenda, shall be considered to be utilized in the profitable project.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting acknowledge the Directors' report for year 2019

**Resolution :** The Meeting acknowledged the Board of Directors' Report for the year 2019 as proposed

**Agenda 3 To consider and approve the financial statements for the year ended December 31, 2019**

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the financial statement for the year ended December 31, 2019 which was audited and certified by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd and approved by the Audit Committee. The detail of the financial statements of the Company could be found in the 2019 Annual Report, which has been sent to the shareholders along with the Invitation Letter and could be summarized as follows:

**Summary of Consolidated Financial Statements**

| (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        | (801.30)  | (564.93)  | (236.37)            | 41.84      |

- Total assets on consolidated basis amounted to THB 2,300.35 million dropped THB 641.53 million as at December 2018 primarily due to the decreasing of accounts receivable, inventories, intangible asset, investment in associated company, cash and cash equivalent, other intangible asset, goodwill and other non-current asset.
- Total liabilities on consolidated basis increased THB 184.79 million to THB 1,825.66 million primarily due to the issuance in the amount of THB 300 million to be repaid the previous debenture which will be due in January.
- THB 1,123.31 million of total revenue in 2019, decreased by 25.72% comparing to THB 1,512.27 million of last year.as a result of rescheduling of production and delivery plan by major customer.
- THB 1,945.70 million of total expenses in 2019, decreased by 7.80% comparing to THB 164.60 million of last year.
- Net loss in 2019 was THB 822.37 million, rose 59.99% from THB 598.03 million. Net loss attributed to owners of the parent was THB 801.30 million, rose 60.64% from THB 564.93 million.  
The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

**Mr. Nara Sriphet : Shareholder presented in person**

Question : What is the impact of COVID-19 pandemic crisis? What is the Company's anticipation and planning?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: The Company has less impact than others due to not to be in consumer industry. However, the Company has planned to implement the costing restructure to be in line with the anticipating production plan due to the postponed bidding process by EGAT as a result of the pandemic.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to consider and approve financial statement as ended December 31, 2019.

**Resolution** The Meeting resolved to approve by unanimously votes as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share = 1 vote</b> | <b>Percentage of<br/>shares attended<br/>meeting and right<br/>to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------------|-----------------------------------------------------------------------------|
| Agreed                                                                      | 32                                    | 5,022,884,246           | 100.00                                                                      |
| Disagreed                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Abstained                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Voided Ballot                                                               | 0                                     | 0                       | 0.00                                                                        |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                         |                                                                             |

**Agenda 4** **To consider and approve the allocation of Profit for the year 2019 and omission of the dividend payment**

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the meeting that the not less than 40% of net profit of the Company dividend payment policy will be determined if there is no significant impact on the Company's normal operation. However, if the Company take into consideration to utilized net profit into the potential for future business expansion, the Company may consider changing the dividend payment rate from the aforementioned rate.

Nevertheless, due to the Company's net loss of THB 1,208.89 Million Baht, the Board of Directors proposed to omit dividend payment for the operating year 2019 during January 1 – December 31, 2019

Under section 116 of Public Company Limited Act B.E.2535 and company's article of Association No.57, the Company is required to allocate part of annual profit as legal reserve not less than 5 percent of annual net profit after accumulated deficit brought forward (If any) until the legal reserve is not less than 10 percent of registered capital of the Company.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the allotment of net profit and omission of the operation result during January 1 – December 31, 2019 and no legal reserve



**Resolution** The Meeting resolved to approve by unanimously votes as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share = 1 vote</b> | <b>Percentage of shares<br/>attended meeting<br/>and right to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------------|-------------------------------------------------------------------------|
| Agreed                                                                      | 32                                    | 5,022,884,246           | 100.00                                                                  |
| Disagreed                                                                   | 0                                     | 0                       | 0.00                                                                    |
| Abstained                                                                   | 0                                     | 0                       | 0.00                                                                    |
| Voided Ballot                                                               | 0                                     | 0                       | 0.00                                                                    |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                         |                                                                         |

**Agenda 5 To appoint Directors to replace those who retired by rotation**

The Chairman assigned Mr. Theerachai Leenabanchong, Vice Chairman of the Board of Director, to be in charge of this agenda.

Mr. Theerachai Leenabanchong, Vice Chairman of the Board of Director, assigned Mr. Monthon Chatuwallopkul, Member of Nomination and Remuneration Committee, to present the following.

Mr. Monthon Chatuwallopkul informed the Meeting that, in compliance with the Public Limited Company ACT and Memorandum of Association No.24 of the Company, one-third of the directors must retire from office by rotation in the Annual General Meeting of Shareholders. Four directors retired by rotation in this meeting were as follows:

1. Mr. Wutichai Leenabanchong Chairman of the Board of Director
2. Pol.Lt . Sivaraks Phinicharomana Audit Committee and Independent Director
3. Mr. Surapong Sae Young Director

Nomination and Remuneration Committee proposed to the meeting to consider and approve the appointment of 3 Directors who retired by rotation

The Company had provided the shareholders with the detail of each director to be elected comprised of age, percentage of stock holding in the Company, educations and experiences, of which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 3.

The proposed directors do not operate any business which has the same nature as and is in competition with the business of the Company

Mr. Theerachai Leenabanchong, Chairman of Executive Committee, who was in charge in this agenda then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the appointment of 3 Directors by shareholders shall elect director individually.

**Resolution** The Meeting resolved to approve by unanimously votes as follows:

| 32 Shareholders attended both in person and proxy, representing 5,022,884,246 shares |        |               |        |        |           |      |        |         |      |               |      |
|--------------------------------------------------------------------------------------|--------|---------------|--------|--------|-----------|------|--------|---------|------|---------------|------|
| Name of Directors                                                                    | Amount | Agreed        |        | Amount | Disagreed |      | Amount | Abstain |      | Voided Ballot |      |
|                                                                                      |        | Votes         | %      |        | Votes     | %    |        | Votes   | %    | Votes         | %    |
| 1. Mr. Wutichai<br>Leenabanchong                                                     | 32     | 5,022,884,246 | 100.00 | 0      | 0         | 0.00 | 0      | 0       | 0.00 | 0             | 0.00 |
| 2. Pol.Lt.Sivaraks<br>Phinicharomna                                                  | 32     | 5,022,884,246 | 100.00 | 0      | 0         | 0.00 | 0      | 0       | 0.00 | 0             | 0.00 |
| 3. Mr. Surapong<br>Sae Yong                                                          | 32     | 5,022,884,246 | 100.00 | 0      | 0         | 0.00 | 0      | 0       | 0.00 | 0             | 0.00 |

Mr. Theerachai Leenabanchong, Chairman of Executive Committee, informed the Meeting the 9 member of the Board of Directors for the year 2020 as follows :

- |    |                 |                |
|----|-----------------|----------------|
| 1. | Mr. Wutichai    | Leenabanchong  |
| 2. | Mr. Theerachai  | Leenabanchong  |
| 3. | Pol.Lt.Sivaraks | Phinicharomna  |
| 4. | Mr. Pianchai    | Thawornrat     |
| 5. | Dr. Nathee      | Naktnasukanjn  |
| 6. | Ms. Onchulee    | Lawsmithikul   |
| 7. | Mr. Monthon     | Chatuwallopkul |
| 8. | Mr. Surapong    | Sae Yong       |
| 9. | Mr. Sarawut     | Sapmakmee      |

Pol.Lt. Sivaraks Phinicharomna, Mr. Pianchai Thawornrat, Dr.Nathee Naktnasukanjn are Independent Director and members of Audit Committee.

**Agenda 6 To consider and approve the remuneration of the Board of Directors for the year 2020**

Mr. Monthon Chatuwallopkul, Member of Nomination and Remuneration Committee, informed the Meeting that the total Baht 1,530,000 of remuneration of the Board of Directors was paid in 2019 out of Baht 2,300,000 of which got approved from the Annual General Shareholders Meeting. The summary of the individual director's remuneration for the year 2019 could be found in the 2019 Annual Report under the Article: Shareholding Structure and Management: The Remuneration of the Board of Directors and Management, which has been sent to the shareholders along with the Invitation Letter as set out in Enclosure 2

The Board of Directors was considered in accordance with the Nomination and Remuneration Committee and deemed that it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the total remuneration for the year 2020 in the amount approximately Baht 1,900,000, payable per meeting, which is less than those of the year 2019 due to decrease in number of board members. However, the proposed remuneration 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. The details are as follows:

1. Meeting allowance(Attendance fee)

- Chairman of the Board, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee in the amount of Baht 25,000. However, Baht 20,000.- will be paid to Board Members who are full- time employers of the company or its subsidiaries
- Directors, Audit Committee members, Nomination and Remuneration Committee members in the amount of Baht 15,000.- However, Baht 5,000.- will be paid to board members who are full- time employees of the company or its subsidiaries
- Executive Chairman in the amount of Baht 15,000. However, the Chairman who is full-time employees of the company or its subsidiaries is not eligible to get the allowance
- Executive Committee members in the amount of Baht 10,000 However, the member who are full- time employees of the company or its subsidiaries are not eligible to get the 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

The aforementioned remuneration shall be in effect from January 1, 2020 onward until further notice.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the remuneration of the Board of Directors for year 2020 as the above rate

**Resolution** The Meeting resolved to approve by unanimously votes as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share = 1 vote</b> | <b>Percentage of<br/>shares attended<br/>meeting and right<br/>to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------------|-----------------------------------------------------------------------------|
| Agreed                                                                      | 32                                    | 5,022,884,246           | 100.00                                                                      |
| Disagreed                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Abstained                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Voided Ballot                                                               | 0                                     | 0                       | 0.00                                                                        |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                         |                                                                             |

**Agenda 7 To consider and approve the appointment of the Company's auditor and determination of the audit fee for the year 2020**

Pol.Lt. Sivaraks Phinicharomna, Chairman of the Audit Committee and Independent Director, informed the Meeting that the Audit Committee has considered and deemed that it appropriate to propose to appoint the following auditors from SP Audit Company Limited, certified audit firm by The Securities and Exchange Commission, to be company's auditor of year 2020 for the first time.

- |                 |              |                     |
|-----------------|--------------|---------------------|
| 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         |

SP Audit Company Limited considered to be expertise, acceptable and independent auditor. The auditors have qualifications that comply with the notifications of the Securities and Exchange Commission. The detail of annual and quarterly audit fees for the year 2020 are as follows;

| Details                                   | Amount (Baht) Year 2020 (Proposed) | Amount (Baht) Year 2019 |
|-------------------------------------------|------------------------------------|-------------------------|
| Review of Financial Statements,Quarter1-3 | 750,000.-                          | 765,000.-               |
| Audit Fee                                 | 750,000.-                          | 1,035,000.-             |
| <b>TOTAL</b>                              | <b>1,500,000.-</b>                 | <b>1,800,000.-</b>      |

The proposed audit firm and auditors have no benefit and/or relationship with the Company/ subsidiaries/ 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 comparing to Bath 4,250,000 of the year 2019. 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.

Even though the auditors of the proposed audit firm are the same persons with the auditors of the Company's subsidiaries, the Audit committee and the Board of Directors strongly believe that the financial statement of the Company and its subsidiaries shall be submitted in timely manner due to systematic audit planning between auditors and managements in advance.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve appointment Company's auditor and determination of audit fees for the year 2020 in the amount of Baht 1,500,000.-

**Resolution** The Meeting resolved by unanimously votes to approve appointment the Company's auditors 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         |

from SP audit Company Limited ("SP Audit") and determined audit fees for the year 2020 in the amount of Baht 1,500,000 as follows:

| Resolution                                                                  | Number Of Shareholders | 1 share = 1 vote | Percentage of shares attended meeting and right to votes |
|-----------------------------------------------------------------------------|------------------------|------------------|----------------------------------------------------------|
| Agreed                                                                      | 32                     | 5,022,884,246    | 100.00                                                   |
| Disagreed                                                                   | 0                      | 0                | 0.00                                                     |
| Abstained                                                                   | 0                      | 0                | 0.00                                                     |
| Voided Ballot                                                               | 0                      | 0                | 0.00                                                     |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                        |                  |                                                          |

**Agenda 8 To consider and approve of the reduction of the Company's registered capital and the amendment of the Memorandum of Association No.4 to be reflected such capital reduction**

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the Company will decrease its registered capital from Baht 1,907,119,713 to Baht 1,316,252,588 by cancellation of the unissued shares of 5,908,671,250 shares ( Baht 0.10 of par value) and the amendment of Memorandum of Association No.4 RE: Registered Capital to be reflected such capital reduction and use the new contents as mention below:

|       |                        |                |        |
|-------|------------------------|----------------|--------|
| "No.4 | Registered Capital     | 1,316,252,588  | Baht   |
|       | Total number of shares | 13,162,525,880 | Shares |
|       | Par value of           | 0.10           | Baht   |
|       | Ordinary Shares        | 13,162,525,80  | Shares |
|       | Preferred Shares       | -              | Shares |

Apart from this, Board of Directors proposed shareholders meeting to authorized person assigned by Board of Directors to amend Memorandum of Association to Department of Business Development, The Ministry of Commerce and authorized to amend or any process in accordance with order from registrar.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the reduction of the Company's registered capital and the amendment of the Memorandum of Association No.4 to be reflected such capital reduction

**Resolution** The Meeting resolved to approve by unanimously votes as follows:

| Resolution                                                                  | Number Of Shareholders | 1 share = 1 vote | Percentage of shares attended meeting and right to votes |
|-----------------------------------------------------------------------------|------------------------|------------------|----------------------------------------------------------|
| Agreed                                                                      | 32                     | 5,022,884,246    | 100.00                                                   |
| Disagreed                                                                   | 0                      | 0                | 0.00                                                     |
| Abstained                                                                   | 0                      | 0                | 0.00                                                     |
| Voided Ballot                                                               | 0                      | 0                | 0.00                                                     |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                        |                  |                                                          |

**Agenda 9 To consider and approve of the increasing in registered capital under General Mandate and the amendment of the Memorandum of Association No.4 to be reflected such capital increase**

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that the Company will increase its capital 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) for the purpose of funding its business expansion and amend Memorandum of Association No.4 RE: Registered Capital with the details 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 |

Apart from this, Board of Directors proposed shareholders meeting to authorized person assigned by Board of Directors to amend Memorandum of Association to Department of Business Development, The Ministry of Commerce and authorized to amend or any process in accordance with order from registrar.

The Chairman then gave the shareholders an opportunity to make inquiries, which could be summarized as follows:

**Mr. Nara Sriphet : Shareholder presented in person**

Question : Why the Company do not choose to raise fund by Right Offering?

Answer by Mr. Theerachai Leenabangchong, Chief Executive Officer: Raising fund by Right Offering can be done under general mandate, but under this circumstance, shareholders might not be interesting or ready to make an additional investment. Thus, the Company considered the PP method as an option, however, in the less proportion than those of Right Offering.

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the increasing in registered capital under General Mandate and the amendment of the Memorandum of Association No.4 to be reflected such capital increase.

**Resolution** The Meeting resolved to approve by 3/4 of the total number of vote as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share= 1 vote</b> | <b>Percentage of<br/>shares attended<br/>meeting and right<br/>to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|------------------------|-----------------------------------------------------------------------------|
| Agreed                                                                      | 31                                    | 5,022,884,236          | 99.9999998                                                                  |
| Disagreed                                                                   | 1                                     | 10                     | 0.0000002                                                                   |
| Abstained                                                                   | 0                                     | 0                      | 0.00                                                                        |
| Voided Ballot                                                               | 0                                     | 0                      | 0.00                                                                        |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                        |                                                                             |

**Agenda 10 To consider and approve the allocation of newly issued ordinary shares under General Mandate**

Mr. Monthon Chatuwallopkul, Deputy Managing Director (Accounting) and Executive Committee, informed the Meeting that in accordance to the capital increase by General Mandate in agenda 9, 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 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 the date of Boards' resolution 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 the date of Boards' resolution on capital increase) to offer to private placement.

In addition, price that offer to specified person shall not be the under price as specified in Notification of Capital Market Supervisory Board No. Tor Chor 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

The Chairman then gave the shareholders an opportunity to make inquiries, as there were no further inquiries or comments, proposed that the Meeting to approve the allocation of newly issued ordinary shares under General Mandate

**Resolution** The Meeting resolved to approve by majority votes as follows:

| <b>Resolution</b>                                                           | <b>Number<br/>Of<br/>Shareholders</b> | <b>1 share = 1 vote</b> | <b>Percentage of<br/>shares attended<br/>meeting and right<br/>to votes</b> |
|-----------------------------------------------------------------------------|---------------------------------------|-------------------------|-----------------------------------------------------------------------------|
| Agreed                                                                      | 31                                    | 5,022,884,236           | 99.9999998                                                                  |
| Disagreed                                                                   | 1                                     | 10                      | 0.0000002                                                                   |
| Abstained                                                                   | 0                                     | 0                       | 0.00                                                                        |
| Voided Ballot                                                               | 0                                     | 0                       | 0.00                                                                        |
| Number of 5,022,884,246 total votes attended the meeting and right to votes |                                       |                         |                                                                             |

**Agenda 11 Other business (if any)**

The chairman of the meeting informs that all the agenda items of the Meeting as shown in the Invitation Letter has been completely proposed to the shareholders. The Chairman, on behalf of the Board of Directors and Executives, then expressed his appreciation for the shareholders for attending the meeting and declared the meeting adjourned.

The meeting was adjourned at 3 pm

Wutichai Leenabanchong

(Mr. Wutichai Leenabanchong)  
The Chairman of the Meeting

Certified true and correct

Theerachai Leenabanchong

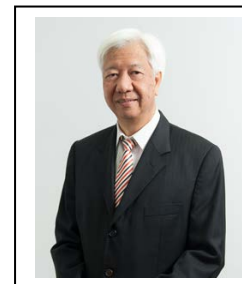
Onchulee Lawsmithikul

(Mr. Theerachai Leenabanchong)  
Director

(Ms. Onchulee Lawsmithikul)  
Director

**Enclosure no.5**

**Information of independent Directors nominated by The Company as proxies of shareholders**



|                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name - Surname</b>                                                                                | Pol.Lt. Sivaraks Phinicharomna                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Age (Year)</b>                                                                                    | 70                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Address</b>                                                                                       | 247, Romkiao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Position in company</b>                                                                           | Independent Director and Chairman of Audit Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Education Qualifications</b>                                                                      | <ul style="list-style-type: none"><li>- Master of Arts in Public Administration, Minnesota State University, U.S.A.</li><li>- Bachelor of Political Science, Chiang Mai University</li><li>- Certificate (Accountancy) UCLA, California U.S.A.</li><li>- Certificate (Taxation) H&amp;R BLOCK TAX SCHOOL, California, U.S.A.</li><li>- Certified Public Accountant, California, U.S.A.</li><li>- Certified Professional Internal Auditor from The Institute Internal Auditors (The IIA)</li><li>- Certified Fraud Auditor from Association of Certified Fraud Examiners (The ACFE)</li></ul> |
| <b>Training Director Program</b>                                                                     | <ul style="list-style-type: none"><li>- Directors Accreditation Program (DAP) No. 14/2004</li><li>- Directors Certification Program (DCP) No. 44/2004</li><li>- Audit Committee Program (ACP) No. 16/2007</li><li>- Role of the Chairman Program (RCP) No. 24/2009</li><li>- How to Measure the Success of Corporation Strategy No. 4/2014</li><li>- Successful Formulation &amp; Execution of Strategy No. 20/2014</li><li>- Chartered Director Class (CDC) No. 9/2015</li></ul>                                                                                                            |
| <b>Working Experiences</b>                                                                           | Year 2008 - Present Chairman of Audit Committee TTCL PCL.<br>Year 2015 - Present Chairman of Audit Committee SRK PCL.<br>Year 2010 - Present Audit Committee Ini3 Digital PCL.<br>Year 2012 - Present Director Lee and Phinicharomna <b>Co., Ltd</b>                                                                                                                                                                                                                                                                                                                                         |
| <b>Proportion of holding shares</b>                                                                  | -None-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Illegal history in the past 10 years</b>                                                          | -None-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Relationship (Family) among Executive</b>                                                         | -None-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Agenda with interest in this shareholders' meeting</b>                                            | 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                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Attendance of meeting From the past year</b>                                                      | <ul style="list-style-type: none"><li>- Board of Directors 4/4 Time</li><li>- Audit Committee 7/7 Time</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Conflict of interest with the company / parent company / subsidiary / associated company / or</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |



| <b>juristic person that may have conflicts in the past 2 years</b>                                                          |        |
|-----------------------------------------------------------------------------------------------------------------------------|--------|
| 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- |



|                                                                                                                                                                  |                                                                                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name - Surname</b>                                                                                                                                            | Mr. Pianchai Thawornrat                                                                                                                                                                                                                   |
| <b>Age (Year)</b>                                                                                                                                                | 62                                                                                                                                                                                                                                        |
| <b>Address</b>                                                                                                                                                   | 247, Romklao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510                                                                                                                                                                             |
| <b>Position in company</b>                                                                                                                                       | Independent Director / Audit Committee/<br>And Chairman of Nomination and Remuneration                                                                                                                                                    |
| <b>Education Qualifications</b>                                                                                                                                  | - Doctor of Public Administration Program, Bangkok Thonburi University (Doctor Candidate)<br>- Master Degree of Public Administration, Bangkok Thonburi University<br>- Bachelor Degree (Faculty of Science), Srinakharinwirot University |
| <b>Training Director Program</b>                                                                                                                                 | - Directors Certification Program (DCP198)<br>- Role of the Chairman Program (RCP) No. 36/2015<br>- Ethical Leadership Program (ELP) No.8-2560                                                                                            |
| <b>Working Experiences</b>                                                                                                                                       | Year 2007 - Present Chairman PCT Asia Insurance (Laos) Co., Ltd<br>Year 1997 - Present Chairman PCTB Co., Ltd<br>Year 1997 - Present Chairman PCTL Co., Ltd<br>Year 2017 - Present Chairman Thai Private Post Co., Ltd                    |
| <b>Proportion of holding shares</b>                                                                                                                              | -None-                                                                                                                                                                                                                                    |
| <b>Illegal history in the past 10 years</b>                                                                                                                      | -None-                                                                                                                                                                                                                                    |
| <b>Relationship (Family) among Executive</b>                                                                                                                     | -None-                                                                                                                                                                                                                                    |
| <b>Agenda with interest in this shareholders' meeting</b>                                                                                                        | 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                                                                 |
| <b>Attendance of meeting From the past year</b>                                                                                                                  | - Board of Directors 4/4 Time<br>- Audit Committee 7/7 Time                                                                                                                                                                               |
| <b>Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years</b> |                                                                                                                                                                                                                                           |
| 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-                                                                                                                                                                                                                                    |



|                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name - Surname</b>                                                                                                                                            | Dr. Nathee Naktnasukanjn                                                                                                                                                                                                                                                                                                      |
| <b>Age (Year)</b>                                                                                                                                                | 55                                                                                                                                                                                                                                                                                                                            |
| <b>Address</b>                                                                                                                                                   | 247, Romklao Road, Kwaeng Sansab, Khet Minburi, Bangkok 10510                                                                                                                                                                                                                                                                 |
| <b>Position in company</b>                                                                                                                                       | Independent Director/ Audit Committee/<br>And Nomination and Remuneration Committee                                                                                                                                                                                                                                           |
| <b>Education Qualifications</b>                                                                                                                                  | - Ph.D. in Finance, JDBA jointed by Thammasat University, Chulalongkorn University and National Institute of Development Administration (NIDA)<br>- Master Degree (Finance), Ramkhamhaeng University<br>- Bachelor of Law, Sukhothai Thammathirat University<br>- Bachelor of Engineering (Electrical), Chiang Mai University |
| <b>Training Director Program</b>                                                                                                                                 | - Directors Accreditation Program (DAP) No.134/2017                                                                                                                                                                                                                                                                           |
| <b>Working Experiences</b>                                                                                                                                       | Professor (International College) Digital Innovation, Chiang Mai University                                                                                                                                                                                                                                                   |
| <b>Proportion of holding shares</b>                                                                                                                              | 14,000,000 shares (0.11%)                                                                                                                                                                                                                                                                                                     |
| <b>Illegal history in the past 10 years</b>                                                                                                                      | -None-                                                                                                                                                                                                                                                                                                                        |
| <b>Relationship (Family) among Executive</b>                                                                                                                     | -None-                                                                                                                                                                                                                                                                                                                        |
| <b>Agenda with interest in this shareholders' meeting</b>                                                                                                        | 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                                                                                                                                                     |
| <b>Attendance of meeting From the past year</b>                                                                                                                  | - Board of Directors 4/4 Time<br>- Audit Committee 7/7 Time                                                                                                                                                                                                                                                                   |
| <b>Conflict of interest with the company / parent company / subsidiary / associated company / or juristic person that may have conflicts in the past 2 years</b> |                                                                                                                                                                                                                                                                                                                               |
| 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.

### **Others**

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

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

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

**1. Documents and Evidence (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](http://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](http://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](http://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 depository custodian to take care of their stock, either proxy form A, B or C can be used. For other shareholders, only proxy form A or B can be used.**

## **2. Proxy Authorization**

The Company has sent a proxy form A and form B as specified by Department of Business Development, Ministry of Commerce. The proxy form also can be downloaded at [www.uwc.co.th](http://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 12.30 pm on ward, on Thursday August 20, 2020 at 1.30 p.m. at Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, 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**

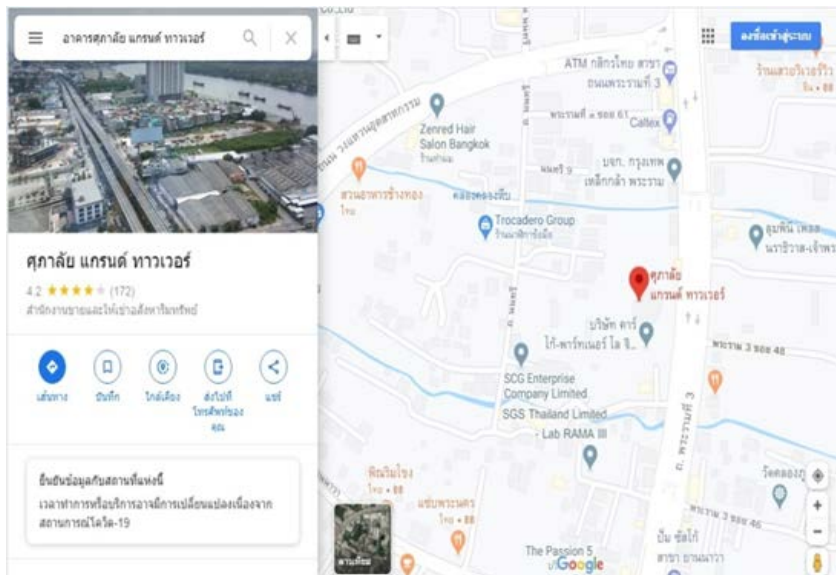
- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.
- For the following cases, a resolution shall be passed by a three-fourth of total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



**The map of the venue of the Extraordinary General Meeting of Shareholders No.1/2020**



At Convention Room, 33rd Floor, Supalai Grand Tower,  
No. 1011, Rama 3 Road, Chongnonsi, Yanna, Bangkok



Scan QR Code To open the Map

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอ \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambon \_\_\_\_\_ Amphoe \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

เป็นผู้ถือหุ้นของบริษัท เอื้อวิทยา จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Ua Withya Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียงดังนี้

Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No.1, please mark   
and give the details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambon Amphoe  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambon Amphoe  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Only of the above persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  และเลือกกรรมการอิสระคนใดคนหนึ่ง  
 If choosing No. 2, please mark  and select one of the Independent Directors.

2.มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the Independent Director of the Company

- นายศิวะรักษ์ พินิจารมณ หรือ  
Mr. Sivaraks Phinicharomna or
- นายเพียรชัย ถาวรวรัตน์ หรือ  
Mr. Pianchai Thawornrat or
- นายนที นาคชนสุกาญจน์  
Mr. Nathee Naktnasakanjn

(ข้อมูลกรรมการอิสระของบริษัท ที่เป็นตัวแทนรับมอบฉันทะปรากฏตามเอกสารแนบ 5 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563) (Details of Independent Directors for Appointment as Proxy are specified in Enclosure 5 of the Invitation of the Extraordinary General Meeting of Shareholders No.1/2020)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 20 สิงหาคม 2563 เวลา 13.30 น. ณ ห้องคอนเวนชัน ชั้น 33 อาคารศุภาลัย แกรนด์ ทาวเวอร์ เลขที่ 1011 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2020 on August 20, 2020 at 13.30 at Convention Room, 33rd Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/ Signed .....ผู้มอบฉันทะ/Grantor  
 (.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
 (.....)

**หมายเหตุ/Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

(ปิดอากรแสตมป์ 20 บาท)  
(Attach stamp duty of Baht 20)

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.

สิ่งที่ส่งมาด้วย 10  
Enclosure 10

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)  
(Form with fixed and specific details authorizing proxy)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
Shareholder registration number Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality residing/located at no. Soi  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road Tambon Amphoe Province  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอื้อวิทยา จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Ua Withya Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียงดังนี้

Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Name age years, residing/located at no.

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_

Road Tambon Amphoe

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Name age years, residing/located at no.

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_

Road Tambon Amphoe

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Only of the above persons

2. มอบฉันทะให้กรรมการอิสระของบริษัทฯ คือ

Appoint the Independent Director of the Company

นายศิวะรักษ์ พินิจารมณ หรือ

Mr. Sivaraks Phinicharomna or

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย   
และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No.1, please mark   
and give the details of the proxies.

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย   
และเลือกกรรมการอิสระของคนใดคนหนึ่ง  
If choosing No. 2, please mark   
and select one of the Independent  
Directors.

- นายเพียรชัย ถาวรรัตน์ หรือ  
Mr. Pianchai Thawomrat or
- นายณที นาคธนสุกาญจน์  
Mr. Nathee Naktnasakanjn

(ข้อมูลกรรมการอิสระของบริษัทฯ ที่เป็นตัวแทนรับมอบฉันทะปรากฏตามเอกสารแนบ 5 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563) (Details of Independent Directors for Appointment as Proxy are specified in Enclosure 5 of the Invitation of the Extraordinary General Meeting of Shareholders No.1/2020)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 20 สิงหาคม 2563 เวลา 13.30 น. ณ ห้องคอนเวนชัน ชั้น 33 อาคารศุภาลัย แกรนด์ ทาวเวอร์ เลขที่ 1011 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2020 on August 20, 2020 at 13.30 at Convention Room, 33rd Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok, or such other date, time and place as the meeting may be held.

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

- วาระที่ 1**                      **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563**  
Agenda 1                      To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย \_\_\_\_\_ เสียง     ไม่เห็นด้วย \_\_\_\_\_ เสียง     งดออกเสียง \_\_\_\_\_ เสียง  
Approve                                  Votes    Disapprove                                  Votes    Abstain                                  Votes
- วาระที่ 2**                      **พิจารณาอนุมัติการจำหน่ายเงินลงทุนในบริษัทย่อยที่ประกอบธุรกิจโรงไฟฟ้าชีวมวลซึ่งเป็น**  
Agenda 2                      **รายการจำหน่ายไปซึ่งสินทรัพย์**  
To consider and approve the sales of equity interest in subsidiaries of the Company that engaging in biomass power business, which constituting a disposition transaction
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

### วาระที่ 3

### พิจารณาเรื่องอื่น ๆ (ถ้ามี)

#### Agenda 3

Other business (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve Votes Disapprove Votes Abstain Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**  
**Attachment to Proxy Form B.**  
**การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอื้อวิทยา จำกัด (มหาชน)**

A proxy is granted by a shareholder of Ua Withya Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 20 สิงหาคม 2563 เวลา 13.30 น. ณ ห้องคอนเวนชัน ชั้น 33 อาคารศุภาลัย แกรนด์ ทาวเวอร์ เลขที่ 1011 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.1/2020 on August 20, 2020 at 13.30 at Convention Room, 33rd Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_ เขียนที่ \_\_\_\_\_  
 Shareholder registration number Written at  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_  
 I/We Having office located at  
 ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด \_\_\_\_\_  
 Road Tambon Amphoe Province  
 รหัสไปรษณีย์ \_\_\_\_\_  
 Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
 As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท เอื้อวิทยา จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Ua Withya Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียงดังนี้  
 Holding the total number of shares and have the rights to vote equal to votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share shares and have the rights to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
 Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย   
 และระบุรายละเอียดของผู้รับมอบฉันทะ  
 If choosing No.1, please mark   
 and give the details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name age years, residing/located at no.  
 ถนน ตำบล/แขวง อำเภอ \_\_\_\_\_  
 Road Tambon Amphoe  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
 Name age years, residing/located at no.  
 ถนน ตำบล/แขวง อำเภอ \_\_\_\_\_  
 Road Tambon Amphoe  
 จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
 Only of the above persons

2. มอบฉันทะให้กรรมการอิสระของบริษัทฯ คือ  
Appoint the Independent Director of the Company

- นายศิวะรักษ์ พินิจารมณ หรือ  
Mr. Sivaraks Phinicharomna or
- นายเพียรชัย ถาวรรัตน์ หรือ  
Mr. Pianchai Thawornrat or
- นายณที นาคธนสุกาญจน์  
Mr. Nathee Naktnasakanjn

(ข้อมูลกรรมการอิสระของบริษัทฯ ที่เป็นตัวแทนรับมอบฉันทะปรากฏตามเอกสารแนบ 5 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563) (Details of Independent Directors for Appointment as Proxy are specified in Enclosure 5 of the Invitation of the Extraordinary General Meeting of Shareholders No.1/2020)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 20 สิงหาคม 2563 เวลา 13.30 น. ณ ห้องคอนเวนชัน ชั้น 33 อาคารศุภาลัย แกรนด์ ทาวเวอร์ เลขที่ 1011 ถนนพระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2020 on August 20, 2020 at 13.30 at Convention Room, 33rd Floor, Supalai Grand Tower, No. 1011, Rama 3 Road, Chongnonsi, Yannawa, Bangkok, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
Grant all of my/our proxy in accordance with the number of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Total voting right \_\_\_\_\_ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้อย่างนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1  
Agenda 1

**พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563**

To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                             |                                                |                                               |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย_____เสียง | <input type="checkbox"/> ไม่เห็นด้วย_____เสียง | <input type="checkbox"/> งดออกเสียง_____เสียง |
| Approve                                     | Disapprove                                     | Abstain                                       |
| Votes                                       | Votes                                          | Votes                                         |

วาระที่ 2  
Agenda 2

**พิจารณานุมัติการจำหน่ายเงินลงทุนในบริษัทย่อยที่ประกอบธุรกิจโรงไฟฟ้าชีวมวลซึ่งเป็นรายการจำหน่ายไปซึ่งสินทรัพย์**

To consider and approve the sales of equity interest in subsidiaries of the Company that engaging in biomass power business, constituting a disposition transaction

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                             |                                                |                                               |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย_____เสียง | <input type="checkbox"/> ไม่เห็นด้วย_____เสียง | <input type="checkbox"/> งดออกเสียง_____เสียง |
| Approve                                     | Disapprove                                     | Abstain                                       |
| Votes                                       | Votes                                          | Votes                                         |

วาระที่ 3  
Agenda 3

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Other business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                             |                                                |                                               |
|---------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <input type="checkbox"/> เห็นด้วย_____เสียง | <input type="checkbox"/> ไม่เห็นด้วย_____เสียง | <input type="checkbox"/> งดออกเสียง_____เสียง |
| Approve                                     | Disapprove                                     | Abstain                                       |
| Votes                                       | Votes                                          | Votes                                         |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified

## COVID-19 Screening Form

### Before attending to Extraordinary General Meeting of Shareholders No. 1/2020 Ua Withya 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 safety to your resident and follow the guideline of the Department of disease control, Ministry of Public Health, Thailand